



July 9, 2015

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 June 8, 2015 to July 07, 2015.

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 **June 8, 2015 to July 07, 2015** as under:

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

ITEM 1: ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS.

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	7	1,69,56,600	100
Dissented	0	0	0
Total Votes	7	1,69,56,600	100

M/s JMJA & Associates LLP, Practicing Company Secretary, the Scrutiniser has submitted their report dated July 9, 2015 on the Postal Ballot event. The only one resolution set out in the notice dated May 30, 2015 require more than three-fourths of the number of votes to be cast in favour of each of the Resolution in order to pass the Resolution.

In connection with above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that Resolution No. 1 as per Notice dated May 30, 2015 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,
For **VERITAS (INDIA) LIMITED**

Mukesh Tank

COMPANY SECRETARY
(Mukesh Tank)



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, May 30, 2015 for scrutinizing the Postal Ballot process (which includes e-voting also) for passing the following resolutions as Special resolutions:

RESOLUTION 1

ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS

“RESOLVED THAT pursuant to provisions of Section 23, 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the existing Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (hereinafter referred to as “SEBI (ICDR) Regulations”) and other Regulations/Guidelines issued by the Securities and Exchange Board of India (SEBI) other applicable laws, as may be applicable, and subject to all necessary approvals, consents, permission and/or sanctions of the Government of India, Reserve Bank of India, Foreign Investment Promotion Board, SEBI and/or any other competent authorities and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and the Listing Agreement entered into by the Company with Stock Exchanges where the shares of the Company are listed and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions or sanctions and which may be agreed to by the Board of Directors of the Company and subject to such terms and conditions as may be determined by the Board of Directors of the Company (hereinafter referred to as “the Board” which expression shall include any Committee which the Board may constitute to exercise its powers including powers conferred by this Resolution), the consent and approval of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized in its absolute discretion to offer, issue and allot, on preferential basis upto 26,00,000 (Twenty Six Lacs) equity shares of face value of Re.1/- (Rupee One Only) each at a price equal to Re. 100/- (Rupees One hundred Only) including premium of Rs. 99/- (Rupees Ninety Nine only) each, being the price not lower than the minimum price calculated in accordance with the Regulations for Preferential Issue contained in Chapter VI of SEBI (ICDR) Regulations to:



Malad Office: 410, Bldg No. 2, New Sonal Link Industrial Estate, Link Road, Near Navnit Motors, Malad (West), Mumbai – 400064

Corp. Off. : Ground Floor, Jay Ambika Apt., Opp. Ambe Mata Temple, Carter Road No. 3, Borivali (E), Mumbai 400 066.

Website : www.jmjaandassociates.com • E-mail : info@jmja.in • Tel. : +91 22 6060 1892

JMJA & Associates LLP

Name of the proposed Allottee	No. of Shares proposed to be allotted	Category
Latitude Consultants Limited	26,00,000	Non-Promoter (Foreign Portfolio Investor)

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve the other terms and conditions of the issue and also to vary, alter or modify any of the terms and conditions in the proposal as may be required by the agencies/authorities involved in such issues but subject to such conditions as the Reserve Bank of India (RBI)/Securities and Exchange Board of India (SEBI)/Financial Institutions/Investment Institutions and/or such other appropriate authority may impose at the time of their approval and as agreed to by the Board;

RESOLVED FURTHER THAT the equity shares to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT the relevant date, as stipulated in the Regulation 73(4) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for determination of the Issue Price of equity shares, shall be thirty (30) days prior to the date on which the result of postal ballot shall be declared or in the case where the Relevant Date falls on Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the Relevant Date;

RESOLVED FURTHER THAT the aforesaid equity shares shall rank pari passu in all respects with the existing equity shares of the Company including Dividend;

RESOLVED FURTHER THAT the equity shares allotted on preferential basis shall be locked in for such period as prescribed in Regulation 78 of SEBI (ICDR) Regulations;

RESOLVED FURTHER THAT for the purpose of creating, issuing, offering and allotting equity shares of the Company as aforesaid, the Board be and is hereby authorized to list the equity shares on the exchanges where the existing equity shares of the Company are listed or to do and perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, desirable or appropriate to give effect to this resolution in all respects and in particular to settle any questions, difficulties or doubts that may arise with regard to the offering, issuing and allotting of the equity shares of the Company, as it may, in its absolute discretion, deem fit and proper."

3.

3.1. 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	0	0	0



JMJA & Associates LLP

	Re. 1 each (No. of Votes)			
--	------------------------------	--	--	--

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

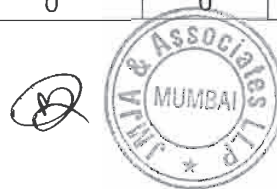
	Particulars	No. of members who casted votes electronically	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)
Resolution 1	Total votes received by electronic mode	7	16,956,600
	Less: Total number of Invalid votes (As per annexure III)	0	0
	Total Number of Valid Votes	7	16,956,600

3.3. Details of Total Voting:

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	16,956,600	16,956,600	100
Assented to the Resolution 1	16,956,600	16,956,600	100
Dissented to the Resolution 1	0	0	0
Total Votes	16,956,600	16,956,600	100

3.4 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 outstanding 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	16,213,100	16,213,100	100	16,213,100	0	100	0
Public Institutional	0	0	0	0	0	0	0



JMJA & Associates LLP

Holders							
Public-Others	79,96,000	7,43,500	9.30	7,43,500	0	100	0
TOTAL	24,210,000	16,956,600	70.04	16,956,600	0	100	0

4. RESULTS:-

- 4.1 As the number of votes casted in favour of the **Resolution 1** i.e. 16,956,600 is more than three times the number of votes cast against i.e. 0, we report that the Special Resolutions set out in the Notice of Postal Ballot dated **May 30, 2015** 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 JMJA & Associates LLP
Company Secretaries and Corporate Counsellors



Mansi Damania
(Designated Partner)
COP No.:- 8120 | Membership No. :-F7447



Place: Mumbai
Date: July 09, 2015