

Parle Software Ltd.

CIN:L29595MH1983PLC029128

Bridge to Technology



Regd. Off.: 403, Kane Plaza, Mind Space, Off Link Road, Malad (West), Mumbai - 400 064, India.
Tel.: 28769986, 40033979. Fax: 28769986. Website: www.parlesoftwares.com Email: parle.software@gmail.com, info@parlesoftwares.com

17th September, 2014

To,

**Corporate Relationship Department,
BSE Limited,
P.J. Towers, 1st Floor,
Dalal Street,
Mumbai - 400 001.
Scrip Code : 532911**

Ref: Outcome of 31st Annual General Meeting of the Company and Clause 35A of Listing Agreement

Sub: Voting Details

Dear Sir,

This is to inform you that the 31st Annual General Meeting (AGM) of the members of the Company was held on 16th September 2014 at Landmark Building, Link Road, Mith Chowki, Malad (W), Mumbai - 400 064.

All the items of the business as mentioned in the Notice convening the said AGM have been transacted and all the resolutions (item no.1 to item no.7) have been passed by the shareholders unanimously by way of e-voting, ballot and poll voting.

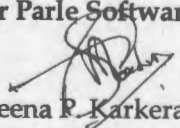
In compliance with the requirements of clause 35A of the Listing Agreement we are furnishing the relevant details pertaining to aforesaid AGM in the prescribed format as **Annexure 1.**

A copy of the Scrutinizer's Report for e-Voting and Form MGT 13 for Poll and the combined report (for e-voting and poll) are attached as **Annexure 2.**

Kindly take the above information on your record.

Thanking you.

Yours faithfully,
For Parle Software Ltd.


Sheena R. Karkera
Compliance Officer



Annexure 1

Parle Software Limited

Outcome & Voting Results 31st Annual General Meeting

A	Date of AGM	16 th September, 2014				
B	Book Closure Date	5 th September, 2014 to 16 th September, 2014				
C	Total Number of Shareholders on Record Date/Cut off Date (08 th Aug. 2014)	1,952				
D	Number of Shareholders present in the meeting either in person or through proxy	95				
	Shareholders	Present in Person	Present through Proxy	Total	Shares	% to Capital
	Promoter and Promoter Group	3	0	3	87,24,860	62.32
	Public	53	39	92	34,10,568	24.36
	Total	56	39	95	1,21,35,428	86.68
E	Number Of Shareholders Attended The Meeting Through Video Conferencing _____ No Video Conferencing Facility Was Made Available					



Mode of Voting : E-voting and Poll

Resolution No.1: Adoption of Audited Annual Accounts for the year ended 31st March, 2014 along with the Report of the Director and Auditors thereon							
Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	87,24,860	87,24,860	100	87,24,860	NIL	100	NIL
Public-Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	52,75,140	34,10,568	64.65	34,10,568	NIL	100	NIL
Total	1,40,00,000	1,21,35,428		1,21,35,428	NIL	100	NIL

Resolution No.2: To elect and appoint Director in place of those retiring by rotation.							
Category	Shares Held	Votes Polled	% of Votes Polled on outstanding shares	No. of Votes -in favour	No. of Votes - against	% of Votes in favour on Votes Polled	% of Votes against on Votes Polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	87,24,860	87,24,860	100	87,24,860	NIL	100	NIL
Public-Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	52,75,140	34,10,568	64.65	34,10,568	NIL	100	NIL
Total	1,40,00,000	1,21,35,428		1,21,35,428	NIL	100	NIL



Resolution No.3: Re-appointment of G. R. Modi & Co., as the Statutory Auditors of the company to hold office from conclusion of this meeting till conclusion of the 34th Annual General Meeting.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	87,24,860	87,24,860	100	87,24,860	NIL	100	NIL
Public-Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	52,75,140	34,10,568	64.65	34,10,568	NIL	100	NIL
Total	1,40,00,000	1,21,35,428		1,21,35,428	NIL	100	NIL

Resolution No.4: Appointment of Mr. Ashish Kankani as an Independent Director of the Company from a term of 5 consecutive years commencing from 16th September, 2014.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	87,24,860	87,24,860	100	87,24,860	NIL	100	NIL
Public-Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	52,75,140	34,10,568	64.65	34,10,568	NIL	100	NIL
Total	1,40,00,000	1,21,35,428		1,21,35,428	NIL	100	NIL

Resolution No.5: Appointment of Mr. Harish Luharka as an Independent Director of the Company from a term of 5 consecutive years commencing from 16th September, 2014.

Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	87,24,860	87,24,860	100	87,24,860	NIL	100	NIL
Public-Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	52,75,140	34,10,568	64.65	34,10,568	NIL	100	NIL
Total	1,40,00,000	1,21,35,428		1,21,35,428	NIL	100	NIL



Resolution No.6: Adoption of New Articles of Association of the Company.							
Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	87,24,860	87,24,860	100	87,24,860	NIL	100	NIL
Public-Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	52,75,140	34,10,568	64.65	34,10,568	NIL	100	NIL
Total	1,40,00,000	1,21,35,428		1,21,35,428	NIL	100	NIL

Resolution No.7: Appointment of Mr. Paresh Sampat as an Independent Director of the Company from a term of 5 consecutive years commencing from 16th September, 2014.							
Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes -in favour (4)	No. of Votes - against (5)	% of Votes in favour on Votes Polled (6)=[(4)/(2)]*100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	87,24,860	87,24,860	100	87,24,860	NIL	100	NIL
Public-Institutional Holders	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	52,75,140	34,10,568	64.65	34,10,568	NIL	100	NIL
Total	1,40,00,000	1,21,35,428		1,21,35,428	NIL	100	NIL



MANISHA BAJAJ
PRACTISING COMPANY SECRETARIES

SCRUTINIZER'S REPORT
(FOR E-VOTING AND BALLOT)

To,
The Chairman of 31st Annual General Meeting of the members of
Parle Software Limited to be held on 16th September 2014 at 10.30 a.m.

Dear Sir,

I Manisha Bajaj, Practising Company Secretary (ACS: 24724 & CP No. 8932) has been appointed as scrutinizer by the Board of Directors of Parle Software Limited for the purpose scrutinizing the e voting process under the provisions of section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) and to scrutinize the physical ballot forms received by the shareholders who did not opt for e-voting in respect of the below mentioned resolutions to be passed at the 31st Annual General Meeting of the Company to be held on 16th September 2014.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to physical ballot forms and e voting on the resolutions contained in the Notice to the 31st Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e voting process and ballot forms received is restricted to make scrutinizers report of the votes cast "in favor" or "against" the resolutions in the notice, based on ballot papers received and reports generated from the e- voting platform provided by Link Intime India Pvt. Ltd.

The Company has provided e voting facility and voting by ballot forms to all the shareholders registered with the Company and entitled to vote as on 8th August 2014.

The e voting period began at 9.00 am on Tuesday, 9th September, 2014 and ended at 6.00 p.m. on Thursday, 11th September, 2014 being the last date and time fixed by the Company for e voting.

The votes were unblocked in presence of two witnesses who were not in employment of the Company. Also votes cast through ballot forms received upto 6.00 p.m. on 11th September 2014 were considered.

I now submit my report on result of voting through electronic means and through ballot forms in respect of said resolutions.

218-A, GULMOHAR ANSAL VIHAR, NR. SHIMPOLI TELE. EXCHANGE, CHIKUWADI,
BORIVALI (WEST), MUMBAI-92
CONTACT +91 9819812361
EMAIL ID: mani1312@gmail.com; manishabajaj.cs@gmail.com



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E-VOTING

Item No.	Description	No of Members voted through e-voting system*	Number of votes cast (shares)	Invalid Votes	No of Shares in favour	No of shares against
1	Adoption of Audited Annual Accounts for the year ended 31 st March, 2014 along with the Report of the Director and Auditors thereon.	Nil	Nil	Nil	Nil	Nil
2	To elect and appoint Director in place of those retiring by rotation.	Nil	Nil	Nil	Nil	Nil
3	Re-appointment of G. R. Modi & Co., as the Statutory Auditors of the company to hold office from conclusion of this meeting till conclusion of the 34 th Annual General Meeting.	Nil	Nil	Nil	Nil	Nil
4	Appointment of Mr. Ashish Kankani as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	Nil	Nil	Nil	Nil	Nil
5	Appointment of Mr. Harish Luharuka as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	Nil	Nil	Nil	Nil	Nil
6	Adoption of New Articles of Association of the Company.	Nil	Nil	Nil	Nil	Nil

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7	Appointment of Mr. Paresh Sampat as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	Nil	Nil	Nil	Nil	Nil
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* No members have participated in the e – voting platform provided by the Company.

BALLOT

Item No.	Description	No of Members voted through ballot forms**	Number of votes cast (shares)	Invalid Votes	No of Shares in favour	No of shares against
1	Adoption of Audited Annual Accounts for the year ended 31 st March, 2014 along with the Report of the Director and Auditors thereon.	5	5880	5880	Nil	Nil
2	To elect and appoint Director in place of those retiring by rotation.	5	5880	5880	Nil	Nil
3	Re-appointment of G. R. Modi & Co., as the Statutory Auditors of the company to hold office from conclusion of this meeting till conclusion of the 34 th Annual General Meeting.	5	5880	5880	Nil	Nil
4	Appointment of Mr. Ashish Kankani as an Independent Director of the Company for a term	5	5880	5880	Nil	Nil

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	of 5 consecutive years commencing from 16 th September 2014.					
5	Appointment of Mr. Harish Luharuka as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	5	5880	5880	Nil	Nil
6	Adoption of New Articles of Association of the Company.	5	5880	5880	Nil	Nil
7	Appointment of Mr. Paresh Sampat as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	5	5880	5880	Nil	Nil

**** 6 Ballot Forms were received from the Company. Out of which votes were cast in only 5. But they were received on 15.09.2014 i.e. after the last date (11.09.2014) and hence were treated as Invalid.**

All the records relating to e voting and physical ballot shall remain in our custody until the Chairman considers, approves and signs the minutes of the said Annual General Meeting and thereafter the same will be handed over to the compliance officer for safe keeping.

Manisha

Manisha Bajaj
Practising Company Secretary
CP 8932
ACS 24724
Date: 15/09/2014
Place: Mumbai

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MANISHA BAJAJ
PRACTISING COMPANY SECRETARIES

Form No. MGT 13

REPORT OF SCRUTINIZER

(Pursuant to section 109 of Companies Act, 2013 and Rule 21(2) of the Companies
(Management & Administration) Rules, 2014

To,

The Chairman of 31st Annual General Meeting of the members of
Parle Software Limited held on 16th September 2014 at 10.30 a.m.

Dear Sir,

I Manisha Bajaj, Practising Company Secretary (ACS: 24724 & CP No. 8932) has been appointed as scrutinizer by the Board of Directors of Parle Software Limited for the purpose scrutinizing the poll taken on the below mentioned resolutions at the 31st Annual General Meeting of the Company held on 16th September 2014.

- 1). After the time fixed for closing of poll by the Chairman, the box kept for polling was locked in my presence with due identification marks placed.
- 2). The locked box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Share Transfer Agent of the Company and authorizations and proxies lodged with the Company.
- 3). Where the members voted in person as well as by proxy, the votes by proxy were rejected.
- 4). Result of Poll is as under:

Item No.1 - Ordinary Resolution:

Adoption of Audited Annual Accounts for the year ended 31st March, 2014 along with the Report of the Director and Auditors thereon.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
95	12135428	100

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PRACTISING COMPANY SECRETARIES

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(ii) Voted against the resolution :

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
Nil	Nil	Nil

(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
1	6000

Item No.2: Ordinary Resolution:

To elect and appoint Director in place of those retiring by rotation.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
95	12135428	100

(ii) Voted against the resolution :

Number of members present in person or by proxy	Number of votes cast	As a % of total no of valid votes
Nil	Nil	Nil

(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
1	6000

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Item No.3: Ordinary Resolution:

Re-appointment of G. R. Modi & Co., as the Statutory Auditors of the company to hold office from conclusion of this meeting till conclusion of the 34th Annual General Meeting.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
95	12135428	100

(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
Nil	Nil	Nil

(iii) Invalid Votes *:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
1	6000

Item No.4: Ordinary Resolution:

Appointment of Mr. Ashish Kankani as an Independent Director of the Company for a term of 5 consecutive years commencing from 16th September 2014.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
95	12135428	100

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PRACTISING COMPANY SECRETARIES

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(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
Nil	Nil	Nil

(iii) Invalid Votes *:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
1	6000

Item No.5: Ordinary Resolution:

Appointment of Mr. Harish Luharuka as an Independent Director of the Company for a term of 5 consecutive years commencing from 16th September 2014.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
95	12135428	100

(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
Nil	Nil	Nil

(iii) Invalid Votes *:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
1	6000

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MANISHA BAJAJ
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Item No.6: Special Resolution:

Adoption of New Articles of Association of the Company

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
95	12135428	100

(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
Nil	Nil	Nil

(iii) Invalid Votes *:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
1	6000

Item No.7: Ordinary Resolution:

Appointment of Mr. Paresh Sampat as an Independent Director of the Company for a term of 5 consecutive years commencing from 16th September 2014.

(i) Voted in favor of the resolution:

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
95	12135428	100

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(ii) Voted against the resolution :

Number of members present in person or by proxy)	Number of votes cast	As a % of total no of valid votes
Nil	Nil	Nil

(iii) Invalid Votes*:

Total No of members (in person or by proxy) whose votes were declared as invalid	Total no of votes cast by them
1	6000

* One member has voted in person as well as in proxy, and accordingly votes cast by proxy were rejected.

There were members having multiple folios. We have considered each folio as a separate member.

5). List of shareholders who voted "for", "against" and those whose votes were declared invalid for each resolution has been sent to the Company.

6). Poll papers and other relevant records were sealed and handed over to the Compliance officer of the Company for safe keeping.



Manisha Bajaj
Practising Company Secretary
CP 8932
ACS 24724
Date: 17/09/2014
Place: Mumbai

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MANISHA BAJAJ
PRACTISING COMPANY SECRETARIES

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CONSOLIDATED RESULTS OF E- VOTING, BALLOT AND POLL IN RESPECT OF THE 31ST ANNUAL GENERAL MEETING OF PARLE SOFTWARE LIMITED HELD ON 16TH SEPTEMBER, 2014

To,
The Chairman,
Parle Software Limited

The Company has appointed me as a scrutinizer to scrutinize the e voting, voting through ballot and also for the poll held at 31st Annual General Meeting (AGM) of the Company held on 16th September 2014.

The management is responsible to ensure compliance with the requirements of Companies Act, 2013 and rules relating to physical ballot forms and e voting and poll on the resolutions contained in the Notice to the 31st Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e voting process, ballot forms received and poll is restricted to make scrutinizers report of the votes cast "in favor" or "against" the resolutions in the notice, based on ballot papers received and reports generated from the e- voting platform provided by Link Intime India Pvt. Ltd and also at the time of poll at AGM.

I have issued separate scrutinizer report dated 15TH September 2014 on e voting and ballot papers and on poll dated 17th September 2014. As requested by management I submit herewith my combined report on e- voting, ballot forms and poll as under:

Item of notice	Votes in favor of resolution	Votes against the resolution	Invalid votes
1. Adoption of Audited Annual Accounts for the year ended 31 st March, 2014 along with the Report of the Director and Auditors thereon.	1,21,35,428	Nil	11,880
2. To elect and appoint Director in place of those retiring by rotation.	1,21,35,428	Nil	11,880
3. Re-appointment of G. R. Modi & Co., as the Statutory Auditors of the company to hold office from conclusion of this meeting till conclusion of the 34 th Annual General Meeting.	1,21,35,428	Nil	11,880

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4. Appointment of Mr. Ashish Kankani as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	1,21,35,428	Nil	11,880
5. Appointment of Mr. Harish Luharuka as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	1,21,35,428	Nil	11,880
6. Adoption of New Articles of Association of the Company.	1,21,35,428	Nil	11,880
7. Appointment of Mr. Paresh Sampat as an Independent Director of the Company for a term of 5 consecutive years commencing from 16 th September 2014.	1,21,35,428	Nil	11,880

Thus, 1,21,35,428 votes were cast in favour of the above resolutions (100% of the total valid votes) and no votes were cast against the above resolutions (0% of total valid votes). Accordingly, the above resolutions were passed unanimously.

Manisha

Manisha Bajaj
Practising Company Secretary
CP 8932
ACS 24724
Date: 17/09/2014
Place: Mumbai

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