

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

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

To,

The Chairman of the 23rd Annual General Meeting of the Members of
Bits Limited Held on Wednesday, 30th September, 2015 at
11.00 A.M. at Plot No. 122, Mahalaxmi Vihar, Karawal Nagar, Delhi- 110094.

**Consolidated Report on the 23rd AGM Notice dated 27th day of August, 2015 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 27th August, 2015 of the 23rd 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 Sunday, 27th September, 2015 up to 05.00 P.M. on Tuesday, 29th September, 2015. The company had sent the AGM Notice to all the Members of the Company electronically on 28th August, 2015 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 on 28th August, 2015, 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) on 21st August, 2015.
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 23rd September, 2015.
4. Two (2) Ballot Boxes kept for polling at 23rd 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.

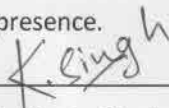
1.) Mr. Kartar Singh

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

2.) Mr. Kailash ChanderUpadhyay

4/18, Second Floor,
Asaf Ali Road, New Delhi-110002

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.



Mr. Kartar Singh



Mr. Kailash Chander Upadhyay

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 23rd Annual general Meeting through ballot paper, the votes casted through remote e-voting were unblocked on Date around Time in my presence along with two witnesses

1.) Mr. Kartar Singh

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

(b) Resolution 2 – Proposed as Ordinary Resolution

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

Resolution No. 2	Particulars of votes cast							
	Electronic Voting		Ballot paper		Voting Results		% of Total	
	No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote	Valid Votes cast to paid-up capital	
Ordinary Business	Ordinary Resolution for re-appointment of Shri Ankit Rathi (DIN: 01379134) who retires by rotation and being eligible, offers himself for re-appointment.							
Votes cast in favour	72715960	100	125778	100	72841738	100	65.11	
Votes Cast against	Nil	Nil	Nil	Nil	Nil	Nil	Nil	

(c) Resolution 3 – Proposed as Ordinary Resolution

To appoint Statutory Auditors of M/s Soni Gulati & Co., Chartered Accountant and fix their remuneration.

Resolution No. 3	Particulars of votes cast							
	Electronic Voting		Ballot paper		Voting Results		% of Total	
	No.(A)	% of Valid Vote	No.(B)	% of Valid Vote	No. (A+B)	% of total Valid Vote	Valid Votes cast to paid-up capital	

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.

Place: New Delhi
Date: 01/10/2015

Thanking You
Yours faithfully,


Pritika Nagi
(Scrutinizer)

M. No.: 29544
CP.No.: 11279

Counter Signed By:
For Bits Limited



Ankit Rathi
Chairman
DIN: 01379134

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