

14th October, 2014

The Manager
Listing Department,
Bombay Stock Exchange Limited,
P. J. Tower, Dalal Street,
Mumbai – 400 001.

Code No.512 229**Sub: Voting Results of Postal Ballot held from September 08, 2014 to October 08, 2014**

Dear Sir / Madam,

This is to inform you pursuant to Clause 35A of Listing Agreement, the Voting results of the Postal Ballot Event of the Company held from September 08, 2014 to October 08, 2014 as under:

The Agenda items of Postal Ballot and E- voting results for the same are as under:

Item 1: To Create, Mortgage or Charge on any movable or immovable assets of the company in favour of lender(s) for securing the borrowings made by the Company.

Particulars	Aggregate of Physical Postal Ballot Forms and Electronic voting	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)	% of Valid Votes received
Total Valid Postal Ballots/ Votes received			
Assented	29	1,87,82,244	100
Dissented	0	0	0
Total Votes	29	1,87,82,244	0

Item 2: To authorize the Company to invest by the way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security(ies) for an amount not exceeding Rs.1,500 Crores (Rupees One Thousand Five Hundred Crores Only) from time to time in/ to one or more of the persons/entities i.e subsidiaries/holding/joint ventures/associate companies/other bodies corporate.

Particulars	Aggregate of Physical Postal Ballot Forms and Electronic voting	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)	% of Valid Votes received
Total Valid Postal Ballots/ Votes received			
Assented	29	1,87,82,244	100
Dissented	0	0	0
Total Votes	29	1,87,82,244	0



M/s Mansi Damania & Associates, Practicing company Secretary, the Scrutiniser has submitted their report dated October 10, 2014 on the Postal Ballot event. The two resolutions set out in the Notice of the Postal Ballot dated August 13, 2014 require more than three-fourths of the number of votes to be cast in favour of each of the Resolutions in order to pass the Resolutions.

In connection with the above and pursuant to Clause 35A of the Listing Agreement, we would like to inform you that both Resolutions No. 1 and 2 as per Notice dated August 13, 2014 were passed by the Shareholders by the requisites majority.

Please find enclosed herewith the Scrutinizer Report for the said Postal Ballot event.

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

Thanking you,

Yours faithfully,
For VERITAS (INDIA) LIMITED

Mukesh Tank

(Mukesh Tank)
Company Secretary





SCRUTINIZER'S REPORT

[Pursuant to section 110 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Veritas (India) Limited,
701, Embassy Centre,
Nariman Point,
Mumbai – 400021.

SUB: REPORT ON THE POSTAL BALLOT PROCESS FOR RESOLUTION TO AUTHORISE BOARD OF DIRECTORS UNDER SECTION 180(1)(a) AND 186 OF COMPANIES ACT, 2013.

Dear Sir,

1. We have been appointed as a Scrutinizer of **Veritas (India) Limited** (Company) at its meeting held on August 13, 2014 for scrutinizing the Postal Ballot process (which includes e-voting also) for passing the following resolutions as Special resolutions:

Resolution 1-"RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company the consent of the Company be and is hereby accorded to the Board of Directors ("Board") to mortgage and / or charge, in addition to the mortgages and /or charges created / to be created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, all or any of the movable and / or immovable, tangible and / or intangible properties of the Company, both present and future and / or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed / to be availed by way of loan(s) (in foreign currency and / or rupee currency) and securities (comprising fully / partly convertible debentures and / or non- convertible debentures with or without detachable or non-detachable warrants and / bonds or other debt instrument(s), issued / to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agent(s)/trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of

Scrutinizer's Report



devaluation / revaluation / fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreement(s), debenture trust deed or any other document entered into/ to be entered into between the Company and the lender(s) / agent(s) / trustee(s), in respect of the said loans / borrowings/ debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the lender(s) / agent(s) / trustee(s);

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalize, settle and execute such document(s) / deed(s) / writing(s) / paper(s) / agreement(s) as may be required and to do all acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage / charge as aforesaid and also to delegate all or any of the above powers to the Committee of Directors or Officers of the Company and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

Resolution 2- "RESOLVED THAT pursuant to Section 186 and other applicable provision of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the Board of Directors ("Board") to make / give, from time to time, any loan(s) / advances/deposits / investments in shares, debentures and / or other securities and to give, on the behalf of the Company, any guarantee and / or provide any security in connection with any loan or loans made by any other person to, or to any persons by, any other person(s) / Companies / Body Corporate(s) which shall be aggregate limit of Rs.1500 Crores (Rupees One Thousand Five Hundred Crores Only) and which may be individual / aggregate in excess of the limits prescribed i.e over and above 60% of the Company's paid-up share capital, security premium account and free reserves or 100% of the Company's free reserves and security premium amount, whichever is more:

RESOLVED FURTHER THAT the aforesaid loans / investments will be made by the Company out of internal resources or borrowings or in such other manner and in such proportion as the Board thinks appropriate, provided that in case of loans, the interest rate shall not be lower than the prevailing yield of 1 year, 3 year, 5 year or ten year government security closest to the tenor of loan;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms and conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution."



2. We have given our consent to act as Scrutinizer to the Company as per Pursuant to Sub-rule 5 and 6 of Rule 22 of Companies (Management and Administration) Rules, 2014.

3. We submit our report as under:

a) To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012, dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, listed Companies listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE), are required to provide e-voting facility to their shareholders on all shareholder resolutions to be passed at General Meetings or through Postal Ballot. Since the Company falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

b) The Company has completed the dispatch of Notice dated September 03, 2014 of Postal Ballot along with the Postal Ballot Forms containing the text of the resolutions and Explanatory Statement and self addressed pre-paid reply envelope by Post whose names appeared on the Register of Members/List of beneficiaries as on August 29, 2014. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice.

As per the information available to us on record and explanation given to us; the Company has paid proper and true postage/ charges with reference to the above.

c) As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in one English Newspaper, and one vernacular Newspaper on September 6, 2014, informing about the completion of dispatch of the Postal Ballot Notices, by post to the shareholders along with other related matters mentioned therein.

d) The Company has extended the facility of e-voting to the shareholders who have registered their e-mail address with the Company by tying up with the Central Depository Services Limited's (CDSL) e-voting facility.

e) The votes cast by the shareholders through the e-voting facility were scrutinized by verifying it using the scrutinizer's login on the CDSL e-voting Website.

f) Particulars of all the postal ballot forms received from the Shareholders and the votes cast by electronic mode have been entered in a register separately maintained for the purpose in electronic mode.

g) The Sealed Postal Ballot Forms received from the shareholders were kept under safe custody.



- h) All Postal Ballot Forms, received up to the close of working hours (1700 hours) on October 8, 2014, the last date and time fixed by the Company for receipt of the forms were considered for our scrutiny.
- i) Envelopes containing Postal Ballot Forms received after 1700 hours on October 8, 2014 were not considered for our scrutiny. These envelopes were not opened.
- j) The Postal Ballot envelopes were opened on October 10, 2014 in the presence of our Authorized Representatives.
- k) Particulars of all the Postal Ballot Forms received from the shareholders have been entered in the Electronic Register separately maintained for this purpose.
- l) We have not found any defaced/mutilated Postal Ballot Form.
- m) We have also received a complete record of votes cast by electronic mode from Central Depository Services Limited (CDSL) the agency for providing and supervising electronic platform on October 8, 2014 which was closed by CDSL on October 8, 2014 at 1700 hours.
4. In accordance with the Basis of Acceptance (as per Annexure - I) and Basis of Rejection (as per Annexure - II), and on proper scrutiny of all the Ballot papers, We report the result of the Postal Ballot as under:

4.1. Details of Postal Ballot Forms received:

		Total number of postal ballot forms received	Less: Total number of Invalid postal ballot forms received	Total Number of Valid Postal Ballot Forms
Resolution No. 1	No. of Forms	5	0	5
	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)	44	0	44
Resolution No.2	No. of Forms	5	0	5
	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)	44	0	44

4.2. Details of Voting by Electronic Mode, as received from the Agency is as follows:

	Particulars	No. of members who casted votes electronically	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)
Resolution 1	Total votes received by electronic mode	24	1,87,82,200
	Less: Total number of Invalid votes (As per annexure III)	0	0
	Total Number of Valid Votes	24	1,87,82,200
Resolution 2	Total votes received by electronic mode	24	1,87,82,200
	Less: Total number of Invalid votes (As per annexure III)	0	0
	Total Number of Valid Votes	24	1,87,82,200

4.3. Details of Total Voting:

Particulars	Aggregate of Physical Postal Ballot Forms and Electronic voting	No. of Equity Shares of the Nominal Value of Re. 1 each (No. of Votes)	% of Valid Votes received
Total Valid Postal Ballots/ Votes received			
Assented to the Resolution 1	29	1,87,82,244	100
Dissented to the Resolution 1	0	0	0
Total Votes	29	1,87,82,244	0
Assented to the Resolution 2	29	1,87,82,244	100
Dissented to the Resolution 2	0	0	0
Total Votes	29	1,87,82,244	0



4.4 Details of Voting of Promoters, Public Institutional Holdings and Public Shareholding

Promoters/ Public	No. of Shares held	No. of Votes Polled	% of votes polled on outstan ding Shares	No. of votes in favour	No. of votes against	% of votes in favour of total votes polled	% of votes in against of total votes polled
Resolution 1	1	2	3	4	5	6	7
Promoters & Promoter's Group	1,62,13,100	1,62,13,100	100	1,62,13,100	0	100	0
Public Institutional Holders	--	--	--	--	--	--	--
Public-Others	79,96,900	25,69,145	32.13	25,69,145	0	32.13	0
TOTAL	24210000	18782245	77.58	18782245	0	77.58	0
Resolution 2							
Promoters & Promoter's Group	1,62,13,100	1,62,13,100	100	1,62,13,100	0	100	0
Public Institutional Holders	--	--	--	--	--	--	--
Public-Others	79,96,900	25,69,145	32.13	25,69,145	0	32.13	0
TOTAL	24210000	18782245	77.58	18782245	0	77.58	0

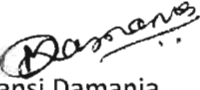
5. RESULTS:-

5.1 As the number of votes casted in favour of the **Resolution 1** i.e. 100% is more than three times the number of votes cast against i.e. 0.00%, I report that the Special Resolutions under Section 180 (1)(a) of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated August 13, 2014 has been passed by the shareholders with unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

5.2 As the number of votes casted in favour of the **Resolution 2** i.e. 100% is more than three times the number of votes cast against i.e. 0.00%, I report that the Special Resolutions under Section 186 of the Companies Act, 2013, and the Companies (Management and Administration) Rules 2014, as set out in the Notice of Postal Ballot dated August 13, 2014 has been passed by the shareholders with

unanimously. The Resolution is deemed to be passed as on the date of the announcement of the results.

For Mansi Damania & Associates,
Practising Company Secretaries


Mansi Damania
(Proprietor)
C.P. No.:- 8120
Membership No. F7447



Place: Mumbai
Date: October 10, 2014

"Annexure-I"

BASIS OF ACCEPTANCE


A. PHYSICAL BALLOT FORM:

1. A Postal Ballot Form is complete in all respects including Duplicate Postal Ballot Form downloaded from the Website of CDSL as specified in the Postal Ballot Notice or provided by the Company at the request of Shareholder.
2. The assent or dissent has been given by any other mark, the Postal Ballot Form has been considered.
3. Joint shareholder(s) has/ have signed the Postal Ballot form instead of first named shareholder, the vote cast by the joint named shareholders has/have been considered.
4. Shareholder has assented or dissented without mentioning the number of shares, the entire shareholding has been considered.
5. Shareholder has voted for more than his actual shareholding, the actual shareholding has been considered.

B. VOTING THROUGH ELECTRONIC MODE:

6. Shareholder has voted only through e-voting i.e. electronic mode.

For **Mansi Damania & Associates,**
Practising Company Secretaries


Mansi Damania
(PROPRIETOR)
C.P. No.:- 8120
Membership No. F7447



Place: Mumbai
Date: October 10, 2014

"Annexure-II"

BASIS OF REJECTION

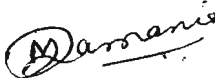
PHYSICAL BALLOT FORM:

1. Shareholder has not put any tick mark on either assent or dissent.
2. Ballot paper is not signed.
3. Specimen signature of the shareholder with the Registrar and Share Transfer Agent differs materially with that of the signature in the Postal Ballot Forms.
4. The specimen signature of the shareholder is not available at the time of scrutiny of the Postal Ballot Form on the electronic registry of the Registrar and Share Transfer Agent i.e. CDSL and consequently there is no way to verify the signature.
5. Shareholder has put tick mark for both assent and dissent without indicating number of shares.
6. Shareholder has sent a Photocopy of the Postal Ballot Form.
7. In case where a Postal Ballot Form has been signed by Authorised Signatory / Power of Attorney Holder and certified true copy of Board Resolution / Power of Attorney / Letter of Authority together with attested specimen signatures of the duly authorized signatory not attached with the Postal Ballot Form.
8. Shareholder has signed the Postal Ballot Form in Pencil.
9. Shareholder has signed in the Column for the purpose of Assent / Dissent.
10. Shareholder has sent Scan Copy of Postal Ballot Form via E-Mail.
11. Shareholder has sent Original as well as Duplicate Postal Ballot Form, then Original Postal Ballot Form has/have been considered.
12. The Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the Member or the number of votes.

B. VOTING THROUGH ELECTRONIC MODE:

13. Shareholder has voted by Physical Ballot Form and e-Voting both, then voting done through valid Physical Postal Ballot Form has been considered and e-Voting has been treated as 'Invalid'.
14. Institutional Shareholder (other than Individuals, HU F, NRI etc.) have not sent scanned copy / hard copy of the relevant Board Resolution / Authority Letter / Power of Attorney, etc. together with attested specimen signatures of the duly authorized signatory.

For Mansi Damania & Associates,
Practising Company Secretaries


Mansi Damania
(PROPRIETOR)
C.P. No.:- 8120
Membership No. F7447



Place: Mumbai
Date: October 10, 2014

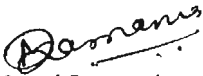
Scrutinizer's Report

"Annexure III"

REPORT FOR INVALID POSTAL BALLOT FORMS/ELECTRONIC VOTES.

S.NO	Category	No. of Forms/Electronic Votes	Total No. of Invalid Votes (Equity Shares of Rs 1 each)
Physical Ballot Form			
1	No votes polled	0	0
2	Not signed	0	0
3	Authority Letter/Board Resolution not attached	0	0
4	Power of Attorney not enclosed	0	0
5	Signature not available	0	0
6	Signature not tallied	0	0
7	Votes Polled for both Against and For	0	0
8	Photocopy of the Postal Ballot Form	0	0
9	Forms found in Mutilated form	0	0
10	No. of Shares wrongly mentioned	0	0
11.	Invalid in case of Resolution 1 only	0	0
12	Invalid in case of Resolution 2 only	0	0
Voting through electronic mode			
11	Voted through e-Voting and Physical both	0	0
12	Authority Letter/Board Resolution not	0	0

For *Mansi Damania & Associates,*
Practising Company Secretaries


Mansi Damania
(PROPRIETOR)
C.P. No.:- 8120
Membership No. F7447



Place: Mumbai
Date: October 10, 2014

Scrutinizer's Report