

# Parle Software Ltd.

CIN:L21000MH1983PLC029128

*Bridge to Technology*



Regd. Off. : 6-B, Knox Plaza, Ground Floor, Near Grand Hometel Hotel, Off. Link Road, Malad (W), Mumbai : 400064.  
Tel.: 2876 9986 Fax: 4003 3979 Website: [www.parlesoftwares.com](http://www.parlesoftwares.com) Email: [parle.software@gmail.com](mailto:parle.software@gmail.com), [info@parlesoftwares.com](mailto:info@parlesoftwares.com)

Date: 1st August, 2019

**BSE Ltd.,**

Corporate Relationship Department,  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400 001.

**BSE Scrip Code: 532911**

**Sub: Outcome of 36<sup>th</sup> Annual General Meeting held on 31st July, 2019.**

**Ref: Submission of Voting results of 36<sup>th</sup> AGM pursuant to Regulation 44(3) of SEBI (Listing Obligation & Disclosures Requirements) Regulations, 2015.**

Dear Sir,

This is to inform you that the 36<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on Wednesday, 31st July, 2019 at 10:30 a.m. which concluded at 01:40 p.m. at Golden Gate Banquet, D.J. Road, Vile Parle (W), Mumbai – 400 056.

All the items of the business as mentioned in the Notice convening the said AGM have been transacted and the Resolutions at item No.1 to item No.7 have been passed by the shareholders by way of e-voting and poll voting.

A copy of the Report of Scrutinizer on the combined result (for e-voting and poll) is attached. The copy of the same will be placed on Company's Website i.e. [www.parlesoftwares.com](http://www.parlesoftwares.com) and on the website of Central Depository Services (India) Limited.

Kindly take the above information on your record and oblige.

Thanking you.

Yours faithfully,

**For Parle Software Limited**

**Manish Kumar Vyas**

Company Secretary & Compliance Officer



# MONIKA THANVI & ASSOCIATES

## Company Secretaries

### SCRUTINIZER'S REPORT

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

To,  
The Chairman  
Parle Software Limited  
6/B- Knox Plaza, Ground Floor,  
Mind Space, Malad West,  
Mumbai- 400 064

Respected Sir,

**Sub.: Scrutinizer's Report for passing of resolutions through E-Voting and Poll process at Annual General Meeting held on 31<sup>st</sup> July, 2019 at Golden Gate Banquet, D.J. Road, Vile Parle (W), Mumbai - 400 056**

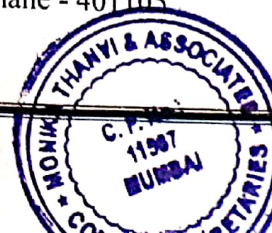
1. I, CS Monika Thanvi, Proprietor of M/s. Monika Thanvi & Associates, Company Secretaries was appointed as Scrutinizer by the Company on 27<sup>th</sup> June, 2019 for the purpose of :

- Conducting Poll through polling papers under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014;
- Scrutinizing the e-voting process in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India.
- Scrutinizing the votes cast through Polling Paper (at the AGM) for those members, who have not cast their votes through e-voting platform.

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 07 as set out in the Notice of 36<sup>th</sup> Annual General Meeting (AGM) of the members of the Company dated 27<sup>th</sup> June, 2019.

2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll conducted at the AGM on the resolutions contained in the notice of the 36<sup>th</sup> Annual

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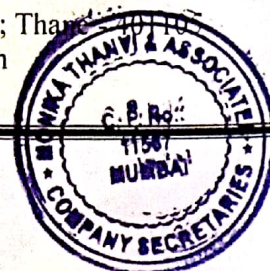
# MONIKA THANVI & ASSOCIATES

## Company Secretaries

General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting and poll process is restricted to make a consolidated scrutinizers' report of the votes cast in "Favor" or "Against" for the matters/resolution stated in the Notice of the 36<sup>th</sup> Annual General Meeting based on the reports generated in the e-voting system provided by Central Depository Services (India) Limited, "CDSL" the authorized agency to provide remote e-voting facility and votes casted through poll process at the Annual General Meeting.

3. On the basis of the Register of Members and the list of beneficial owners made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 24<sup>th</sup> July, 2019 (the cut of date for the purpose of determination of voting rights of shareholders), the notice of the Annual General Meeting of the Company along with notice of e-voting and Annual Report for the year ended 31<sup>st</sup> March, 2019.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has published advertisement about having sent the notice of meeting and providing e-voting facility in the English newspaper "Financial Express" and Local newspaper "Mumbai Lakshadeep" on 9<sup>th</sup> July, 2019.
5. In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from 28<sup>th</sup> July, 2019 (9:00 am) to 30<sup>th</sup> July, 2019 (5:00 pm). The members casted their votes electronically on e-voting platform provided by Central Depository Services Limited (CDSL).
6. As required under the said Rules, I unlocked the E-voting on the platform provided by CDSL and Poll provided at the AGM, in the presence of Ms. Kunjal Thakur and Mr. Jitendra Thanvi, who are not the employees of the Company. The Ballot box was opened and polling papers were removed and examined.
7. The second cut-off date is considered as 24<sup>th</sup> July, 2019 for the purpose of members who are entitled to attend the AGM also have right to exercise their vote as per Section 108 read with Rule 20(2) which is inadvertently mentioned by the Company as 28<sup>th</sup> June, 2019 in the notice of AGM.
8. I, herewith submit my report on E-voting and the Poll conducted at the AGM as under:
  - After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
  - 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 Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.

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- The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- The Poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe Keeping.
- Summary of the e-voting received and Poll Conducted at AGM is as follows:

### Resolution No. 1

Ordinary Resolution To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March 2019, including the audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date together with the Reports of Directors' and Auditors' thereon.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	25	1,32,07,246	99.37
Poll	31	84,002	0.63
Total	56	1,32,91,248	100.00

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	1	5	100.00
Poll	0	0	0
Total	1	5	100.00

(iii) Invalid votes :

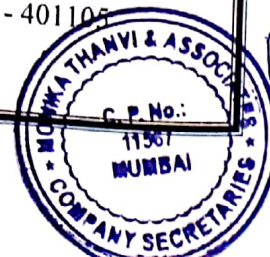
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Result : May be considered as passed unanimously.

### Resolution No. 2

Ordinary Resolution for Re-appointment of Mrs. Manisha Patel as a Director liable to retire by rotation.

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(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	25	1,32,07,246	99.37
Poll	31	84,002	00.63
Total	56	1,32,91,248	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	1	5	100
Poll	0	0	0
Total	1	5	100

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Result : May be considered as passed unanimously.

### Resolution No. 3

Ordinary Resolution : Change in Designation of Mrs. Manisha Patel (DIN: 06817377) from Non-Executive Director to Executive Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	25	1,32,07,246	99.37
Poll	31	84,002	00.63
Total	56	1,32,91,208	100

(ii) Voted against the resolution:

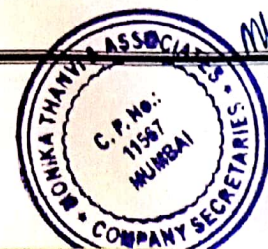
Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	1	5	100
Poll	0	0	0
Total	1	5	100

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Result : May be considered as passed unanimously.

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### Resolution No. 4

Ordinary Resolution : To approve appointment of Mrs. Unnatti Nishant Jain (DIN: 07910214) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	25	1,32,07,246	99.37
Poll	31	84,002	00.63
Total	56	1,32,91,248	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	1	5	100
Poll	0	0	0
Total	1	5	100

(iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Result : May be considered as passed unanimously.

### Resolution No. 5

Special Resolution : To approve re-appointment of Mr. Ashish Kankani (DIN: 01971768) as an Independent Director of the Company.

(i) Voted in favour of resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	25	1,32,07,246	99.37
Poll	31	84,002	00.63
Total	56	1,32,91,248	100

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	1	5	100
Poll	0	0	0
Total	1	5	100

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## Company Secretaries

### (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Result : May be considered as passed unanimously.

### Resolution No. 6

Special Resolution : To approve re-appointment of Mr. Paresh Sampat (DIN: 00410185) as an Independent Director of the Company.

### (i) Voted in favour of the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	25	1,32,07,246	99.37
Poll	31	84,002	00.63
Total	56	1,32,91,248	100

### (ii) Voted against the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	1	5	100
Poll	0	0	0
Total	1	5	100

### (iii) Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
1	1

Result : May be considered as passed unanimously.

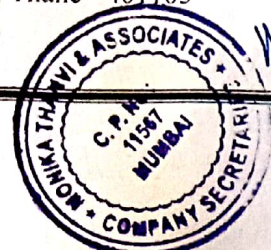
### Resolution No. 7

Special Resolution : To approve the Change of name of the Company from 'Parle Software Limited' to 'Parle Industries Limited'.

### (i) Voted in favour of the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	25	1,32,07,246	99.37
Poll	31	84,002	00.63
Total	56	1,32,91,248	100

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## Company Secretaries

(ii) Voted against the resolution:

Mode of Voting	Number of Members Voted	No. of Votes Cast by them	% of total number of valid votes casted
E-Voting	1	5	100
Poll	0	0	0
Total	1	5	100

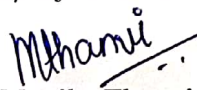
(iii) Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes cast by them
1	1

Result : May be considered as passed unanimously.

9. You may accordingly declare the result at the Annual General Meeting held on 31<sup>st</sup> July, 2019.

For Monika Thanvi & Associates  
Company Secretaries

  
CS Monika Thanvi  
Proprietor

Place: Mumbai  
Date: 1<sup>st</sup> August, 2019



M. No. ACS 31494  
C.P. No. 11567

Countersigned and received the report:

\_\_\_\_\_  
Chairman/ Authorised Signatory  
Parle Software Limited

Place:  
Date: