



December 24, 2014

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

Scrip Code: 512 229

Sub: Voting Result of Postal Ballot held from November 24, 2014 to December 23, 2014.

Dear Sir/Madam,

This is to inform you pursuant to Clause 35A of Listing Agreement, the Voting Result of the Postal Ballot Event of the Company held from November 24, 2014 to December 23, 2014 as under:

The Agenda item of Postal ballot and E-Voting results for the same as under:

ITEM 1: TO SELL, LEASES, OR DISPOSE WHOLE OR SUBSTANTIALLY THE WHOLE OF UNDERTAKING(S)/ SUBSIDIARY/WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

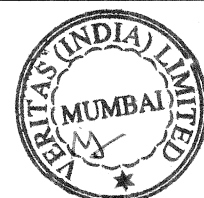
Particulars	Aggregate of Physical Postal Ballot Forms and Electronic voting	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)	% of Valid Votes received
Total Valid Postal Ballots/ Votes received			
Assented	4	1,62,33,100	100
Dissented	0	0	0
Total Votes	4	1,62,33,100	100

ITEM 2: INCREASE IN SHAREHOLDING LIMIT FOR FOREIGN INSTITUTIONAL INVESTORS (FIIS) UPTO AN AGGREGATE LIMIT OF 100% OF THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.

Particulars	Aggregate of Physical Postal Ballot Forms and Electronic voting	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)	% of Valid Votes received
Total Valid Postal Ballots/ Votes received			
Assented	4	1,62,33,100	100
Dissented	0	0	0
Total Votes	4	1,62,33,100	100

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1410, Maker Chamber V,
Nariman Point, Mumbai - 400 021. INDIA
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Fax: +91 - 22 - 2283 2170 / 2282 1605
corp@veritasindia.net

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info@veritasindia.net, www.veritasindia.net



M/S Mansi Damania & Associates, Practicing Company Secretary, the Scrutiniser has submitted their report dated December 23, 2014 on the Postal Ballot event. The two resolution set out in the notice dated October 29, 2014 require more than three-fourths of the number of votes to be cast in favour of each of the Resolutions in order to pass the Resolutions.

In connection with above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that both Resolutions No. 1 and 2 as per Notice dated October 29, 2014 were passed by the Shareholders by requisites majority.

Please find enclosed herewith the Scrutiniser Report for the said Postal Ballot event.

Kindly take the above on your record and oblige.

Thanking you,

Yours faithfully,
For **VERITAS (INDIA) LIMITED**

Mukesh Tank

(Mukesh Tank)
Company Secretary



Encl: As above



SCRUTINIZER'S REPORT

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Veritas (India) Limited,
701, Embassy Centre,
Nariman Point,
Mumbai – 400021.

Sub: Report on the Postal Ballot Process

Dear Sir,

We have been appointed as a Scrutinizer of **Veritas (India) Limited** (Company) at its meeting held on October 29, 2014 for scrutinizing the Postal Ballot process (which includes e-voting also) for passing the following resolutions as Special resolutions:

RESOLUTION 1

TO SELL, LEASES, OR DISPOSE WHOLE OR SUBSTANTIALLY THE WHOLE OF UNDERTAKING(S)/ SUBSIDIARY/WHOLLY OWNED SUBSIDIARY OF THE COMPANY.

“RESOLVED THAT pursuant to clause no. 49 of the listing agreement and other applicable clauses, if any, and pursuant to provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sale, lease, hive off or otherwise dispose of all or any of the whole or substantially the whole of the undertaking(s) and/or Subsidiary(ies) / Wholly Owned Subsidiary(ies) of the Company to any other person(s), company(ies), body corporate(s) or institution(s) / bank(s) providing finance for in such form and manner, including slump sale as the Board of Directors may deem fit;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to cause and to prepare, finalize, approve and execute on behalf of the Company with the buyer(s), investor(s), lender(s), bank(s), machinery supplier(s), person(s), institution(s) and trustees for the Debenture / Bond holders, such documents, deeds, agreements, declarations, undertakings, memorandum of understanding and writings as may be necessary and are expedient for giving effect to the foregoing resolution;

RESOLVED FURTHER THAT any one Director and / or Company Secretary of the Company be and is hereby authorized to do all such acts and deeds as may be required to give effect to the above resolution from time to time.”



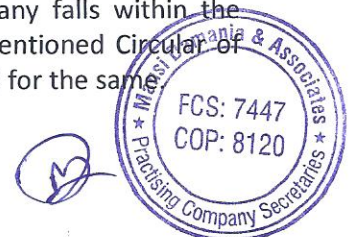
RESOLUTION NO.2

INCREASE IN SHAREHOLDING LIMIT FOR FOREIGN INSTITUTIONAL INVESTORS (FIIS) UPTO AN AGGREGATE LIMIT OF 100% OF THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY.

“RESOLVED THAT pursuant to the applicable provisions of the Foreign Exchange Management Act, 1999 (which along with the regulations framed thereunder be referred to as “FEMA”), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, Companies Act, 2013 and all other applicable acts, circulars, directions, rules, regulations, notifications, press notes, guidelines and laws (including any statutory modifications or re-enactment thereof for the time being in force) and subject to all requisite approvals, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute for the time being exercising the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the board to permit investments in any manner by Foreign Institutional Investors including their sub-accounts (“the FIIs”) or Foreign Portfolio Investors (FPI), Foreign Venture Capital Investor (FVCI), Qualified Foreign Investor (QFI), by whatever name called registered with the Securities and Exchange Board of India (“SEBI”), Non-Resident Indians(NRIs), Person of Indian Origin (PIOs) in the Equity Shares or any other Securities convertible into Equity Shares of the Company, by purchase or acquisition from the market under the Portfolio Investment Scheme under FEMA, subject to the condition that the total holding of all FIIs put together shall not exceed aggregate limit as permissible under sectoral cap of 100% (One hundred Percent) of the paid up Equity Share capital of the Company as may be applicable, provided, however, that the Equity shareholding of each FI on his own account and on behalf of each of the SEBI approved sub-account in the Company shall not exceed as per the limits specified in the concerned regulations, acts, guidelines as may be applicable;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution including intimating the concerned authorities or such other regulatory body and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Executive Director or Directors or any other Officer(s) of the Company.”

1. We have given our consent to act as Scrutinizer to the Company as per Pursuant to Sub-rule 5 and 6 of Rule 22 of Companies (Management and Administration) Rules, 2014.
2. We submit our report as under:
 - a) To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.



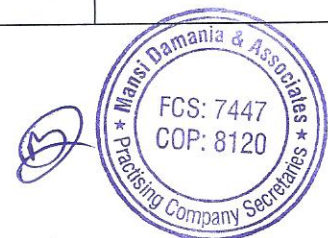
- b) The Company has completed the dispatch of Notice dated November 22, 2014 of Postal Ballot along with the Postal Ballot Forms containing the text of the resolutions and Explanatory Statement and self addressed pre-paid reply envelope by Post whose names appeared on the Register of Members/List of beneficiaries as on November 14, 2014. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice.

As per the information available to us on record and explanation given to us; the Company has paid proper and true postage/ charges with reference to the above.

- c) As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in one English Newspaper, and one vernacular Newspaper on November 23, 2014 informing about the completion of dispatch of the Postal Ballot Notices, by post to the shareholders along with other related matters mentioned therein.
- d) The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company by tying up with the Central Depository Services Limited's (CDSL) e-voting facility.
- e) The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting Website.
- f) Particulars of all the postal ballot forms received from the Shareholders and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.
- g) We have also received a complete record of votes cast by electronic mode from Central Depository Services Limited (CDSL) the agency for providing and supervising electronic platform on December 23, 2014 and which was closed by CDSL at 5.00 PM.

4.1. Details of Postal Ballot Forms received:

		Total number of postal ballot forms received	Less: Total number of Invalid postal ballot forms received	Total Number of Valid Postal Ballot Forms
Resolution No. 1	No. of Forms	0	0	0
	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	0	0	0
Resolution No.2	No. of Forms	0	0	0
	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	0	0	0



4.2. Details of Voting by Electronic Mode, as received from the Agency is as follows:

	Particulars	No. of members who casted votes electronically	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)
Resolution 1	Total votes received by electronic mode	4	16,233,100
	Less: Total number of Invalid votes	0	0
	Total Number of Valid Votes	4	16,233,100
Resolution 2	Total votes received by electronic mode	4	16,233,100
	Less: Total number of Invalid votes	0	0
	Total Number of Valid Votes	4	16,233,100

4.3. Details of Total Voting:

Particulars	Aggregate of Physical Postal Ballot Forms and Electronic voting	No. of Equity Shares of the Nominal Value of Rs. 10 each (No. of Votes)	% of Valid Votes received
Total Valid Postal Ballots/ Votes received			
Assented to the Resolution 1	4	16,233,100	100
Dissented to the Resolution 1	0	0	0
Total Votes	4	16,233,100	100
Assented to the Resolution 2	4	16,233,100	100
Dissented to the Resolution 2	0	0	0
Total Votes	4	16,233,100	100

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4.4 Details of Voting of Promoters, Public Institutional Holdings and Public Shareholding


Promoters/ Public	No. of Shares held	No. of Votes Polled	% of votes polled on outstan ding Shares	No. of votes in favour	No. of votes against	% of votes in favour of total votes polled	% of votes in against of total votes polled
Resolution 1	1	2	3 (2)/(1)* 100	4	5	6 (4)/(2)*100	7
Promoters & Promoter's Group	1,62,13,100	1,62,13,100	100	1,62,13,100	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	79,96,900	20,000	0.25	20,000	0	100	0
TOTAL	2,42,10,000	1,62,33,100	67.05	1,62,33,100	0	100	0
Resolution 2							
Promoters & Promoter's Group	1,62,13,100	1,62,13,100	100	1,62,13,100	0	100	0
Public Institutional Holders	0	0	0	0	0	0	0
Public-Others	79,96,900	20,000	0.25	20,000	0	100	0
TOTAL	2,42,10,000	1,62,33,100	67.05	1,62,33,100	0	100	0

5. RESULTS:-

5.1 As the number of votes casted in favour of the **Resolution 1** i.e. 100% is more than three times the number of votes cast against, we report that the Special Resolutions set out in the Notice of Postal Ballot dated **October 29, 2014** has been passed by the shareholders with unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

5.2 As the number of votes casted in favour of the **Resolution 2** i.e. 100% is more than three times the number of votes cast against, we report that the Special Resolutions set out in the Notice of Postal Ballot dated **October 29, 2014** has been passed by the shareholders with unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

For Mansi Damania & Associates
Practising Company Secretaries


Mansi Damania
(Proprietor)
COP No.:- 8120 | Membership No. :-F7447
Place: Mumbai
Date: December 23, 2014

