

Ref No.: QHTL/Sec/SE/2016-17/50

8th August, 2016

The Manager,
Corporate Services,
BSE Limited,
14th floor, P J Towers, Dalal Street,
Mumbai - 400 001
Ref: Security ID : QUICKHEAL
Security Code : 539678

The Manager,
Corporate Services,
National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol: QUICKHEAL
Series : EQ

Subject: Announcement of the Result of Remote e-Voting and Ballot Paper Voting conducted at the 21st Annual General Meeting held on Friday, 5th August 2016

Ref.: Our Letter bearing Ref No.: QHTL/Sec/SE/2016-17/45 dated 5th August 2016

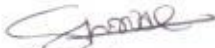
Our Letter bearing Ref No.: QHTL/Sec/SE/2016-17/47 dated 5th August 2016

Dear Sir/Madam,

With reference to our captioned subject and refereed letters, Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI vide Circular dated November 04, 2015, please find attached the detailed report on the votes casted by the Members through remote e-Voting and Physical Ballot Paper voting at the AGM as Annexure 1.

Please also find attached the Consolidated Report on the Remote e-Voting and Physical Ballot Paper voting at the AGM by M/s. J B Bhawe & Co. Practising Company Secretaries, the Scrutinizers as Annexure 2.

This is for your information and records.

For Quick Heal Technologies Limited

Vijay Shirode
Company Secretary

Encl: As Above



Quick Heal Technologies Limited

Resolution Required : (Ordinary)			1 - Adoption of Audited Financial Statements as at 31st March, 2016 (Standalone and Consolidated) together with reports of Directors' and Auditors' thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	100.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	466172	90	99.0513	0.0191
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	491881	90	99.1004	0.0181
Total		70032368	58871896	84.0638	58867431	90	99.9924	0.0002

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Ordinary)			2. Declaration of final dividend on equity shares for the year ended 31st March, 2016					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	0.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	470592	45	99.9904	0.0096
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	496301	45	99.9909	0.0091
Total		70032368	58871896	84.0638	58871851	45	99.9999	0.0001

***Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Ordinary)

3. Appointment of a Director in place of Mr. Shailesh Lakhani (DIN 03567739), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	0.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	466217	45	99.0608	0.0096
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	491926	45	99.1095	0.0091
Total		70032368	58871896	84.0638	58867476	45	99.9925	0.0001

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Ordinary)

4. Appointment of a Director in place of Mr. Sanjay Katkar (DIN 00397277), who retires by rotation and being eligible, offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution?

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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	0.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	470547	90	99.9809	0.0191
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	496256	90	99.9819	0.0181
Total		70032368	58871896	84.0638	58871806	90	99.9998	0.0002

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Ordinary)

5. Ratification of Appointment of M/s SRBC & Co, LLP., Chartered Accountants, (Firm Registration No. 324982E) as the Statutory Auditors of the Company, as approved in the 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting to be held in the calendar year 2019, to hold office till the conclusion of next Annual general Meeting and to fix their remuneration.

Whether promoter/ promoter group are interested in the agenda/resolution?

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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	0.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	466157	105	99.0481	0.0223
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	491866	105	99.0974	0.0212
Total		70032368	58871896	84.0638	58867416	105	99.9924	0.0002

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Special)

6. Re-appointment of Mrs. Anupama Katkar.

Whether promoter/ promoter group are interested in the agenda/resolution?

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 **	Remote E-Voting	51030720	25515360	50.0000	25515360	0	100.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		25515360	50.0000	25515360	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	470262	375	99.9203	0.0797
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	495971	375	99.9244	0.0756
Total		70032368	33356536	47.6302	33356161	375	99.9989	0.0011

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949[as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Special)

7. Appointment of M/s Bhavesh Marolia & Associates, Practitioner Cost accountant for the Financial Year 2016-2017.

Whether promoter/ promoter group are interested in the agenda/resolution?

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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	100.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	465947	315	99.0035	0.0669
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	491656	315	99.0551	0.0635
Total		70032368	58871896	84.0638	58867206	315	99.9920	0.0005

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Special)			8. Approval of Employee Stock option Scheme 2010 (ESOP 2010).					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	100.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	470532	105	99.9777	0.0223
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	496241	105	99.9788	0.0212
Total		70032368	58871896	84.0638	58871791	105	99.9998	0.0002

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



Quick Heal Technologies Limited

Resolution Required : (Special)			9. Approval of Employee Stock option Scheme 2014 (ESOP 2014).					
Whether promoter/ promoter group are interested in the agenda/resolution?								
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 **	Remote E-Voting	51030720	51030720	100.0000	51030720	0	100.0000	0.0000
	Voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		51030720	100.0000	51030720	0	100.0000	0.0000
Public Institutions	Remote E-Voting	8694668	7344830	84.4751	7344830	0	100.0000	0.0000
	voting at Venue		0	0.0000	0	0	0.0000	0.0000
	Total		7344830	84.4751	7344830	0	100.0000	0.0000
Public Non Institutions	Remote E-Voting	10306980	470637	4.5662	470622	15	99.9968	0.0032
	voting at Venue		25709	0.2494	25709	0	100.0000	0.0000
	Total		496346	4.8156	496331	15	99.9970	0.0030
Total		70032368	58871896	84.0638	58871881	15	100.0000	0.0000

**Promoter and Promoter group who were holding 51030720 equity shares as on 29.07.2016 (The cut-off date) had exercised voting rights equivalent to their holding. In Compliance with section 12(2) Banking Regulation Act, 1949(as amended by RBI Master Direction DBR.PSBD.No.97/16.13.100/2015-16 dated May 12,2016) , their voting rights have been restricted to 51030720 votes, being 72.8673% of the Company's paid up equity capital as on the cut-off Date.



August 05, 2016

To
Mr. Vijay Shirole,
Company Secretary & Compliance Officer
Quick Heal Technologies Limited
Marvel Edge 7010 C & D, Opposite NECO Garden Society,
Viman Nagar, Pune – 411014.

Sub: E-voting and Voting by Poll at AGM Venue

Dear Mr. Vijay Shirole

I refer to my appointment as Scrutinizer to conduct the Voting Process (including Remote E-voting and Voting by Poll at AGM venue) in respect of the following resolutions contained in the Notice of Twenty- First Annual General Meeting held on Friday, August 05, 2016 at 11:00 a.m.:

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2016 together with the Reports of Directors and Auditors thereon.
2. To confirm Final Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a Director in place of Mr. Shailesh Lakhani (DIN: 03567739) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of M/s. SRBC & Co. LLP, Chartered Accountants, [Firm Registration No. 324982E] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration



6. To appoint Mrs. Anupama Katkar, to hold an office or place of profit in the Company with effect from 1st May 2016 and to fix her remuneration.
7. To appoint M/s. Bhavesh Marolia & Associates, Practitioner Cost Accountant, as Cost Auditors of the Company for the Financial Year 2016-2017 and to fix their remuneration.
8. To ratify the pre-IPO Employee Stock Option Scheme 2010 (ESOP 2010)
9. To ratify the pre-IPO Employee Stock Option Scheme 2014 (ESOP 2014)

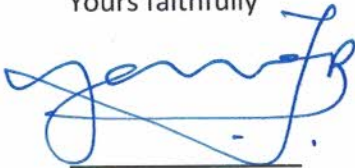
I now enclose the following:

- a. My report to the Chairman of the Company on the result of the Voting Process (including E-voting and Voting by Poll at AGM Venue)
- b. The register showing the particulars of the Votes cast by Poll at the AGM Venue and the e-votes registered on the Central Depository Services (India) Limited (CDSL) e-voting system in respect of the said resolutions.

You are requested to take the same on record and acknowledge.

Thanking you

Yours faithfully



Jayavant B Bhave

FCS 4266 CP 3068

Scrutinizer appointed for the

Voting process by the Board of Directors



Report of Scrutinizer on Remote E-Voting and Voting by Poll at AGM Venue
[Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Companies
(Management and Administration) Rules, 2014]

August 05, 2016

To
Mr. Kailash Katkar
Chairman
M/s. Quick Heal Technologies Limited
Marvel Edge 7010 C & D, Opposite NECO Garden Society,
Viman Nagar, Pune – 411014.

Dear Sir,

Sub: Report on Scrutinizer on Voting Process [including Remote E-voting and Voting by Poll at AGM Venue] conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014

The Board of Directors of Quick Heal Technologies Limited ('the Company') have vide resolution passed on May 11, 2016, decided to provide to the members of the Company, facility to exercise their voting right on the resolutions as set out in the notice of Twenty- First Annual General Meeting ('AGM') held on August 05, 2016; by way of Voting by electronic means (Remote E-voting), and voting by Poll at AGM Venue; as required under the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules , 2014.

I, Jayavant B. Bhavé, Company Secretary in Whole time Practice having Membership No. FCS 4266 and Certificate of Practice Number 3068 has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on May 11, 2016 as required under Section 108 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules ,2014 for the purpose of scrutinizing the Remote E-Voting and Voting by Poll at AGM Venue; in a fair and transparent manner and ascertaining the requisite majority for passing of resolutions as contained in the notice convening the Twenty- First Annual General Meeting of the Company held on August 05, 2016 and reproduced herein below:



Ordinary Resolutions:

1. To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2016 together with the Reports of Directors and Auditors thereon.
2. To confirm Final Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a Director in place of Mr. Shailesh Lakhani (DIN: 03567739) who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and, being eligible, offers himself for re-appointment.
5. To ratify the appointment of M/s. SRBC & Co. LLP, Chartered Accountants, [Firm Registration No. 324982E] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration
6. To appoint Mrs. Anupama Katkar, to hold an office or place of profit in the Company with effect from 1st May 2016 and to fix her remuneration.
7. To appoint M/s. Bhavesh Marolia & Associates, Practitioner Cost Accountant, as Cost Auditors of the Company for the Financial Year 2016-2017 and to fix their remuneration.

Special Resolutions

8. To ratify the pre-IPO Employee Stock Option Scheme 2010 (ESOP 2010)
9. To ratify the pre-IPO Employee Stock Option Scheme 2014 (ESOP 2014)

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to Remote E-voting and voting by Poll at the AGM Venue. My responsibility as a scrutinizer for the Voting process is restricted to ensure that the Voting process is conducted in a fair and transparent manner and make the Scrutinizers' Report of the votes cast "in favour" or "against" the above resolutions,



based on the reports generated from the E-Voting System provided by the Central Depository Services (India) Limited (CDSL), the authorized agency to provide Remote E-voting facilities and engaged by the company for that purpose and Voting by the poll provided at the AGM Venue.

The Notice of AGM dated May 11th, 2016 convening the Twenty- First Annual General Meeting of the Company to be held at Pandit Jawaharlal Nehru Sanskrutik Bhavan, 1187/21, Ghole Road, Opposite Mahatma Phule Museum, Shivajinagar, Pune - 411005, India on August 05, 2016 at 11.00 a.m. was sent to the members of the Company and the members of the Company holding shares on the cut-off date i.e. July 29, 2016 were entitled to vote on the above-mentioned resolutions proposed; as set out in the Notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The E-voting period remained open from Tuesday 2nd August, 2016 (12.01 A.M. IST) to Thursday 04th August, 2016 (5.00 P.M. IST).
2. After the closure of AGM on 5th August 2016, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of the shareholders who casted their votes electronically on each of the resolutions; was downloaded from the e-voting website of CDSL (<https://www.evotingindia.com>)
4. I have scrutinized, downloaded and counted the Votes casted through Remote E-voting facility, and Votes casted by Poll at the venue of AGM; for the purpose of this report.
5. The particulars of votes casted through Remote E-voting and Votes casted by Poll at the venue of AGM have been recorded in accordance with the Companies (Management and Administration) Rules, 2014.
6. I further report; pursuant to the Section 109 of Companies Act 2013 and read with Rule 21 of Companies (Management and Administration) Rules, 2014 that;
 - i. After the time fixed for closing of the poll by the Chairman Mr. Kailash Katkar, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
 - ii. 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 Register and Transfer Agent of the Company and the proxies lodged with the company.



- iii. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

7. The results of the Voting Process are as follows-

(a) The results based on Remote E-Voting facility is as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2016 together with the Reports of Directors and Auditors thereon.	Ordinary	58841722	99.9998	90	0.0002	-	-
2	To confirm Final Dividend on Equity Shares for the financial year 2015-16.	Ordinary	58846142	99.9999	45	0.0001	-	-
3	To appoint a Director in place of Mr. Shailesh Lakhani (DIN: 03567739) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	58841767	99.9999	45	0.0001	-	-
4	To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277)	Ordinary	58846097	99.9998	90	0.0002	-	-



	who retires by rotation and, being eligible, offers himself for re-appointment.							
5	To ratify the appointment of M/s. SRBC & Co. LLP, Chartered Accountants, [Firm Registration No. 324982E] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration	Ordinary	58841707	99.9998	105	0.0002	-	-
6	To appoint Mrs. Anupama Katkar, to hold an office or place of profit in the Company with effect from 1st May 2016 and to fix her remuneration.	Ordinary	33330452	99.9989	375	0.0011	-	-
7	To appoint M/s. Bhavesh Marolia & Associates, Practitioner Cost Accountant, as Cost Auditors of the Company for the Financial Year 2016-2017 and to fix their remuneration.	Ordinary	58841497	99.9995	315	0.0005	-	-
8	To ratify the pre-IPO Employee Stock Option Scheme 2010 (ESOP 2010)	Special	58846082	99.9998	105	0.0002	-	-
9	To ratify the pre-IPO Employee Stock Option Scheme 2014 (ESOP 2014)	Special	58846172	99.99997	15	0.00003	-	-



(b) The results of Voting by Poll at the venue of AGM; by the members attending the Annual General Meeting are as follows:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2016 together with the Reports of Directors and Auditors thereon.	Ordinary	25709	100	0	0	-	-
2	To confirm Final Dividend on Equity Shares for the financial year 2015-16.	Ordinary	25709	100	0	0	-	-
3	To appoint a Director in place of Mr. Shailesh Lakhani (DIN: 03567739) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	25709	100	0	0	-	-
4	To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	25709	100	0	0	-	-



5	To ratify the appointment of M/s. SRBC & Co. LLP, Chartered Accountants, [Firm Registration No. 324982E] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration	Ordinary	25709	100	0	0	-	-
6	To appoint Mrs. Anupama Katkar, to hold an office or place of profit in the Company with effect from 1st May 2016 and to fix her remuneration.	Ordinary	25709	100	0	0	-	-
7	To appoint M/s. Bhavesh Marolia & Associates, Practitioner Cost Accountant, as Cost Auditors of the Company for the Financial Year 2016-2017 and to fix their remuneration.	Ordinary	25709	100	0	0	-	-
8	To ratify the pre-IPO Employee Stock Option Scheme 2010 (ESOP 2010)	Special	25709	100	0	0	-	-
9	To ratify the pre-IPO Employee Stock Option Scheme 2014 (ESOP 2014)	Special	25709	100	0	0	-	-



(c) The consolidated result of the Voting Process is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)	Invalid Votes (In No.)	Invalid Votes (in %)
1	To receive, consider and adopt the audited financial statements (including consolidated financial statements) of the Company for the financial year ended 31st March 2016 together with the Reports of Directors and Auditors thereon.	Ordinary	58867431	99.9998	90	0.0002	-	-
2	To confirm Final Dividend on Equity Shares for the financial year 2015-16.	Ordinary	58871851	99.9999	45	0.0001	-	-
3	To appoint a Director in place of Mr. Shailesh Lakhani (DIN: 03567739) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	58867476	99.9999	45	0.0001	-	-
4	To appoint a Director in place of Mr. Sanjay Katkar (DIN: 00397277) who retires by rotation and, being eligible, offers himself for re-appointment.	Ordinary	58871806	99.9998	90	0.0002	-	-



5	To ratify the appointment of M/s. SRBC & Co. LLP, Chartered Accountants, [Firm Registration No. 324982E] as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration	Ordinary	58867416	99.9998	105	0.0002	-	-
6	To appoint Mrs. Anupama Katkar, to hold an office or place of profit in the Company with effect from 1st May 2016 and to fix her remuneration.	Ordinary	33356161	99.9989	375	0.0011	-	-
7	To appoint M/s. Bhavesh Marolia & Associates, Practitioner Cost Accountant, as Cost Auditors of the Company for the Financial Year 2016-2017 and to fix their remuneration.	Ordinary	58867206	99.9995	315	0.0005	-	-
8	To ratify the pre-IPO Employee Stock Option Scheme 2010 (ESOP 2010)	Special	58871791	99.9998	105	0.0002	-	-
9	To ratify the pre-IPO Employee Stock Option Scheme 2014 (ESOP 2014)	Special	58871881	99.99997	15	0.00003	-	-

8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same will be handed over to the Company Secretary thereafter.

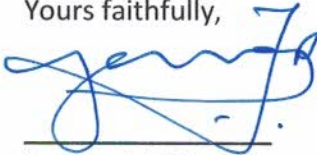


Result:

All the nine resolutions having secured requisite majority of votes, the resolutions number 01 to 07 may be considered to have been passed as Ordinary Resolutions and Resolution number 08 and 09 have been passed as Special Resolutions.

The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking You,
Yours faithfully,



Jayavant B Bhave
FCS 4266 CP 3068
Scrutinizer appointed for the
Voting process by the Board of Directors



Date: 5th August, 2016
Place: Pune

We understand that the votes were unblocked from the e voting website of CDSL in our presence at 04.00 p.m. on Friday August 05, 2016.



Nilesh Awale



Madhura Limaye