

### 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	1
	Public	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

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

Promoters / Public	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
	[1]	[2]	[3] = [(2) / (1)]*100	[4]	[5]	[6] = [(4) / (2)]*100	[7] = [(5) / (2)]*100
Promoters	11143295	11143295	100.00	11143295	0	100	0.00
Public - Institutional Holders	142495	58992	41.40	58992	0	100	0.00
Public – Others	3640471	23161	0.64	23111	50	99.78	0.22
<b>Grand Total</b>	<b>14926261</b>	<b>11225448</b>		<b>11225398</b>	<b>50</b>	<b>99.99</b>	<b>0.01</b>



**Resolution No. 2**

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

Promoters / Public	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
	[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
Promoters	11143295	11143295	100.00	11143295	0	100	0.00
Public Institutional Holders	142495	58992	41.40	58992	0	100	0.00
Public – Others	3640471	23161	0.64	23111	50	99.78	0.22
<b>Grand Total</b>	<b>14926261</b>	<b>11225448</b>		<b>11225398</b>	<b>50</b>	<b>99.99</b>	<b>0.01</b>

*Chhanna*



ACCELYA KALE SOLUTIONS PRIVATE LIMITED \* PUNE

**Resolution No. 3**

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

Promoters / Public	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
	[1]	[2]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
Promoters	11143295	11143295	100.00	11143295	0	100.00	0.00
Public – Institutional Holders	142495	58992	41.40	49901	9091	84.59	15.41
Public – Others	3640471	23151	0.64	23101	50	99.78	0.22
<b>Grand Total</b>	<b>14926261</b>	<b>11225438</b>		<b>11216297</b>	<b>9141</b>	<b>99.92</b>	<b>0.08</b>



**Resolution No. 4**

**Appointment of Auditors (Ordinary Resolution)**

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



**Resolution No. 5**

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

Promoters / Public	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
	[1]	[2]	[3] = [(2) / (1)]*100	[4]	[5]	[6] = [(4) / (2)]*100	[7] = [(5) / (2)]*100
Promoters	11143295	11143295	100.00	11143295	0	100.00	0.00
Public Institutional Holders	142495	58992	41.40	58992	0	100.00	0.00
Public – Others	3640471	23151	0.64	22882	269	98.84	1.16
<b>Grand Total</b>	<b>14926261</b>	<b>11225438</b>		<b>11225169</b>	<b>269</b>	<b>99.99</b>	<b>0.01</b>



**Resolution No. 6**

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

Promoters / Public	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
	[1]	[2]	[3] = [(2) / (1)] * 100	[4]	[5]	[6] = [(4) / (2)] * 100	[7] = [(5) / (2)] * 100
Promoters	11143295	11143295	100.00	11143295	0	100.00	0.00
Public Institutional Holders	142495	58992	41.40	58992	0	100.00	0.00
Public – Others	3640471	23101	0.63	23051	50	99.78	0.22
<b>Grand Total</b>	<b>14926261</b>	<b>11225388</b>		<b>11225338</b>	<b>50</b>	<b>99.99</b>	<b>0.01</b>



**Resolution No. 7**

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

Promoters / Public	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
	[1]	[2]	[3] = [(2) / (1)]*100	[4]	[5]	[6] = [(4) / (2)]*100	[7] = [(5) / (2)]*100
Promoters	11143295	11143295	100.00	11143295	0	100.00	0.00
Public Institutional Holders	142495	58992	41.40	58992	0	100.00	0.00
Public – Others	3640471	23151	0.64	22882	269	98.84	1.16
<b>Grand Total</b>	<b>14926261</b>	<b>11225438</b>		<b>11225169</b>	<b>269</b>	<b>99.99</b>	<b>0.01</b>





**Resolution No. 8**

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

Promoters / Public	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
	[1]	[2]	[3] = [(2) / (1)] * 100	[4]	[5]	[6] = [(4) / (2)] * 100	[7] = [(5) / (2)] * 100
Promoters	11143295	11143295	100.00	11143295	0	100	0.00
Public Institutional Holders	142495	58992	41.40	58992	0	100	0.00
Public – Others	3640471	23151	0.64	23101	50	99.78	0.22
<b>Grand Total</b>	<b>14926261</b>	<b>11225438</b>		<b>11225388</b>	<b>50</b>	<b>99.99</b>	<b>0.01</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 - 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

28<sup>th</sup> Annual General Meeting of the Equity Shareholders of **ACCELYA KALE SOLUTIONS LIMITED**

Held on Thursday, 25<sup>th</sup> 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 28<sup>th</sup> Annual General Meeting of the Equity Shareholders of **ACCELYA KALE SOLUTIONS LIMITED** held on Thursday, 25<sup>th</sup> 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 30<sup>th</sup> June, 2014 together with the reports of the Directors and Auditors thereon:**

(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

**2) Resolution No. 2:**

**Confirmation of payment of Interim dividend & declaration of final dividend on equity shares:**

(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

**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:

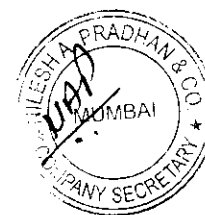
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27	28632	100

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

**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 (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

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

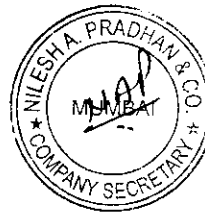
5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "~~AGAINST~~" and those whose votes were declared invalid for each resolution is enclosed.

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

*NAPradhan*



Nilesh A. Pradhan  
Proprietor  
CP: 3659  
FCS: 5445

Place: Mumbai  
Date: 25<sup>th</sup> 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,  
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Mumbai- 400078.

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91 - 2225667226/7/8

Email: [info@napco.in](mailto: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: 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 6<sup>th</sup> August, 2014 to scrutinize the e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 28<sup>th</sup> Annual General Meeting (AGM) to be held on 25<sup>th</sup> September, 2014.

The notice dated 6<sup>th</sup> 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 18<sup>th</sup> September, 2014.

The shareholders of the company holding shares at the end of the day, 15<sup>th</sup> 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 16<sup>th</sup> September, 2014 at 9.00 a.m. and ended on 18<sup>th</sup> 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 30<sup>th</sup> 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 electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	19	53421	_____
Physical	2	11143345	_____
<b>Total</b>	<b>21</b>	<b>11196766</b>	<b>99.99</b>

ii) Voted **against** 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	1	50	_____
Physical	0	0	_____
<b>Total</b>	<b>1</b>	<b>50</b>	<b>0.01</b>



iii) **Invalid Votes:**

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
<b>Total</b>	<b>2</b>	<b>100</b>

2) Resolution No. 2:

**Confirmation of payment of Interim dividend & declaration of final dividend on equity shares.**

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	19	53421	—
Physical	2	11143345	—
<b>Total</b>	<b>21</b>	<b>11196766</b>	<b>99.99</b>

ii) Voted **against** 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	1	50	—
Physical	0	0	—
<b>Total</b>	<b>1</b>	<b>50</b>	<b>0.01</b>



iii) **Invalid Votes:**

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
<b>Total</b>	<b>2</b>	<b>100</b>

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 electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	16	44320	_____
Physical	2	11143345	_____
<b>Total</b>	<b>18</b>	<b>11187665</b>	<b>99.92</b>

ii) Voted **against** 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	3	9141	_____
Physical	0	0	_____
<b>Total</b>	<b>3</b>	<b>9141</b>	<b>0.08</b>



iii) **Invalid** Votes:

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
<b>Total</b>	<b>3</b>	<b>110</b>

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:

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	19	53421	—
Physical	2	11143345	—
<b>Total</b>	<b>21</b>	<b>11196766</b>	<b>99.99</b>

ii) Voted **against** 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	1	50	—
Physical	0	0	—
<b>Total</b>	<b>1</b>	<b>50</b>	<b>0.01</b>



iii) **Invalid Votes:**

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
<b>Total</b>	<b>2</b>	<b>100</b>

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 electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	17	53192	_____
Physical	2	11143345	_____
<b>Total</b>	<b>19</b>	<b>11196537</b>	<b>99.99</b>

ii) Voted **against** 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	2	269	_____
Physical	0	0	_____
<b>Total</b>	<b>2</b>	<b>269</b>	<b>0.01</b>



iii) **Invalid** Votes:

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
<b>Total</b>	<b>3</b>	<b>110</b>

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 electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	17	53361	—
Physical	2	11143345	—
<b>Total</b>	<b>19</b>	<b>11196706</b>	<b>99.99</b>

ii) Voted **against** 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	1	50	—
Physical	0	0	—
<b>Total</b>	<b>1</b>	<b>50</b>	<b>0.01</b>



iii) **Invalid Votes:**

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
<b>Total</b>	<b>4</b>	<b>160</b>

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 electronic means	Number of Votes Cast by them	% of total number of valid votes cast
e-voting	17	53192	_____
Physical	2	11143345	_____
<b>Total</b>	<b>19</b>	<b>11196537</b>	<b>99.99</b>

ii) Voted **against** 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	2	269	_____
Physical	0	0	_____
<b>Total</b>	<b>2</b>	<b>269</b>	<b>0.01</b>





iii) **Invalid** Votes:

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
<b>Total</b>	<b>3</b>	<b>110</b>

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	—
<b>Total</b>	<b>20</b>	<b>11196756</b>	<b>99.99</b>

ii) Voted **against** 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	1	50	—
Physical	0	0	—
<b>Total</b>	<b>1</b>	<b>50</b>	<b>0.01</b>



iii) **Invalid Votes:**

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
<b>Total</b>	<b>3</b>	<b>110</b>

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

*N.A. Pradhan*

Nilesh A. Pradhan  
Proprietor  
CP: 3659  
FCS: 5445



Place: Mumbai  
Date: 20<sup>th</sup> 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, 1<sup>st</sup> Floor,  
Sharada Arcade, Satara Road,  
Pune, 411037

Dear Sir,

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

The Board of the Company at its meeting held on 6<sup>th</sup> August, 2014 had appointed me as a scrutinizer for the e-voting held from 16<sup>th</sup> September, 2014 at 9.00 a.m. till 18<sup>th</sup> September, 2014 at 6.00 p.m. and the Chairman of 28<sup>th</sup> Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 25<sup>th</sup> 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 16<sup>th</sup> September, 2014 at 9.00 a.m. till 18<sup>th</sup> 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 20<sup>th</sup> 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 18<sup>th</sup> September, 2014.

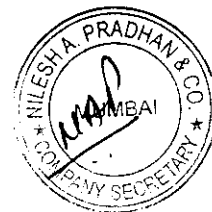
At the AGM of the Company held on 25<sup>th</sup> September, 2014, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the voting by poll process. The Chairman of the AGM had appointed me as the scrutinizer for the same. For further details kindly refer my scrutinizer's report in form MGT-13 dated 25<sup>th</sup> September, 2014.

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



**CONSOLIDATED REPORT**

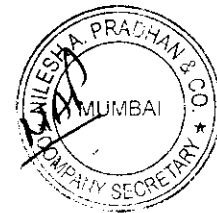
Sr. No. Of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	
1	Adoption of Financial Statements for the year ended 30 <sup>th</sup> June, 2014 together with the reports of the Directors and Auditors thereon.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



Sr. No. Of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	No.
4	Appointment of M/s B S R & Co. LLP, Chartered Accountants, as Auditors of the Company and to fix their remuneration	e-voting & Ballot	11196766	99.99	50	0.01	100
		Poll	28632	100	0	0	0
		<b>Total</b>	<b>11225398</b>	<b>99.99</b>	<b>50</b>	<b>0.01</b>	<b>100</b>
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	e-voting & Ballot	11196537	99.99	269	0.01	110
		Poll	28632	100	0	0	0
		<b>Total</b>	<b>11225169</b>	<b>99.99</b>	<b>269</b>	<b>0.01</b>	<b>110</b>
6	Appointment of Mr. Sekhar Natarajan as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013	e-voting & Ballot	11196706	99.99	50	0.01	160
		Poll	28632	100	0	0	0
		<b>Total</b>	<b>11225338</b>	<b>99.99</b>	<b>50</b>	<b>0.01</b>	<b>0</b>



Sr. No. Of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	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	e-voting & Ballot	11196537	99.99	269	0.01	110
		Poll	28632	100	0	0	0
		<b>Total</b>	<b>11225169</b>	<b>99.99</b>	<b>269</b>	<b>0.01</b>	<b>110</b>
8	Appointment of Ms. Sangeeta Singh as an Independent Director under the provisions of section 160 of the Companies Act, 2013	e-voting & Ballot	11196756	99.99	50	0.01	110
		Poll	28632	100	0	0	0
		<b>Total</b>	<b>11225388</b>	<b>99.99</b>	<b>50</b>	<b>0.01</b>	<b>110</b>



Nilesh A. Pradhan & Co.

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

*N.A. Pradhan*

Nilesh A. Pradhan  
Proprietor



CP: 3659  
FCS: 5445

Place: Mumbai  
Date: 25<sup>th</sup> September, 2014