

SCRUTINIZER'S REPORT

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

Ref.: Thirty Second Annual General Meeting of Shareholders of Veritas (India) Limited on Friday, September 22, 2017 at 20 Downtown Hall, 2nd Floor, Eros Theater Building, Churchgate, Mumbai – 400 020.

Dear Sir,

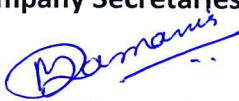
Please find enclosed herewith report in three parts as mentioned below:

1. Section-I Consolidated Results on E-voting and Poll
2. Section-II Report of Ballot at Annual General Meeting
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 trust you will find the same in order.

For JMJA & Associates LLP
Company Secretaries


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



Date: September 22, 2017
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 22, 2017 at 11.30 a.m., consolidated results of each item on the agenda as set out in the notice is annexed herewith.

1. Consolidated Results of Item No. 1- Ordinary Resolution

To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	23	1,63,82,699	100
Votes cast against	0	0	0
Invalid Votes	10	93	0*
Total	33	1,63,82,792	100

* Negligible number

Accordingly, out of 1,63,82,792 votes, 1,63,82,699 are in favour of the Resolution No. 1 which means approximately 100% have voted in favour of the resolution.

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

2. Consolidated Results of Item No. 2- Ordinary Resolution

To consider declaration of dividend on Equity Shares for the financial year ended March 31, 2017

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	23	1,63,82,699	100
Votes cast against	0	0	0
Invalid Votes	10	93	0*
Total	33	1,63,82,792	100

* Negligible number

Accordingly, out of 1,63,82,792 votes, 1,63,82,699 are in favour of the Resolution No. 2 which means approximately 100% have voted in favour of the resolution.



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

3. Consolidated Results of Item No. 3- Ordinary Resolution

To appoint Mr. Nitin Kumar Didwania (DIN: 00210289), Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	23	1,63,82,699	100
Votes cast against	0	0	0
Invalid Votes	10	93	0*
Total	33	1,63,82,792	100

* Negligible number

Accordingly, out of 1,63,82,792 votes, 1,63,82,699 are in favour of the Resolution No. 3 which means approximately 100% have voted in favour of the resolution.

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

4. Consolidated Results of Item No. 4- Ordinary Resolution

To appoint M/s. M. P. Chitale, Chartered Accountants, Mumbai, (Firm Registration No. 101851W) as a Statutory Auditors of the Company and to fix their remuneration

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	23	1,63,82,699	100
Votes cast against	0	0	0
Invalid Votes	10	93	0*
Total	33	1,63,82,792	100

* Negligible number

Accordingly, out of 1,63,82,792 votes, 1,63,82,699 are in favour of the Resolution No. 4 which means approximately 100% have voted in favour of the resolution.



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

5. Consolidated Results of Item No. 5- Ordinary Resolution

To regularize the appointment of Mrs. Kamala Aithal (DIN: 07832519) as an Independent Director to hold the office for five consecutive years commencing from May 25, 2017, 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 favour	23	1,63,82,699	100
Votes cast against	0	0	0
Invalid Votes	10	93	0*
Total	33	1,63,82,792	100

* Negligible number

Accordingly, out of 1,63,82,792 votes, 1,63,82,699 are in favour of the Resolution No. 5 which means approximately 100% have voted in favour of the resolution.

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

6. Consolidated Results of Item No. 6- Ordinary Resolution

To consider the re-appointment of Mr. Saurabh Sanghvi (DIN: 02000411) as a Whole-time Director of the Company

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	23	1,63,82,699	100
Votes cast against	0	0	0
Invalid Votes	10	93	0*
Total	33	1,63,82,792	100

* Negligible number



JMJA & Associates LLP

Accordingly, out of 1,63,82,792 votes, 1,63,82,699 are in favour of the Resolution No. 6 which means approximately 100% have voted in favour of the resolution.

Thus, the **Ordinary Resolution** as contained in Item No. 6 of the Notice is passed with requisite majority.

For JMJA & Associates LLP
Company Secretaries



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



Date: September 22, 2017
Place: Mumbai

Section-II Report of Ballot/Poll at Annual General Meeting

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 22, 2017 commenced at 11.55 am.

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 22, 2017 commenced at 11.55 am, 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. 10 (Ten) invalid poll papers were found, which were not taken on record.
4. The results of the poll for each item on the agenda are 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.



Item No. 1- To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2017

(Ordinary Resolution)

(i) Voted in favour 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
17	1,49,593	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
10	93

Item No. 2- To consider declaration of dividend on Equity Shares for the financial year ended March 31, 2017.

(Ordinary Resolution)

(i) Voted in favour 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
17	1,49,593	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
10	93

Item No. 3- To appoint Mr. Nitin Kumar Didwania (DIN: 00210289), Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment.

(Ordinary Resolution)

(i) **Voted in favour** 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
17	1,49,593	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
10	93

Item No. 4- To appoint M/s. M. P. Chitale, Chartered Accountants, Mumbai, (Firm Registration No. 101851W) as a Statutory Auditors of the Company and to fix their remuneration

(Ordinary Resolution)

(i) **Voted in favour** 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
17	1,49,593	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
10	93

Item No. 5 - To regularize the appointment of Mrs. Kamala Aithal (DIN: 07832519) as an Independent Director to hold the office for five consecutive years commencing from May 25, 2017, not liable to retire by rotation.

(Ordinary Resolution)

(i) Voted **in favour** 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
17	1,49,593	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
10	93

Item No. 6 - To consider the re-appointment of Mr. Saurabh Sanghvi (DIN: 02000411) as a Whole-time Director of the Company.

(Ordinary Resolution)



JMJA & Associates LLP

(i) Voted **in favour** 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
17	1,49,593	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
10	93



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

I, Mansi Damania, Designated Partner of JMJA & Associates LLP, Company Secretaries, have been appointed by the Board of Directors of **Veritas (India) Limited** as a Scrutinizer to conduct the voting by way of electronic means vide Board Resolution dated August 11, 2017 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.

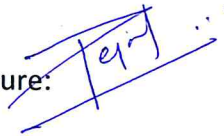
1. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the Notice of 32nd Annual General Meeting of the Company. Our responsibility as the scrutinizer for the e-voting process is restricted to make a scrutinizer report of the vote cast in favour/ against the resolutions stated, based on the reports generated from the e-voting system provided by the Central Depository Services Limited, (CDSL), and 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 15, 2017 were entitled to vote on the resolutions (as set out in the notice of 32nd Annual General Meeting of the Company)
3. The e-voting period commenced on September 19, 2017 (9.00 a.m.) and ended on September 21, 2017 (5:00 p.m.).
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 21, 2017 (5:00 p.m.), the CDSL portal was blocked for voting.
5. The votes cast were blocked in the presence of two witnesses Ms. Shikha Sangodkar and Ms. Tejal Gala 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. Shikha Sangodkar

Signature: 

Name: Ms. Tejal Gala

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.
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.evotingindia.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 32 nd 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 audited financial statements of the Company for the financial year ended March 31, 2017. (Ordinary Resolution)	Votes Cast in favour	1,62,33,106	1,62,33,106	100
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	1,62,33,106	1,62,33,106	100
2	To consider declaration of dividend on Equity Shares for the financial year ended March 31, 2017. (Ordinary Resolution)	Votes Cast in favour	1,62,33,106	1,62,33,106	100
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	1,62,33,106	1,62,33,106	100
3	To appoint Mr. Nitin Kumar Didwania (DIN: 00210289), Non-	Votes Cast in favour	1,62,33,106	1,62,33,106	100



2	To consider declaration of dividend on Equity Shares for the financial year ended March 31, 2017. (Ordinary Resolution)	Votes Cast in favour	1,62,33,106	1,62,33,106	100
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	1,62,33,106	1,62,33,106	100
3	To appoint Mr. Nitin Kumar Didwania (DIN: 00210289), Non-Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Votes Cast in favour	1,62,33,106	1,62,33,106	100
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	1,62,33,106	1,62,33,106	100
4	To appoint M/s. M. P. Chitale, Chartered Accountants, Mumbai, (Firm Registration No. 101851W) as a Statutory Auditors of the Company and to fix their remuneration. (Ordinary Resolution)	Votes Cast in favour	1,62,33,106	1,62,33,106	100
		Votes Cast against	0	0	0
		Votes Cast Invalid	0	0	0
		Total	1,62,33,106	1,62,33,106	100
Special Business					
5	To regularize the appointment of Mrs. Kamala Aithal (DIN: 07832519) as an Independent Director to hold the office for five consecutive years commencing from May 25, 2017, not liable to retire by rotation. (Ordinary Resolution)	Votes Cast in favour	1,62,33,106	1,62,33,106	100
		Votes Cast against	0	0	0
		Votes Cast Invalid	0	0	0
		TOTAL	1,62,33,106	1,62,33,106	100
6	To consider the re-appointment of Mr. Saurabh Sanghvi (DIN: 02000411) as a Whole-time Director of the Company.	Votes Cast in favour	1,62,33,106	1,62,33,106	100
		Votes Cast against	0	0	0



JMJA & Associates LLP

	(Ordinary Resolution)	Votes Cast Invalid	0	0	0
		TOTAL	1,62,33,106	1,62,33,106	100

For JMJA & Associates LLP,
Company Secretaries



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

Date: September 22, 2017
Place: Mumbai