



CIN No. L74899DL1995PLC065076

To,

Date: 24.09.2018

**The Manager Listing
Bombay Stock Exchange Limited
Floor 25, P J Tower,
Dala1 Street, Mumbai - 400 001**

**The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra Kurla Complex
Bandra (E), Mumbai - 400051**

Scrip Code: 532325

Scrip ID: VITALCOMM

Sub: Voting Result of 23rd Annual General Meeting

Dear Sir/ Madam

In pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, please find enclosed Scrutinizer Report of 23rd Annual General Meeting of the Company held on 22nd day of September, 2018, at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi-110081.

Kindly take this in your Records too.

For VITAL COMMUNICATIONS LIMITED

ROOP SINGH
Director
DIN: 07304997

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20(4) (Xii) of the Companies
(Management and Administration) Rules, 2014]

To,

The Chairman,

M/S VITAL COMMUNICATIONS LIMITED

CIN: L74899DL1995PLC065076

3G , Gopala Tower, IIIrd Floor,

Rajendra Place, New Delhi-110008

Sub: 23RD Annual General Meeting of the members of the **M/S VITAL COMMUNICATIONS LIMITED** held on **Saturday, 22ND September, 2018** at 09:15 a.m. at Navkar Tirth Atise Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi- 110081.

Dear Sir,

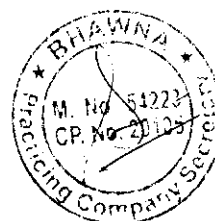
1. I, Bhawna, Practicing Company Secretary having **C.O.P No. 20105** was appointed as the Scrutinizer by the Board of Directors of M/S Vital Communications Limited (The Company) for the purpose of scrutinizing voting by use of ballot at the meeting pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) in respect of the below mentioned resolutions proposed at the 23rd Annual General Meeting of the Equity Shareholders of the Company held on Monday, 22nd September, 2018 at 09:15 a.m. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi- 110081.
2. The compliance with the provisions of the Companies Act, 2013 and rule made there under relating to voting through voting by use of ballot by the shareholders on the resolutions proposed in the notice of 23rd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting by use of ballot at the meeting are conducted in a faith and transparent manner and render consolidated Scrutinizer's Report of the total votes cast in favour or against if any, to the chairman on the resolutions, based on the reports generated from the voting by use of ballots at the meeting.



3. In accordance with the Notice of 23rd Annual General Meeting sent to the shareholders of the Company and the 'Advertisement' published pursuant to Rule 20 (4) (V) of the Companies (Management and Administration) Rules, 2014(Amendment Rules, 2015) on 23rd August, 2018, the remote e-voting opened at 9:15 A.M on 17th September, 2018 and remained opened up to 5:00 P.M on 19th September, 2018.
4. The Equity shareholders holding shares as on 15th September, 2018 "cut-off date" were entitled to vote on the resolution stated in the notice of 23rd Annual General Meeting.
5. After declaration of voting by use of ballot by the Chairman at the meeting ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer.
The ballots were reconciled with the records maintained by the Company Registrar and Transfer Agents (R&TA) of the Company and authorizations / proxies lodged with the Company. The voters were also securitized for the purpose of eliminating duplicate voting i.e on remote e-voting as well as by use of ballot. As far as e-voting through NSDL facility concerned I did not receive any confirmation from the NSDL about my appointment as a Scrutinizer of the concerned company, However the company detail is not showing in my Scrutinizer login available on NSDL portal.
6. The ballots, which were incomplete and /or which were otherwise found defective have been treated as invalid and kept separately. The votes cast by use of ballots at meeting were counted electronically.
7. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:

a) Resolution-1: Ordinary Resolution:

To receive, consider and adopt the Audited Profit & Loss Account for the year ended March 31, 2018 and the Balance Sheet & Cash Flow Statement as on that date together with the Reports of the Board of Directors and the Auditors' thereon.



i. Voted in favor of resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	Not Available	Not Available	Not Available
Voting by Poll	24	1650	100

ii. Voted against the resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0

iii. Invalid Votes:

Mode of Voting	Total No. of members whose votes were declared invalid	No. of Votes Cast by them
Remote e-voting	0	0
Voting by Poll	0	0

b) Resolution-2: Ordinary Resolution:

To Appoint a Director in place of Mr. Shyam Sundar Sabharwal who retires by rotation and being eligible offer himself for re – appointment.

i. Voted in favor of resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	Not Available	Not Available	Not Available
Voting by Poll	24	1650	100

ii. Voted against the resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0



iii. Invalid Votes:

Mode of Voting	Total No. of members whose votes were declared invalid	No. of Votes Cast by them
Remote e-voting	0	0
Voting by Poll	0	0

c) Resolution-3: Ordinary Resolution:

To ratify the appointment of M/s. RANJAN GUPTA & ASSOCIATES, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM and to fix their remuneration.

i. Voted in favor of resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	Not Available	Not Available	Not Available
Voting by Poll	24	1650	100

ii. Voted against the resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0

iii. Invalid Votes:

Mode of Voting	Total No. of members whose votes were declared invalid	No. of Votes Cast by them
Remote e-voting	0	0
Voting by Poll	0	0



d) Resolution-4: Ordinary Resolution:

To appoint Mr. Boota Singh as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

i. Voted in favor of resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	Not Available	Not Available	Not Available
Voting by Poll	24	1650	100

ii. Voted against the resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0

iii. Invalid Votes:

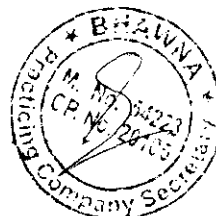
Mode of Voting	Total No. of members whose votes were declared invalid	No. of Votes Cast by them
Remote e-voting	0	0
Voting by Poll	0	0

e) Resolution-5: Ordinary Resolution:

To appoint Mr. Boota Singh as Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution.

i. Voted in favor of resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	Not Available	Not Available	Not Available
Voting by Poll	24	1650	100



ii. Voted against the resolution:

Mode of Voting	No. of Members Voted	No. of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	0	0	0
Voting by Poll	0	0	0

iii. Invalid Votes:

Mode of Voting	Total No. of members whose votes were declared invalid	No. of Votes Cast by them
Remote e-voting	0	0
Voting by Poll	0	0

8. All the relevant records voting will remain in my custody until the chairman considers, approves and signs the minutes of 23rd Annual General Meeting and the same shall be handed over thereafter to the chairman for safe keeping.



Bhawna

Company Secretary in Practice

C.P:20105

Place: New Delhi

Date: 24.09.2018