



# BITS Limited

Regd. Off. : 1111, 11th Floor, New Delhi House, 27, Barakhamba Road, Connaught Place, New Delhi - 110 001. • Web. : [www.bits.net.in](http://www.bits.net.in)  
 Tel. : 011 43656567 • Fax : 011 43656567 • E-mail : [bitsltd@gmail.com](mailto:bitsltd@gmail.com)  
 CIN: L72200DL1992PLC241971

Date of the AGM:

Total No. of Shares/Total Voting Rights:

No. of Shares held by the members, Promoters and Promoter other than the company:

## DECLARATION OF RESULTS OF E-VOTING AND POLL

The 22<sup>nd</sup> Annual General Meeting of the members of M/s Bits Limited was held on Tuesday, 30<sup>th</sup> September, 2014 at 10:00 a.m. at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi – 110094.

As per the provisions of the Companies Act, 2013 and also the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 22<sup>nd</sup> Annual General Meeting (AGM). The e-voting was open from 24<sup>th</sup> September, 2014 to 26<sup>th</sup> September, 2014.

In line with the provisions of the Companies Act, 2013 and in terms of the clarification issued by MCA, voting by Show of Hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 22<sup>nd</sup> AGM, voting was conducted by means of poll & e-voting.

The Board of Directors had appointed Ms. Pritika Nagi & Associates, Practicing Company Secretary, as the Scrutinizer for e-voting and poll. The Scrutinizer(s) have carried out the scrutiny of all the electronic votes received up to the close of working hours on 26<sup>th</sup> September, 2014 and poll received till the conclusion of the meeting and submitted their Report on 30th September, 2014.

Resolution A) Ordinary Resolution for considering and approval of financial statement for the year ending 31st March, 2014 with auditor's report and Directors report.

No. of shares held (A)	No. of votes polled (B)	% of votes polled on outstanding shares (B) = (B/A)*100	No. of votes in favour (C)	No. of votes against (D)	% of votes in favour on votes polled (E) = (C/D)*100	% of votes against on votes polled (F) = (D/C)*100
1000000	1000000	100	73461460	0	100%	0

**INTIMATION REGARDING VOTING RESULT PURSUANT TO CLAUSE 35A OF LISTING AGREEMENT**

<b>Date of the AGM:</b>	September, 30 <sup>th</sup> , 2014			
Total No. of Shareholders as on record date	16907			
<b>No. of shareholders present in the meeting either in person or through proxy</b>	<b>Promoters and Promoter Group</b>		<b>Public:</b>	
	In Person	Through Proxy	In Person	Through Proxy
	1	Nil	32	Nil
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	<b>Promoters and Promoter Group</b>		<b>Public</b>	
	Not Applicable		Not Applicable	

**Agenda-wise**

The Mode of Voting for all Resolution was:

- 1) E-voting conducted between 24<sup>th</sup> September, 2014 to 26<sup>th</sup> September, 2014.
- 2) Poll conducted (Ballot) at Meeting

Given below is the resolution wise combined result of e-voting and ballot voting at annual general meeting.

**Resolution 1:** Ordinary Resolution for considering and Adoption of Audited Financial Statement for the year ended 31st March, 2014 with Auditors Report and Directors Report.

Promoter/ Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter & Promoter Group	72461460	72461460	100	72461460	0	100%	0

Public Institutional Holders	77500	0	0	0	0	0	0
Public-Others	39336040	387377	0.98	387377	0	100	0
<b>Total</b>	<b>111875000</b>	<b>72848837</b>	<b>65.11</b>	<b>72848837</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolutions have been passed by the members with requisite majority.

**Resolution 2:** Ordinary Resolution to appoint a Director in place of Mr. Omprakash Ramashankar Pathak (DIN 01428320), who retires by rotation and being eligible, offers him for re-appointment.

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	72461460	72461460	100	72461460	0	100%	0
Public Institutional Holders	77500	0	0	0	0	0	0
Public-Others	39336040	387377	0.98	387377	0	100	0
<b>Total</b>	<b>111875000</b>	<b>72848837</b>	<b>65.11</b>	<b>72848837</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolutions have been passed by the members with requisite majority.

**Resolution 3:** Ordinary resolution to appoint M/s Soni Gulati & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $[(2)/(1)]*100$	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = $[(4)/(2)]*100$	% of votes against on votes polled (7) = $[(5)/(2)]*100$
Promoter & Promoter Group	72461460	72461460	100	72461460	0	100%	0
Public Institutional	77500	0	0	0	0	0	0

<b>Holders</b>							
<b>Public-Others</b>	39336040	387377	0.98	387377	0	100	0
<b>Total</b>	<b>111875000</b>	<b>72848837</b>	<b>65.11</b>	<b>72848837</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolutions have been passed by the members with requisite majority.

**Resolution 4:** Ordinary Resolution for appointment & Regularization of Mr. Harish kumar Chauhan (DIN 06857506) as an Independent Director of the Company.

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*10 0	% of votes against on votes polled (7) = [(5)/(2)]*10 0
Promoter & Promoter Group	72461460	72461460	100	72461460	0	100%	0
Public Institutional Holders	77500	0	0	0	0	0	0
Public- Others	39336040	387377	0.98	387377	0	100	0
<b>Total</b>	<b>111875000</b>	<b>72848837</b>	<b>65.11</b>	<b>72848837</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolutions have been passed by the members with requisite majority.

**Resolution 5:** Ordinary Resolution for Appointment & Regularization of Ms. Preeti Sharma (DIN 06942133) as an Independent Director of the company

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*10 0	% of votes against on votes polled (7) = [(5)/(2)]*10 0
Promoter & Promoter Group	72461460	72461460	100	72461460	0	100%	0
Public Institutional Holders	77500	0	0	0	0	0	0

Public- Others	39336040	387377	0.98	387377	0	100	0
<b>Total</b>	<b>111875000</b>	<b>72848837</b>	<b>65.11</b>	<b>72848837</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolutions have been passed by the members with requisite majority.

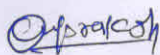
**Resolution 6:** Special Resolution for appointment of Mr. Omprakash Ramashankar Pathak (DIN 01428320) as Whole-time director of the Company for a period of 3 (three) years with effect from 1<sup>st</sup> March, 2014 to 28<sup>th</sup> February, 2017.

Promoter/P ublic	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*10 0	% of votes against on votes polled (7) = [(5)/(2)]*10 0
Promoter & Promoter Group	72461460	72461460	100	72461460	0	100%	0
Public Institutional Holders	77500	0	0	0	0	0	0
Public- Others	39336040	387377	0.98	387377	0	100	0
<b>Total</b>	<b>111875000</b>	<b>72848837</b>	<b>65.11</b>	<b>72848837</b>	<b>0</b>	<b>100</b>	<b>0</b>

The above resolutions have been passed by the members with requisite majority

Kindly take the above information on your records.

For Bits Limited



**Omprakash Ramashankar Pathak**  
(Whole Time Director)  
Din No. 01428320



# Pritika Nagi & Associates

COMPANY SECRETARIES

## SCRUTINIZER'S REPORT

To,  
The Chairman  
M/s Bits Limited  
1111, 11<sup>th</sup> Floor, New Delhi House,  
27, Barakhamba Road, New Delhi-110001

Dear Sir,

1. I, Pritika Nagi, Practicing Company Secretary (Membership No: ACS 29544, CP No:11279), of M/s Pritika Nagi & Associates was appointed as Scrutinizer by the Board of Directors of M/s Bits Limited (the Company) in its meeting held on Saturday, 6<sup>th</sup> September, 2014 for the purpose of e-voting process on the agenda items to be transacted at the 22<sup>nd</sup> Annual General Meeting (AGM) of the Company to be held on September 30, 2014 at 10.00 P.M. at Plot No.122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094
2. I submit my report as under:
  - 2.1 The Company has provided e-voting facility to all the Shareholders and has sent the AGM notice and Annual Report 2013-14 electronically to such Shareholders whose email IDs were registered with depository participants, for the other Shareholders, the AGM notice and Annual Report 2013-14 of the Company has been sent by permitted mode dispatch of which was completed on 06<sup>th</sup> September, 2014.
  - 2.2 The e-voting period began at 10:00 a.m. on Wednesday, 24<sup>th</sup> September, 2014 and ended at 4:00 p.m., on Friday 26<sup>th</sup> September, 2014. The votes received electronically from the Shareholders till Friday the 26<sup>th</sup> September 2014 up to 4:00 pm, being the last date and time fixed by the Company for e-voting was considered for my scrutiny.
  - 2.3 Particulars of all votes received electronically from the Members have been separately maintained for the purpose.
  - 2.4 The votes received electronically were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on the cutoff date i.e. 29<sup>th</sup> August, 2014.

3041, Street No-12A, Ranjit Nagar, South Patel Nagar, New Delhi-110001  
Ph# 9873186498, 9891271137. E-Mail- cspritikanagi@gmail.com



2.5 The votes were unblocked at New Delhi on 27<sup>th</sup> September, 2014 in the presence of Ms. Pawan Sharam and Mr. Kailash Chander Upadhaya who are not the employees of the Company and who have signed below as witness to the unblocking of votes.

3. A summary of the votes received electronically are given below:

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

Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2014 together with the Directors' Report and the Auditors' Report:

Particulars	No. of votes cast	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	72808785	72808785	32.54
Less: Invalid votes	0	0	0
Net valid votes cast	72808785	72808785	32.54

(i) Votes in the favour of resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
6	72808785	100

(ii) Votes against the resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0



(2) Resolution 2 – Proposed as Ordinary Resolution

To appoint a Director in place of Mr. Omprakash Ramashankar Pathak (DIN 01428320) who retires by rotation and being eligible offer himself for reappointment.

Particulars	No. of votes cast	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	72808785	72808785	32.54
Less: Invalid votes	0	0	0
Net valid votes cast	72808785	72808785	32.54

(i) Votes in the favour of resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
6	72808785	100

(ii) Votes against the resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(3) Resolution 3 – Proposed as Ordinary Resolution

To appoint the existing auditor M/s Soni Gulati & Co. , Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

Particulars	No. of votes cast	No. of shares	% of total paid up
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			Equity Capital
Total votes polled through e-voting	72808785	72808785	32.54
Less: Invalid votes	0	0	0
Net valid votes cast	72808785	72808785	32.54

(i) Votes in the favour of resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
6	72808785	100

(ii) Votes against the resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

**(4) Resolution 4 – Proposed as Ordinary Resolution**

Appointment of Mr. Harish Kumar Chauhan (DIN 06857506) as an Independent Director of the Company.

Particulars	No. of votes cast	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	72808785	72808785	32.54
Less: Invalid votes	0	0	0
Net valid votes cast	72808785	72808785	32.54

(i) Votes in the favour of resolution:



No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
6	72808785	100

(ii) Votes against the resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(5) Resolution 5 – Proposed as ordinary Resolution

Appointment of Ms. Preeti Sharma (DIN 06942133) as an Independent Director of the Company.

Particulars	No. of votes cast	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	72808785	72808785	32.54
Less: Invalid votes	0	0	0
Net valid votes cast	72808785	72808785	32.54

(i) Votes in the favour of resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
6	72808785	100

(ii) Votes against the resolution:



No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

**(6) Resolution 6 – Proposed as Special Resolution**

Appointment of Mr. Omprakash Ramashankar Pathak (DIN: 01428320) as Whole-Time Director of the Company, for a period of 3 (three) years with effect from 1st March, 2014 to 28th February, 2017.

Particulars	No. of votes cast	No. of shares	% of total paid up Equity Capital
Total votes polled through e-voting	72808785	72808785	32.54
Less: Invalid votes	0	0	0
Net valid votes cast	72808785	72808785	32.54

(i) Votes in the favour of resolution:

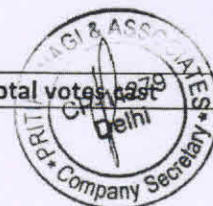
No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
6	72808785	100

(ii) Votes against the resolution:

No. of the members voted through electronic voting system	No. of the votes cast by them	% of total votes cast
0	0	0

(iii) Invalid votes:

No. of the members voted	No. of the votes cast by them	% of total votes cast



through electronic voting system		
	0	0

4. You may accordingly declare the result of the voting through electronic means.
5. All the relevant records of electronic voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the 22<sup>nd</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for the Safe keeping.

Thanking you,  
Yours faithfully,

*Pritika*

Ms. Pritika Nagi  
(Scrutinizer)

M. No.: 29544

CP.No.: 11279

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



Place: Delhi

Dated: 27.09.2014

We the undersigned witnesseth that the votes were unblocked from the e-voting website of National Securities Depository Limited in our presence at New Delhi on September 27, 2014 at 3:00 P.M.

*Rajan*

Name: RAJAN SHARMA

Add: H.No. 18, VILL - HASARHU  
Bhawar Koushambi  
Anandpur - 201010

*Rajesh Chandel*

Name: Rajesh Chandel  
Upadhyay

Add: 4118, Safai  
Road, New Delhi - 11002



# Pritika Nagi & Associates

COMPANY SECRETARIES

FORM No. MGT-13

## Report of Scrutinizer(s)

[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

22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Bits Limited Held on 30<sup>th</sup> September, 2014 at 10.00 A.M at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi-110094.

Dear Sir,

I, Pritika Nagi, Practicing Company Secretary of M/s Pritika Nagi & Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 22<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Bits Limited, held on 30<sup>th</sup> September, 2014 at 10.00 A.M at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi-110094, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes 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. I did not find any poll papers invalid.
4. The result of the Poll is as under:
  - (a) **Resolution No. 1- Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2014 together with the Directors' Report and the Auditors' Report:**

(i) **Votes in the favour of resolution:**

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
32	40052	100%

3041, Street No-12A, Ranjit Nagar, South Patel Nagar, New Delhi-110008  
Ph# 9873186498, 9891271137. E-Mail- [cpnptkanas@gmail.com](mailto:cpnptkanas@gmail.com)



(ii) Votes against the resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total no. of members (in person or by proxy) whose votes are declared invalid	Total no. of the votes cast by them
Nil	Nil

(b) Resolution No. 2- To appoint a Director in place of Mr. Omprakash Ramashankar Pathak (DIN 01428320) who retires by rotation and being eligible offer himself for reappointment.

(i) Votes in the favour of resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
32	40052	100%

(ii) Votes against the resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total no. of members (in person or by proxy) whose votes are declared invalid	Total no. of the votes cast by them
Nil	Nil

(c) Resolution No. 3- To appoint the existing auditor M/s Soni Gulati & Co., Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this



Annual General Meeting until the conclusion of the next Annual General Meeting and fix their remuneration.

(i) Votes in the favour of resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
32	40052	100%

(ii) Votes against the resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total no. of members (in person or by proxy) whose votes are declared invalid	Total no. of the votes cast by them
Nil	Nil

(d) Resolution 4 –Appointment of Mr. Harish Kumar Chauhan (DIN 06857506) as an Independent Director of the Company:

(i) Votes in the favour of resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
32	40052	100%

(ii) Votes against the resolution:

No. of the members present & voting ( in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



(iii) Invalid votes:

Total no. of members (in person or by proxy) whose votes are declared invalid	Total no. of the votes cast by them
Nil	Nil

(e) Resolution 5 – Appointment of Ms. Preeti Sharma (DIN 06942133) as an Independent Director of the Company:

(i) Votes in the favour of resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
32	40052	100%

(ii) Votes against the resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total no. of members (in person or by proxy) whose votes are declared invalid	Total no. of the votes cast by them
Nil	Nil

(f) Resolution 6 – Appointment of Mr. Omprakash Ramashankar Pathak (DIN 01428320) as a whole-time director of the company, for a period of 3(three) years with effect from 1<sup>st</sup> March, 2014 to 28th February, 2017:

(i) Votes in the favour of resolution:

No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
32	40052	100%

(ii) Votes against the resolution:





No. of the members present & voting (in person or by proxy)	No. of the votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total no. of members (in person or by proxy) whose votes are declared invalid	Total no. of the votes cast by them
Nil	Nil

5. A Compact Disc (CD) containing a list of equity shareholders who voted "For", "AGAINST" and those 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.

Thanking you,  
Yours Faithfully

Date: 01.10.2014

Place: New Delhi



Pritika Nagi & Associates

*Pritika*  
Signature of Scrutinizer