

Veritas (India) Limited

Declaration of Results: 01/10/2016

Date of AGM	30/09/2016
Total No. of Shareholders on record date	488
No. of shareholders present in the meeting either in person or through proxy:	14
Promoters and Promoter Group:	3
Public:	11
No. of shareholders present in the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	NA

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

Resolution No. 1		To receive, consider and adopt: a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors and the Auditors thereon; and b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the Report of 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]	$[3] = \frac{[2]}{[1]} * 100$	[4]	[5]	$[6] = \frac{[4]}{[2]} * 100$	$[7] = \frac{[5]}{[2]} * 100$
Promoter and Promoter Group	E-Voting	16213100	16213100	100.0000	16213100	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		16213100	100.0000	16213100	0	100.0000	0.0000
Public Institutions	E-Voting	0	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 Non Institutions	E-Voting	10596900	713500	6.7331	713500	0	100.0000	0.0000
	Poll		127	0.0012	127	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		713627	6.7343	713627	0	100.0000	0.0000
Total		26810000	16926727	63.1359	16926727	0	100.0000	0.0000



Veritas (India) Limited

Resolution No. 2			To declare final dividend on equity shares for the financial year ended 31st March, 2016.					
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	16213100	16213100	100.0000	16213100	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		16213100	100.0000	16213100	0	100.0000	0.0000
Public Institutions	E-Voting	0	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 Non Institutions	E-Voting	10596900	713500	6.7331	713500	0	100.0000	0.0000
	Poll		127	0.0012	127	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		713627	6.7343	713627	0	100.0000	0.0000
Total		26810000	16926727	63.1359	16926727	0	100.0000	0.0000



Veritas (India) Limited

Resolution No. 3			To appoint a Director in place of Mr. Saurabh Sanghvi (DIN 02000411), 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	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	16213100	16213100	100.0000	16213100	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		16213100	100.0000	16213100	0	100.0000	0.0000
Public Institutions	E-Voting	0	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 Non Institutions	E-Voting	10596900	713500	6.7331	713500	0	100.0000	0.0000
	Poll		127	0.0012	127	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		713627	6.7343	713627	0	100.0000	0.0000
Total		26810000	16926727	63.1359	16926727	0	100.0000	0.0000



Veritas (India) Limited

Resolution No. 4			To ratify appointment of the Statutory Auditors of the Company and to fix their remuneration.					
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	16213100	16213100	100.0000	16213100	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		16213100	100.0000	16213100	0	100.0000	0.0000
Public Institutions	E-Voting	0	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 Non Institutions	E-Voting	10596900	713500	6.7331	713500	0	100.0000	0.0000
	Poll		127	0.0012	127	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		713627	6.7343	713627	0	100.0000	0.0000
Total		26810000	16926727	63.1359	16926727	0	100.0000	0.0000



Veritas (India) Limited

Resolution No. 5			To appoint Mr. Rajarangamani Gopalan as an Independent Director 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	16213100	16213100	100.0000	16213100	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		16213100	100.0000	16213100	0	100.0000	0.0000
Public Institutions	E-Voting	0	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 Non Institutions	E-Voting	10596900	713500	6.7331	713500	0	100.0000	0.0000
	Poll		127	0.0012	127	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		713627	6.7343	713627	0	100.0000	0.0000
Total		26810000	16926727	63.1359	16926727	0	100.0000	0.0000



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Company Secretaries & Corporate Counsellors

SCRUTINIZER'S REPORT

To,
The Chairman,
Veritas (India) Limited
Veritas House, 3rd Floor
70, Mint Road, Fort
Mumbai - 400 001.
Maharashtra

Ref.: 31st Annual General Meeting of Shareholders of Veritas (India) Limited on Friday, September 30, 2016 at 20 Downtown Hall, 2nd Floor, Eros Theater Building, Churchgate, Mumbai – 400 020.

Dear Sir,

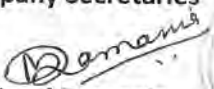
Please find enclosed herewith report in three parts as mentioned below:

1. Section-I- Consolidated Results on E-voting and Poll
2. Section-II Report of Ballot at Annual General Meeting in Form MGT-13
3. Section- III Report of the Scrutinizer on E-Voting

After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by us. 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 and the authorizations / proxies lodged with the company. We found one poll paper invalid.

We trust you will find the same in order.

For JMJA & Associates LLP
Company Secretaries


CS Mansi Damania
Designated Partner
FCS:7447 | COP: 8120



Date: October 1, 2016
Place: Mumbai

Section-I- Consolidated Results on E-voting and Poll

Based on results of e-voting & poll at the Annual General Meeting held on Friday, September 30, 2016 at 11:30 a.m., consolidated results of each item on the agenda as set out in the notice is annexed herewith.

Consolidated Results of Item No. 1- Ordinary Resolution

To receive, consider and adopt the financial statements for the financial year ended March 31, 2016

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	14	1,69,26,727	100.00%
Votes cast against	-	-	-
Invalid Votes	1	1	0%*
Total	15	16,926,728	100.00%

Accordingly, out of 16,926,728 votes, 16,926,727 are in favor of the Resolution No. 1 which means 100% have voted in favor of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 1 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 2- Ordinary Resolution

To consider declaration of dividend on Equity Shares

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	14	1,69,26,727	100.00%
Votes cast against	-	-	-
Invalid Votes	1	1	0%*
Total	15	1,69,26,728	100.00%

Accordingly, out of 1,69,26,728 votes, 1,69,26,727 are in favor of the Resolution No. 2 which means 100% have voted in favor of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 2 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 3- Ordinary Resolution

To appoint a Director in place of Mr. Saurabh Sanghvi (DIN 0200041) who retires by rotation, and being eligible, offers himself for re-appointment.



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	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	14	1,69,26,727	100.00%
Votes cast against	-	-	-
Invalid Votes	1	1	0*
Total	15	1,69,26,728	100%

Accordingly, out of **1,69,26,728** votes, **1,69,06,727** are in favor of the Resolution No. 3 which means 100% have voted in favor of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 3 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 4- Ordinary Resolution

To appoint Statutory Auditors M/s. Shabbir & Rita Associates LLP, Chartered Accountants, (Firm Registration No. 109420W) and to fix their remuneration

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	14	1,69,26,727	100.00%
Votes cast against	-	-	-
Invalid Votes	1	1	0%*
Total	15	1,69,26,728	100.00%

Accordingly, out of **1,69,26,728** votes, **1,69,26,727** are in favor of the Resolution No. 4 which means 100% have voted in favor of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 4 of the Notice is passed with requisite majority.

Consolidated Results of Item No. 5- Ordinary Resolution

To appoint Mr. Rajarangamani Gopalan as an Independent Director to hold the office for five consecutive years commencing from May 24, 2016, not liable to retire by rotation.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favor	14	16,926,727	100.00%
Votes cast against	-	-	-
Invalid Votes	1	1	0%*
Total	15	16,926,728	100.00%

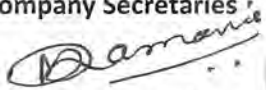
* Negligible

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Accordingly, out of **1,69,26,728** votes, **1,69,26,727** are in favor of the Resolution No. 5 which means 100% have voted in favor of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 5 of the Notice is passed with requisite majority.

For JMJA & Associates LLP
Company Secretaries


CS Mansi Damania
Designated Partner
FCS: 7447 | COP: 8120



Date: October 1, 2016
Place: Mumbai

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Section-II Report of Ballot at Annual General Meeting in Form MGT-13

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,
The Chairman,
Veritas (India) Limited
Veritas House, 3rd Floor
70, Mint Road, Fort
Mumbai - 400 001.
Maharashtra

Annual General Meeting held on Friday, September 30, 2016 at 11.30 a.m.

Dear Sir,

I, Mansi Damania, Designated Partner of JMJA & Associates LLP, appointed as a Scrutinizer for the purpose of the poll taken on the below-mentioned resolutions, at the Annual General Meeting of **Veritas (India) Limited** held on Friday, September 30, 2016 at 11.30 a.m., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in the presence of the Company Secretary of the Company with due identification marks.
2. The locked ballot boxes were subsequently carried to our office and were open in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by **Universal Capital Securities Private Limited** Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. 1 (One) invalid poll paper was found, which was not taken on record.
4. The results of the poll for each item on the agenda are resolution wise annexed to this report.
5. The poll papers and all other relevant records have been duly handed over to the Company Secretary for keeping in safe record.



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Item No. 1- To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2016

(Ordinary Resolution)

(i) Voted in favor of the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
8	127	100.00%

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Item No. 2- To consider declaration of dividend on Equity Shares.

(Ordinary Resolution)

(i) Voted in favor of the resolution:

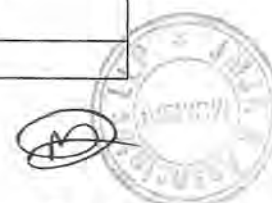
Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
8	127	100.00%

(ii) Voted against the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1



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Item No. 3- To appoint a Director in place of Mr. Saurabh Sanghvi (DIN 02000411) who retires by rotation, and being eligible, offers himself for re-appointment.

(Ordinary Resolution)

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

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
8	127	100.00%

(ii) Voted **against** the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Item No. 4- To appoint Statutory Auditors M/s. Shabbir & Rita Associates LLP, Chartered Accountants, and to fix their remuneration

(Ordinary Resolution)

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

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
8	127	100.00%

(ii) Voted **against** the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0



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(iii) **Invalid votes:**

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Item No. 5 -To appoint Mr. Rajarangamani Gopalan as an Independent Director to hold the office for five consecutive years commencing from May 24, 2016, not liable to retire by rotation

(Ordinary Resolution)

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

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
8	127	100%

(ii) **Voted against** the resolution:

Number of Members present & voting (in person or by proxy)	Number of votes cast by them	% of total numbers of valid votes cast
0	0	0

(iii) **Invalid votes:**

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1



Section- III Report of the Scrutinizer on E-Voting

To,
The Chairman,
Veritas (India) Limited
Veritas House, 3rd Floor
70, Mint Road, Fort
Mumbai - 400 001.
Maharashtra

Re: Scrutinizer's Report on voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20(3)(xi) of the Companies (Management & Administration) Rules, 2014

We, JMJA & Associates LLP, Company Secretaries, have been appointed by the Board of Directors of **Veritas (India) Limited** as Scrutinizer to conduct the voting by way of electronic means vide Board Resolution dated 12th August, 2016 in accordance with Section 108 of the Companies Act, 2013 ('Act') read with Rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014.

1. The Management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 31st Annual General Meeting of the Company. Our responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favor/ against the resolutions stated, based on the reports generated from the e-voting system provided by the Central Depository Services Limited, (CDSL), the authorised agency to provide e-voting facilities, engaged by the Company for the purpose.
2. The members of the company as on cut -off date i.e. September 23, 2016 were entitled to vote on the resolutions(as set out in the notice of 31st Annual General Meeting of the Company)
3. The e-voting period commenced on September 27, 2016 (9.00 a.m.) and ended on September 29, 2016 (5:00 pm).
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 29, 2016(5:00 pm), the CDSL portal was blocked for voting.
5. The votes cast were blocked in the presence of two witnesses Ms. Urvi Solanki and Ms. Kavita Mendon who are not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name : Ms. Urvi Solanki

Name: Ms. Kavita Mendon

Signature: 

Signature: 

6. The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company hence there is no requirement of maintaining of the list of shares with differential voting rights.



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7. The details containing, *inter alia*, list of Equity share holders, who voted "For" or "Against" each of the resolutions put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evoting.nsdl.com/> and based on such reports generated, the result of the e-voting is as under:

Sr. No.	Resolution No. as given in the Notice of 31 st Annual General Meeting		Particulars of Votes Cast		
			Members Voting		
			No. of members voted	No.of votes Cast by them	%of total no. of votes cast
Ordinary Business					
1	To receive, consider and adopt the financial statements for the financial year ended March 31, 2016 (Ordinary Resolution)	Votes Cast in favor	6	1,69,26,600	100.00
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	6	1,69,26,600	100.00
2	To consider declaration of dividend on Equity Shares. (Ordinary Resolution)	Votes Cast in favor	6	1,69,26,600	100.00
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	6	1,69,26,600	100.00
3	To appoint a Director in place of Mr. Saurabh Sanghvi (DIN 0200041) who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Votes Cast in favor	6	1,69,26,600	99.88
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	6	1,69,26,600	100.00
4	To appoint Statutory Auditors M/s. Shabbir & Rita Associates LLP, Chartered Accountants, (Firm Registration No. 109420W) and to fix their remuneration. (Ordinary Resolution)	Votes Cast in favor	6	1,69,26,600	100.00
		Votes Cast against	0	0	0
		Votes Cast Invalid	0	0	0
		Total	6	1,69,26,600	100.00

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	Special Business				
5	To appoint Mr. Rajarangamani Gopalan as an Independent Director to hold the office for five consecutive years commencing from May 24, 2016, not liable to retire by rotation. (Ordinary Resolution)	Votes Cast in favor	6	1,69,26,600	100.00
		Votes Cast against	0	0	0
		Votes Cast Invalid	0	0	0
	TOTAL		6	1,69,26,600	100.00

For JMJA & Associates LLP,
Company Secretaries

Damani

CS Mansi Damania
Designated Partner
FCS:7447 | COP: 8120



Date: October 1, 2016
Place: Mumbai