

11<sup>th</sup> October, 2018

Deputy General Manager,  
Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai — 400 001

The Manager, Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor,  
Plot No. C-1/ G Block,  
Bandra — Kurla Complex,  
Bandra (East), Mumbai — 400 051.

Dear Sir/ Madam,

Sub: Voting Results

In compliance with sub regulation (3) of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are pleased to submit the following Information in the prescribed format regarding voting results on the business transacted as per the Notice of 32<sup>nd</sup> Annual General Meeting (AGM) of the Company held on 10<sup>th</sup> October, 2018 at 12.00 noon at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Mahratta Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016.

The mode of voting was e-voting and Poll conducted 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 e-voting and Poll received from Mr. Nilesh A. Pradhan, Scrutinizer.

All the 7 (seven) resolutions as per the aforesaid Notice of the Annual General Meeting have been passed by requisite majority.

We request you to kindly take same on records.

Thanking You,

For Accelya Kale Solutions Limited

  
Ninad Umcanikar  
Company Secretary

Membership No ACS 14201

## Format for Voting Results

Date of the AGM	10 <sup>th</sup> October, 2018
Total number of shareholders on record date	19,805
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	1
Public:	53
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	0
Public:	0

### Agenda-wise disclosure (to be disclosed separately for each agenda item)

**Resolution No. 1:** Receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the year ended 30<sup>th</sup> June, 2018, together with the reports of the directors and auditors thereon

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public - Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893,146	92.6300	893,146	0	100.0000	0.0000
Public - Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
TOTAL		14,926,261	12,450,678	83.4146	12,450,678	0	100.0000	0.0000



Resolution No. 2: Confirmation of payment of interim dividend and declaration of final dividend

Resolution required: (Ordinary/ Special)		Ordinary						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	Mode of Voting	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) = $\frac{(2)}{(1)} \times 100$	(4)	(5)	(6) = $\frac{(4)}{(2)} \times 100$	(7) = $\frac{(5)}{(2)} \times 100$
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893,146	92.6300	893,146	0	100.0000	0.0000
Public-Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
TOTAL		14,926,261	12,450,678	83.4146	12,450,678	0	100.0000	0.0000



Resolution No. 3: Re-appointment of Mr. John Johnston (DIN 07258586) as Director of the Company, liable to retire by rotation

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public - Institutions	E-voting	964,208	893,146	92.6300	807,239	85,907	90.3815	9.6185
	Poll		0	0.0000	0	0.0000	0	0.0000
	Postal Ballot		0	0.0000	0	0.0000	0	0.0000
	Total		893,146	92.6300	807,239	85,907	90.3815	9.6185
Public - Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
TOTAL		14,926,261	12,450,678	83.4146	12,364,771	85,907	99.3100	0.6900



Resolution No. 4: Appointment of B S R & Co. LLP, Chartered Accountants as Auditors of the Company

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public Institutions	E-voting	964,208	893,146	92.6300	583,500	309,646	65.3309	34.6691
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893,146	92.6300	583,500	309,646	65.3309	34.6691
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
TOTAL		14,926,261	12,450,678	83.1446	12,141,032	309,646	97.5130	2.4870



Resolution No. 5:

Approval for participation of employees and / or directors of the Company (as identified by Canary Topco Limited from time to time) in the global management allocation adopted by Canary Topco Limited

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are Interested in the agenda / resolution?			Yes					
Category	Mode of Voting	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
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893,146	92.6300	893,146	0	100.0000	0.0000
Public-Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>1,307,383</b>	<b>8.7589</b>	<b>1,307,383</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



Accelya Kale Solutions Limited (formerly known as Kale Consultants Limited) CIN: L74140PN1986PLC041033

Accelya Enclave, AG - 4 & AG - 5, Ground Floor, Sharada Arcade, Satara Rd., Pune 411 037 India

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Regd. Office: Accelya Enclave, 685/ 28 & 2C, 1<sup>st</sup> Floor, Sharada Arcade, Satara Road, Pune 411 037 (India)

www.accelya.com

Resolution No. 6: Approval for the re-appointment of Ms. Neela Bhattacharjee as Managing Director of the Company and remuneration payable to her

Resolution required: (Ordinary/ Special)		Special						
Whether promoter / promoter group are interested in the agenda / resolution?		No						
Category	No. of Voting	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
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public Institutions	E-voting	964,208	893,146	92.6300	893,146	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893,146	92.6300	893,146	0	100.0000	0.0000
Public -Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
TOTAL		14,926,261	12,450,678	83.4146	12,450,678	0	100.0000	0.0000





Resolution No. 7: **Approval for continuation of Mr. K. K. Nohria as an Independent Director of the Company**

Resolution required: (Ordinary/ Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	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) = $\frac{[(2)]}{(1)} \times 100$	(4)	(5)	(6) = $\frac{[(4)]}{(2)} \times 100$	(7) = $\frac{[(5)]}{(2)} \times 100$
Promoter and Promoter Group	E-voting	11,143,295	0	0.0000	0	0	0.0000	0.0000
	Poll		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11,143,295	100.0000	11,143,295	0	100.0000	0.0000
Public - Institutions	E-voting	964,208	893,146	92.6300	583,500	309,646	65.3309	34.6691
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		893,146	92.6300	583,500	309,646	65.3309	34.6691
Public - Non-Institutions	E-voting	2,818,758	408,475	14.4913	408,475	0	100.0000	0.0000
	Poll		5,762	0.2044	5,762	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		414,237	14.6957	414,237	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,450,678</b>	<b>83.4146</b>	<b>12,141,032</b>	<b>309,646</b>	<b>97.5130</b>	<b>2.4870</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 - 22 49248475/40152204  
91 - 9833785809

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 remote e-voting process and poll conducted at 32<sup>nd</sup> Annual General Meeting (AGM) held on 10<sup>th</sup> October, 2018.

The Board of Directors of the Company at its meeting held on 3<sup>rd</sup> August, 2018 had appointed me as a scrutinizer for the remote e-voting held from 07<sup>th</sup> October, 2018 at 9.00 a.m. to 9<sup>th</sup> October, 2018 at 5.00 p.m. On the request by the Chairman of 32<sup>nd</sup> Annual General Meeting (AGM), I assumed responsibility as the scrutinizer for the poll held at AGM of the Company on 10<sup>th</sup> October, 2018.

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 07<sup>th</sup> October, 2018 at 9.00 a.m. to 9<sup>th</sup> October, 2018 at 5.00 p.m.

The remote 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 11<sup>th</sup> October, 2018

At the AGM of the Company held on 10<sup>th</sup> October, 2018, the Chairman of the Company had suo motu 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 11<sup>th</sup> October, 2018.

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



**1) Resolution No. 1:**

**Adoption of Financial Statements for the year ended 30th June, 2018 and the Directors' and Auditors' Report;**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	11149057	12450678	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

**2) Resolution No. 2:**

**Confirmation of payment of interim dividend and declaration of final dividend:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	11149057	12450678	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

**3) Resolution No.3:**

**Re-appointment of Mr. John Johnston as Director of the Company, liable to retire by rotation;**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1215714	11149057	12364771	99.31
Votes against the Resolution	85907	NIL	85907	0.69
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>





**4) Resolution No.4: Appointment of Statutory Auditors**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	991975	11149057	12141032	97.51
Votes against the Resolution	309646	NIL	309646	2.49
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

**5) Resolution No.5: Approval for participation of employees and / or directors of the Company (as identified by Canary Topco Limited from time to time) in the global management allocation adopted by Canary Topco Limited**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	5762	1307383	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>5762</b>	<b>1307383</b>	<b>100</b>

Abstained Votes for the resolution: 11143295

**6) Resolution No.6: Resolution 6: Approval for re-appointment of Ms. Neela Bhattacharjee as Managing Director of the Company and remuneration payable to her**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	1301621	11149057	12450678	100
Votes against the Resolution	NIL	NIL	NIL	NIL
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>



*Nilesh A. Pradhan & Co.*

**7) Resolution 7: Approval for continuation of Mr. K. K. Nohria as an Independent Director of the Company.**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	991975	11149057	12141032	97.51
Votes against the Resolution	309646	NIL	309646	2.49
<b>Total</b>	<b>1301621</b>	<b>11149057</b>	<b>12450678</b>	<b>100</b>

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 of the Company.

Thanking You,

Yours Faithfully,

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



Nilesh A. Pradhan  
Proprietor

CP: 3659

FCS: 5445

Place: Mumbai

Date: 11<sup>th</sup> October 2018



# 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.

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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 remote 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 meeting dated 3<sup>rd</sup> August, 2018 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 32<sup>nd</sup> Annual General Meeting (AGM) to be held on 10<sup>th</sup> October, 2018.

The notice dated 3<sup>rd</sup> August, 2018 convening AGM of the Company along with 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 remote e-voting by the shareholders of the Company.

The shareholders of the company holding shares as on "cut-off date" i.e. 03<sup>rd</sup> October, 2018 were entitled to vote on resolutions as set out at items no. 1 to 7 in the notice of the AGM.

The e-voting period remained open from 07<sup>th</sup> October, 2018 at 9.00 a.m. to 9<sup>th</sup> October, 2018 at 5.00 p.m. and platform provided by Karvy was blocked thereafter and the votes cast under remote 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 remote 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, 2018 and the Directors' and Auditors' Report:

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

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	31	1301621	100
<b>Total</b>	<b>31</b>	<b>1301621</b>	<b>100</b>

ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii) **Invalid** Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Remote e-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



2) Resolution No. 2:

Confirmation of payment of interim dividend and declaration of final dividend:

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

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	31	1301621	100
<b>Total</b>	<b>31</b>	<b>1301621</b>	<b>100</b>

ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii) **Invalid** Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Remote e-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>





3) Resolution No.3:

Nilesh A. Pradhan & Co.

Re-appointment of Mr. John Johnston as Director of the Company, liable to retire by rotation:

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

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	25	1215714	93.40
<b>Total</b>	<b>25</b>	<b>1215714</b>	<b>93.40</b>

ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	6	85907	6.60
<b>Total</b>	<b>6</b>	<b>85907</b>	<b>6.60</b>

iii) **Invalid** Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Remote e-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</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 - 22 49248475/40152204

91 - 9833785809

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,  
**ACCELYA KALE SOLUTIONS LIMITED,**  
Accelya Enclave, 685/2B & 2C, 1<sup>st</sup> Floor,  
Sharada Arcade, Satara Road,  
Pune, 411037

32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of **ACCELYA KALE SOLUTIONS LIMITED**, held on Wednesday, 10<sup>th</sup> October, 2018 at Sumant Moolgaokar Auditorium, 'A Wing', Ground Floor, Maharashtra Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune 411 016, at 12.00 noon.

Dear Sir,

I, Nilesh A. Pradhan, Proprietor of M/s Nilesh A. Pradhan & Co., Practicing Company Secretary appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of Accelya Kale Solutions Limited held on Wednesday, 10<sup>th</sup> October, 2018 at 12.00 noon 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 boxes were 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 1 -Adoption of Financial statements (standalone and consolidated) for the financial year ended June30<sup>th</sup>, 2018.**

(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
23	11149057	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
0	0	0

(iii) **Invalid/abstained votes:**

Total number of members (in person or by proxy) whose votes were declared invalid/ abstained	Total number of votes cast by them
0	0

**(2)Resolution 2: Confirmation of payment of interim dividend and declaration of final dividend:**

(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
23	11149057	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
0	0	0



(iii) **Invalid/abstained votes:**

Total number of members (in person or by proxy) whose votes were declared invalid/ abstained	Total number of votes cast by them
0	0

**(3) Resolution 3: Re-appointment of Mr. John Johnston as Director of the Company, liable to retire by rotation:**

(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
23	11149057	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
0	0	0

(iii) **Invalid/abstained votes:**

Total number of members (in person or by proxy) whose votes were declared invalid/ abstained	Total number of votes cast by them
0	0

**(4) Resolution 4: Appointment of Statutory Auditors**

(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
23	11149057	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
0	0	0

(iii) **Invalid/abstained** votes:

Total number of members (in person or by proxy) whose votes were declared invalid/ abstained	Total number of votes cast by them
0	0

**(5) Resolution 5: Approval for participation of employees and / or directors of the Company (as identified by Canary Topco Limited from time to time) in the global management allocation adopted by Canary Topco Limited**

(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
22	5762	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
0	0	0

(iii) **Invalid/abstained** votes:

Total number of members (in person or by proxy) whose votes were declared invalid/ abstained	Total number of votes cast by them
1	11143295





**(6) Resolution 6: Approval for re-appointment of Ms. Neela Bhattacharjee as Managing Director of the Company and remuneration payable to her.**

(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
23	11149057	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
0	0	0

(iii) **Invalid/abstained** votes:

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
0	0

**(7) Resolution 7: Approval for continuation of Mr. K. K. Nohria as an Independent Director of the Company.**

(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
23	11149057	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
0	0	0



Nilesh A. Pradhan & Co.

(iii) Invalid/abstained votes:

Total number of members (in person or by proxy) whose votes were declared invalid/abstained	Total number of votes cast by them
0	0

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 Chairman of the Company.

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: 11<sup>th</sup> October, 2018



**4) Resolution No.4: Appointment of Statutory Auditors**

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

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	29	991975	76.21
<b>Total</b>	29	991975	76.21

ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	2	309646	23.79
<b>Total</b>	2	309646	23.79

iii) **Invalid** Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Remote e-voting	NIL	NIL
<b>Total</b>	NIL	NIL



**(5) Resolution 5: Approval for participation of employees and / or directors of the Company (as identified by Canary Topco Limited from time to time) in the global management allocation adopted by Canary Topco Limited**

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

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	31	1301621	100
<b>Total</b>	<b>31</b>	<b>1301621</b>	<b>100</b>

ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii) **Invalid** Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Remote e-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



**(6) Resolution 6: Approval for re-appointment of Ms. Neela Bhattacharjee as Managing Director of the Company and remuneration payable to her.**

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

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	31	1301621	100
<b>Total</b>	<b>31</b>	<b>1301621</b>	<b>100</b>

ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

iii) **Invalid** Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Remote e-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>





**(7) Resolution 7: Approval for continuation of Mr. K. K. Nohria as an Independent Director of the Company.**

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

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	29	991975	76.21
<b>Total</b>	<b>29</b>	<b>991975</b>	<b>76.21</b>

ii) Voted **against** the Resolution:

Mode of Voting	Number of Members voted	Number of Votes Cast by them	% of total number of valid votes cast
Remote e-voting	2	309646	23.79
<b>Total</b>	<b>2</b>	<b>309646</b>	<b>23.79</b>

iii) **Invalid** Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid	Total Number of Votes Cast by them
Remote e-voting	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



Nilesh A. Pradhan & Co.

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 will be handed over to the Company Secretary of the Company.

Thanking You!

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

*Nilesh A. Pradhan*  
Nilesh A. Pradhan  
Proprietor  
CP: 3659  
FCS: 5445



Place: Mumbai  
Date: 11<sup>th</sup> October 2018