

11<sup>th</sup> October, 2018

Deputy General Manager,  
Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalai Street, Fort,  
Mumbai — 400 001

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C-1/ G Block,  
Bandra — Kurla Complex,  
Bandra (East), Mumbai — 400 051.

Dear Sir/ Madam,

Sub: Voting Results

In compliance with sub regulation (3) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are pleased to submit the following information in the prescribed format regarding voting results on the business transacted as per the Notice of 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 10<sup>th</sup> October, 2018 at 12.00 noon at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Maharashtra Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016.

The mode of voting was e-voting and Poll conducted at the Annual General Meeting. The Agenda wise details are provided in the Annexure enclosed herewith.

Further, we are also enclosing the combined report of e-voting and Poll received from Mr. Nilesh A. Pradhan, Scrutinizer.

All the 7 (seven) resolutions as per the aforesaid Notice of the Annual General Meeting have been passed by requisite majority.

We request you to kindly take same on records.

Thanking You,

For Accelya Kale Solutions Limited

  
Ninad Umranikar  
Company Secretary

Membership No ACS 14201

## Format for Voting Results

Date of the AGM	10 <sup>th</sup> October, 2018
Total number of shareholders on record date	19,805
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	1
Public:	53
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	0
Public:	0

### Agenda-wise disclosure (to be disclosed separately for each agenda item)

**Resolution No. 1:** Receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the year ended 30<sup>th</sup> June, 2018, together with the reports of the directors and auditors thereon

Resolution required:			Ordinary					
(Ordinary/ Special)			No					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled (7) =
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6) = [(4)/(2)]*100	[(5)/(2)]* 100
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11,143,295</b>	<b>100.0000</b>	<b>11,143,295</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>893,146</b>	<b>92.6300</b>	<b>893,146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>414,237</b>	<b>14.6957</b>	<b>414,237</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL</b>	<b>14,926,261</b>	<b>12,450,678</b>	<b>83.4146</b>	<b>12,450,678</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>	



Resolution No. 2: Confirmation of payment of interim dividend and declaration of final dividend

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled (7) = [(5)/(2)]* 100
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6) = [(4)/(2)]*100	
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11,143,295</b>	<b>100.0000</b>	<b>11,143,295</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>893,146</b>	<b>92.6300</b>	<b>893,146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>414,237</b>	<b>14.6957</b>	<b>414,237</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,450,678</b>	<b>83.4146</b>	<b>12,450,678</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No. 3: Re-appointment of Mr. John Johnston (DIN 07258586) as Director of the Company, liable to retire by rotation

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled (7) =
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6) - [(4)/(2)]*100	[(5)/(2)]* 100
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public - Institutions	E-voting	964,208	893,146	92.6300	807,239	85,907	90.3815	9.6185
	Poll		0	0.0000	0	0.0000	0	0.0000
	Postal Ballot		0	0.0000	0	0.0000	0	0.0000
	Total		893,146	92.6300	807,239	85,907	90.3815	9.6185
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,450,678</b>	<b>83.4146</b>	<b>12,364,771</b>	<b>85,907</b>	<b>99.3100</b>	<b>0.6900</b>



Resolution No. 4: Appointment of B S R & Co. LLP, Chartered Accountants as Auditors of the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	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 and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public - Institutions	E-voting	964,208	893,146	92.6300	583,500	309,646	65.3309	34.6691
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893,146	92.6300	583,500	309,646	65.3309	34.6691
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,450,678</b>	<b>83.1446</b>	<b>12,141,032</b>	<b>309,646</b>	<b>97.5130</b>	<b>2.4870</b>



Resolution No. 5:

**Approval for participation of employees and / or directors of the Company (as identified by Canary Topco Limited from time to time) In the global management allocation adopted by Canary Topco Limited**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	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 and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0</b>	<b>0.0000</b>	<b>0.0000</b>
Public Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>893,146</b>	<b>92.6300</b>	<b>893,146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>414,237</b>	<b>14.6957</b>	<b>414,237</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL</b>		<b>14,926,261</b>	<b>1,307,383</b>	<b>8.7589</b>	<b>1,307,383</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



**Resolution No. 6: Approval for the re-appointment of Ms. Neela Bhattacharjee as Managing Director of the Company and remuneration payable to her**

Resolution required: (Ordinary/ Special)		Special						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	No. of Voting	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 and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		<b>11,143,295</b>	<b>100.0000</b>	<b>11,143,295</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		<b>893,146</b>	<b>92.6300</b>	<b>893,146</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		<b>414,237</b>	<b>14.6957</b>	<b>414,237</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,450,678</b>	<b>83.4146</b>	<b>12,450,678</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Resolution No. 7: **Approval for continuation of Mr. K. K. Nohria as an Independent Director of the Company**

Resolution required: (Ordinary/ Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	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 and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>11,143,295</b>	<b>100.0000</b>	<b>11,143,295</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting	964,208	893,146	92.6300	583,500	309,646	65.3309	34.6691
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>893,146</b>	<b>92.6300</b>	<b>583,500</b>	<b>309,646</b>	<b>65.3309</b>	<b>34.6691</b>
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>414,237</b>	<b>14.6957</b>	<b>414,237</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL</b>	<b>14,926,261</b>	<b>12,450,678</b>	<b>83.4146</b>	<b>12,141,032</b>	<b>309,646</b>	<b>97.5130</b>	<b>2.4870</b>	





# NILESH A. PRADHAN & CO.

Nilesh A. Pradhan.

B.COM., F.C.S.

Practicing Company Secretary

B-201, Pratik Industrial  
Estate, Near Fortis Hospital,  
Mulund-Goregaon Link Road,  
Mumbai- 400078.

☎ 91 - 22 49248475/40152204

91 - 9833785809

Email: info@napco.in

To,  
The Chairman,  
**ACCELYA KALE SOLUTIONS LIMITED,**  
Accelya Enclave, 685/2B & 2C, 1<sup>st</sup> Floor,  
Sharada Arcade, Satara Road,  
Pune, 411037

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting process and poll conducted at 32<sup>nd</sup> Annual General Meeting (AGM) held on 10<sup>th</sup> October, 2018.

The Board of Directors of the Company at its meeting held on 3<sup>rd</sup> August, 2018 had appointed me as a scrutinizer for the remote e-voting held from 07<sup>th</sup> October, 2018 at 9.00 a.m. to 9<sup>th</sup> October, 2018 at 5.00 p.m. On the request by the Chairman of 32<sup>nd</sup> Annual General Meeting (AGM), I assumed responsibility as the scrutinizer for the poll held at AGM of the Company on 10<sup>th</sup> October, 2018.

The Company had appointed Karvy Computershare Private Limited ("Karvy") as the service provider for extending the facility of remote e-voting to the shareholders of the Company from 07<sup>th</sup> October, 2018 at 9.00 a.m. to 9<sup>th</sup> October, 2018 at 5.00 p.m.

The remote e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company. For further details on remote e-voting kindly refer my scrutinizer's report dated 11<sup>th</sup> October, 2018

At the AGM of the Company held on 10<sup>th</sup> October, 2018, the Chairman of the Company had suo motu called for poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details on voting by poll kindly refer my scrutinizer's report in form MGT-13 dated 11<sup>th</sup> October, 2018.

I hereby submit my following consolidated report on remote e-voting together with the poll.



1) Resolution No. 1:

**Adoption of Financial Statements for the year ended 30th June, 2018 and the Directors' and Auditors' Report:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	11149057	12450678	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

2) Resolution No. 2:

**Confirmation of payment of interim dividend and declaration of final dividend:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	11149057	12450678	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

3) Resolution No.3:

**Re-appointment of Mr. John Johnston as Director of the Company, liable to retire by rotation:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1215714	11149057	12364771	99.31
Votes against the Resolution	85907	NIL	85907	0.69
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>



4) **Resolution No.4: Appointment of Statutory Auditors**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	991975	11149057	12141032	97.51
Votes against the Resolution	309646	NIL	309646	2.49
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

5) **Resolution No.5: Approval for participation of employees and / or directors of the Company (as identified by Canary Topco Limited from time to time) in the global management allocation adopted by Canary Topco Limited**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	5762	1307383	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>5762</b>	<b>1307383</b>	<b>100</b>

Abstained Votes for the resolution: 11143295

6) **Resolution No.6: Resolution 6: Approval for re-appointment of Ms. Neela Bhattacharjee as Managing Director of the Company and remuneration payable to her**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	11149057	12450678	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>



*Nilesh A. Pradhan & Co.*

**7) Resolution 7: Approval for continuation of Mr. K. K. Nohria as an Independent Director of the Company.**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	991975	11149057	12141032	97.51
Votes against the Resolution	309646	NIL	309646	2.49
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

From the above report I state that all resolutions stand passed under the combined remote e-voting & poll with requisite majority.

The register and all other papers and relevant records relating to electronic voting & Voting by Poll are handed over to the Company Secretary of the Company.

Thanking You,

Yours Faithfully,

**For Nilesh A. Pradhan & Co.,  
Practicing Company Secretary**



**Nilesh A. Pradhan  
Proprietor**

**CP: 3659  
FCS: 5445**

Place: Mumbai  
Date: 11<sup>th</sup> October 2018