



Details of voting results on all 11 resolutions set out in Notice of 27<sup>th</sup> AGM

I. Attendance of Members:

Sr. No.	Description	Details				
A	Date Of Annual General Meeting	July 22, 2015				
B	Book Closure Date	July 16, 2015 to July 22, 2015 ( Both Days Inclusive)				
	Cut Off Date	July 15, 2015				
C	Total Number Of Shareholders On Record Date/ Cut Off Date	7,836				
D	No Of Shareholders Present In The Meeting Either In Person Or Through Proxy	57				
	<b>Shareholders</b>	<b>Present In Person</b>	<b>Present Through Proxy</b>	<b>Total</b>	<b>Shares</b>	<b>% To Capital</b>
	Promoter and Promoter Group	7	0	7	6,201,907	49.52
	Public	48	2	50	996,069	7.95
	Total	55	2	57	7,197,976	57.47
E	No. of Shareholders attended the Meeting through video conferencing	No such facility was made available.				

II. Voting by Members:

Item No.	Details of Agenda	Resolution required : (Ordinary / Special )	Mode of Voting (Show of hands /Poll/Postal Ballot/E-Voting )	Remarks
1.	To consider and adopt: a) the audited financial statement of the Company for the financial year ended March 31, 2015 and the Reports of the Directors and the Auditors thereon; and b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015.	Ordinary	E – Voting & Ballot Poll Process	With requisite Majority
2	Appointment of Mr. Sunil Rajadhyaksha, Executive Director who retires by rotation and being eligible, seeks re-appointment.	Ordinary	E – Voting & Ballot Poll Process	With requisite Majority
3	Ratification for appointment of Lodha & Co as the auditors of the Company.	Ordinary	E – Voting & Ballot Poll Process	With requisite Majority
4	Appoint Mrs. Lakshmi Kumar as an Independent Director.	Ordinary	E – Voting & Ballot Poll Process	With requisite Majority
5	Remuneration payable to Mr. Sunil Rajadhyaksha, Whole-time Director for remaining period of 2 years (from April 1, 2014 to March 31, 2016) out of his term of five years commenced from April 1, 2011 and ending on March 31, 2016.	Special	E – Voting & Ballot Poll Process	With requisite Majority

**HOV Services Limited**

# HOVS

6	To approve continuation of employment of Mr. Surinder Rametra as a Whole-time Director designated as Executive Director.	Special	E – Voting & Ballot Poll Process	With requisite Majority
7	Re-appointment of Mr. Sunil Rajadhyaksha as a Whole-Time Director of the Company for a further term of five years from April 1, 2016 to March 31, 2021.	Special	E – Voting & Ballot Poll Process	With requisite Majority
8	Re-appointment of Mr. Parvinder Chadha as a Whole-Time Director of the Company for a further term of five years from April 1, 2016 to March 31, 2021.	Special	E – Voting & Ballot Poll Process	With requisite Majority
9	Re-appointment of Mr. Surinder Rametra as a Whole-Time Director of the Company for a further term of five years from April 1, 2016 to March 31, 2021.	Special	E – Voting & Ballot Poll Process	With requisite Majority
10	Contract of leave & license agreement entered on October 25, 2012 with BancTec TPS India Private Limited by the Company for 3 years period ending on October 24, 2015.	Ordinary	E – Voting & Ballot Poll Process	With requisite Majority
11	Contract of services for revenue in ordinary course of business of the Company with SourceHOV LLC.	Special	E – Voting & Ballot Poll Process	With requisite Majority

### III. Results of E-voting / Ballot Poll by members:

The mode of voting for all resolutions was:

- E-voting and
- Poll papers provided to the shareholders who attended the AGM personally and did participate in the ballot process during AGM proceedings.

Results of the voting in the prescribed formats along with Scrutinizer Reports are annexed herewith.

Thanking you,

Yours Faithfully,  
For HOV Services Limited



Bhuvanesh Sharma  
VP-Corporate Affairs &  
Company Secretary & Compliance Officer

## HOV Services Limited

Office : 3rd Floor, Sharda Arcade, Pune Satara Road, Bibwewadi Pune - 411 037, Maharashtra, INDIA  
CIN : L72200PN1989PLC014448 Tel: 91-20 24221460, Fax: 91-20 24221470, [www.hovsLtd.com](http://www.hovsLtd.com)



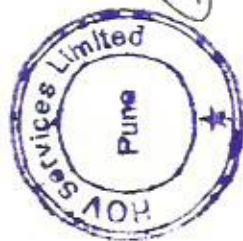
Details regarding voting results under Clause 35A

HOV SERVICES LTD										
Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100		
1	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0		
1	Public - Institutional Holders	11800	0	0	0	0	0	0		
1	Public-Others	6285393	1018410	16.2028	983780	34630	96.5996	3.4003		
1	Total	12524522	7220317		7185687	34630				
2	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0		
2	Public - Institutional Holders	11800	0	0	0	0	0	0		
2	Public-Others	6285393	1018414	16.2029	983739	34675	96.5951	3.4048		
2	Total	12524522	7220321		7185646	34675				
3	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0		
3	Public - Institutional Holders	11800	0	0	0	0	0	0		
3	Public-Others	6285393	1018410	16.2028	983780	34630	96.5996	3.4003		
3	Total	12524522	7220317		7185687	34630				
4	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0		
4	Public - Institutional Holders	11800	0	0	0	0	0	0		
4	Public-Others	6285393	1018414	16.2029	983784	34630	96.5996	3.4003		
4	Total	12524522	7220321		7185691	34630				
5	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0		
5	Public - Institutional Holders	11800	0	0	0	0	0	0		
5	Public-Others	6285393	1018414	16.2029	983739	34675	96.5951	3.4048		
5	Total	12524522	7220321		7185646	34675				





Resolution ID	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
6	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0
6	Public - Institutional Holders	11800	0	0	0	0	0	0
6	Public-Others	6285393	1018369	16.2022	983739	34630	96.5994	3.4005
6	Total	12524522	7220276		7185646	34630		
7	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0
7	Public - Institutional Holders	11800	0	0	0	0	0	0
7	Public-Others	6285393	1018414	16.2029	983739	34675	96.5951	3.4048
7	Total	12524522	7220321		7185646	34675		
8	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0
8	Public - Institutional Holders	11800	0	0	0	0	0	0
8	Public-Others	6285393	1018414	16.2029	983739	34675	96.5951	3.4048
8	Total	12524522	7220321		7185646	34675		
9	Promoter and Promoter Group	6227329	6201907	99.5918	6201907	0	100	0
9	Public - Institutional Holders	11800	0	0	0	0	0	0
9	Public-Others	6285393	1018414	16.2029	983784	34630	96.5996	3.4003
9	Total	12524522	7220321		7185691	34630		
10	Promoter and Promoter Group	6227329	5454937	87.5967	5454937	0	100	0
10	Public - Institutional Holders	11800	0	0	0	0	0	0
10	Public-Others	6285393	1018410	16.2028	983780	34630	96.5996	3.4003
10	Total	12524522	6473347		6438717	34630		
11	Promoter and Promoter Group	6227329	5454937	87.5967	5454937	0	100	0
11	Public - Institutional Holders	11800	0	0	0	0	0	0
11	Public-Others	6285393	1018414	16.2029	983784	34630	96.5996	3.4003
11	Total	12524522	6473351		6438721	34630		



*Amritha*

**Report of Scrutinizer**

The Chairman,  
HOV Services Limited  
3<sup>rd</sup> Floor, Sharda Arcade,  
Pune-Satara Road,  
Bibwewadi,  
Pune- 411 037

Twenty Seventh Annual General Meeting of the Equity Shareholders of HOV Services Limited (CIN: L72200PN1989PLC014448) held on Wednesday, 22<sup>nd</sup> July 2015 at 10.30 am at Le Meridien, Raja Bahadur Mill Road, Pune - 411001, Maharashtra.

Dear Sir,

I, Prajot Prakash Tungare, Company Secretary in Practice, appointed as Scrutinizer for the purpose of ballot voting and remote e-voting taken on the below mentioned resolutions with respect to the Annual General Meeting of Equity Shareholders of HOV Services Limited (CIN: L72200 PN 1989 PLC 014448) held on Wednesday, 22<sup>nd</sup> July 2015 at 10.30 am at Le Meridien, Raja Bahadur Mill Road, Pune - 411001, Maharashtra, submit our report as under:

1. The Company has availed remote electronic voting facility for the Shareholders of the Company. The Company had also provided voting by ballot papers to the members who do not have access to remote e-voting facility. The voting period for e-voting commenced on Saturday 18th July 2015 at 9.00 a.m. and ended on Tuesday, 21st July 2015 at 5.00 p.m.
2. After the Annual General Meeting the ballot box kept for voting was immediately opened and the votes cast under remote e-voting facility were unblocked by me and in the presence of two witnesses who were shareholders of the Company, not in the employment of the Company.
3. The ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar & Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. There were no ballot papers, which were incomplete and/or which were otherwise found defective.
5. Consolidated result of voting thru ballot & remote e-voting is as under:





**ORDINARY BUSINESS**

**A. Ordinary Resolution 1 - To consider and adopt:**

a) the audited financial statements of the Company for the financial year ended March 31, 2015 and the Reports of the Directors' the Auditors' thereon; and

b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015.

(i) Voted in **favor** of the resolution

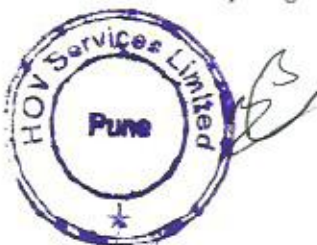
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8460	19.63
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>48</b>	<b>7185582</b>	<b>99.52</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	03	34630	80.37
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>03</b>	<b>34630</b>	<b>00.48</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>



**B. Ordinary Resolution 2 - To re-appoint Mr. Sunil Rajadhyaksha (DIN: 00011683), who retires by rotation and, being eligible, seeks re-appointment.**

(i) Voted in **favor** of the resolution

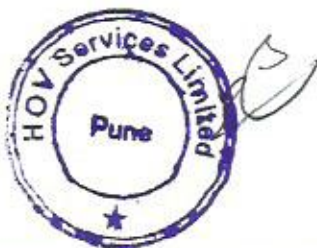
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8419	19.54
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>48</b>	<b>7185541</b>	<b>99.51</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	04	34675	80.46
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>04</b>	<b>34675</b>	<b>00.49</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>



**C. Ordinary Resolution 3 - Ratification for appointment of Statutory Auditors.**

(i) Voted in **favor** of the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8460	19.63
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>48</b>	<b>7185582</b>	<b>99.52</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	03	34630	80.37
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>03</b>	<b>34630</b>	<b>00.48</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>





**SPECIAL BUSINESS**

**D. Ordinary Resolution 4 - Appointment of Mrs. Lakshmi Kumar (DIN: 06780272) as an Independent Director of the Company.**

(i) Voted in **favor** of the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	34	8464	19.64
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>49</b>	<b>7185586</b>	<b>99.52</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	03	34630	80.36
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>03</b>	<b>34630</b>	<b>00.48</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>



**E. Special Resolution 5 - Remuneration payable to Mr. Sunil Rajadhyaksha (DIN: 00011683), Whole-time Director for remaining period of 2 years (from April 1, 2014 to March 31, 2016) out of his term of 5 years commenced from April 1, 2011 and ending on March 31, 2016.**

(i) Voted in **favor** of the resolution

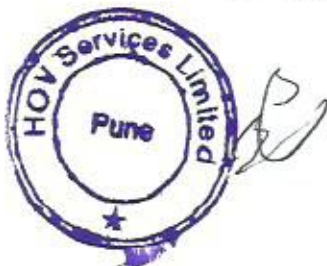
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8419	19.54
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>48</b>	<b>7185541</b>	<b>99.51</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	04	34675	80.46
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>04</b>	<b>34675</b>	<b>00.49</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>





**F. Special Resolution 6 - To approve continuation of employment of Mr. Surinder Rametra (DIN: 00019714) as a Whole-time Director designated as Executive Director**

(i) Voted in **favor** of the resolution

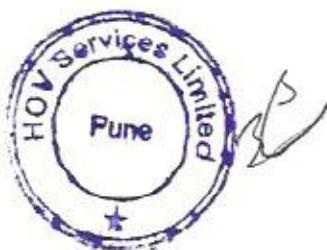
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8419	19.56
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>48</b>	<b>7185541</b>	<b>99.52</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	03	34630	80.44
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>03</b>	<b>34630</b>	<b>00.48</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>



**G. Special Resolution 7 - Re-appointment of Mr. Sunil Rajadhyaksha (DIN: 00011683) as a Whole-time Director of the Company for a further term of five years from April 1, 2016 to March 31, 2021**

(i) Voted in **favor** of the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8419	19.54
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>48</b>	<b>7185541</b>	<b>99.52</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	04	34675	80.46
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>04</b>	<b>34675</b>	<b>00.48</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>





**H. Special Resolution 8 - Re-appointment of Mr. Parvinder Chadha (DIN: 00018468) as a Whole-time Director of the Company for a further term of five years from April 1, 2016 to March 31, 2021 with no remuneration.**

(i) Voted in **favor** of the resolution

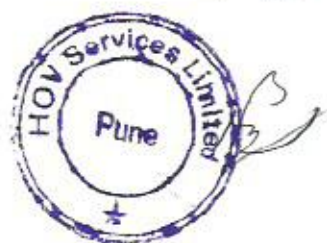
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8419	19.54
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>48</b>	<b>7185541</b>	<b>99.51</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	04	34675	80.46
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>04</b>	<b>34675</b>	<b>00.49</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>



**I. Special Resolution 9 - Re-appointment of Mr. Surinder Rametra (DIN: 00019714) as a Whole-time Director of the Company for a further term of five years from April 1, 2016 to March 31, 2021 with no remuneration.**

(i) Voted in **favor** of the resolution

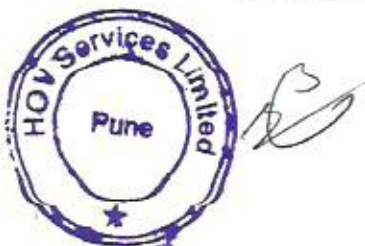
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	34	8464	19.64
Through Remote e-voting	15	7177122	100.00
<b>TOTAL</b>	<b>49</b>	<b>7185586</b>	<b>99.52</b>

(ii) Voted against the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	03	34630	80.36
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>03</b>	<b>34630</b>	<b>00.48</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>





**J. Special Resolution 10 - Contract of Leave & License Agreement entered on October 25, 2012 with BancTec TPS India Private Limited by the Company for 3 years period ending on October 24, 2015.**

(i) Voted in **favor** of the resolution

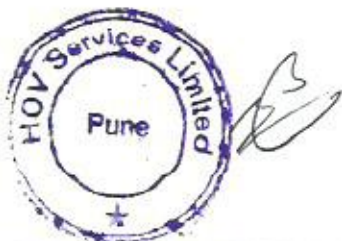
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8460	19.63
Through Remote e-voting	12	6430152	100.00
<b>TOTAL</b>	<b>45</b>	<b>6438612</b>	<b>99.46</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	03	34630	80.37
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>03</b>	<b>34630</b>	<b>00.54</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>



**K. Special Resolution 11 - Contract of services for revenue in ordinary course of business of the Company with SourceHOV LLC.**

(i) Voted in **favor** of the resolution

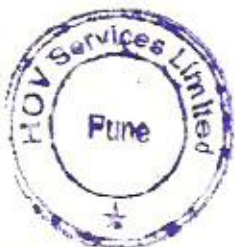
Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	33	8464	19.65
Through Remote e-voting	12	6430152	100.00
<b>TOTAL</b>	<b>45</b>	<b>6438616</b>	<b>99.46</b>

(ii) Voted **against** the resolution

Mode of Voting	Number of members voting	Number of votes cast by the members	Percentage of total number of valid votes cast
(1)	(2)	(3)	(4)
Through Ballot Voting	02	34600	80.35
Through Remote e-voting	00	00	00.00
<b>TOTAL</b>	<b>02</b>	<b>34600</b>	<b>00.54</b>

(iii) Votes **invalid**

Mode of Voting	Total Number of members whose votes were declared invalid	Total Number of Votes cast by them
(1)	(2)	(3)
Through Ballot Voting	00	00
Through Remote e-voting	00	00
<b>TOTAL</b>	<b>00</b>	<b>00</b>





6. 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.
7. The ballot papers and all other relevant records are sealed and shall be handed over to the Company Secretary / Director authorized by the Board for safe keeping after signing of the minutes of the said Annual General Meeting.

Thanking you.

Yours faithfully,



CS Prajot Prakash Tungare  
Scrutinizer  
Company Secretary In Practice  
Membership No: 5484  
CP No: 4449

Place: Pune  
Date: 24<sup>th</sup> July 2015

