



Veritas [India] Limited

29th September, 2018

The Manager
Listing Department,
Bombay Stock Exchange Limited,
P. J. Tower, Dalal Street,
Mumbai – 400 001.

Ref: BSE/HB/2018-2019/22

Scrip Code: 512229

Sub: Disclosure of Voting Results of the 33rd Annual General Meeting of Veritas (India) Limited held on 28th September, 2018 as per requirement of Regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Respected Sir / Madam,

We wish to inform you that at the 33rd Annual General Meeting (“AGM”) of the members of Company held on 28th September, 2018 at 20 Downtown Hall, 2nd Floor, Eros Theatre Building, Churchgate, Mumbai – 400 020, the members of the company have duly approved, through e-voting and conventional voting through Ballot at the venue of the meeting, all the businesses as specified in the notice convening the Annual General Meeting.

Company had provided the facility of Remote E-voting and voting through ballot at the AGM in terms of Provisions of the Companies Act, 2013 and rules thereunder and provisions of the SEBI Listing Regulations. Ms. Mansi Damania, Partner of JMJA & Associates LLP, Practising Company Secretaries, appointed as the Scrutinizer to scrutinize the E-voting and ballot form.

The details of the Voting results are enclosed in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to kindly take the same on record and acknowledge the receipt.

Thanking you.

Yours faithfully.

For VERITAS (INDIA) LIMITED



Prasad A Oak
Vice President – Legal and
Company Secretary

Encl: Scrutinizer Report dated 29th September, 2018 received from JMJA & Associates LLP, Practising Company Secretaries.

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Company Secretaries & Corporate Counsellors

SCRUTINIZER'S REPORT

To,
The Chairman,
Veritas (India) Limited
Veritas House, 3rd Floor
70, Mint Road, Fort,
Mumbai - 400 001
Maharashtra

Ref.: Thirty Third Annual General Meeting of Shareholders of Veritas (India) Limited held on Friday, September 28, 2018 at 20 Downtown Hall, 2nd Floor, Eros Theater Building, Churchgate, Mumbai – 400 020.

Dear Sir,

Please find enclosed herewith report in three parts as mentioned below:

1. Section-I Consolidated Results on E-voting and Poll
2. Section-II Report of Ballot at Annual General Meeting
3. Section- III Report of the Scrutinizer on E-Voting

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by us. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the company.

We trust you will find the same in order.

For JMJA & Associates LLP
Practising Company Secretaries



CS Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120



Date: September 29, 2018
Place: Mumbai

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Section-I - Consolidated Results on E-voting and Poll

Based on results of e-voting & poll at the Annual General Meeting held on Friday, September 28, 2018 at 11.45 a.m., consolidated results of each item on the agenda as set out in the notice is annexed herewith.

1. Consolidated Results of Item No. 1 - Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2018

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	21	1,62,33,192	100
Votes cast against	0	0	0
Invalid Votes	0	0	0
Total	21	1,62,33,192	100

Accordingly, out of 1,62,33,192 votes, 1,62,33,192 are in favour of the Resolution No. 1 which means approximately 100% have voted in favour of the resolution.

Thus, the Ordinary Resolution as contained in Item No. 1 of the Notice is passed with requisite majority.

2. Consolidated Results of Item No. 2- Ordinary Resolution

To consider declaration of final dividend on equity shares for the financial year ended March 31, 2018

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	21	1,62,33,192	100
Votes cast against	0	0	0
Invalid Votes	0	0	0
Total	21	1,62,33,192	100

Accordingly, out of 1,62,33,192 votes, 1,62,33,192 are in favour of the Resolution No. 2 which means approximately 100% have voted in favour of the resolution.

Thus, the Ordinary Resolution as contained in Item No. 2 of the Notice is passed with requisite majority.

3. Consolidated Results of Item No. 3- Ordinary Resolution

To appoint Mr. Saurabh Sanghvi (DIN: 02000411), Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment.



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	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	21	1,62,33,192	100
Votes cast against	0	0	0
Invalid Votes	0	0	0
Total	21	1,62,33,192	100

* Negligible number

Accordingly, out of **1,62,33,192** votes, **1,62,33,192** are in favour of the Resolution No. 3 which means approximately 100% have voted in favour of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice is passed with requisite majority.

4. Consolidated Results of Item No. 4- Ordinary Resolution

To regularize the appointment of Mr. Praveen Bhatnagar (DIN: 01193544) as a Whole Time Director of the Company

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	21	1,62,33,192	100
Votes cast against	0	0	0
Invalid Votes	0	0	0
Total	21	1,62,33,192	100

* Negligible number

Accordingly, out of **1,62,33,192** votes, **1,62,33,192** are in favour of the Resolution No. 4 which means approximately 100% have voted in favour of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice is passed with requisite majority.

For JMJA & Associates LLP
Company Secretaries


CS Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120



Date: September 29, 2018
Place: Mumbai

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Section-II Report of Ballot/Poll at Annual General Meeting

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,
Veritas (India) Limited
Veritas House, 3rd Floor
70, Mint Road, Fort
Mumbai - 400 001
Maharashtra

Annual General Meeting held on Friday, September 28, 2018 commenced at 11.45 am.

Dear Sir,

I, Mansi Damania, Designated Partner of JMJA & Associates LLP, appointed as a Scrutinizer for the purpose of the poll taken on the below-mentioned resolutions, at the Annual General Meeting of Veritas (India) Limited held on Friday, September 28, 2018 commenced at 11.45 am, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in the presence of the Company Secretary of the Company with due identification marks.
2. The locked ballot box was subsequently carried to our office and was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Universal Capital Securities Private Limited, Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. There were no invalid poll papers found.
4. The results of the poll for each item on the agenda are annexed to this report.
5. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.

ITEM NO. 1- To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2018.
(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
13	84	100



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(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM NO. 2- To declare the final dividend on Equity Shares for the financial year ended March 31, 2018.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
13	84	100

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM NO. 3- To appoint Mr. Saurabh Sanghvi (DIN: 02000411), Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment.

(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
13	84	100



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(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

ITEM NO. 4- To regularize the appointment of Mr. Praveen Bhatnagar (DIN: 01193544) as a Whole Time Director of the Company.
(Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
13	84	100

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

For JMJA & Associates LLP,
Practising Company Secretaries


CS Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120



Date: September 29, 2018
Place: Mumbai

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Section- III Report of the Scrutinizer on E-Voting

To,
The Chairman,
Veritas (India) Limited
Veritas House, 3rd Floor
70, Mint Road, Fort
Mumbai - 400 001
Maharashtra

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014

I, Mansi Damania, Designated Partner of JMJA & Associates LLP, Company Secretaries, have been appointed by the Board of Directors of **Veritas (India) Limited** as a Scrutinizer to conduct the voting by way of electronic means vide Board Resolution dated August 10, 2018 in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 33rd Annual General Meeting of the Company. Our responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour/ against the resolutions stated, based on the reports generated from the e-voting system provided by the Central Depository Services Limited, (CDSL), and the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The members of the company as on cut -off date i.e. September 21, 2018 were entitled to vote on the resolutions(as set out in the notice of 33rdAnnual General Meeting of the Company)
3. The e-voting period commenced on September 25, 2018 (9.00 a.m.) and ended on September 27, 2018 (5:00 p.m.).
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 27, 2018(5:00 p.m.), theCDSL portal was blocked for voting.
5. The votes cast were blocked in the presence of two witnesses Ms. Shikha Sangodkar and Ms. Saudhamini Iyengar who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Shikha Sangodkar

Name: Saudhamini Iyengar

Signature:



Signature:



6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with



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differential voting rights in the Company hence there is no requirement of maintaining of the list of shares with differential voting rights.

7. The details containing, *inter alia*, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

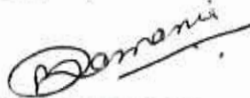
Sr. No.	Resolution No. as given in the Notice of 33 rd Annual General Meeting		Particulars of Votes Cast			
			Members Voting			
			No. of members voted	No. of votes Cast by them	% of total no. of votes cast	
ORDINARY BUSINESS						
1	To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018. (Ordinary Resolution)	Votes Cast in favour	8	1,62,33,108	100	
		Votes Cast against	0	0	0	
		Votes Cast invalid	0	0	0	
		Total	8	1,62,33,108	100	
2	To declare final dividend on Equity Shares for the financial year ended March 31, 2018. (Ordinary Resolution)	Votes Cast in favour	8	1,62,33,108	100	
		Votes Cast against	0	0	0	
		Votes Cast invalid	0	0	0	
		Total	8	1,62,33,108	100	
3	To appoint Mr. Saurabh Sanghvi (DIN: 02000411), Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Votes Cast in favour	8	1,62,33,108	100	
		Votes Cast against	0	0	0	
		Votes Cast invalid	0	0	0	
		Total	8	1,62,33,108	100	
SPECIAL BUSINESS						
4	To regularize the appointment of Mr. Praveen Bhatnagar (DIN: 01193544) as a Whole-Time Director of the Company	Votes Cast in favour	8	1,62,33,108	100	
		Votes Cast	0	0	0	



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(Ordinary Resolution)	against			
	Votes Cast Invalid	0	0	0
	Total	8	1,62,33,108	100

For JMJA & Associates LLP,
Company Secretaries



CS Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120



Date: September 29, 2018
Place: Mumbai