

Details of Voting Results

Sr. No.	Particulars	Details
1	Date of Annual General Meeting	25 September, 2014
2	Total no. of shareholders as on record date	17,158
3	No. of Shareholders present in the meeting either in person or through proxy:	
	Promoters Public	1 42
4	No. of Shareholders attended the meeting through video conferencing:	Not Arranged
	Promoters Public	



Agenda-wise

In case of Poll / Physical Ballot / E-voting

The mode of voting for all resolutions was e-voting, physical ballot and poll conducted at the Meeting.

Resolution No. 1

(Ordinary Resolution) Adoption of Financial Statements for the year ended 30th June, 2014 and the Directors' and Auditors' Report thereon

	25.55	50	11225398		11225448	1/026261	1
	o.		11107	0.64	23161	3640471	Public – Others
78 0.22	99.78	50	22111				
							Holders
	Ļ	C	58992	41.40	58992	142495	Public - Institutional
0.00	10						
							FIOIIIOteis
	TOO	0	11143295	100.00	11143295	11143295	Dromotors
000	11			(-) -00			
(2)]*100	(2)]*100		3	(1)]*100	[2]	[1]	
[7] = [(5)/	[6] = [(4) /	[5]	[4]	[2] - [(2) /	51		
				Shares			
Votes Folied	Votes Polled			Outstanding			
=	Tavour	against	on in favour	Polled on	Polled	Held	
No. of Votes - % of Votes in % of Votes	% or votes	No. of Votes -	No. of Votes -		No. of Votes % of Votes	No. of Shares	Promoters / Public



Resolution No. 2

Confirmation of payment of interim dividend and declaration of final dividend (Ordinary Resolution)

		30	11225398		11225448	14926261	Crond Total
0.01	99 99	70					
							apire officers
0.22	99.70	50	23111	0.64	23161	3640471	Dublic - Others
0 22	07 70						
							Institutional Holders
	100	c	58992	41.40	58992	142495	Public -
0.00	100						
						++-0100	Promoters
0.00	TOO	0	11143295	100.00	11143295	11143295	Somotors:
0 00	100			(1)			
(2)]*100	(2)]*100	9		(1)1*100	[2]	Ε	
[/]=[(5)/	[6] = [(4)/	[5]	[4]	[2] = [(2) /			
7 7 7 7 7				Shares			
	Aores Louica			Outstanding	Polled	Held	
Votes Polled	olled ::	agailist	in tavour	Polled on	Votes	Shares	
against on	favour on	NO. Of votes - % of votes in % of second	otes –	% of Votes	of No. of	No. of	Promoters / Public



Resolution No. 3

Re-appointment of Mr. Philippe Lesueur as Director of the Company, who retires by rotation (Ordinary Resolution)

0.08	99.92	9141	11216297		11225438	14926261	Grand Total
0.22	99.78	50	23101	0.64	23151	3640471	Public – Others
15.41	84.59	9091	49901	41.40	58992	142495	Public – Institutional Holders
				4			
0.00	100.00	0	11143295	100.00	11143295	11143295	Promoters
(2)]*100	(2)]*100		1	(1)]*100			
[7] = [(5) /	[6] = [(4) /	[5]	[4]	[3] = [(2) /	[2]	[1]	
				Shares			
Votes Polled	Votes Polled			Outstanding	Polled	Held	
against on	favour on	against	in favour	Polled on	Votes	Shares	
% of Votes	% of Votes in	No. of Votes -	of % of Votes No. of Votes – No. of Votes – % of Votes in % of Votes	% of Votes	of No. of	No. of	Promoters / Public



Resolution No. 4

Appointment of Auditors (Ordinary Resolution)

0.01	99.99	50	11225398		11225448	14926261	Grand Total
0.22	99.78	50	23111	0.64	23161	3640471	Public – Others
							Institutional Holders
0.00	100	0	58992	41.40	58992	142495	Public -
0.00	100	0	11143295	100.00	11143295	11143295	Promoters
(2)]*100	(2)]*100			(1)]*100			
[7] = [(5) /	[6] = [(4) /	[5]	[4]	[3] = [(2) /	[2]	[1]	
				Shares			
Votes Polled	Votes Polled			Outstanding	Polled	Held	
against on	favour on	against	in favour	Polled on	Votes	Shares	
% of Votes	Votes – % of Votes in % of Votes	No. of Votes -	of % of Votes No. of Votes -	% of Votes	of No. of	No. of	Promoters / Public



Resolution No. 5

Appointment of Mr. K. K. Nohria as an Independent Director (Ordinary Resolution)

0.01	99.99	269	11225169		11225438	14926261	Grand Total
1.16	98.84	269	22882	0.64	23151	3640471	Public – Others
0.00	100.00	0	58992	41.40	58992	142495	Public - Institutional Holders
0.00	100.00	0	11143295	100.00	11143295	11143295	Promoters
[7] = [(5) / (2)]*100	[6] = [(4) / (2)]*100	[5]	[4]	[3] = [(2) / (1)]*100	[2]	[1]	
				Shares			
Votes Polled	Votes Polled			Outstanding	Polled	Held	
against on	favour on	against	on in favour	Polled on	Votes	Shares	
% of Votes	% of Votes in	No. of Votes - % of Votes in % of Votes	of % of Votes No. of Votes -	% of Votes	of No. of	No. of	Promoters / Public



Resolution No. 6

Appointment of Mr. Sekhar Natarajan as an Independent Director (Ordinary Resolution)

0.01	99.99	50	11225338		11225388	14926261	Grand Total
0.22	99.78	50	23051	0.63	23101	3640471	Public – Others
0.00	100.00	0	58992	41.40	58992	142495	Public Institutional Holders
0.00	100.00	0	11143295	100.00	11143295	11143295	Promoters
[7] = [(5) / (2)]*100	[6] = [(4) / (2)]*100	[5]	[4]	[3] = [(2) / (1)]*100	[2]	[1]	
Votes Polled	Votes Polled			Outstanding Shares	Polled	Held	
against on	3	against	in favour	3	Votes	Shares	
% of Votes	Votes – % of Votes in % of Votes	No. of Votes -	of % of Votes No. of Votes -	% of Votes	of No. of	No. of	Promoters / Public



Resolution No. 7

Appointment of Mr. Nani Javeri as an Independent Director (Ordinary Resolution)

0.01	99.99	269	11225169		11225438	14926261	Claira Local
						4400000	Grand Total
1.16	98.84	269	22882	0.64	23151	36404/1	raplic – Others
							Dublic Othors
0.00	100.00	0	58992	41.40	58992	C6474T	Institutional Holders
						10000	Public
0.00	TOO:00						
(-) TOO	100 00	D	11143295	100.00	11143295	11143295	Promoters
(2)]*100	(2)]*100			(1)]*100			
[7] = [(5) /	[6] = [(4) /	[5]	[4]	[3] = [(2) /	[2]	[1]	
Acces tolled				Shares			
against on	favour on Votes Polled	against	g	Outstanding	Polled	Held	
% of Vote	Votes – % of Votes in % of Votes	No. of Votes -	otes –	% of Votes	Votes	Shares	· · · · · · · · · · · · · · · · · · ·



Resolution No. 8

Appointment of Ms. Sangeeta Singh as an Independent Director (Ordinary Resolution)

0.01	99.99	50	11225388		11225438	T070764T	
						14026261	Grand Total
0.22	33.70	30					
	97 00	50	23101	0.64	23151	3640471	Public – Others
							-
							macicalional molders
0.00	100	0	58992	41.40	58992	142495	Institutional Haldan
						2	Public
0.00	T00	C					
	100	0	11143295	100.00	11143295	11143295	1 I OHIOTEIS
(2) *100	(Z)]*100			1 1 1 1 1 1 1	7	1111111111	Promoters
[/] - [/]/	(/// [///	,		(1)]*100			
[7] = [(5) /	[6] = [(4)]	[5]	[4]	[3] = [(2) /	[2]	[1]	
				Sidies			
Votes Polled	Votes Polled			Chambe			
against on	Idaoni Oli	0		Outstanding	Polled	Held	
	favour	against	in favour	Polled on	Votes	Salpuc	
Votes - % of Votes in % of Votes	% of Votes in	No. of Votes -	% of Votes No. of Votes –	% of Votes			
				0		No of	Promoters / Public



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 - 2225662152/53
91 - 2225667226/7/8

Email: info@napco.in

FORM No. MGT-13

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.

Mr. Philippe Lesueur,

Chairman of

28th Annual General Meeting of the Equity Shareholders of **ACCELYA KALE SOLUTIONS LIMITED**

Held on Thursday, 25th September, 2014 at 12.00 noon at Pudumjee Assembly Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune – 411 002.

Dear Sir,

I Nilesh A. Pradhan, Proprietor of Nilesh A. Pradhan & Co., Practicing Company Secretary appointed as a Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of **ACCELYA KALE SOLUTIONS LIMITED** held on Thursday, 25th September, 2014 at 12.00 noon at Pudumjee Assembly Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune – 411 002, submit my report as under:

- 1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my/our presence with due identification marks placed by me.
- 2. 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 / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 4. The result of the Poll is as under:



1) Resolution No. 1:

Adoption of Financial Statements for the year ended 30th June. 2014 together with the reports of the Directors and Auditors thereon:

(i) Voted in favour of the resolution:

Number of members present	Number of votes cast by	% of total number of valid
and voting	them	votes cast
(in person or by proxy)		
27	28632	100

(ii) Voted **against** the resolution:

Number of members present	Number of votes cast by	% of total number of valid
and voting	them	votes cast
(in person or by proxy)		
Nil	Nil	Nil

(iii) Invalid votes:

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

2) Resolution No. 2:

<u>Confirmation of payment of Interim dividend & declaration of final dividend on equity shares:</u>

(i) Voted **in favour** of the resolution:

Number of members present	Number of votes cast by	% of total number of valid
and voting	them	votes cast
(in person or by proxy)		
27	28632	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

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

3) Resolution No.3:

Appointment of a Director in place of Mr. Philippe Lesueur, who retires by rotation and being eligible, offers himself for re-appointment:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	28632	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members	Total number of votes cast by them
(in person or by proxy)	•
whose votes were declared invalid	
Nil	Nil



4) Resolution No.4:

Appointment of M/s B S R & Co. LLP, Chartered Accountants, as Auditors of the Company and to fix their remuneration:

(i) Voted in favour of the resolution:

Number of members present	Number of votes cast by	% of total number of valid
and voting	them	votes cast
(in person or by proxy)		
27	28632	100

(ii) Voted **against** the resolution:

Number of members present	Number of votes cast by	% of total number of valid
and voting	them	votes cast
(in person or by proxy)		
Nil	Nil	Nil

(iii) Invalid votes:

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

5) Resolution No.5:

Appointment of Mr. K. K. Nohria as an Independent Director of the Company under the provisions of section 149 of the Companies Act. 2013:

(i) Voted in favour of the resolution:

Number of members present and voting	Number of votes cast by them	% of total number of valid votes cast
(in person or by proxy)		
27	28632	100

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



Total number of members	Total number of votes cast by them
(in person or by proxy)	,
whose votes were declared invalid	
Nil	Nil

6) Resolution No.6:

Appointment of Mr. Sekhar Natarajan as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	28632	100

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

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



7) Resolution No.7:

Appointment of Mr. Nani Javeri as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013:

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	28632	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

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

8) Resolution No.8:

Appointment of Ms. Sangeeta Singh as an Independent Director under the provisions of section 160 of the Companies Act, 2013:

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	28632	100



(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

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

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

Yours Faithfully, For Nilesh A. Pradhan & Co., Practicing Company Secretary

Nilesh A. Pradhan

Proprietor CP: 3659 FCS: 5445

Place: Mumbai

Date: 25th September, 2014

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 - 2225662152/53 91 - 2225667226/7/8 Email: info@napco.in

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

Dear Sir,

Subject: Scrutinizer's Report on e-voting process.

I, Nilesh A. Pradhan, Proprietor of Nilesh A. Pradhan & Co., Practicing Company Secretary, has been appointed as the scrutinizer by the Board of Directors of **ACCELYA KALE SOLUTIONS LIMITED** vide Board Resolution dated 6th August, 2014 to scrutinize the e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 28th Annual General Meeting (AGM) to be held on 25th September, 2014.

The notice dated 6th August, 2014 convening AGM of the Company alongwith the statement setting out material facts under Section 102 of Companies Act, 2013 were sent to the shareholders and it was also placed on the website of the Company.

The shareholders have been informed about the facility to exercise their vote at AGM by electronic means. The Company has availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting e-voting by the shareholders of the Company.

The Company has also provided facility of physical ballot papers to the members who do not have access to e-voting facility for giving their assent or dissent for proposed resolutions as set out in the Notice of the AGM. The Company has received 4 (Four) physical ballot papers from the Members till 6.00 p.m. of 18th September, 2014.

The shareholders of the company holding shares at the end of the day, 15th August, 2014 were entitled to vote on proposed resolution as set out at items no. 1 to 8 in the notice of the AGM.



The voting period for e-voting commenced from 16th September, 2014 at 9.00 a.m. and ended on 18th September, 2014 at 6.00 p.m. and platform provided by Karvy was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witness who were not in the employment of the Company.

I have scrutinized and reviewed the e-voting process and based on the data downloaded from the e-voting platform provided by Karvy, I submit my following report on e-voting process.

1) Resolution No. 1:

Adoption of Financial Statements for the year ended 30th June, 2014 together with the reports of the Directors and Auditors thereon.

i) Voted **in favour** of the Resolution:

Mode of Voting	Number of Members voted through	Number of Votes Cast by them	% of total number of valid votes cast
,	electronic means	Cast by them	of valid votes cast
e-voting	19	53421	
Physical	2	11143345	
Total	21	11196766	99.99

Mode of Voting	Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	1	50	
Physical	0	0	***************************************
Total	1	50	0.01



Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
e-voting	0	0 3
Physical	2	100
Total	2	100

2) Resolution No. 2:

<u>Confirmation of payment of Interim dividend & declaration of final dividend on equity shares.</u>

i) Voted in favour of the Resolution:

Mode of Voting	Number of Members		
	voted through	Cast by them	of valid votes cast
	electronic means		
e-voting	19	53421	
Physical	2	11143345	
Total	21	11196766	99.99

Mode of Voting	Number of Members voted through		% of total number of valid votes cast
	electronic means		
e-voting	1	50	
Physical	0	0	
Total	1	50	0.01



Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
e-voting	0	0 ,
Physical	2	100
Total	2	100

3) Resolution No.3:

Appointment of a Director in place of Mr. Philippe Lesueur, who retires by rotation and being eligible, offers himself re-appointment

i) Voted **in favour** of the Resolution:

Mode of Voting	Number of Members voted through		% of total number of valid votes cast
	electronic means	1	
e-voting	16	44320	
Physical	2	11143345	Management of the state of the
Total	18	11187665	99.92

Mode of Voting	Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	3	9141	
Physical	0	0	
Total	3	9141	0.08



Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
e-voting	1	10
Physical	2	100
Total	3	110

4) Resolution No.4:

<u>Appointment of M/s B S R & Co. LLP, Chartered Accountants, as Auditors of the Company and to fix their remuneration</u>

i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through	Number of Votes Cast by them	% of total number of valid votes cast
	electronic means		
e-voting	19	53421	
Physical	2	11143345	
Total	21	11196766	99.99

Mode of Voting	Number of Members voted through		% of total number of valid votes cast
	electronic means		
e-voting	1	50	
Physical	0	0	-
Total	1	50	0.01



Mode of Voting	Total Number of Members whose votes were declared invalid	
e-voting	0	0
Physical	2	100
Total	2	100

5) Resolution No.5:

Appointment of Mr. K. K. Nohria as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013:

i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through	Number of Votes Cast by them	% of total number of valid votes cast
	electronic means		and the statement of th
e-voting	17	53192	
Physical	2	11143345	-
Total	19	11196537	99.99

Mode of Voting			% of total number of valid votes cast
	electronic means		
e-voting	2	269	-
Physical	0	0	
Total	2	269	0.01



Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
e-voting	1	10
Physical	2	100
Total	3	110

6) Resolution No.6:

Appointment of Mr. Sekhar Natarajan as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013:

i) Voted **in favour** of the Resolution:

Mode of Voting	Number of Members voted through		% of total number of valid votes cast
	electronic means		
e-voting	17	53361	
Physical	2	11143345	MATERIAL PROPERTY AND ADDRESS OF THE PROPERTY ADDRESS OF THE PROPERTY AND ADDRESS OF THE PROPERTY ADDRESS OF THE PROPERTY AND ADDRESS OF THE PROPERTY ADDRESS OF THE PROPERTY AND ADDRESS OF THE PROPERTY ADDRESS OF THE PROPE
Total	19	11196706	99.99

Mode of Voting			
	voted through	Cast by them	of valid votes cast
	electronic means		
e-voting	1	50	
Physical	0	0	
Total	1	50	0.01



Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
e-voting	2	60
Physical	2	100
Total	4	160

7) Resolution No.7:

Appointment of Mr. Nani Javeri as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013:

i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through	Number of Votes Cast by them	% of total number of valid votes cast
	electronic means		
e-voting	17	53192	
Physical	2	11143345	
Total	19	11196537	99.99

Mode of Voting	Number of Members voted through		% of total number of valid votes cast	
	electronic means		-	
e-voting	2	269		
Physical	0	0		
Total	2	269	0.01	



Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
e-voting	1	10
Physical	2	100
Total	3	110

8) Resolution No.8:

Appointment of Ms. Sangeeta Singh as an Independent Director under the provisions of section 160 of the Companies Act, 2013:

i) Voted in favour of the Resolution:

Mode of Voting	Number of Members voted through electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	18	53411	
Physical	2	11143345	Manual Control
Total	20	11196756	99.99

Mode of Voting	Number of Members voted through	Number of Votes Cast by them	% of total number of valid votes cast
	electronic means	4	
e-voting	1	50	
Physical	0	0	
Total	1	50	0.01



Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
e-voting	1	10
Physical	2	100
Total	3	110

The register and all other papers and relevant records relating to electronic voting shall remain in our custody until the Chairman considers, approves & signs the minutes of the aforesaid AGM and the same are handed over to the Company Secretary.

Thanking You,

Yours Faithfully, For Nilesh A. Pradhan & Co., Practicing Company Secretary

Nilesh A. Pradhan Proprietor

CP: 3659 FCS: 5445

Place: Mumbai

Date: 20th September, 2014

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.

2 91 - 2225662152/53 91 - 2225667226/7/8

Email: info@napco.in

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

Dear Sir,

Subject: Consolidated Scrutinizer's Report on e-voting process and poll conducted at 28th Annual General Meeting (AGM) held on 25th September, 2014.

The Board of the Company at its meeting held on 6th August, 2014 had appointed me as a scrutinizer for the e-voting held from 16th September, 2014 at 9.00 a.m. till 18th September, 2014 at 6.00 p.m. and the Chairman of 28th Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 25th September, 2014.

The Company had appointed Karvy Computershare Private Limited ("Karvy") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 16th September, 2014 at 9.00 a.m. till 18th September, 2014 at 6.00 p.m. The e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company. For further details kindly refer my scrutinizer's report dated 20th September, 2014.

The Company has also provided facility of physical ballot papers to the members who do not have access to e-voting facility for giving their assent or dissent for proposed resolutions as set out in the Notice of the AGM. The Company has received 4 (Four) physical ballot papers from the Members till 6.00 p.m. of 18th September, 2014.

At the AGM of the Company held on 25th September, 2014, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the 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 kindly refer my scrutinizer's report in form MGT-13 dated 25th September, 2014.

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



Nilesh A. Pradhan & Co.

CONSOLIDATED REPORT

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Sr. No.	Particulars of	Method	Votes in Fa		Votes a	~	Invalid
Of	Resolution	of	Resolut		the Res		Votes
Resolution		Voting	No.	%	No.	%	No.
1	Adoption of Financial Statements for	e-voting & Ballot	11196766	99.99	50	0.01	100
	the year ended 30 th June, 2014 together with the reports of	Poll	28632	100	0	0	0
	the Directors and Auditors thereon.	Total	11225398	99.99	50	0.01	100
2	Confirmation of payment of Interim	e-voting & Ballot	11196766	99.99	50	0.01	100
	dividend & declaration of final dividend	Poll	28632	100	0	0	0
	on equity shares.	Total	11225398	99.99	50	0.01	100
3	Appointment of a Director in place of Mr. Philippe	e-voting & Ballot	11187665	99.92	9141	0.08	110
	Lesueur, who retires by rotation and being eligible, offers himself for reappointment	Poll	28632	100	0	0	0
		Total	11216297	99.92	9141	0.08	0



Nilesh A. Pradhan & Co.

Sr. No.	Particulars of	Method	Votes in E		17.		
Of	Resolution	of	Votes in Fa			against	Invalid
Resolution	Resolution	Voting	No.	%	· · · · · · · · · · · · · · · · · · ·	solution	Votes
4	Appointment of M/s B S R & Co. LLP,	e-voting & Ballot		99.99	No50	0.01	100
	Chartered Accountants, as Auditors of the Company	Poll	28632	100	0	0	0
	and to fix their remuneration	Total	11225398	99.99	50	0.01	100
5	Appointment of Mr. K. K. Nohria as an Independent	e-voting & Ballot	11196537	99.99	269	0.01	110
	Director of the Company under the provisions of	Poll	28632	100	0	0	0
	section 149 of the Companies Act, 2013	Total	11225169	99.99	269	0.01	110
6	Appointment of Mr. Sekhar Natarajan as an	e-voting & Ballot	11196706	99.99	50	0.01	160
	Independent Director of the Company under the provisions of	Poll	28632	100	0	0	0
	section 149 of the Companies Act, 2013	Total	11225338	99.99	50	0.01	0



Nilesh A. Pradhan & Co.

Sr. No. Of	Particulars of Resolution	Method of	Votes in Fa Resolut			against solution	Invalid Votes
Resolution	Resolution	Voting	No.	%	No.	%	No.
7	Appointment of Mr. Nani Javeri as an Independent	e-voting & Ballot	11196537	99.99	269	0.01	110
	Director of the Company under the provisions of	Poll	28632	100	0	0	0
	section 149 of the Companies Act, 2013	Total	11225169	99.99	269	0.01	110
8	Appointment of Ms. Sangeeta Singh as an Independent	e-voting & Ballot	11196756	99.99	50	0.01	110
	Director under the provisions of section 160 of the	Poll	28632	100	0	0	0
i	Companies Act, 2013	Total	11225388	99.99	50	0.01	110



From the above report I state that all resolutions stand passed under the combined 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.

Thanking You,

Yours Faithfully, For Nilesh A. Pradhan & Co., Practicing Company Secretary

Nilesh A. Pradhan Proprietor

CP: 3659 FCS: 5445

Place: Mumbai

Date: 25th September, 2014