

The Secretary,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers  
25<sup>th</sup> Floor, Dalal Street,  
MUMBAI 400 001 (Fax No.022-2272-1072/3121)

1st October, 2014

The Secretary  
National Stock Exchange of India Limited  
Plot No. C/1, G Block,  
Bandra-Kurla Complex  
Bandra(East)  
MUMBAI- 400 051 (Fax No.022-26598237/38)

Dear Sir,

Sub: Submission of details as per Clause 35A

Pursuant to Clause 35 A, we furnish below the details of the voting results on the Ordinary/Special Resolution (agenda wise) approved at the Annual General Meeting of the members of the Company held on Monday, the 29<sup>th</sup> September, 2014.

Date of the AGM : 29<sup>th</sup> September, 2014.

Total Number of shareholders on record date : 15,589

**No. of shareholders present in the meeting either in person or through proxy**

Promoter and Promoter Group : 2  
Public : 48

**No. of shareholders attended the meeting through Video Conferencing**

Promoter and Promoter Group : **Not Arranged**  
Public : **Not Arranged**



(1)

**Details of the Agenda**

**ORDINARY BUSINESS**

1. Consideration and Adoption Financial Statement of the Company for the year ended 31st March 2014, including profit and loss for the year ended March 31,2014 and the Balance Sheet as on date, both stand alone and consolidated basis together with Report of Directors and Auditors:

Resolution Required : Ordinary

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 6=(5)/(2)*100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					

2. Appointment of Mr. Ravi Kumar D as a director of the Company liable to retire by rotation.

Resolution Required : Ordinary

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 6=(5)/(2)*100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					



(2)

3. Appointment of M/s Gopalakrishnan & Co, Chartered Accountant, Bangalore as the Statutory Auditors of the Company till the conclusion of the sixteenth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every general meeting.)

Resolution Required : Ordinary

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 6=(5)/(2)*100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					

#### Special Business

- 4 Appointment of Dr. Subramanya Reddy as an Independent Director of the Company.

Resolution Required : Ordinary

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1)*100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2)*100	% of Votes against on votes polled 6=(5)/(2)*100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					

(3)



- 5 Appointment of Dr. Madhu Sudhana Reddy as an Independent Director of the Company.

Resolution Required : Ordinary

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1) *100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2) *100	% of Votes against on votes polled 6=(5)/(2) *100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					

6. Consent of the Company pursuant to Section 180(1)( c ) to the Board of Directors of the Company to borrow upto Rs.300/- Crores over and above the paid up share capital and free reserves.

Resolution Required : : Special

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1) *100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2) *100	% of Votes against on votes polled 6=(5)/(2) *100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					



(4)

- 7 Re-appointment Mr. Ravi Kumar D as the Managing Director of the Company from 1st April, 2014 to 14th December, 2015.

Resolution Required : Special

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1) *100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2) *100	% of Votes against on votes polled 6=(5)/(2) *100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					

- 8 Consent of the Company pursuant to Section 180(1)( a ) to the Board of Directors of the Company to deal with the properties of the Company.

Resolution Required : Special

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1) *100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2) *100	% of Votes against on votes polled 6=(5)/(2) *100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					



(5)

- 9 Consent of the Company pursuant to Section 186 of the Companies Act, 2013 for making Investments by the Company not exceeding Rs.200 Crores, in other bodies corporate over and above the limits specified in that Section.

Resolution Required : Special

Mode of Voting : E-Voting and Poll at the AGM

Details of Voting

Promoter/Public	No of Shares held (1)	No of Votes Polled (2)	%of Votes polled on outstanding shares (3)=(2)/(1) *100	No. of Votes - in favour (4)	No of Shares-Against (5)	% of Votes in favour on votes polled 6=(4)/(2) *100	% of Votes against on votes polled 6=(5)/(2) *100
Promoter and Promoter Group	1,49,42,500	1,38,60,000	92.75	1,38,60,000	-	100	-
Public-Institutional holders	2,05,100	-	-	-	-	-	-
Public-Other	2,37,42,758	6,11,417	2.57	6,09,417	2000	99.67	0.33
Total	3,88,90,358	1,44,71,417					

This is for your Records and we request you to do the needful in this regard.

Kindly acknowledge the receipt.

Thanking you  
Yours faithfully

For Acropetal Technologies Limited

  
Company Secretary



(6)

**FORM No. MGT-13**  
**REPORT OF SCRUTINIZER**

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

To,

Chairman

13<sup>th</sup> Annual General Meeting of the Equity Shareholders of "**Acropetal Technologies Limited**"  
held on, September 29, 2014, at the registered office of the company at '#74/75, 3<sup>rd</sup> Cross, 1<sup>st</sup>  
Main, N. S. Palya, Bannerghatta Road, Bangalore 560076' at 10.00 A.M.

Sir,

I, V. Sreedharan, Partner of M/s V. Sreedharan and Associates, Company Secretaries, Bangalore,  
was appointed as Scrutinizer for the purpose scrutinizing the ballot papers taken on the below  
mentioned resolutions, at the 13<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
"**Acropetal Technologies Limited**", held on Monday, September 29, 2014 at the registered  
office of the company at '#74/75, 3<sup>rd</sup> Cross, 1<sup>st</sup> Main, N. S. Palya, Bannerghatta Road, Bangalore  
560076'.



We submit our report as under:

1. After the conclusion of voting through ballot papers, the ballot box was opened in my presence and ballot papers were diligently scrutinized. The ballot 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.
2. The ballot papers, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
3. The result of the voting through ballot paper is as under:

**a) RESOLUTION No. 1**

To receive, consider, approve and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2014, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss for the year ended on that date both on stand alone and consolidated basis together with the reports of Board of Directors and the Auditors thereon.

(i) Voted **in favour** of 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
31	1,15,61,467	100





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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062

**b) RESOLUTION NO. 2**

To appoint Mr. Ravi Kumar D who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **in favour** of 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
31	1,15,61,467	100

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



(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062

c) **RESOLUTION NO. 3**

**RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. K Gopalakrishnan &Co, (Firm Registration Number 009600S) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixteenth Annual General Meeting of the Company to be held in the year 2017(subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling expenses etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors. .

(i) Voted **in favour** of 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
31	1,15,61,467	100



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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062

d) **RESOLUTION NO. 4**

**RESOLVED** that pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Subramanya Reddy D K (DIN:02862329) , a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for such appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29<sup>th</sup> September, 2014 up to 31st March 2019. .

(i) Voted **in favour** of 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
31	1,15,61,467	100



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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062

e) **RESOLUTION NO. 5**

**RESOLVED** that pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Madhu Sudhana Reddy M (DIN:06733069) , a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 29th September,2014 up to 31st March,2019.

(i) Voted **in favour** of 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
31	1,15,61,467	100



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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062

f) **RESOLUTION NO. 6**

**RESOLVED** that in supersession of the Ordinary Resolution adopted at the Tenth Annual General Meeting held on 28th September, 2011 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) 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 to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers / Financial Institutions / Other Bodies Corporates in the ordinary course of business, shall not be in excess of ` ₹300 Crores (Rupees three hundred crores only) over and above the aggregate of the paid up share capital and free reserves of the Company.



**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowings(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

(i) Voted **in favour** of 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
31	1,15,61,467	100

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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062



g) **RESOLUTION NO. 7**

**RESOLVED** that subject to the approval of members for the ordinary business No.2 of this notice and in accordance with the provisions of Section 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory modification or re-enactment thereof and in continuation of the approval given at the twelfth annual general meeting of the Company held on 26th December, 2013, for the re-appointment of Mr. Ravi Kumar D as the Managing Director of the Company and for the payment of remuneration to him, approval be and is hereby given for the continuation of his appointment as the Managing Director of the Company from 1st April, 2014 to 14th December, 2015 on the following remuneration.

The remuneration viz, Salary, allowances and perquisites shall not exceed ₹'90.00 lakhs (Rupees Ninety Lakhs only) per annum and

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax, 1961;
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

subject to availability of adequate profits as prescribed under Section I of Part II of Schedule V of the Act or In case of loss or inadequate profits to remunerate as above, the remuneration payable for the financial year shall be based on the effective capital as on the last date of each of the preceding financial year, as prescribed under Section II of Part II of Schedule V of the Act and the perquisites mentioned at (a), (b), and (c) above.



**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in this regard and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

(i) Voted **in favour** of 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
31	1,15,61,467	100

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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062





**h) RESOLUTION NO. 8**

**RESOLVED** THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members be and is hereby accorded to mortgage and / or create charge, in addition to the mortgages / charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and /or immovable properties of the Company and / or the interest held by the Company in all or any of the movable and / or immovable properties , both present and future and / or the whole or any part of the undertakings(s) of the Company, in favour of lender(s), agents(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) and securities comprising non-convertible debentures, bonds or other debt instrument(s), issued / to be issued by the Company from time to time together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the Company in terms of the loan agreements(s), debenture trust deed(s) or any agreement / document entered into/ to be entered into by between the Company and the lender(s)/investor(s) / agent(s) in respect of the said loan, borrowing / debenture 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 Company and the lender(s), agent(s) and /or trustee(s) up to the limits approved under section 181(1)(c) of the Act.



**RESOLVED FURTHER** that the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to finalise and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, as they may deem fit and to do all such acts, deeds and things and give such directions as may be deemed necessary, desirable or expedient to give effect to this resolution.

(i) Voted **in favour** of 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
31	1,15,61,467	100

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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062



**i) RESOLUTION NO. 9**

**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) thereof of the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate not exceeding ₹ 200 Crores over and above limit of sixty percent of the Company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more, prescribed under the aforesaid Section to make any loan to any person or to other body corporate or give any guarantee or to provide security in connection with a loan to other body corporate or person or to acquire by way of subscription, purchase or otherwise the securities of any other body corporate.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid and further to execute all documents and writings as may be necessary, proper desirable or expedient to give effect to this resolution.

(i) Voted **in favour** of 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
31	1,15,61,467	100



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

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
6	6,00,062

4. 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.
5. The ballot papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
6. The consolidated result of the votes cast (by E-voting and by voting through ballot papers) is provided as Annexure-1 to this report.

Thanking You,  
Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan  
Partner  
F.C.S - 2347 : C.P. No. 833

Place: Bangalore  
Dated: September 30, 2014

Annexure - 1

Consolidated result of voting (by E- voting and voting through ballot papers) for resolution numbers 1 to 9 of the notice of the 13th Annual General Meeting of "Acropetal Technologies Limited" held on Monday, September 29, 2014 at 10.00 A.M.

Resolution Number	Total Valid Votes			Voted in favour of resolution			Voted against resolution			Percentage	
	By E-Voting	By Ballot	Total	By E-Voting	By Ballot	Total	By E-Voting	By Ballot	Total	%	%
1	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
2	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
3	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
4	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
5	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
6	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
7	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
8	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01
9	2909950	11561467	14471417	2907950	11561467	14469417	2000	0	2000	99.99	0.01



September 26, 2014

**REPORT OF SCRUTINIZER**

**[E – VOTING]**

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies  
(Management and Administration) Rules, 2014]

To,

The Chairman,

**Acropetal Technologies Limited,**

#74/75, 3rd Cross, 1st Main, N.S. Palya,

Bannerghatta Road,

Bangalore – 560 076.

Sir,

I, V.Sreedharan, Partner of M/s V.Sreedharan and Associates, Company Secretaries, Bangalore, was appointed as Scrutinizer for the Annual General Meeting of the Equity Shareholders of "**Acropetal Technologies Limited**" to be held on Monday, September 29, 2014 at 10.00 A.M at the registered office of the company '**#74/75, 3rd Cross, 1st Main, N S Palya, Bannerghatta Road, Bangalore - 560 076**' for the purpose of scrutinizing the E Voting process in a fair and transparent manner and ascertaining the requisite majority on E Voting



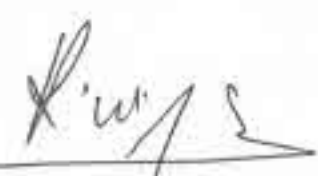
carried out as per the provisions of the Companies Act, 2013 and Sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-Voting period remained open from 6.00 AM on September 24, 2014 up to 6.00 PM on September 25, 2014.
2. The Notice was sent to all the Members, whose names appeared in the Register of Members as on August 22, 2014, who were entitled to vote on the proposed 9 (Nine) resolutions as mentioned the item Number 1 to 9 of the Notice of the Thirteenth Annual General Meeting of "Acropetal Technologies Limited".
3. The votes were finalised (unblocked) on Thursday, September 25, 2014 around 6.49 P.M. in the presence of two witnesses, namely, Ms. Padmasri M.V, residing at 146/224, 'D' 18<sup>th</sup> Main, 5<sup>th</sup> Phase, J.P Nagar, Bangalore 560078 and Mr.Vijayesh Rajendran, residing at 56/5-1, G-7, Silverline Tulip Apartments, 9<sup>th</sup> Cross, Sarraki Main Road, J.P Nagar I Phase, Bangalore 560078 who are not in employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
**(Padmasri M.V)**

  
**(Vijayesh Rajendran)**



4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the E - Voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>).

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

**a) RESOLUTION NO. 1**

To receive, consider, approve and adopt the financial statements of the Company for the year ended 31<sup>st</sup> March, 2014, including the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date both on stand alone and consolidated basis together with the reports of Board of Directors and the Auditors thereon.

(i) Voted **in favour** of Resolution:

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e-voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**





**b) RESOLUTION NO. 2**

To appoint Mr. Ravi Kumar D who retires by rotation and being eligible, offers himself for reappointment.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**

**c) RESOLUTION NO. 3**

**RESOLVED** that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. K Gopalakrishnan & Co, (Firm Registration Number 009600S) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixteenth Annual General Meeting of the Company to be held in the year 2017 (subject



to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling expenses etc, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**

d) **RESOLUTION NO. 4**

**RESOLVED** that pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Subramanya Reddy D K (DIN:02862329) , a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for such appointment, be



and is hereby appointed as an Independent Director of the Company with effect from 29<sup>th</sup> September, 2014 up to 31st March 2019.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**

e) **RESOLUTION NO. 5**

**RESOLVED** that pursuant to the provisions of Section 149,152 and other applicable provisions, if any, of the Companies Act, 2013(Act) and the Rules framed thereunder, read with Schedule IV to the Act, as amended from time to time, Dr. Madhu Sudhana Reddy M (DIN:06733069) , a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby



appointed as an Independent Director of the Company with effect from 29th September,2014 up to 31st March,2019.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**

f) **RESOLUTION NO. 6**

**RESOLVED** that in supersession of the Ordinary Resolution adopted at the Tenth Annual General Meeting held on 28th September, 2011 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) 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 to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total



amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers / Financial Institutions / Other Bodies Corporates in the ordinary course of business, shall not be in excess of ₹300 Crores (Rupees three hundred crores only) over and above the aggregate of the paid up share capital and free reserves of the Company

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowings(s) aforesaid and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**



g) **RESOLUTION NO. 7**

**RESOLVED** that subject to the approval of members for the ordinary business No.2 of this notice and in accordance with the provisions of Section 196,197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 including any statutory modification or re-enactment thereof and in continuation of the approval given at the twelfth annual general meeting of the Company held on 26th December, 2013, for the re-appointment of Mr. Ravi Kumar D as the Managing Director of the Company and for the payment of remuneration to him, approval be and is hereby given for the continuation of his appointment as the Managing Director of the Company from 1st April, 2014 to 14th December, 2015 on the following remuneration.

The remuneration viz, Salary, allowances and perquisites shall not exceed ₹' 90.00 lakhs (Rupees Ninety Lakhs only) per annum and

- a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax, 1961;
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c) Encashment of leave at the end of the tenure.

subject to availability of adequate profits as prescribed under Section I of Part II of Schedule V of the Act or In case of loss or inadequate profits to remunerate as above, the remuneration payable for the financial year shall be based on the



effective capital as on the last date of each of the preceding financial year, as prescribed under Section II of Part II of Schedule V of the Act and the prerequisites mentioned at (a), (b), and (c) above

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in this regard and further to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**



**h) RESOLUTION NO. 8**

**RESOLVED** THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals and permissions as may be required, consent of the members be and is hereby accorded to mortgage and / or create charge, in addition to the mortgages / charges created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms and conditions as may be determined, on all or any of the movable and /or immovable properties of the Company and / or the interest held by the Company in all or any of the movable and / or immovable properties , both present and future and / or the whole or any part of the undertakings(s) of the Company, in favour of lender(s), agents(s) and trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) and securities comprising non-convertible debentures, bonds or other debt instrument(s), issued / to be issued by the Company from time to time together with interest at the respective agreed rates and all other costs, charges and expenses and all other monies payable by the Company in terms of the loan agreements(s), debenture trust deed(s) or any agreement / document entered into/ to be entered into by between the Company and the lender(s)/investor(s) / agent(s) in respect of the said loan, borrowing / debenture 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 Company and the lender(s), agent(s) and /or trustee(s) up to the limits approved under section 181(1)(c) of the Act.

**RESOLVED FURTHER** that the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to finalise and execute such debenture trust deeds or mortgage, charge, hypothecation, lien, promissory notes, as they may deem fit and to do all such acts, deeds and things and give such directions as may be deemed necessary, desirable or expedient to give effect to this resolution.

(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

(iii) **Invalid** Votes: **NIL**



i) **RESOLUTION NO. 9**

**RESOLVED THAT** pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013, read with the relevant Rules thereof (including any statutory modification(s) thereof of the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors including any Committee thereof (hereinafter referred to as "the Board") to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate not exceeding ₹ 200 Crores over and above limit of sixty percent of the Company's paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more, prescribed under the aforesaid Section to make any loan to any person or to other body corporate or give any guarantee or to provide security in connection with a loan to other body corporate or person or to acquire by way of subscription, purchase or otherwise the securities of any other body corporate.

**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid and further to execute all documents and writings as may be necessary, proper desirable or expedient to give effect to this resolution.



(i) Voted **in favour** of Resolution:

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
3	29,07,950	99.93

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

Number of Members voted through e- voting system	Number of votes cast by them	% of Total Number of valid votes cast
1	2,000	0.07

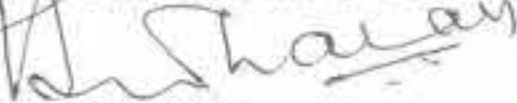
(iii) **Invalid** Votes: **NIL**

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,

Yours faithfully,

For V. Sreedharan & Associates



V. Sreedharan

Partner

F.C.S - 2347 : C.P. No. 833

Place: Bangalore

Dated: September 27, 2014