

Dev Information Technology Limited

Reg. Office: 14, Aaryans Corporate Park, Near Shilaj Railway Crossing,
Thaltej-Shilaj Road, Thaltej, Ahmedabad-380 059. (INDIA)
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Offices: Gujarat | Maharashtra | Rajasthan | Canada
CIN: L30000GJ1997PLC033479



Dated: 20.04.2018

To,
The Manager-Listing Department,
The National Stock Exchange of India Limited,
Exchange Plaza, Plot No. C/1, G-Block,
Bandra Kurla complex,
Bandra East,
Mumbai-400 051

Ref: DEV INFORMATION TECHNOLOGY LIMITED (DEVIT) (Series: SM)

Sub: Proceedings and declaration of result of special resolution passed through Postal Ballot

This is with reference to the Postal Ballot Notice dated March 05,2018, together with Postal Ballot form, communication sent to the members of the company seeking their consent for Dev Information Technology Employee Stock Option Plan-2018.

The results of the postal ballot as per format prescribed in Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,2015 is attached as Annexure I

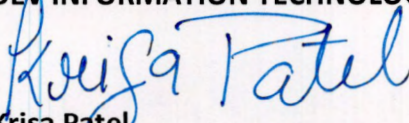
M/s. Murtuza Mandorwala & Associates, Company Secretary, Ahmedabad, has been appointed as Scrutinizer by the Board of Directors, submitted his report dated April 19, 2018, on postal ballot received from the members to the Company. The Chairman declared the result on April 20,2018 based on the report submitted by the Scrutinizer. The Scrutinizer's Report is attached herewith as Annexure II.

You are requested to kindly take the above information on your records.

Thanking You,

On behalf of Board of Directors

DEV INFORMATION TECHNOLOGY LIMITED


Kriisa Patel

Company Secretary
ACS 47595
Place: Ahmedabad



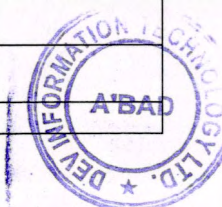
Format for Voting Results

Date of the EGM	18 th April, 2018 – Being last date of receipt of Postal Ballot
Total number of shareholders on record date	215
No. of shareholders voted through postal ballot:	
Promoters and Promoter Group:	21
Public:	28
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public	NA

Resolution No. 1 : To approve Dev Information Technology Employee Stock Option Plan – 2018 ('ESOP 2018' or 'Plan').

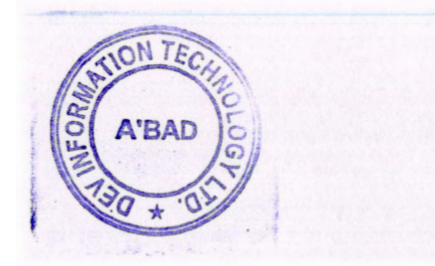
Resolution required: (Ordinary / Special)		Special Resolution with majority of votes in favour.						
Whether promoter/ promoter group are interested in the agenda/resolution?		None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the Scheme except to the extent of their respective shareholdings in the Company						
Category	Mode of Voting	No. of shares held	No. of 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)]*10
Promoter and Promoter Group	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	3777000	3439500	91.06	3439500	00	100%	00
	Total	3777000	3439500	91.06	3439500	00	100%	00
Public-Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	Not Applicable						
	Total	Not Applicable						
Public-Non Institutions	E-Voting	Not Applicable						
	Poll	Not Applicable						
	Postal Ballot (if applicable)	1743500	897500*	51.48	894500	00	99.66%	00
	Total	1743500	897500*	51.48	894500	00	99.66%	00
Total		5520500	4337000	78.56%	4334000	00	99.93%	00

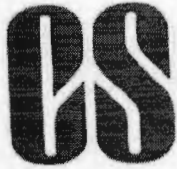
- One Application amounting to Shares 3000 has been declared as invalid by the scrutinizer



Resolution No. 2 : To extend the approval of Dev Information Technology Employee Stock Option Plan — 2018 ('ESOP 2018' or 'Plan')

As per scrutinizer Independent report dated 19th March, 2018 the Above Resolution was included in the notice dated 05th March, 2018, but the said resolution was not included in the postal ballot form dated 05th March, 2018. Accordingly, the said resolution is deemed not to be passed.





MURTUZA MANDORWALA AND ASSOCIATES

PRACTISING COMPANY SECRETARY

Date 19th April, 2018

To,
The Chairman
DEV INFORMATION TECHNOLOGY LIMITED
14, Aaryans Corporate Park
Nr. Shilaj Railway Crossing, Thaltej
Ahmedabad-380059

Dear Sir,

Re: Report of Scrutinizer on passing of resolution through Postal Ballot

1. The Board of Directors of the Company has, vide its meeting held on 05th March, 2018 appointed me as Scrutinizer for conducting the postal ballot voting process for passing Special Resolution as set out in the Notice of the Postal Ballot dated 05th March, 2018
2. I submit my report as under :

The Company had completed dispatch, of Notice of Postal Ballot dated 05th March, 2018 along with the Postal Ballot Form and a self-addressed postage prepaid Business Reply Envelope, on 19th March, 2018 to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 16th March, 2018.

Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

All postal ballot forms received on or before working hours i.e. 5.00 P.M. on 18th April, 2018, being the last date fixed by the Company for receipt of the forms, were considered for my scrutiny.

The postal ballot forms were kept under my safe custody before commencing the scrutiny of the said postal ballot forms.


The postal ballot forms were duly opened, scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/list of beneficiaries.


No Envelopes containing postal Ballot forms were received after 5.00 P.M. on 18th April, 2018

I did not find any defaced or mutilated ballot paper.



D-422, BG TOWER, OPP. DELHI DARWAJA, SHAHIBAUG, AHMEDABAD-380004.

 shah.mandor@gmail.com,
murtaza.mandor@gmail.com

 +91 9409020523
+91 7878121143

3. A summary of the postal ballot forms received / e-voting is given below :

Resolution No. 1 : To approve Dev Information Technology Employee Stock Option Plan — 2018 ('ESOP 2018' or 'Plan').

<i>Particulars</i>	<i>No. of Postal Ballot forms</i>	<i>No. of Shares</i>	<i>% of total paid up equity capital</i>	<i>% of total votes polled</i>
a) Total Postal Ballot forms received	51	4337000	78.56%	100%
b) Less; Invalid Postal Ballot forms	1	3000	0.05%	0.07%
c) Net Valid postal ballots with voting exercised	50	4334000	78.51%	99.93%
d) Physical Postal ballot forms with assent (favour) for the Resolution	50	4334000	78.51%	99.93%
e) Physical Postal Ballot with dissent (against) for the resolution	0	0	0	0
f) Physical Postal ballot forms not voted for the Resolution	0	0	0	0
Total Postal Ballot with ASSENT in Mode	50	4334000	78.51%	99.93%
Total Postal Ballot With DISSENT in Physical Mode	0	0	0	0
Since total votes polled in favour of resolution is 100.00% and total votes polled against the resolution is 0.00%, resolution has been passed as a Special Resolution.				

Resolution No. 2 : To extend the approval of Dev Information Technology Employee Stock Option Plan — 2018 ('ESOP 2018' or 'Plan')

The Above Resolution was included in the notice dated 05th March, 2018, but the said resolution was not included in the postal ballot form dated 05th March, 2018. Accordingly, the said resolution is deemed not to be passed.

4. The postal ballot forms and other related papers/registers and records were handed over to Ms. Krisa Patel, Company Secretary for safe custody.



5. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you.

Yours faithfully

**For, Murtuza Mandorwala & Associates
PRACTICING COMPANY SECRETARIES**

Murtuza Mandorwala

**Murtuza Mandorwala
(PROPREITOR)
ACS No. 38021, CP No. 14284**



Counter Signed By

P. N. Pandya
**Mr. Pranav Pandya
CHAIRMAN**

**Place: Ahmedabad
Date: 19th April, 2018**

In presence of:

1. Mr. Jitesh Shah

Jitesh Shah

2. Mr. Vinod Patel

Vinod Patel