

14th Annual General Meeting held on 14th November 2014
Declaration of consolidated results of e-voting and physical ballot

As per the provisions of the Companies Act, 2013 as also the Listing Agreement, the Company had provided the facility of e-voting to the shareholders to enable them to cast their vote electronically on the resolutions proposed in the Notice of the 14th Annual General Meeting (AGM). The e-voting was open from 9th November 2014 (9 a.m.) to 10th November 2014 (6 p.m.)

In line with the provisions of the Companies Act, 2013 and in terms of the clarifications issued by MCA, voting by show of hands was not permitted at the AGM. Members present in AGM who were not able to cast their votes through e-voting platform during the voting period, were allowed to cast their votes through ballot forms.

Mr. Jay Mehta, Practicing Company Secretary was appointed as the Scrutinizer for e-voting as well as voting by ballot. The Scrutinizer has carried out the scrutiny of all the electronic votes and ballot votes and submitted his reports on 12th November 2014 and 15th November 2014 respectively.

The consolidated result as per the Scrutinizer's reports is as follows:

Particulars	In Favour		Against		Result
	No. of Votes	% of votes	No. of Votes	% of votes	
Resolution no.1: Adoption of Audited Accounts, Report of Board of Directors and Auditors for year ended 31 st March 2014	19371686	98.68%	259213	1.32%	Ordinary resolution passed with requisite majority
Resolution no.2: Re-appointment of Mr. Utpal Sheth as Director retiring by rotation	19542479	99.55%	88420	0.45%	Ordinary resolution passed with requisite majority
Resolution no. 3: Re-appointment of M/s Khimji Kunverji & Co., Chartered Accountants, as Statutory Auditors	19371686	98.68%	259213	1.32%	Ordinary resolution passed with requisite majority
Resolution no. 4: Appointment of Mr. C. Y. Pal as an Independent Director upto 31 st March 2019	19371686	99.99%	150	0.01%	Ordinary resolution passed with requisite majority
Resolution no. 5: Appointment of Mr. Yash Mahajan as an Independent Director upto 31 st March 2019	18921090	96.38%	709809	3.62%	Ordinary resolution passed with requisite majority

Particulars	In Favour		Against		Result
	No. of Votes	% of votes	No. of Votes	% of votes	
Resolution no. 6: Appointment of Ms. Madhu Jayakumar as an Independent Director upto 23 rd September 2019	19630749	99.99%	150	0.01%	Ordinary resolution passed with requisite majority
Resolution no. 7: Re-appointment of Mr. Ninad Karpe as Managing Director & CEO upto 31 st January 2019	19630749	99.99%	150	0.01%	Special resolution passed with requisite majority
Resolution no. 8: Waiver of excess remuneration paid to the Managing Director & CEO for the year ended 31 st March 2014	18920965	96.38%	709909	3.62%	Special resolution passed with requisite majority
Resolution no. 9: Payment of Remuneration by way of Commission to Directors, other than Managing and Whole-time Directors	19630524	99.99%	375	0.01%	Special resolution passed with requisite majority

For Aptech Limited



Ketan Shah
Group Company Secretary

15th November 2014

Scrutinizer(s) Report

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Fourteenth Annual General Meeting of the Equity Shareholders of Aptech Limited
to be held on Friday, 14th November 2014, at Walchand Hirachand Hall, Indian Merchants
Chamber, 4th Floor, IMC Building, Churchgate, Mumbai - 400020.

Dear Sir,

I, Jay Dilipkumar Mehta of M/s Jay Mehta & Associates, Practicing Company Secretary, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner as per the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s) being passed at the Fourteenth Annual General Meeting of the Equity Shareholders of Aptech Limited to be held on Friday, 14th November 2014, at Walchand Hirachand Hall, Indian Merchants Chamber, 4th Floor, IMC Building, Churchgate, Mumbai - 400020. I submit my report as under:

1. The e-voting period remained commenced on 9th November 2014 (9:00 a.m.) and ended on 10th November 2014 (6:00 p.m.).
2. The shareholders holding shares as on the "cut-off date" (record date) i.e. 7th November 2014, were entitled to vote on the proposed resolutions (item no. 1 to 9 as set out in the Notice convening Fourteenth Annual General Meeting of Aptech Limited).
3. The votes were unblocked on 11th November 2014, in presence of two witnesses, Mrs. Pooja Modi (B-13, Kalpataru Towers, Off. Akruli Road, Kandivali (West), Mumbai - 400101) and Mr. Bhargav Vyas (B/5, Sadanand Park CHS, Nr. Old M.H.B. Colony, Off. Gorai Road, Borivali (West), Mumbai - 400091) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Pooja Modi

Name: Bhargav Vyas



4. The result of the e-voting is as under:

a) Resolution No. 1 -

Adoption of Audited Balance Sheet and Statement of Profit and Loss Account for the year ended on 31st March 2014 together with the Report of the Directors and Auditors thereon

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
5	450796	63.49%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
3	259213	36.51%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



b) Resolution No. 2 -

Re-appointment of Mr. Utpal Sheth, who retires by rotation and being eligible, offers himself for re-appointment

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
5	621589	87.55%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
3	88420	12.45%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



c) Resolution No. 3 -

Re-appointment of M/s Khimji Kunverji & Co, Chartered Accountants, as Statutory Auditors

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
5	450796	63.49%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
3	259213	36.51%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



d) Resolution No. 4 -

Appointment of Mr. C. Y. Pal as an Independent Director

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
5	450796	99.97%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
2	150	0.03%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



e) Resolution No. 5 -

Appointment of Mr. Yash Mahajan as an Independent Director

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
1	200	0.03%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
7	709809	99.97%

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



f) Resolution No. 6 -

Appointment of Ms. Madhu Jayakumar as an Independent Director

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
6	709859	99.98%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
2	150	0.02%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



g) Resolution No. 7 -

Re-Appointment of Mr. Ninad Karpe as Managing Director & CEO

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
6	709859	99.98%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
2	150	0.02%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



h) Resolution No. 8 -

Approval for Waiver of Recovery of Excess Remuneration paid to Mr. Ninad Karpe, Managing Director & CEO

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
1	200	0.03%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
7	709809	99.97%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.



i) Resolution No. 9 -

Approval of Payment of Remuneration by way of Commission to the Directors, other than Managing and Whole-time Directors

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
6	709859	99.98%

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

Number of members voted through electronic voting system	Number of Votes cast by them	% of total number of valid votes cast
2	150	0.02%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
N.A.	N.A.

5. The Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Jay Mehta & Associates
Company Secretaries

Jay Mehta
Proprietor



A.C.S. No.: 21829
C.P. No.: 8694

Date: 12th November 2014
Place: Mumbai

FORM MGT-13

Report of Scrutinizer(s)

*[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
 (Management and Administration) Rules, 2014]*

To,
 The Chairman,
 Fourteenth Annual General Meeting of the Equity Shareholders of Aptech Limited
 Held on Friday, 14th November 2014, at Walchand Hirachand Hall, Indian Merchants
 Chamber, 4th Floor, IMC Building, Churchgate, Mumbai - 400020.

Dear Sir,

I, Jay Dilipkumar Mehta of M/s Jay Mehta & Associates, Practicing Company Secretary, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Fourteenth Annual General Meeting of the Equity Shareholders of Aptech Limited, held on Friday, 14th November 2014, at Walchand Hirachand Hall, Indian Merchants Chamber, 4th Floor, IMC Building, Churchgate, Mumbai - 400020, 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 presence with due identification mark 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.



4. The result of the Poll is as under:

a) Resolution No. 1 -

Adoption of Audited Balance Sheet and Statement of Profit and Loss Account for the year ended on 31st March 2014 together with the Report of the Directors and Auditors thereon

(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
65	18920890	100%

(ii) Voted **against** 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
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
9	324



b) Resolution No. 2 -

Re-appointment of Mr. Utpal Sheth, who retires by rotation and being eligible, offers himself for re-appointment

(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
65	18920890	100%

(ii) Voted against 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
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
9	324



c) Resolution No. 3 -

Re-appointment of M/s Khimji Kunverji & Co, Chartered Accountants, as 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
65	18920890	100%

(ii) Voted against 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
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
9	324



d) Resolution No. 4 -

Appointment of Mr. C. Y. Pal 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
65	18920890	100%

(ii) Voted **against** 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
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
9	324



e) **Resolution No. 5 -**

Appointment of Mr. Yash Mahajan 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
65	18920890	100%

(ii) Voted **against** 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
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
9	324



f) **Resolution No. 6 -**

Appointment of Ms. Madhu Jayakumar 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
65	18920890	100%

(ii) **Voted against** 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
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
9	324



g) Resolution No. 7 -

Re-Appointment of Mr. Ninad Karpe as Managing Director & CEO

(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
65	18920890	100%

(ii) Voted against 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
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
9	324



h) Resolution No. 8 -

Approval for Waiver of Recovery of Excess Remuneration paid to Mr. Ninad Karpe, Managing Director & CEO

(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
62	18920765	99.99%

(ii) Voted against 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
1	100	0.01%

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	324



i) **Resolution No. 9 -**

Approval of Payment of Remuneration by way of Commission to the Directors, other than Managing and Whole-time Directors

(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
60	18920665	99.99%

(ii) Voted **against** 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
5	225	0.01%

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
9	324

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 Company Secretary / Directors authorised by the Board for safe keeping.

For Jay Mehta & Associates
Company Secretaries

Jay Mehta
Proprietor



A.C.S. No.: 21829
C.P. No.: 8694

Date: 15th November 2014
Place: Mumbai