

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

To,  
The Chairman of the 16th Annual General Meeting of the Members of  
Jai Balaji Industries Limited (the Company)  
held on 21<sup>st</sup> September, 2015 at  
Rotary Sadan, (Shripati Singhania Hall)  
94/2, Chowringhee Road,  
Kolkata- 700 020

Dear Sir/Madam,

I, Priti Todi, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the voting and remote e-voting process, in a fair and transparent manner, and ascertaining the results on voting and remote e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) and Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the Annual General Meeting (AGM) of the members of the Company held on 21<sup>st</sup> September, 2015 at Rotary Sadan, (Shripati Singhania Hall) 94/2, Chowringhee Road, Kolkata- 700 020

1. The Management of the Company is responsible for ensuring the compliance with the requirements of the Act and Rules relating to voting through electronic means and voting at the AGM on the resolutions contained in the Notice for the AGM of the members of the Company.
2. My responsibility as a Scrutinizer, for the voting and remote e-voting process, is restricted to
  - a. Conducting the voting at the AGM, as provided in clauses (a) to (h) of sub-rule (1) of rule 21 of the Rules as applicable, after the end of the discussions on all the resolutions and
  - b. to make a Consolidated Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions based on:
    - i. the reports generated from the E-voting system (and any physical ballots received by me from the shareholders of the Company) as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
    - ii. Voting conducted at the AGM by use of ballot / polling paper.
3. Further to the above, I submit my report as under:-
  - i) The e-voting period remained open from Friday, 18<sup>th</sup> September 2015 (9.00 am) and ended on Sunday, 20<sup>th</sup> September 2015 (5:00 p.m.).
  - ii) The members of the Company as on the "cut-off" date i.e. 15<sup>th</sup> September, 2015 were entitled to vote on the resolutions (items nos 1 to 12) as set out in the Notice dated 14<sup>th</sup> August, 2015, of the AGM of the members of the Company.
  - iii) The members who were present at the AGM but had not cast their votes by availing the remote e-voting facility, also voted at the end of the discussions at the AGM, by using ballot / polling paper.



- iv) Immediately after the conclusion of voting at the AGM, the votes cast at the AGM were verified and counted.
- v) Thereafter, the votes cast through remote e-voting were unblocked on 21<sup>st</sup> September 2015 in the presence of 2 witnesses, Mr. Manas Ranjan Das and Mr. Shankar Mandal, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness No 1.

Witness No 2.

Signature: *Manas Ranjan Das*

Signature: *Shankar Mandal*

Name: Mr Manas Ranjan Das

Mr. Shankar Mandal

- vi) Thereafter, the results of the resolutions that were put to vote at the AGM, have been generated by consolidating the voting at the AGM and remote e-voting and are as under:

<b>Total Nos of <u>valid</u> Folios that have cast their vote</b>		:	<b>87</b>
<i>Breakup:</i>			
Through remote e-voting	76		
Voting at the AGM	11		
<b>Total No of Shares representing the 87 <u>valid folios</u> that have voted</b>		:	<b>52560553</b>
<i>Breakup:</i>			
Through remote e-voting	52560512		
Voting at the AGM	41		
<b>Total No of Folios who have voted through physical ballot forms or ballot/ polling paper but are declared <u>invalid</u></b>		:	<b>02</b>
<i>Breakup:</i>			
Through physical ballot forms	Nil		
Through ballot/ polling paper	02		
<b>Total No of Shares representing the 02 <u>invalid folios</u> declared invalid</b>		:	<b>07</b>
<i>Breakup:</i>			
Through physical ballot forms	Nil		
Through ballot/ polling paper	07		



# PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata - 700020, India  
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Email: ps@gravityinfotech.com

## Item No. 1:-

Ordinary Resolution for Adoption of Audited financial statements for the year ended March 31, 2015.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>

## Item No. 2:-

Ordinary Resolution for re-appointment of Shri Sanjiv Jajodia (DIN: 00036339), director retiring by rotation.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>

## Item No. 3:-

Ordinary Resolution for re-appointment of Shri Gourav Jajodia (DIN: 00036339), director retiring by rotation.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>



**Item No. 4:-**

Ordinary Resolution to re-appoint M/s. S. K. Agrawal and Co., Chartered Accountants as the Statutory Auditors of the Company for a term of 5 (five) years and fixing their remuneration thereof.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>

**Special Business:**

**Item No. 5:-**

Ordinary Resolution for Appointment of Ms. Seema Chowdhury (DIN: 07158338) as an Independent Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>

**Item No. 6:-**

Ordinary Resolution for Appointment of Ms. Swati Agarwal (DIN: 07158355), as an Independent Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>



**Item No. 7:-**

Ordinary Resolution for Appointment of Ms. Rakhi Jain (DIN: 07161473), as an Independent Director.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52559512	41	52559553	99.9981
Number of votes cast against	1000	0	1000	0.0019
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.0000</b>

**Item No. 8:-**

Ordinary Resolution for Ratification of the remuneration of the Cost Auditors of the Company for the financial year 2015- 16.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>

**Item No. 9:-**

Ordinary Resolution for Rescinding of resolution passed at the 15th Annual General Meeting held on 27th September, 2014, for increase in the Authorised Share Capital.

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>



**Item No. 10:-**

Special Resolution for Approval seeking Conversion of Loan into Zero Coupon, Unsecured, Unlisted, Non-Convertible Debentures

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>

**Item No. 11:-**

Special Resolution for Approval u/s 186 for making Investment in the Securities of any Body Corporate


Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	49443387	41	49443428	94.0695
Number of votes cast against	3117125	0	3117125	5.9305
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.0000</b>

**Item No. 12:-**

Special Resolution for Appointment of Shri Amit Kumar Majumdar (DIN: 07161473), as an Executive Director of the Company for a term of 3 (three) years w.e.f. 14th August, 2015

Particulars	No of Shares		Total No of Shares	% based on total votes cast
	through remote E-voting	Voting at AGM		
Number of votes cast in favour	52560512	41	52560553	100.00
Number of votes cast against	0	0	0	0
Number of votes that abstained	0	0	0	0
<b>Total</b>	<b>52560512</b>	<b>41</b>	<b>52560553</b>	<b>100.00</b>

Thanking You,  
For P.S. & Associates

  
(Priti Todl), Partner  
C.P.No: 7270, ACS: 14611  
Date : 23<sup>rd</sup> September 2015





# JAI BALAJI INDUSTRIES LIMITED

## Voting Results based on the Scrutinizer's Report of the 16<sup>th</sup> Annual General Meeting of the Company held on Monday, 21<sup>st</sup> September, 2015

Item No.	Description of Resolution	Votes cast in favour		Votes cast against		Votes abstained		Resolution carried
		No. of Votes	%	No. of Votes	%	No. of Votes	%	
<b>ORDINARY BUSINESS:</b>								
1.	Consideration and adoption of the Audited Financial Statements (Standalone & Consolidated), Report of the Board of Directors and Auditors thereon for the financial year ended 31 <sup>st</sup> March, 2015.	52,560,553	100.00	0	0	0	0	Passed unanimously
2.	Appointment of a Director in place of Shri Sanjiv Jajodia (DIN: 00036339), who retires by rotation and being eligible seeks re-appointment.	52,560,553	100.00	0	0	0	0	Passed unanimously
3.	Appointment of a Director in place of Shri Gourav Jajodia (DIN: 00028560), who retires by rotation and being eligible seeks re-appointment.	52,560,553	100.00	0	0	0	0	Passed unanimously
4.	Re-appointment of M/s. S. K. Agrawal & Co., Chartered Accountants as the Statutory Auditors of the Company for a term of 5 (five) years and fixing their remuneration.	52,560,553	100.00	0	0	0	0	Passed unanimously
<b>SPECIAL BUSINESS:</b>								
5.	Appointment of Ms. Seema Chowdhury (DIN: 07158338) as an Independent Director.	52,560,553	100.00	0	0	0	0	Passed unanimously
6.	Appointment of Ms. Swati Agarwal (DIN: 07158355), as an Independent Director.	52,560,553	100.00	0	0	0	0	Passed unanimously
7.	Appointment of Ms. Rakhi Jain (DIN: 07161473), as an Independent Director.	52,559,553	99.9981	1000	0.0019	0	0	Passed by majority
8.	Ratification of the remuneration of the Cost Auditors of the Company for the financial year 2015- 16.	52,560,553	100.00	0	0	0	0	Passed unanimously
9.	Rescinding of resolution passed at the 15 <sup>th</sup> Annual General Meeting held on 27 <sup>th</sup> September, 2014, for increase in the Authorised Share Capital.	52,560,553	100.00	0	0	0	0	Passed unanimously

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CIN - L27102WB1999PLC089755





# JAI BALAJI INDUSTRIES LIMITED

Item No.	Description of Resolution	Votes cast in favour		Votes cast against		Votes abstained		
		No. of Votes	%	No. of Votes	%	No. of Votes	%	
10.	Approval seeking Conversion of Loan into Zero Coupon, Unsecured, Unlisted, Non - Convertible Debentures.	52,560,553	100.00	0	0	0	0	Passed unanimously
11.	Approval u/s 186 for making Investment in the Securities of any Body Corporate.	49,443,428	94.0695	3,117,125	5.9305	0	0	Passed by requisite majority
12.	Appointment of Shri Amit Kumar Majumdar (DIN: 00194123) as an Executive Director of the Company for a term of 3(three) years w.e.f. 14 <sup>th</sup> August, 2015.	52,560,553	100.00	0	0	0	0	Passed unanimously

Place: Kolkata  
Date: 23<sup>rd</sup> September, 2015

For Jai Balaji Industries Limited

Ajay Kumar Tantia  
Company Secretary

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