

25<sup>th</sup> October, 2019

Deputy General Manager,  
Corporate Relationship Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalai 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 33<sup>rd</sup> Annual General Meeting (AGM) of the Company held on 24<sup>th</sup> October, 2018 at 12.00 noon at Navalmal Firodia Seminar Hall No. 4 & 5, 'A Wing', 5<sup>th</sup> 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, Partner - Nilesh A. Pradhan & Co. LLP, who acted as scrutinizer.

All the 8 (eight) 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 Solutions India Limited

  
Ninad Umranikar  
Company Secretary

Membership No ACS 14201

## Format for Voting Results

Date of the AGM	24 <sup>th</sup> October, 2019
Total number of shareholders on record date	21,172
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	1
Public:	51
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
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, 2019, 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
	<b>Total</b>		<b>11,143,295</b>	<b>100.0000</b>	<b>11,143,295</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting	875,144	603,581	68.9693	603,581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	<b>Total</b>		<b>603,581</b>	<b>68.9693</b>	<b>603,581</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Non-Institutions	E-voting	2,907,822	324,655	11.1649	324,655	0	100.0000	0.0000
	Poll		56,447	1.9412	56,447	0	100.0000	0.0000
	Postal Ballot		0					
	<b>Total</b>		<b>381,102</b>	<b>13.1061</b>	<b>381,102</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,127,978</b>	<b>81.2526</b>	<b>12,127,978</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





**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) = [(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
	<b>Total</b>		<b>11,143,295</b>	<b>100.0000</b>	<b>11,143,295</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public - Institutions	E-voting	875,144	603,581	68.9693	603,581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	<b>Total</b>		<b>603,581</b>	<b>68.9693</b>	<b>603,581</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public -Non-Institutions	E-voting	2,907,822	324,655	11.1649	324,646	9	99.9972	0.0027
	Poll		56,447	1.9412	56,447	0	100.0000	0.0000
	Postal Ballot		0					
	<b>Total</b>		<b>381,102</b>	<b>13.1061</b>	<b>381,102</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,127,978</b>	<b>81.2526</b>	<b>12,127,969</b>	<b>9</b>	<b>99.9999</b>	<b>0.0001</b>



**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	875,144	603,581	68.9693	585,940	17,641	97.0772	2.9228
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		603,581	68.9693	585,940	17,641	97.0772	2.9228
Public -Non-Institutions	E-voting	2,907,822	324,655	11.1649	324,655	0	100.0000	0.0000
	Poll		56,447	1.9412	56,437	0	100.0000	0.0000
	Postal Ballot		0					
	Total		381,102	13.1061	381,092	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,127,978</b>	<b>81.2526</b>	<b>12,110,327</b>	<b>17,641</b>	<b>99.8545</b>	<b>0.1455</b>





**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 (1)	No. of 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
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	875,144	603,581	68.9693	603,581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		603,581	68.9693	603,581	0	100.0000	0.0000
Public -Non-Institutions	E-voting	2,907,822	324,646	11.1649	324,646	0	100.0000	0.0000
	Poll		56,447	1.9412	56,447	0	100.0000	0.0000
	Postal Ballot		0					
	Total		381,093	13.1061	381,093	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,127,969</b>	<b>81.2526</b>	<b>12,127,969</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



**Resolution No. 5: Approval for the payment of bonus rewards to employees and or directors of the Company as identified by Accelya Topco Limited from time to time**

Resolution required: (Ordinary/ Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			Yes					
Category	Mode of Voting	No. of shares held  (1)	No. of 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
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	875,144	603,581	68.9693	603,581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		603,581	68.9693	603,581	0	100.0000	0.0000
Public - Non-Institutions	E-voting	2,907,822	324,655	11.1649	324,472	183	99.9436	0.0564
	Poll		52,193	1.7949	52,193	0	100.0000	0.0000
	Postal Ballot		0		0			
	Total		376,848	12.9598	376,665	183	99.9514	0.0486
<b>TOTAL</b>		<b>14,926,261</b>	<b>980,429</b>	<b>6.5685</b>	<b>980,246</b>	<b>183</b>	<b>99.9813</b>	<b>0.0187</b>





**Resolution No. 6: Approval for the re-appointment of Mr. Sekhar Natarajan as an Independent Director**

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) = [(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	875,144	603,581	68.9693	603,581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		603,581	68.9693	603,581	0	100.0000	0.0000
Public -Non-Institutions	E-voting	2,907,822	324,646	11.1645	324,646	0	100.0000	0.0000
	Poll		56,447	1.9412	56,447	0	100.0000	0.0000
	Postal Ballot		0					
	Total		381,093	13.1057	381,093	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,127,969</b>	<b>81.2526</b>	<b>12,127,969</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



**Resolution No. 7: Approval for the re-appointment of Mr. Nani Javeri as an Independent Director**

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) = [(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	875,144	603,581	68.9693	603,581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		603,581	68.9693	603,581	0	100.0000	0.0000
Public -Non-Institutions	E-voting	2,907,822	324,645	11.1645	324,645	0	100.0000	0.0000
	Poll		56,447	1.9412	56,447	0	100.0000	0.0000
	Postal Ballot		0					
	Total		381,092	13.1057	381,092	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,127,968</b>	<b>81.2526</b>	<b>12,127,968</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





**Resolution No. 8: Approval for the re-appointment of Ms. Sangeeta Singh as an Independent Director**

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) = [(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	875,144	603,581	68.9693	603,581	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	
	Total		603,581	68.9693	603,581	0	100.0000	0.0000
Public - Non-Institutions	E-voting	2,907,822	324,645	11.1645	324,645	0	100.0000	0.0000
	Poll		56,447	1.9412	56,447	0	100.0000	0.0000
	Postal Ballot		0					
	Total		381,092	13.1057	381,092	0	100.0000	0.0000
<b>TOTAL</b>		<b>14,926,261</b>	<b>12,127,968</b>	<b>81.2526</b>	<b>12,127,968</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

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To,  
The Chairman,  
ACCELYA SOLUTIONS INDIA LIMITED  
(Formerly known as 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 33<sup>rd</sup> Annual General Meeting (AGM) held on 24<sup>th</sup> October, 2019.

The Board of Directors of the Company at its meeting held on 28<sup>th</sup> August, 2019 had appointed me as a scrutinizer for the remote e-voting held from 21<sup>st</sup> October, 2019 at 9.00 a.m. to 23<sup>rd</sup> October, 2019 at 5.00 p.m. On the request by the Chairman of 33<sup>rd</sup> Annual General Meeting (AGM), I assumed responsibility as the scrutinizer for the poll held at AGM of the Company on 24<sup>th</sup> October, 2019.

The Company had appointed **Karvy Fintech Private Limited** ("Karvy") as the service provider for extending the facility of remote e-voting to the shareholders of the Company from 21<sup>st</sup> October, 2019 at 9.00 a.m. to 23<sup>rd</sup> October, 2019 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 25<sup>th</sup> October, 2019.

At the AGM of the Company held on 24<sup>th</sup> October, 2019, 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 25<sup>th</sup> October, 2019.

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



LLP Identity No. AAN-6938

B-201, Protik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.  
(91 - 22 49248475/40152204/91 - 9833785809, Email: info@napco.in)



1) Resolution No. 1:

Adoption of audited financial statements (including audited consolidated financial statements) for the year ended 30th June, 2019 and the Directors' and Auditors' Report

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	928236	11199742	12127978	100
Votes against the Resolution	0	0	0	0
<b>Total</b>	<b>928236</b>	<b>11199742</b>	<b>12127978</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	928227	11199742	12127969	99.9999
Votes against the Resolution	9	0	9	0.0001
<b>Total</b>	<b>928236</b>	<b>11199742</b>	<b>12127978</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	910585	11199742	12110327	99.8545
Votes against the Resolution	17641	0	17641	0.1455
<b>Total</b>	<b>928226</b>	<b>11199742</b>	<b>12127968</b>	<b>100</b>

Invalid/Abstained votes: 10



4) Resolution No.4: Appointment of Statutory Auditors

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	928227	11199742	12127969	100
Votes against the Resolution	0	0	0	0
<b>Total</b>	<b>928227</b>	<b>11199742</b>	<b>12127969</b>	<b>100</b>

Invalid/Abstained votes: 9

5) Resolution No.5: Approval for payment of bonus rewards (Global Management Rewards) to employees and / or directors of the Company (as identified by Accelya Topco Limited from time to time).

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	928053	52193	980246	99.9813
Votes against the Resolution	183	0	183	0.0187
<b>Total</b>	<b>928236</b>	<b>52193</b>	<b>980429</b>	<b>100</b>

Not voted: 11147549

6) Resolution No.6: Approval for re-appointment of Mr. Sekhar Natarajan as an Independent Director

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	928226	11199742	12127968	100
Votes against the Resolution	0	0	0	0
<b>Total</b>	<b>928226</b>	<b>11199742</b>	<b>12127968</b>	<b>100</b>

Invalid/Abstained votes: 10





**7) Resolution 7: Approval for re-appointment of Mr. Nani Javeri as an Independent Director**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	928226	11199742	12127968	100
Votes against the Resolution	0	0	0	0
<b>Total</b>	<b>928226</b>	<b>11199742</b>	<b>12127968</b>	<b>100</b>

Invalid/Abstained votes: 10

**8) Resolution 8: Approval for re-appointment of Ms. Sangeeta Singh as an Independent Director**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	Poll	Total	
Votes in Favour of Resolution	928226	11199742	12127968	100
Votes against the Resolution	0	0	0	0
<b>Total</b>	<b>928226</b>	<b>11199742</b>	<b>12127968</b>	<b>100</b>

Invalid/Abstained votes: 10



**Nilesh A. Pradhan & Co., LLP**  
**Company Secretaries**

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., LLP**  
Company Secretaries



**Nilesh A. Pradhan**  
Partner  
CP: 3659  
FCS: 5445  
Place: Mumbai  
Date: 25<sup>th</sup> October, 2019



# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

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To,  
The Chairman,  
ACCELYA SOLUTIONS INDIA LIMITED  
(Formerly known as 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, Partner of Nilesh A. Pradhan & Co., LLP Company Secretaries, has been appointed as the scrutinizer by the Board of Directors of **ACCELYA SOLUTIONS INDIA LIMITED** vide Board meeting dated 28<sup>th</sup> August, 2019 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 33<sup>rd</sup> Annual General Meeting (AGM) to be held on 24<sup>th</sup> October, 2019.

The notice dated 28<sup>th</sup> August, 2019 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 Fintech 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. 17<sup>th</sup> October, 2019 were entitled to vote on resolutions as set out at items no. 1 to 8 in the notice of the AGM.

The e-voting period remained open from 21<sup>st</sup> October, 2019 at 9.00 a.m. to 23<sup>rd</sup> October, 2019 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.

LLP Identity No. AAN-6938  
B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.  
(91) - 22 49248475/40152204/91 - 9833785809, Email: info@napco.in

1) Resolution No. 1:

**Adoption of audited financial statements (including audited consolidated financial statements) for the year ended 30th June, 2019 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	33	928236	100
<b>Total</b>	33	928236	100

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>	NIL	NIL	NIL

iii) Invalid/Abstained Votes:

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





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	32	928227	99.9990
<b>Total</b>	<b>32</b>	<b>928227</b>	<b>99.9990</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	1	9	0.001
<b>Total</b>	<b>1</b>	<b>9</b>	<b>0.001</b>

iii) Invalid/ Abstained Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid/abstained	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:

**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	27	910585	98.10
<b>Total</b>	<b>27</b>	<b>910585</b>	<b>98.10</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	4	17641	1.90
<b>Total</b>	<b>4</b>	<b>17641</b>	<b>1.90</b>

iii) Invalid\ Abstained Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid/abstained	Total Number of Votes Cast by them
Remote e-voting	2	10
<b>Total</b>	<b>2</b>	<b>10</b>





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	32	928227	100
<b>Total</b>	<b>32</b>	<b>928227</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 \Abstained Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid/abstained	Total Number of Votes Cast by them
Remote e-voting	1	9
<b>Total</b>	<b>1</b>	<b>9</b>



**(5) Resolution 5: Approval for payment of bonus rewards (Global Management Rewards) to employees and / or directors of the Company (as identified by Accelya Topco Limited from time to time).**

**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	28	928053	99.98
<b>Total</b>	<b>28</b>	<b>928053</b>	<b>99.98</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	8	183	0.02
<b>Total</b>	<b>8</b>	<b>183</b>	<b>0.02</b>

**iii) Invalid\ Abstained Votes:**

Mode of Voting	Total Number of Members whose votes were declared invalid/abstained	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 Mr. Sekhar Natarajan as an Independent Director**

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	928226	100
<b>Total</b>	<b>31</b>	<b>928226</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\ Abstained Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid/abstained	Total Number of Votes Cast by them
Remote e-voting	2	10
<b>Total</b>	<b>2</b>	<b>10</b>



**(7) Resolution 7: Approval for re-appointment of Mr. Nani Javeri as an Independent Director**

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	928226	100
<b>Total</b>	<b>31</b>	<b>928226</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 \ Abstained Votes:

Mode of Voting	Total Number of Members whose votes were declared invalid/abstained	Total Number of Votes Cast by them
Remote e-voting	2	10
<b>Total</b>	<b>2</b>	<b>10</b>





**(8) Resolution 8: Approval for re-appointment of Ms. Sangeeta Singh as an Independent Director**

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	928226	100
<b>Total</b>	<b>31</b>	<b>928226</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 \ Abstained** Votes:


Mode of Voting	Total Number of Members whose votes were declared invalid/abstained	Total Number of Votes Cast by them
Remote e-voting	2	10
<b>Total</b>	<b>2</b>	<b>10</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 will be handed over to the Company Secretary of the Company.

Thanking You!

Yours Faithfully,  
For Nilesh A. Pradhan & Co., LLP  
Company Secretaries

  
Nilesh A. Pradhan  
Partner  
CP: 3659  
FCS: 5445

Place: Mumbai  
Date: 25<sup>th</sup> October, 2019



# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

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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 SOLUTIONS INDIA LIMITED  
(Formerly known as ACCELYA KALE SOLUTIONS LIMITED)  
Accelya Enclave, 685/2B & 2C, 1<sup>st</sup> Floor,  
Sharada Arcade, Satara Road,  
Pune- 411037

33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of **ACCELYA SOLUTIONS INDIA LIMITED**, held on Thursday, 24<sup>th</sup> October, 2019 at Navalmal Firodia Seminar Hall No. 4 & 5, 'A Wing', 5th Floor, Maharashtra Chamber of Commerce, Industries and Agriculture, Trade Tower, ICC Complex, 403, Senapati Bapat Road, Pune-411016, at 12.00 noon.

Dear Sir,

I, Nilesh A. Pradhan, Partner of Nilesh A. Pradhan & Co., LLP Company Secretaries appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 33<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Accelya Solutions India Limited held on Thursday, 24<sup>th</sup> October, 2019 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 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.



LLP Identity No. AAN-0938

B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.  
(91) - 22 49248475/40152204/91 - 9833785809, Email: [info@napco.in](mailto:info@napco.in)

4. The result of the Poll is as under:

**(1) Resolution 1 – Adoption of audited financial statements (including audited consolidated financial statements) for the year ended 30th June, 2019 and the Directors' and Auditors' Report**

(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	11199742	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
27	11199742	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
27	11199742	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
27	11199742	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 payment of bonus rewards (Global Management Rewards) to employees and / or directors of the Company (as identified by Accelya Topco Limited from time to time).**

(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
24	52193	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 members holding 11147549 have not voted on the resolution.



**(6) Resolution 6: Approval for re-appointment of Mr. Sekhar Natarajan as an Independent Director**

(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	11199742	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 re-appointment of Mr. Nani Javeri as an Independent Director**

(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	11199472	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

**(B) Resolution 8: Approval for re-appointment of Ms. Sangeeta Singh as an Independent Director**

(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	11199742	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. 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., LLP  
Company Secretaries



Nilesh A. Pradhan  
Partner  
CP: 3659  
FCS: 5445

Place: Mumbai  
Date: 25<sup>th</sup> October, 2019