

JMJA & Associates LLP

Company Secretaries & Corporate Counsellors

SCRUTINIZER'S REPORT

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

Subject: Thirty Fourth Annual General Meeting of Shareholders of Veritas (India) Limited held on Friday, September 27, 2019 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/Poll 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 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 and the authorizations/ proxies lodged with the Company.

We trust you will find the same in order.

For JMJA & Associates LLP,
Practising Company Secretaries


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



Date: September 27, 2019
Place: Mumbai

JMJA & Associates LLP | LLPIN: AAC-9388

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Page 1 of 12

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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 27, 2019 at 11.00 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, 2019.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	31	1,75,07,210	100
Votes cast against	0	0	0
Invalid Votes	4	5	0*
Total	35	1,75,07,215	100

***Negligible figure**

Accordingly, out of 1,75,07,215 votes, 1,75,07,210 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 final Dividend on equity shares for the financial year ended March 31, 2019.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	31	1,75,07,210	100
Votes cast against	0	0	0
Invalid Votes	4	5	0*
Total	35	1,75,07,215	100

***Negligible figure**

Accordingly, out of 1,75,07,215 votes, 1,75,07,210 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.



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

To appoint Mr. Praveen Bhatnagar (DIN: 01193544), 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	31	1,75,07,210	100
Votes cast against	0	0	0
Invalid Votes	4	5	0*
Total	35	1,75,07,215	100

***Negligible figure**

Accordingly, out of **1,75,07,215** votes, **1,75,07,210** 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 approve Material Related Parties Transactions entered/ to be entered during financial year 2019-20.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	27	143	100
Votes cast against	0	0	0
Invalid Votes	4	5	0*
Abstain from voting	4	1,75,07,067	N.A.
Total	35	1,75,07,215	100

***Negligible figure**

Accordingly, out of **148** votes, **143** 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. Purvi Matani (DIN: 08536917) as an Independent Director of the Company.



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	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	31	1,75,07,210	100
Votes cast against	0	0	0
Invalid Votes	4	5	0*
Abstain from voting	0	0	0
Total	35	1,75,07,215	100

*Negligible figure

Accordingly, out of 1,75,07,215 votes, 1,75,07,211 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 regularize the appointment of Mr. Vijay Shah (DIN: 03502649) as an Independent Director of the Company.

	No. of members voted	No. of votes cast by them	% of total no. of votes cast
Votes cast in favour	30	1,75,07,209	100
Votes cast against	1	1	0*
Invalid Votes	4	5	0*
Abstain from voting	0	0	0
Total	35	1,75,07,215	100

*Negligible figure

Accordingly, out of 1,75,07,215 votes, 1,75,07,209 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 27, 2019
Place: Mumbai

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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

Annual General Meeting held on Friday, September 27, 2019 commenced at 11.00 a.m.

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 27, 2019 commenced at 11.00 a.m., submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot box kept for polling was locked in the presence of the Company Secretary of the Company with due identification marks.
2. The locked ballot box was subsequently carried to our office and was opened 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. There was one invalid poll paper found during scrutiny.
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.



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ITEM NO. 1- To receive, consider and adopt the audited standalone and consolidated financial statements for the financial year ended March 31, 2019 - (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
20	132	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
4	5

ITEM NO. 2- To declare the final dividend on Equity Shares for the financial year ended March 31, 2019 - (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
20	132	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



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(iii) Invalid votes:

Total number of Members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	5

ITEM NO. 3- To appoint Mr. Praveen Bhatnagar (DIN: 01193544), 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
20	132	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
4	5

ITEM NO. 4- To approve Material Related Parties Transactions entered/ to be entered during the financial year 2019-20. - (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
20	132	100



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(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
4	5

ITEM NO. 5- To regularize the appointment of Mrs. Purvi Matani (DIN: 08536917) as an Independent Director of the Company - (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
20	132	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
4	5

ITEM NO. 6- To regularize the appointment of Mr. Vijay Shah (DIN: 03502649) as an Independent Director of the Company - (Ordinary Resolution)



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(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
20	132	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
4	5

For JMJA & Associates LLP,
Practising Company Secretaries


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



Date: September 27, 2019
Place: Mumbai

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

Subject: 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**, Practising 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 14, 2019 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 34th Annual General Meeting of the Company. Our responsibility as a 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 authorized 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 20, 2019 were entitled to vote on the resolutions as set out in the notice of 34th Annual General Meeting of the Company.
3. The e-voting period commenced on September 24, 2019 (9.00 a.m.) and ended on September 26, 2019 (5:00 p.m.).
4. Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on September 26, 2019 (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. Dhara Mehta who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Shikha Sangodkar


Signature:

Name: Dhara Mehta


Signature:



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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 shareholders, 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 34 th 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, 2019. (Ordinary Resolution)	Votes Cast in favour	11	1,75,07,078	100.00
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	11	1,75,07,078	100.00
2.	To declare final dividend on Equity Shares for the financial year ended March 31, 2019. (Ordinary Resolution)	Votes Cast in favour	11	1,75,07,078	100.00
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	11	1,75,07,078	100.00
3.	To appoint Mr. Praveen Bhatnagar (DIN: 01193544), Executive Director, who retires by rotation, and being eligible, offers himself for re-appointment. (Ordinary Resolution)	Votes Cast in favour	11	1,75,07,078	100.00
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	11	1,75,07,078	100.00



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SPECIAL BUSINESS					
4.	To Approve Material Related Party Transactions (Ordinary Resolution)	Votes Cast in favour	7	11	100.00
		Votes Cast against	0	0	0
		Votes Cast Invalid	0	0	0
		Abstain vote	4	1,75,07,067	N.A.
		Total	11	1,75,07,078	100.00
5.	To regularize the appointment of Mrs. Purvi Matani (DIN: 08536917) as an Independent Director of the Company. (Ordinary Resolution)	Votes Cast in favour	11	1,75,07,078	100.00
		Votes Cast against	0	0	0
		Votes Cast invalid	0	0	0
		Total	11	1,75,07,078	100.00
6.	To regularize the appointment of Mr. Vijay Shah (DIN: 03502649) as an Independent Director of the Company. (Ordinary Resolution)	Votes Cast in favour	10	1,75,07,077	100.00
		Votes Cast against	1	1	*0
		Votes Cast invalid	0	0	0
		Total	11	1,75,07,078	100.00

*Negligible figure

For JMJA & Associates LLP,
Practising Company Secretaries




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

Date: September 27, 2019
Place: Mumbai