



# accelya

**Accelya Solutions India Limited**  
**Regd. Office:** Accelya Enclave,  
685/2B & 2C, 1<sup>st</sup> Floor, Satara  
Road, Pune 411 037 (India)  
CIN: L74140PN1986PLC041033  
T+ 912066083777  
w3.accelya.com

28<sup>th</sup> October, 2021

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

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

Scrip Code - 532268

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 voting results on the business transacted as per the Notice of the 35<sup>th</sup> Annual General Meeting (AGM) of the Company held on 27<sup>th</sup> October, 2021 at 2.30 p.m. through video conferencing / other audio visual means.

Further, we are also enclosing the report received from Mr. Nilesh A. Pradhan, Partner - Nilesh A. Pradhan & Co. LLP, who acted as scrutinizer.

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

We request you to kindly take same on records.

Thanking you,

Yours faithfully,  
For Accelya Solutions India Limited



Ninad Umranikar  
Company Secretary  
Membership No ACS14201





**Format for Voting Results**

Date of the AGM	27 <sup>th</sup> October, 2021
Total number of shareholders on record date	23,608
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
<b>No. of Shareholders attended the meeting through Video Conferencing:</b>	
Promoters and Promoter Group:	1
Public:	45

**Resolution No. 1: To receive, consider and adopt the audited financial statements (including audited consolidated financial statements) for the year ended 30<sup>th</sup> June, 2021, 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,11,43,295	1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
Public- Institutions	E-Voting	3,91,473	2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	33,91,493	3,83,555	11.3093	3,83,555	0	100.0000	0.0000	0	1
	Poll		6,331	0.1867	6,301	30	99.5261	0.4738	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>		3,89,886	11.496	3,89,856	30	99.9923	0.0077	0	1
<b>Total</b>	<b>1,49,26,261</b>	<b>1,17,95,258</b>	<b>79.0235</b>	<b>1,17,95,228</b>	<b>30</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>1</b>	



**Resolution No. 2: To confirm 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 (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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,11,43,295	1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
Public-Institutions	E-Voting	3,91,473	2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	33,91,493	3,83,555	11.3093	3,83,555	0	100.0000	0.0000	0	1
	Poll		6,331	0.1867	6,301	30	99.5261	0.4738	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,89,886	11.496	3,89,856	30	99.9923	0.0077	0	1
<b>Total</b>		<b>1,49,26,261</b>	<b>1,17,95,258</b>	<b>79.0235</b>	<b>1,17,95,228</b>	<b>30</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>1</b>





**Resolution No. 3: To appoint a Director in place of Mr. Jose Maria Hurtado (DIN 08621867), who retires by rotation and being eligible, offers himself for re-appointment**

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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,11,43,295	1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>			1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0
Public-Institutions	E-Voting	3,91,473	2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>			2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0
Public- Non Institutions	E-Voting	33,91,493	3,83,555	11.3093	3,83,555	0	100.0000	0.0000	0	1
	Poll		6,331	0.1867	6,301	30	99.5261	0.4738	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	<b>Total</b>			3,89,886	11.496	3,89,856	30	99.9923	0.0077	0
<b>Total</b>		<b>1,49,26,261</b>	<b>1,17,95,258</b>	<b>79.0235</b>	<b>1,17,95,228</b>	<b>30</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>1</b>





**Resolution No. 4: To appoint Mr. Shrimanikandan Ananthavaidhyathan (DIN 09192936) as Director**

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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,11,43,295	1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
Public-Institutions	E-Voting	3,91,473	2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	33,91,493	3,83,555	11.3093	3,83,555	0	100.0000	0.0000	0	1
	Poll		6,331	0.1867	6,301	30	99.5261	0.4738	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,89,886	11.496	3,89,856	30	99.9923	0.0077	0	1
	<b>Total</b>	<b>1,49,26,261</b>	<b>1,17,95,258</b>	<b>79.0235</b>	<b>1,17,95,228</b>	<b>30</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>1</b>





**Resolution No. 5: To appoint Mr. Shrimanikandan Ananthavaidhyanathan (DIN 09192936) as Managing Director and approve the remuneration payable to him**

Resolution required: (Ordinary/ Special)			Special							
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,11,43,295	1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
Public-Institutions	E-Voting	3,91,473	2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	33,91,493	3,83,545	11.3090	3,83,445	100	99.9739	0.0260	0	11
	Poll		6,331	0.1867	6,301	30	99.5261	0.4738	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,89,876	11.4957	3,89,746	130	99.9667	0.0333	0	11
<b>Total</b>		<b>1,49,26,261</b>	<b>1,17,95,248</b>	<b>79.0235</b>	<b>1,17,95,118</b>	<b>130</b>	<b>99.9989</b>	<b>0.0011</b>	<b>0</b>	<b>11</b>



**Resolution No. 6: To appoint Mr. Amol Gupte (DIN 09160562) as an Independent Director**

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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,11,43,295	1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		1,11,43,295	100.0000	1,11,43,295	0	100.0000	0.0000	0	0
Public-Institutions	E-Voting	3,91,473	2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,62,077	66.9464	2,62,077	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	33,91,493	3,83,555	11.3093	3,83,555	0	100.0000	0.0000	0	1
	Poll		6,331	0.1867	6,301	30	99.5261	0.4738	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,89,886	11.496	3,89,856	30	99.9923	0.0077	0	1
<b>Total</b>		<b>1,49,26,261</b>	<b>1,17,95,258</b>	<b>79.0235</b>	<b>1,17,95,228</b>	<b>30</b>	<b>99.9997</b>	<b>0.0003</b>	<b>0</b>	<b>1</b>



**Resolution No. 7: To approve related party transactions**

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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	1,11,43,295	0	0.0000	0	0	0.0000	0.0000	0	1,11,43,295
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	1,11,43,295
Public-Institutions	E-Voting	3,91,473	2,62,077	66.9464	2,57,415	4,662	98.2211	1.7788	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		2,62,077	66.9464	2,57,415	4,662	98.2211	1.7789	0	0
Public- Non Institutions	E-Voting	33,91,493	3,83,555	11.3093	3,83,455	100	99.9739	0.0260	0	1
	Poll		6,331	0.1867	6,301	30	99.5261	0.4738	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		3,89,886	11.496	3,89,756	130	99.9667	0.0333	0	1
<b>Total</b>		<b>1,49,26,261</b>	<b>6,51,963</b>	<b>4.3679</b>	<b>6,47,171</b>	<b>4,792</b>	<b>99.2650</b>	<b>0.7350</b>	<b>0</b>	<b>1,11,43,296</b>





# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

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To,  
The Chairman,  
**ACCELYA SOLUTIONS INDIA LIMITED**  
ACCELYA ENCLAVE, 685/2B & 2C, 1ST FLOOR,  
SHARADA ARCADE, SATARA ROAD, PUNE -411037

Dear Sir,

Subject: Consolidated Scrutinizer's Report on remote e-voting process and e-voting conducted for 35<sup>th</sup> Annual General Meeting (AGM) of the Members of **ACCELYA SOLUTIONS INDIA LIMITED** held on Wednesday, 27<sup>th</sup> October, 2021 through video conferencing ('VC') / other audio visual means ('OAVM') pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The Board of Directors of the Company at its meeting held on 5<sup>th</sup> August, 2021 had appointed us as a scrutinizer for the remote e-voting held from Sunday, 24<sup>th</sup> October, 2021 at 9:00 a.m. to Tuesday, 26<sup>th</sup> October, 2021 at 5:00 p.m. on the request by the Chairman of 35<sup>th</sup> Annual General Meeting (AGM), I assumed responsibility as the scrutinizer for the e-voting held at AGM of the Company on 27<sup>th</sup> October, 2021.

The Company had appointed **KFin Technologies Private Limited ("KFinTech")** as the service provider for extending the facility of remote e-voting to the shareholders of the Company from Sunday, 24<sup>th</sup> October, 2021 at 9:00 a.m. to Tuesday, 26<sup>th</sup> October, 2021 at 5:00 p.m. and e-voting at the AGM.

The shareholders of the company holding shares as on "cut-off date" i.e. Wednesday, 20<sup>th</sup> October, 2021 were entitled to vote on resolutions as set out at items no. 1 to 7 in the notice of the AGM.

At the AGM of the Company held on 27<sup>th</sup> October, 2021, the Company provided e-voting facility to facilitate the members present in the meeting and who could not participate in the remote e-voting to record their votes through the e-voting.

The remote e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company.



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LLP Identity No. AAN-6938

B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.

☎ 91 - 9833785809, 7208488061/62, Email: info@napco.in

I observed that:

- a) 35 (Thirty-Five) Members casted their votes through remote e-voting.
- b) 14 (Fourteen) Members casted their votes through e-voting during the AGM (instapoll) ;

I hereby submit our following consolidated report on remote e-voting together with the e-voting:

1) **Resolution No. 1:**

**Adoption the audited financial statements (including audited consolidated Financial statements) for the year ended 30th June, 2021, together with the Reports of the Directors' and Auditors' thereon.**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting (instapoll)	Total	
Votes in Favour of Resolution	11788927	6301	11795228	99.9997
Votes against the Resolution	0	30	30	0.0003
<b>Total</b>	<b>11788927</b>	<b>6331</b>	<b>11795258</b>	<b>100</b>

2) **Resolution No. 2:**

**Confirmation of payment of interim dividend**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting (instapoll)	Total	
Votes in Favour of Resolution	11788927	6301	11795228	99.9997
Votes against the Resolution	0	30	30	0.0003
<b>Total</b>	<b>11788927</b>	<b>6331</b>	<b>11795258</b>	<b>100</b>



3) **Resolution No.3:**

**Re-appointment of Mr. Jose Maria Hurtado (DIN:08621867) as Director of the Company, liable to retire by rotation:**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting (instapoll)	Total	
Votes in Favour of Resolution	11788927	6301	11795228	99.9997
Votes against the Resolution	0	30	30	0.0003
<b>Total</b>	<b>11788927</b>	<b>6331</b>	<b>11795258</b>	<b>100</b>

4) **Resolution No.4:**

**Appointment of Mr. Shrimanikandan Ananthavaidhyanathan (DIN: 09192936) as a Director**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting (instapoll)	Total	
Votes in Favour of Resolution	11788927	6301	11795228	99.9997
Votes against the Resolution	0	30	30	0.0003
<b>Total</b>	<b>11788927</b>	<b>6301</b>	<b>11795258</b>	<b>100</b>

5) **Resolution No.5:**

**Appointment of Mr. Shrimanikandan Ananthavaidhyanathan as Managing Director and approval of remuneration payable to him**

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting (instapoll)	Total	
Votes in Favour of Resolution	11788817	6301	11795118	99.9989
Votes against the Resolution	100	30	130	0.0011
<b>Total</b>	<b>11788917</b>	<b>6331</b>	<b>11795248</b>	<b>100</b>



6) Resolution No.6:

Appointment of Mr. Amol Gupte as an Independent Director

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting (instapoll)	Total	
Votes in Favour of Resolution	11788927	6301	11795228	99.9997
Votes against the Resolution	0	30	30	0.0003
<b>Total</b>	<b>11788927</b>	<b>6331</b>	<b>11795258</b>	<b>100</b>

7) Resolution No.7:

Approval of Related Party Transactions

Particulars	Number of Valid Votes			Percentage (%)
	Remote e-voting	e-voting (instapoll)	Total	
Votes in Favour of Resolution	640870	6301	647171	99.2650
Votes against the Resolution	4762	30	4792	0.7350
<b>Total</b>	<b>645632</b>	<b>6331</b>	<b>651963</b>	<b>100</b>

Promoters' votes are abstained for the resolution for approval of related party transactions.



From the above report we state that all resolutions stand passed under the combined remote e-voting & e-voting (instapoll) with requisite majority.

The register and all other papers and relevant records relating to electronic voting 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  
UDIN: F005445C001304292

Place: Mumbai  
Date: 28<sup>th</sup> October, 2021

# NILESH A. PRADHAN & CO., LLP

## Company Secretaries

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To,  
The Chairman,  
**ACCELYA SOLUTIONS INDIA LIMITED**  
ACCELYA ENCLAVE, 685/2B & 2C, 1ST FLOOR,  
SHARADA ARCADE, SATARA ROAD, PUNE -411037

Dear Sir,

Subject: Scrutinizer's Report on remote e-voting process.

I, Nilesh A. Pradhan, Partner of M/s Nilesh A. Pradhan & Co., LLP, Company Secretaries, have been appointed as the scrutinizer by the Board of Directors of **ACCELYA SOLUTIONS INDIA LIMITED** vide Board meeting dated 5<sup>th</sup> August, 2021 to scrutinize the remote e-voting process in fair & transparent manner in respect of the below mentioned resolution to be passed at 35<sup>th</sup> Annual General Meeting (AGM) to be held on Wednesday, 27<sup>th</sup> October, 2021.

The notice dated 5<sup>th</sup> August, 2021 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 **KFin Technologies Private Limited ("KFinTech")** 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. 20<sup>th</sup> October, 2021 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 Sunday, 24<sup>th</sup> October, 2021 at 9:00 a.m. to Tuesday, 26<sup>th</sup> October, 2021 at 5:00 p.m. and platform provided by **KFin Technologies Private Limited**, 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 **KFin Technologies Private Limited**, I submit my following report on e-voting process.



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LLP Identity No.AAN-6938  
B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai-400078.  
☎91 - 9833785809,7208488061/62, Email: info@napco.in

1) **Resolution No. 1:**

**Adoption the audited financial statements (including audited consolidated financial statements) for the year ended 30th June, 2021, together with the Reports of the Directors' and Auditors' thereon.**

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	34	11788927	100
<b>Total</b>	<b>34</b>	<b>11788927</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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</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	1
<b>Total</b>	<b>1</b>	<b>1</b>



2) **Resolution No. 2:**

**Confirmation of payment of interim 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	34	11788927	100
<b>Total</b>	<b>34</b>	<b>11788927</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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</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	1
<b>Total</b>	<b>1</b>	<b>1</b>





3) **Resolution No.3:**

**Re-appointment of Mr. Jose Maria Hurtado (DIN: 08621867) 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	34	11788927	100
<b>Total</b>	<b>34</b>	<b>11788927</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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</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	1
<b>Total</b>	<b>1</b>	<b>1</b>



4) **Resolution No.4:**

**Appointment of Mr. Shrimanikandan Ananthavaidhyanathan (DIN: 09192936)  
as a 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	34	11788927	100
<b>Total</b>	<b>34</b>	<b>11788927</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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</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	1
<b>Total</b>	<b>1</b>	<b>1</b>



5) **Resolution No.5:**

**Appointment of Mr. Shrimanikandan Ananthavaidhyanathan as Managing Director and approval of remuneration payable to him**

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	11788817	99.99
<b>Total</b>	<b>33</b>	<b>11788817</b>	<b>99.99</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	100	0.01
<b>Total</b>	<b>1</b>	<b>100</b>	<b>0.01</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	11
<b>Total</b>	<b>2</b>	<b>11</b>



6) Resolution No.6:

**Appointment of Mr. Amol Gupte 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	34	11788927	100
<b>Total</b>	<b>34</b>	<b>11788927</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	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</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	1
<b>Total</b>	<b>1</b>	<b>1</b>



7) **Resolution No.7:**

**Approval of Related Party Transactions**

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	30	640870	99.26
<b>Total</b>	<b>30</b>	<b>640870</b>	<b>99.26</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	3	4762	0.74
<b>Total</b>	<b>3</b>	<b>4762</b>	<b>0.74</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	11143296
<b>Total</b>	<b>2</b>	<b>11143296</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**  
**UDIN:F005445C001304281**

Date: 28<sup>th</sup> October, 2021  
Place: Mumbai