

1st October, 2015

The Executive Director,
BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 001

The Executive Director,
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051

Scrip Code: **532268**

Scrip Code: **ACCELYA**

Dear Sir,

SUB: PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING HELD ON 30TH SEPTEMBER, 2015

The 29th Annual General Meeting of the Company was held on Wednesday, the 30th September, 2015 at 12.00 noon at Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune – 411 002.

As per the attendance register 45 members attended the meeting in person and 2 persons attended the meeting as proxies.

Mr. Philippe Lesueur, Chairman welcomed the members and introduced the Directors present on the dais and informed the reasons for absence of two directors.

The Chairman, informed the members that Register of Contracts or Arrangements in which Directors are Interested under Section 189 of the Companies Act, 2013 ("the Act") and the Register of Directors and Key Managerial Personnel and their Shareholding under Section 170 of the Act were open for inspection of the members.

The Chairman, with the permission of the members, took the notice convening the 29th Annual General Meeting as read. The Statutory Audit Report and Secretarial Audit Report were also taken as read, as both the reports did not contain any qualification / observation.

He informed the members that the remote e-voting facility and ballot forms facility was provided to the shareholders for voting on the Resolutions set out in the Notice.

He further informed the members that those shareholders who have not availed the facility of e-voting or ballot facility may cast their votes through ballot made available at the Annual General Meeting Venue.



The Chairman Mr. Philippe Lesueur informed the members that as required by the Companies (Management and Administration) Amendment Rules, 2015 read with Clause 35A of the Listing Agreement, the results of remote e-voting and results of voting through ballot facility will be declared on or before 2nd October, 2015 and will be communicated to the Stock Exchanges and will be displayed on the website of Company and Registrar and Transfer Agent.

The Chairman informed the members that the Company has appointed Mr. Nilesh Pradhan, Practicing Company Secretary as the Scrutinizer for electronic voting, physical ballot forms received from Shareholders and poll conducted at Annual General Meeting venue.

The Chairman thereafter invited queries from the members.

A couple of members asked questions on the financials and operations of the Company which were satisfactorily replied by the Chairman.

The following resolutions contained in the Notice of Annual General Meeting were passed with requisite majority:

1. Ordinary Resolution to adopt Audited Financial Statements for the year ended 30 June, 2015.
2. Ordinary Resolution to confirm payment of interim dividend and declaration of final dividend on equity shares.
3. Ordinary Resolution to appoint a Director in place of Mr. Philippe Lesueur, who retires by rotation and being eligible, offers himself re-appointment.
4. Ordinary Resolution under section 139 of the Companies Act, 2013 for ratification of appointment of M/s B S R & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.
5. Ordinary Resolution for payment of one-time special bonus to Mr. Vipul Jain (DIN 00142518).
6. Ordinary Resolution for appointment of Ms. Neela Bhattacharjee (DIN 01912483) as Director of the Company under section 160 of the Companies Act, 2013.
7. Ordinary Resolution for consent of the members for appointment of Ms. Neela Bhattacharjee (DIN 01912483) as Whole Time Director of the Company for the period from 5th August 2015 to 30th September 2015 and as Managing Director of the Company for the period from 1st October 2015 to 30th June 2018 and for approval of remuneration payable to her.



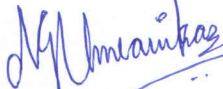
8. Ordinary Resolution for appointment of Mr. Vipul Jain (DIN 00142518) as Non-Executive Non-Independent Director of the Company under section 160 of the Companies Act, 2013.
9. Ordinary Resolution for appointment of Mr. John Johnston (DIN 07258586) as Non-Executive Non-Independent Director of the Company under section 160 of the Companies Act, 2013.
10. Special Resolution for payment of commission to Non-Executive Directors (including Independent Directors).

Thereafter, Mr. Ninad Umranikar, Company Secretary proposed vote of thanks.

Kindly take the same on your record.

Thanking You

Yours faithfully,
For **Accelya Kale Solutions Limited**


Ninad Umranikar
Company Secretary



1st October, 2015

The Executive Director,
BSE Limited
 Corporate Relationship
 Department,
 1st Floor, New Trading Ring,
 Rotunda Bldg., P.J. Towers,
 Dalal Street, Mumbai 400 001

The Executive Director,
**National Stock Exchange of
 India Ltd.**
 Exchange Plaza,
 Bandra (East),
 Mumbai 400 051

Scrip Code: **532268**

Scrip Code: **ACCELYA**

Sub: Clause 35A of the Listing Agreement – Voting Results

Dear Sir,

In compliance with Clause 35A of the Listing Agreement, we are pleased to submit the following information in the prescribed format regarding voting results on the business transacted as per the Notice of 29th Annual General Meeting (AGM) of the Company held on September 30, 2015 at 12.00 noon at Pudumjee Assembly Hall, Mahratta Chamber of Commerce, Industries and Agriculture, Tilak Road, Pune - 411002

Sr. No.	Particulars	Details
1	Date of AGM	30 th September, 2015
2	Total no of Shareholder as on cut-off date (September 23, 2015)	15,141
3	Total no. of Shareholders present in the meeting either through person or through proxy	
	a)Promoters and Promoter Group	01
	b)Public	46
4	No. of Shareholders who attended the AGM through Video Conferencing	NIL



The mode of voting was by way of Ballots received by Post, E-voting and Poll 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 Ballots (received by post), e-voting, and Poll received from Mr. Nilesh A. Pradhan, Scrutinizer.

Accordingly all the 10 (Ten) resolutions as per the aforesaid Notice of the Annual General Meeting have been passed by requisite majority.

You are requested to take same on your records.

Thanking You.

Yours faithfully,
For **ACCELYA KALE SOLUTIONS LIMITED**


Ninad Umranikar
Company Secretary



Encl: As above

Agenda-wise

In case of Poll / Postal Ballot / E-Voting

The mode of voting for all Resolutions was by way of Ballots received by Post, E-voting and Poll conducted at the Annual General Meeting.

Resolution No. 1

Adoption of Audited Financial Statements for the year ended 30th June, 2015 together with the reports of the Directors and Auditors thereon: (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public – Institutional holders	7,34,881	7,34,881	100%	7,34,881	-	100%	-
Public – Others	27,730	26,730	96.39%	26,680	50	99.81%	0.19%
Total	11,905,906	11,904,906	99.99%	11,904,856	50	99.9995%	0.0005%



Resolution No. 2

Confirmation of payment of Interim dividend & declaration of final dividend on equity shares
(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public – Institutional holders	734,881	7,34,881	100%	734,881	-	100%	-
Public –Others	27,730	26,730	96.39%	26,730	-	100%	-
Total	11,905,906	11,904,906	99.9916%	11,904,906	-	100%	-

Resolution No. 3:

Appointment of a Director in place of Mr. Philippe Lesueur (DIN 03327819), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public – Institutional holders	734,881	734,881	100%	731,316	3,565	99.51	0.49
Public-Others	27,730	26,730	96.39%	26,680	50	99.81	0.19
Total	11,905,906	11,904,906	99.9916%	11,901,291	3,615	99.9696%	0.0304%



Resolution No. 4

Ratification of appointment of M/s B S R & Co. LLP, Chartered Accountants, as Auditors of the Company and to fix their remuneration (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public - Institutional holders	734,881	734,881	100%	734,881	-	100%	-
Public-Others	27,730	26,730	96.39%	26,680	50	99.81%	0.19%
Total	11,905,906	11,904,906	99.9916%	11,904,856	50	99.9995%	0.0005%

Resolution No. 5

Payment of one- time Special Bonus of Rs. 1,00,00,000 to Mr. Vipul Jain (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public - Institutional holders	734,881	734,881	100%	734,881	-	100%	-
Public-Others	27,730	26,730	96.39%	26,580	150	99.44%	0.56%
Total	11,905,906	11,904,906	99.9916%	11,904,756	150	99.9987%	0.0013%



Resolution No. 6

Appointment of Ms. Neela Bhattacharjee (DIN 01912483), who was appointed as an Additional Director effective from 5th August, 2015, as a Director of the Company (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public - Institutional holders	734,881	734,881	100%	734,881	-	100%	-
Public-Others	27,730	26,730	96.39%	26,650	80	99.70%	0.30%
Total	11,905,906	11,904,906	99.9916%	11,904,826	80	99.9993%	0.0007%

Resolution No. 7

Appointment of Ms. Neela Bhattacharjee (DIN 01912483) as Whole Time Director of the Company for the period from 5th August 2015 to 30th September 2015 and as Managing Director of the Company for the period from 1st October 2015 to 30th June 2018 (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public - Institutional holders	734,881	734,881	100%	734,881	-	100%	-
Public-Others	27,730	26,730	96.39%	26,650	80	99.70%	0.30%
Total	11,905,906	11,904,906	99.9916%	11,904,826	80	99.9993%	0.0007%



Resolution No. 8

Appointment of Mr. Vipul Jain (DIN 00142518), as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation_(Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public - Institutional holders	734,881	734,881	100%	734,881	-	100%	-
Public-Others	27,730	26,730	96.39%	26,580	150	99.44%	0.56%
Total	11,905,906	11,904,906	99.9916%	11,904,756	150	99.9987%	0.0013%

Resolution No. 9

Approval for appointment of John Johnston as a Non- Executive Non Independent Director of the Company (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public - Institutional holders	734,881	734,881	100%	734,881	-	100%	-
Public-Others	27,730	26,730	96.39%	26,580	150	99.44%	0.56%
Total	11,905,906	11,904,906	99.9916%	11,904,756	150	99.9987%	0.0013%



Resolution No. 10

Approval for payment of Commission to Directors (other than Managing and Whole- Time Directors) (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of valid 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
Promoter and Promoter Group	11,143,295	11,143,295	100%	11,143,295	-	100%	-
Public - Institutional holders	734,881	734,881	100%	734,881	-	100%	-
Public-Others	27,730	26,730	96.39%	26,580	150	99.44%	0.56%
Total	11,905,906	11,904,906	99.9916%	11,904,756	150	99.9987%	0.0013%



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

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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 remote e-voting process and poll conducted at 29th Annual General Meeting (AGM) held on 30th September, 2015.

The Board of the Company at its meeting held on 5th August, 2015 had appointed me as a scrutinizer for the remote e-voting held from 27th September, 2015 at 9.00 a.m. to 29th September, 2015 at 5.00 p.m. and on the request by the Chairman of 29th Annual General Meeting (AGM) I assumed responsibility as the scrutinizer for the poll held at AGM of the Company on 30th September, 2015.

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 27th September, 2015 at 9.00 a.m. to 29th September, 2015 at 5.00 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 on remote e-voting kindly refer my scrutinizer's report dated 30th September, 2015.

The Company has also provided facility of physical ballot papers to the members who do not have access to remote 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 12 (Twelve) physical ballot papers from the Members till 5.00 p.m. of 29th September, 2015.

At the AGM of the Company held on 30th September, 2015, 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 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 30th September, 2015.



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

1) Resolution No. 1:

Adoption of Audited Financial Statements for the year ended 30th June, 2015 together with the reports of the Directors and Auditors thereon:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,277	11,169,579	11,904,856	99.9995
Votes against the Resolution	50	0	50	0.0005
Total	735,327	11,169,579	11,904,906	100

2) Resolution No. 2:

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

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,327	11,169,579	11,904,906	100
Votes against the Resolution	0	0	0	0
Total	735,327	11,169,579	11,904,906	100



3) Resolution No.3:

Appointment of a Director in place of Mr. Philippe Lesueur (DIN 03327819), who retires by rotation and being eligible, offers himself for re-appointment:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	731,712	11,169,579	11,901,291	99.9696
Votes against the Resolution	3,615	0	3,615	0.0304
Total	735,327	11,169,579	11,904,906	100

4) Resolution No.4:

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

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,277	11,169,579	11,904,856	99.9995
Votes against the Resolution	50	0	50	0.0005
Total	735327	11,169,579	11,904,906	100



5) **Resolution No.5:**

Payment of one- time Special Bonus of Rs. 1,00,00,000 to Mr. Vipul Jain :

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,177	11,169,579	11,904,756	99.9987
Votes against the Resolution	150	0	150	0.0013
Total	735,327	11,169,579	11,904,906	100

6) **Resolution No.6:**

Appointment of Ms. Neela Bhattacharjee (DIN 01912483), who was appointed as an Additional Director effective from 5th August, 2015, as a Director of the Company:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,247	11,169,579	11904826	99.9993
Votes against the Resolution	80	0	80	0.0007
Total	735,327	11,169,579	11,904,906	100



7) Resolution No.7:

Appointment of Ms. Neela Bhattacharjee (DIN 01912483) as Whole Time Director of the Company for the period from 5th August 2015 to 30th September 2015 and as Managing Director of the Company for the period from 1st October 2015 to 30th June 2018:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,247	11,169,579	11904826	99.9993
Votes against the Resolution	80	0	80	0.0007
Total	735,327	11,169,579	11,904,906	100

8) Resolution No.8:

Appointment of Mr. Vipul Jain (DIN 00142518), as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,177	11,169,579	11,904,756	99.9987
Votes against the Resolution	150	0	150	0.0013
Total	735327	11,169,579	11,904,906	100



9) Resolution No.9:

Appointment of Mr. John Johnston, (DIN 07258586), who was appointed as an Additional Director effective from 14th August, 2015, as a Director of the Company:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,177	11,169,579	11,904,756	99.9987
Votes against the Resolution	150	0	150	0.0013
Total	735327	11,169,579	11,904,906	100

10) Resolution No.10:

Payment of Commission to Directors (other than Managing Director and Whole Time Director(s), if any) of the Company, not exceeding 1% per annum of the net profits of the Company:

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting & Physical Ballot	Poll	Total	
Votes in Favour of Resolution	735,177	11,169,579	11,904,756	99.9987
Votes against the Resolution	150	0	150	0.0013
Total	735327	11,169,579	11,904,906	100



Nilesh A. Pradhan & Co.

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.

Thanking You,

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

N.A. Pradhan

Nilesh A. Pradhan
Proprietor

CP: 3659
FCS: 5445

Place: Pune
Date: 30/09/2015



Countersigned by
Mr. Philippe Lesueur
Chairman
ACCELYA KALE SOLUTIONS LIMITED

