

NOTICE OF ADJOURNED THIRTY THIRD (33RD) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the members of Vintron Informatics Limited, (which had been convened on Monday, 30th September, 2024, at 11:30 a.m. and was adjourned due to want of quorum) will now be held on Monday, 07th October, 2024 at 11:30 a.m. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of the Audited IND AS Financial Statements (Standalone) of the Company for the financial year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** the Audited IND AS Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. Appointment of a Director who is retiring by rotation

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Ms. Pallavi Lalwani (DIN: 07444062) who retires by rotation at this meeting and being eligible, has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. Appointment of M/s A T K & Associates (FRN: 018918C) as Statutory Auditors of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) and other applicable provisions of the companies Act, 2013 and considering the recommendations made by the Audit Committee, the consent of the Board be and is hereby recommends M/s A T K & Associates (FRN: 018918C), Chartered Accountants for appointment as the statutory auditor of the company from the conclusion of the forthcoming Annual General Meeting till the conclusion of 38th Annual General Meeting for a term of 5 consecutive financial years i.e. 2024-25, 2025-26, 2026-27, 2027-28 and 2028-29, at a remuneration to be fixed

by the Board of Directors on the recommendation of Audit Committee plus applicable taxes thereon and reimbursement expenses.”

SPECIAL BUSINESS:

4. Re-appointment of Mr. Narendrasinh Jadeja (DIN: 10389426) as Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and are hereby accorded to appoint Mr. Narendrasinh Jadeja (DIN: 10389426) as director of the Company, who was appointed as an Additional Director by the Board of Directors with effect from 22nd August, 2024 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

5. Re-appointment of Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) as Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and are hereby accorded to appoint Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) as director of the Company, who was appointed as an Additional Director by the Board of Directors with effect from 22nd August, 2024 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from her proposing her own candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

6. Re-appointment of Mr. Zishan Somabhai Meena (DIN: 10746289) as Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the enabling provisions of Articles of Association of the Company, based on the recommendation of the Nomination and Remuneration Committee, approval of the members be and are hereby accorded to appoint Mr. Zishan Somabhai Meena (DIN: 10746289) as director of the Company, who was appointed as an Additional Director by the Board of Directors with effect from 22nd August, 2024 and who holds office upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing from him proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

**By order of the Board
For Vintron Informatics Limited**

**Sd/-
Akshaykumar Dineshkumar Patel
Director
DIN: 08080080**

Place: New Delhi

Date: 01.10.2024

NOTES:

- 1) Pursuant to General Circular No. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 02/2022, 10/2022 and 09/2023 dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, Dec 28, 2022 and September 25, 2023 respectively issued by the Ministry of Corporate Affairs (‘MCA’) (collectively referred to as ‘MCA Circulars’) permitting and prescribing the procedures and manner of conducting the General Meeting through VC/OAVM, without the physical presence of the Members. In compliance with the provisions of the Companies Act, 2013 (‘the Act’), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘the Listing Regulations’), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM which does not require physical presence of members at a common venue. The proceedings of the AGM will be deemed to be

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conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.

- 2) In terms of MCA Circulars, since physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act, will not be available for the AGM and, hence, the Proxy Form and Attendance Slip are not annexed to this Notice. The Board of Directors has appointed Mr. Mahesh Kumar Gupta (C.P. No. 1999) of M/s. Mahesh Gupta & Company, Company Secretaries, to act as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
- 3) A Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts concerning relevant items of business to be transacted is annexed hereto.
- 4) Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy of its Board or governing body resolution/authorization etc., authorizing its representative to attend AGM or adjourned AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization be sent to the Scrutinizer by email through its registered email address to the scrutinizer mkg1999@gmail.com with a copy marked to evoting@nsdl.co.in/cs@vintron.co.in
- 5) Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) Members can login and join the adjourned AGM 15 minutes prior to the scheduled time to start the AGM and the window for joining shall be kept open till the expiry of 30 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members, on first-come-first-served basis. However, the participation of large members (members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Auditors can attend the AGM without restriction of first-come-first served basis. Instructions and other information for members for attending the AGM through VC/OAVM are given in this Notice.
- 7) Since the AGM will be held through VC/OAVM facility, the Route Map is not annexed in this Notice.
- 8) In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 9) In case of any query or grievance pertaining to e-voting, may contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at call at 022 - 4886 7000 and 022 - 2499 7000.
- 10) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements, in which Directors are interested maintained under Section 189 of the Act, will be available during adjourned AGM.

- 11) The facility of casting votes by a member at venue voting on the date of the adjourned AGM will be provided by NSDL.
- 12) In accordance with SEBI LODR (4th amendment) Regulations, 2018 notified on June 07, 2018 and further notification dated 30/11/2018 transfer of securities held in physical mode has been discontinued w.e.f. April 01, 2019.

Further, in compliance with SEBI vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022, the following requests received by the Company in physical form will be processed and the shares will be issued in dematerialization form only:

- i. Issue of duplicate share certificate
- ii. Claim from unclaimed suspense account
- iii. Renewal/Exchange of securities certificate
- iv. Endorsement
- v. Sub-division / splitting of securities certificate
- vi. Consolidation of securities certificates/folios
- vii. Transmission
- viii. Transposition

For this purpose, the securities holder/claimant shall submit a duly filled up Form ISR-4 which is hosted on the website of Skyline Financial Services Pvt. Ltd., Registrar and share transfer agent (RTA). The aforementioned form shall be furnished in hard copy form.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest.

- 13) The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 read with circular dated December 14, 2021 and SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC (complete address with pin-code, bank detail with MICR-CODE & IFS CODE, Email-ID, Mobile Number) and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Effective from 1st January 2022, Registrar will not process any service requests or complaints received from the member until unless above KYC and nomination will not be completed by shareholder and such shareholders holding will be frozen by RTA on or after 1st October, 2023.

The shareholders holding shares in physical form are requested to note that in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios

of such shareholders shall be frozen on or after 1st October, 2023 by the RTA. In view of the above, shareholders of the Company holding securities in physical form are requested to provide following documents/details to RTA:

- i. PAN; (using ISR-1)
- ii. Nomination in Form No.SH-13 or submit declaration to 'Opt-out' in Form ISR-3;
- iii. Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- iv. Bank Account details including Bank name and branch, Bank account number, IFS code;
- v. Specimen signature. (using ISR-2)

Any cancellation or change in nomination shall be provided in Form No.SH-14.

All of above required documents/details to be sent at the address of registered office of the RTA. The shareholders can download the forms mentioned in SEBI circular from the website of the RTA i.e <https://www.skylinerta.com/>

- 14) In compliance with the aforesaid MCA and SEBI Circulars, the Notice of the adjourned AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice calling adjourned AGM along with the explanatory statement are available on the website of the Company at www.vintroninformatic.com and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of National Securities Depository Limited (NSDL) i.e. www.evoting.nsdl.com (the Authorised agency for providing voting through electronic means and AGM through VC/OAVM).
- 15) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company Secretary or Skyline Financial Services Pvt. Ltd, Company's Registrar and Share Transfer Agents ("RTA") (Tel. No. +91-11-40450193-96) for assistance in this regard.
- 16) Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with the Company/RTA in case the shares are held by them in physical form.
- 17) Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN),

mandates, nominations, power of attorney, etc., to their DPs if the shares are held by them in electronic form and to the Company/RTA if the shares are held by them in physical form.

18) For receiving all future correspondence from the Company electronically–

In case you have not registered your email ID with the Company/ Depository, please follow below instructions to register your email ID for obtaining login details for e-voting.

Physical Holding

Send a signed request letter to Registrar and Transfer Agents of the Company, Skyline Financial Services Pvt. Ltd at email id admin@skylinerta.com providing Folio Number, Name of the Shareholder, scanned copy of the Share Certificate (Front and Back), PAN (Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) with subject line (Register E-mail ID Folio No (Mention Folio No) of Vintron Informatics Limited.

Demat Holding

Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.

19) In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Further, those members who have not registered their e-mail addresses and mobile nos. and in consequence could not be served the Notice of the AGM, may temporarily get themselves registered with RTA by emailing for obtaining the same. Members are requested to support our commitment to environmental protection by choosing to receive the Company's communications through e-mail going forward.

20) With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

The documents referred to in the proposed resolutions are available for inspection at its Registered Office of the Company during normal business hours on any working day except Saturdays, upto the date of adjourned AGM.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the adjourned AGM has been uploaded on the website of the Company at www.vintroninformatic.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the

adjourned AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned in the Notice of original meeting for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4, 5 & 6

The Board of Directors, at the recommendation of Nomination and Remuneration Committee, appointed Mr. Narendrasinh Jadeja (DIN: 10389426), aged 33 years, Ms. Kajalben Chetanbhai Vyas (DIN: 10746340), aged 42 years and Mr. Zishan Somabhai Meena (DIN: 10746289), aged 23 years as an Additional Director of the Company, with effect from 22nd August, 2024 under Section 149, 152 and 161 of the Companies Act, 2013.

Pursuant to the applicable provisions of Companies act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) shall hold office upto the date of ensuing Annual General Meeting from the date of appointment. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) signifying their candidature as Director of the Company.

Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors based on the recommendation of the Nomination & Remuneration Committee considers the appointment of Mr. Narendrasinh Jadeja (DIN: 10389426), Ms. Kajalben Chetanbhai Vyas (DIN: 10746340) and Mr. Zishan Somabhai Meena (DIN: 10746289) as Directors in the interest of the Company and recommends the Ordinary resolution as set out in the Notice for approval of Members.

None of the Director(s) and their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their shareholding.

**By order of the Board
For Vintron Informatics Limited**

**Sd/-
Akshaykumar Dineshkumar Patel
Director
DIN: 08080080**

**Place: New Delhi
Date: 01.10.2024**

RESUME OF DIRECTOR BEING RE-APPOINTED

Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, a brief profile and other details of Director(s) seeking Re-appointment or reappointment at the AGM are as follows:

Sr. No.	Particulars	Details			
1.	Name	Ms. Pallavi Lalwani	Mr. Narendrasinh Jadeja (DIN:)	Ms. Kajalben Chetanbhai Vyas (DIN:)	Mr. Zishan Somabhai Meena (DIN:)
2.	DIN	07444062	10389426	10746340	10746289
3.	Date of Birth	02/01/1992	01/01/1991	02/04/1982	20/05/2001
4.	Date of appointment	w.e.f. 21-11-2022	w.e.f. 22-08-2024	w.e.f. 22-08-2024	w.e.f. 22-08-2024
5.	Education Qualifications	Bachelor of Architecture	Graduation in Arts	Graduation in Arts	Bachelor of Business Administration and Masters in Investment and Finance
6.	Experience in specific functional areas	experience of approx. 5 years in the business of craft and design and fundraising, customer acquisition and executive management	NA	NA	Investment and Finance
7.	Directorship held in other listed entities	Presently She is not holding any directorship in any other Listed Company	Presently he is not holding any directorship in any other Listed Company	Presently She is not holding any directorship in any other Listed Company	Presently He is not holding any directorship in any other Listed Company
8.	Membership / Chairmanship of Committees of listed entities (includes only Audit Committee and	Nil	Nil	Nil	Nil

	Stakeholders , Relationship Committee)				
8.	Names of listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil	Nil
10.	Number of Shares held in the Company	Nil	Nil	Nil	Nil
11.	Last Drawn Remuneration including Sitting Fees for Board & Committee(s) Meetings (2022-23)	Not Applicable	NA	NA	NA
12.	Relationship with any Director(s) of the Company	Sister of Malvika Lalwani existing Director of the company	NA	NA	NA

**By order of the Board
For Vintron Informatics Limited**

**Sd/-
Akshaykumar Dineshkumar Patel
Director
DIN: 08080080**

**Place: New Delhi
Date: 01.10.2024**