NILESH A. PRADHAN & CO.

Nilesh A. Pradhan.
B.COM., F.C.S.
Practicing Company Secretary

B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund-Goregaon Link Road, Mumbai- 400078.
☎ *91 - 2225662152/53*
91 – 2225667226/7/8
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To,
The Chairman,
ACCELYA KALE SOLUTIONS LIMITED,
Accelya Enclave, 685/2B & 2C, 1st Floor,
Sharada Arcade, Satara Road,
Pune, 411037

Dear Sir,

Subject: Consolidated Scrutinizer's Report on e-voting process and poll conducted at 28th Annual General Meeting (AGM) held on 25th September, 2014.

The Board of the Company at its meeting held on 6th August, 2014 had appointed me as a scrutinizer for the e-voting held from 16th September, 2014 at 9.00 a.m. till 18th September, 2014 at 6.00 p.m. and the Chairman of 28th Annual General Meeting (AGM) has appointed me as the scrutinizer for the poll held at AGM of the Company on 25th September, 2014.

The Company had appointed Karvy Computershare Private Limited ("Karvy") as the service provider for extending the facility of electronic voting to the shareholders of the Company from 16th September, 2014 at 9.00 a.m. till 18th September, 2014 at 6.00 p.m. The e-voting facility was then unblocked in the presence of two witnesses who were not in the employment of the Company. For further details kindly refer my scrutinizer's report dated 20th September, 2014.

The Company has also provided facility of physical ballot papers to the members who do not have access to e-voting facility for giving their assent or dissent for proposed resolutions as set out in the Notice of the AGM. The Company has received 4 (Four) physical ballot papers from the Members till 6.00 p.m. of 18th September, 2014.

At the AGM of the Company held on 25th September, 2014, the Chairman of the Company had suo motto called for poll to facilitate the members present in the meeting who could not participate in the 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 kindly refer my scrutinizer's report in form MGT-13 dated 25th September, 2014.

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

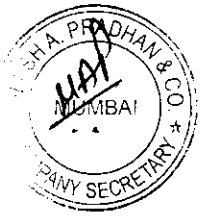
NILESH A. PRADHAN & CO. MUMBAI COMPANY SECRETARIES

CONSOLIDATED REPORT

Sr. No. Of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	No.
1	Adoption of Financial Statements for the year ended 30th June, 2014 together with the reports of the Directors and Auditors thereon.	e-voting & Ballot	11196766	99.99	50	0.01	100
		Poll	28632	100	0	0	0
		Total	**11225398**	**99.99**	**50**	**0.01**	**100**
2	Confirmation of payment of Interim dividend & declaration of final dividend on equity shares.	e-voting & Ballot	11196766	99.99	50	0.01	100
		Poll	28632	100	0	0	0
		Total	**11225398**	**99.99**	**50**	**0.01**	**100**
3	Appointment of a Director in place of Mr. Philippe Lesueur, who retires by rotation and being eligible, offers himself for re-appointment	e-voting & Ballot	11187665	99.92	9141	0.08	110
		Poll	28632	100	0	0	0
		Total	**11216297**	**99.92**	**9141**	**0.08**	**0**

NILESH A. PRADHAN & CO. ★ MUMBAI ★ COMPANY SECRETARY ★

Sr. No. Of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	No.
4	Appointment of M/s B S R & Co. LLP, Chartered Accountants, as Auditors of the Company and to fix their remuneration	e-voting & Ballot	11196766	99.99	50	0.01	100
		Poll	28632	100	0	0	0
		Total	**11225398**	**99.99**	**50**	**0.01**	**100**
5	Appointment of Mr. K. K. Nohria as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013	e-voting & Ballot	11196537	99.99	269	0.01	110
		Poll	28632	100	0	0	0
		Total	**11225169**	**99.99**	**269**	**0.01**	**110**
6	Appointment of Mr. Sekhar Natarajan as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013	e-voting & Ballot	11196706	99.99	50	0.01	160
		Poll	28632	100	0	0	0
		Total	**11225338**	**99.99**	**50**	**0.01**	**0**



Sr. No. Of Resolution	Particulars of Resolution	Method of Voting	Votes in Favour of Resolution		Votes against the Resolution		Invalid Votes
			No.	%	No.	%	No.
7	Appointment of Mr. Nani Javeri as an Independent Director of the Company under the provisions of section 149 of the Companies Act, 2013	e-voting & Ballot	11196537	99.99	269	0.01	110
		Poll	28632	100	0	0	0
		Total	**11225169**	**99.99**	**269**	**0.01**	**110**
8	Appointment of Ms. Sangeeta Singh as an Independent Director under the provisions of section 160 of the Companies Act, 2013	e-voting & Ballot	11196756	99.99	50	0.01	110
		Poll	28632	100	0	0	0
		Total	**11225388**	**99.99**	**50**	**0.01**	**110**

NILESH A. PRADHAN & CO. MUMBAI COMPANY SECRETARY

From the above report I state that all resolutions stand passed under the combined 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.

Thanking You,

Yours Faithfully,
For Nilesh A. Pradhan & Co.,
Practicing Company Secretary

NAPradhan

Nilesh A. Pradhan
Proprietor

CP: 3659
FCS: 5445

Place: Mumbai
Date: 25th September, 2014