



SCRUTINIZER'S REPORT

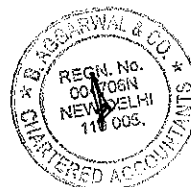
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014]

To

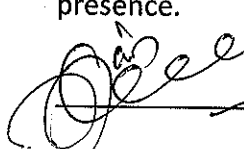
The Chairman of Annual General Meeting of the members of Valiant Communications Limited to be held on the 26th day of September, 2014 at Surbhi farms, 96/4, Post & Village, Tikri kalan, New Delhi 110041.

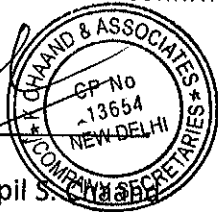
Dear Sir,

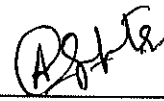
1. I, Alok Jain, Partner, B. Aggarwal & Co. Chartered Accountant, have been appointed by the Board of Directors of Valiant Communications Limited (the Company) as the Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the e-voting pattern carried out as per the provisions of section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice of the Annual General Meeting (AGM) of the members of the company dated 23rd May, 2014 to be held on Friday, 26th September, 2014 at 9.30am at Surbhi farms, 96/4, Post & village, Tikri Kalan, New Delhi 110041.
2. The management of the company is responsible to ensure compliance with the requirements of the Act and rules relating to voting through electronic means on the resolutions contained in the notice of the **Annual General Meeting (AGM)** of the members of the company dated 23rd May, 2014. My responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast on the resolutions as set out in the notice to the AGM, based on the reports generated from the e-voting platform provided by Central Depository Services Limited (CDSL), the authorized agency to provide the e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:-



- i. The e-voting period remained open from Saturday, the 20th September, 2014 (9.00 am IST) till Monday, the 22nd September, 2014 (6.00pm IST).
- ii. The members of the Company as on the "cut -off" date i.e 08th August, 2014 were entitled to vote on the resolutions (items no. 1 to 8) as set out in the notice of the AGM of the Company of the Company dated 23rd May, 2014).
- iii. Totes votes cast were unblocked on 23rd September, 2014 in the presence of the two witnesses Mr. Kapil S Chaand, Practicing Company Secretary R/o, 1161/76, GF, Devaram Park New Delhi-110035 and Mr. Anubhav K. Gupta R/o, Mohanpur, IIP, Dehradun- 248005, who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Witness 1: Mr Kapil S. Chaand





Witness 2: Mr Anubhav K. Gupta

- iv. The total paid-up equity Capital of the Company as on 23rd May, 2014 was Rs. 7,22,34,600/- divided into 72,23,460 equity shares of Rs 10/- each.
- v. Thereafter, the details containing *inter-alia*, list of equity share holders, who voted "for", "against" each of the resolutions contained in the notice of the AGM dated 23rd May, 2014 that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL) and based on such reports generated, result of the e-voting is as under:

Item No. 1

Adoption of financial statements for the financial year ended March 31st 2014.

Details of votes cast:



Total votes cast		Valid votes		Invalid Votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
30	3405089	30	3405089	Nil	Nil

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%

(ii) Voted in against the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable

Items No.2

Appointment of Auditors and to fix their remuneration.

Details of votes cast:

Total votes cast		Valid votes		Invalid Votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast



30	3405089	30	3405089	Nil	Nil
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(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%

(ii) Voted in against the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable

Items No.3

Appointment of Mr Inder Mohan Sood (DIN:001758) as Managing Director

Details of votes cast:

Total votes cast		Valid votes		Invalid Votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
30	3405089	30	3405089	Nil	Nil



(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%

(ii) Voted in against the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable

Items No.4

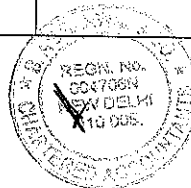
Appointment of Mr. Davinder Mohan Sood (DIN: 001756) as Whole-time Director

Details of votes cast:

Total votes cast		Valid votes		Invalid Votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
30	3405089	30	3405089	Nil	Nil

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%



(ii) Voted in against the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable

Items No.5

Appointment of Mr. Gaurav Kaura (DIN:00001797) as an Independent Director.

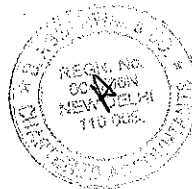
Details of votes cast:

Total votes cast		Valid votes		Invalid Votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
30	3405089	30	3405089	Nil	Nil

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%

(ii) Voted in against the resolution (out of valid votes cast):



Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable

Item No.6

Appointment of Mr. Avinash Verma (DIN:01158958) as an Independent Director

Details of votes cast:

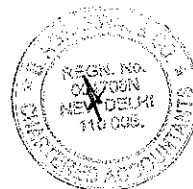
Total votes cast		Valid votes		Invalid Votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
30	3405089	30	3405089	Nil	Nil

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%

(ii) Voted in against the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable



Items No.7

Appointment of Mr. Sumit Mehta (DIN:05302285) as an Independent Director

Details of votes cast:

Total votes cast		Valid votes		Invalid Votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
30	3405089	30	3405089	Nil	Nil

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%

(ii) Voted in against the resolution (out of valid votes cast):

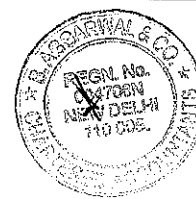
Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable

Items No.8

Appointment of Ms. Neepa Chatterjee (DIN:05302341) as an Independent Director

Details of votes cast:

Total votes cast	Valid votes	Invalid Votes
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Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
30	3405089	30	3405089	Nil	Nil

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
30	3405089	100%

(ii) Voted in against the resolution (out of valid votes cast):

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Not Applicable

For B. Aggarwal & Co.
Chartered Accountants
FRN: 004706N

Alok Jain
24/09/2014
ALOK JAIN
Partner
M. No.: 510960





FORM No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

Annual General Meeting of the Equity Shareholders of **Valiant Communications Limited**

Held on 26th September, 2014 at 9.30am at Surbhi Farms, 96/4, Post & Village, Tikri Kalan, New Delhi-110041

Dear Sir,

I, Kapil S. Chaand, Practising Company Secretary, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the equity shareholders of **Valiant Communications Limited**, held on 26th September, 2014 at 9.30 a.m. at Surbhi Farms, 96/4, Post & Village, Tikri Kalan, New Delhi-110041, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. 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.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:

Item No. 1

Adoption of financial statements for the financial year ended March 31st 2014.

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%



(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :-

Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3

Items No.2

Appointment of Auditors and to fix their remuneration.

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%

(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes :-

Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3

Items No.3

Appointment of Mr. Inder Mohan Sood (DIN:00001758) as Managing Director

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%

(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :-

Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3



Items No.4

Appointment of Mr. Davinder Mohan Sood (DIN: 00001756) as Whole-time Director

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%

(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :-

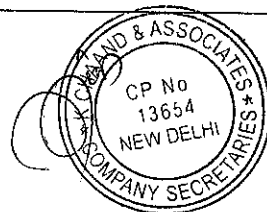
Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3

Items No.5

Appointment of Mr. Gaurav Kaura (DIN:00001797) as an Independent Director.

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%



(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :-

Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3

Item No.6

Appointment of Mr. Avinash Verma (DIN:01158958) as an Independent Director

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%

(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :-

Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3



Items No.7

Appointment of Mr. Sumit Mehta (DIN:05302285) as an Independent Director

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%

(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :-

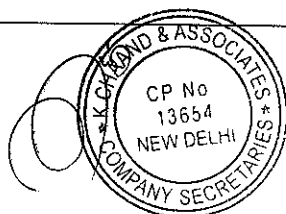
Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3

Items No.8

Appointment of Ms. Neepa Chatterjee (DIN:05302341) as an Independent Director

(i) Voted in favour of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
18	3462	100%



(ii) Voted in against of the resolution:-

Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes :-

Total Numbers of Members (in person or by proxy) whose votes were declared in valid	Total Number of votes cast by them
3	3

5. A Compact Disc (CD) containing a list of equity shareholders, who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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

FOR K CHAAND & ASSOCIATES
COMPANY SECRETARIES


KAPIL S. CHAAND

CP NO. 13654

Place: New Delhi

Dated: 26th September, 2014

