



Jyoti Ltd.

Water • Power • Progress

Nanubhai Amin Marg,
Industrial Area,
P.O. Chemical Industries,
Vadodara-390 003. (India)
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Website : <http://www.jyoti.com>
CIN : L36990GJ1943PLC000363

By Electronic mode/ E-mail

12th December, 2015

The General Manager
DCS – CRD
(Corporate Relationship Department)
The Stock Exchange – Mumbai
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai – 400 001

SCRIP CODE NO.: 504076

Sub: Details regarding voting results pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to the Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per SEBI Circular No. CIR/CFD/CMD/8/2015 dated 4th November, 2015, please find enclosed herewith the details of voting results of 71st Annual General Meeting of the Company in the prescribed format.

We are also enclosing herewith the Scrutinizer's Report.

Please take the results of Remote e-voting and Ballot Paper on your records.

Thanking you.

Yours faithfully,
For Jyoti Limited


Rahul N Amin
Chairman & Managing Director
DIN: 00167987

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Details of Voting Results

Date of AGM	10 th December, 2015
Total number of shareholders on record date	20143
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group	4
Public	104
No. of shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group	
Public	



Agenda-wise Disclosure

Resolution No. 1 - Adoption of Financial Statements

Adoption of Financial Statements of the Company for the financial year ended on 31st March, 2015, including the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

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	ORDINARY	
										NO
Promoter and Promoter Group	E-Voting	(1) 5593205	(2) 5590475	(3)=[(2)/(1)*100] 99.95	(4) 5590475	(5) 0	(6)=[(4)/(2)*100] 100	(7)=[(5)/(2)*100] 0		
	Poll	5593205	2670	0.04	2670	0	100	0		
	Postal Ballot (if applicable)	---	---	---	---	---	---	---	---	---
Public Institutions	Total	5593205	5593145	99.99	5593145	0	100	0		
	E-Voting	646090	93585	14.48	93585	0	100	0		
	Poll	646090	550101	85.14	550101	0	100	0		
Public - Non Institutions	Postal Ballot (if applicable)	---	---	---	---	---	---	---		
	Total	646090	643686	99.62	643686	0	100	0		
	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14		
Total	Poll	10889697	552855	5.07	552855	0	100	0		
	Postal Ballot (if applicable)	---	---	---	---	---	---	---		
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50		
		17128992	13186566	76.98	7036384	6150182	53.36	46.64		

Note: The resolution carried with requisite majority.



Resolution No. 2 - Appointment of Shri U. V. Desai (DIN: 00236530) as Director

Appointment of director in place of Shri U. V. Desai (DIN: 00236530), who retires by rotation and, being eligible has offered himself for re-appointment.

Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO						
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
Promoter and Promoter Group	E-Voting	(1) 5593205	(2) 5590475	(3)=[(2)/(1)*100] 99.95	(4) 5590475	(5) 0	(6)=[(4)/(2)]*100 100	(7)=[(5)/(2)]*100 0
	Poll	5593205	2670	0.04	2670	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	5593205	5593145	99.99	5593145	0	100	0
Public Institutions	E-Voting	646090	93585	14.48	93585	0	100	0
	Poll	646090	550101	85.14	550101	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	646090	643686	99.62	643686	0	100	0
Public - Non Institutions	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14
	Poll	10889697	552855	5.07	552855	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50
Total		17128992	13186566	76.98	7036384	6150182	53.36	46.64

Note: The resolution carried with requisite majority.



Resolution No. 3 - Appointment of Statutory Auditors

Appointment of Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the second consecutive Annual General Meeting and to fix their remuneration.

Resolution required: (Ordinary/ Special)		ORDINARY											
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO											
Category	Mode of Voting	No. of shares held	No. of votes polled	(1)	(2)	(3)=[(2)/(1)*100	No. of Votes – in favour	(4)	(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	E-Voting	5593205	5590475	5593205	5590475	99.95	5590475	5590475	0	100	100	0	0
	Poll	5593205	2670	5593205	2670	0.04	2670	2670	0	100	100	0	0
	Postal Ballot (if applicable)	---	---	---	---	---	---	---	---	---	---	---	---
Public Institutions	Total	5593205	5593145	5593205	5593145	99.99	5593145	5593145	0	100	100	0	0
	E-Voting	646090	93585	646090	93585	14.48	93585	93585	0	100	100	0	0
	Poll	646090	550101	646090	550101	85.14	550101	550101	0	100	100	0	0
Public – Non Institutions	Postal Ballot (if applicable)	---	---	---	---	---	---	---	---	---	---	---	---
	Total	646090	643686	646090	643686	99.62	643686	643686	0	100	100	0	0
	E-Voting	10889697	6396880	10889697	6396880	58.74	246698	246698	6150182	3.86	3.86	96.14	96.14
Total	Poll	10889697	552855	10889697	552855	5.07	552855	552855	0	100	100	0	0
	Postal Ballot (if applicable)	---	---	---	---	---	---	---	---	---	---	---	---
	Total	10889697	6949735	10889697	6949735	63.81	799553	799553	6150182	11.50	11.50	88.50	88.50
		17128992	13186566	17128992	13186566	76.98	7036384	7036384	6150182	53.36	53.36	46.64	46.64

Note: The resolution carried with requisite majority.



Resolution No. 4 - Appointment of Shri Tushar Dayal (DIN: 01055037) as an Independent Director

Resolution required: (Ordinary/ Special)		ORDINARY													
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO													
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)*100
Promoter and Promoter Group	E-Voting	5593205	5590475	99.95	5590475	0	100	0							
	Poll	5593205	2670	0.04	2670	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	5593205	5593145	99.99	5593145	0	100	0							
Public Institutions	E-Voting	646090	93585	14.48	93585	0	100	0							
	Poll	646090	550101	85.14	550101	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	646090	643686	99.62	643686	0	100	0							
Public – Non Institutions	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14							
	Poll	10889697	552855	5.07	552855	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50							
Total		17128992	13186566	76.98	7036384	6150182	53.36	46.64							

Note: The resolution carried with requisite majority.



Resolution No. 5 - Appointment of Shri V. K. Gulati (DIN: 02127750) as an Independent Director

Resolution required: (Ordinary/ Special)		ORDINARY													
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO													
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)*100
Promoter and Promoter Group	E-Voting	5593205	5590475	99.95	5590475	0	100	0							
	Poll	5593205	2670	0.04	2670	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
Public Institutions	Total	5593205	5593145	99.99	5593145	0	100	0							
	E-Voting	646090	93585	14.48	93585	0	100	0							
	Poll	646090	550101	85.14	550101	0	100	0							
Public - Non Institutions	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	646090	643686	99.62	643686	0	100	0							
	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14							
Total	Poll	10889697	552855	5.07	552855	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50							
		17128992	13186566	76.98	7036384	6150182	53.36	46.64							

Note: The resolution carried with requisite majority.



Resolution No. 6 - Appointment of Shri Shrikar Bhattbhatt (DIN: 00144208) as an Independent Director

Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO	NO					
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
Promoter and Promoter Group	E-Voting	(1) 5593205	(2) 5590475	(3)=[(2)/(1)*100 99.95	(4) 5590475	(5) 0	(6)=[(4)/(2)*100 100	(7)=[(5)/(2)*100 0
	Poll	5593205	2670	0.04	2670	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
Public Institutions	Total	5593205	5593145	99.99	5593145	0	100	0
	E-Voting	646090	93585	14.48	93585	0	100	0
	Poll	646090	550101	85.14	550101	0	100	0
Public – Non Institutions	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	646090	643686	99.62	643686	0	100	0
	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14
Total	Poll	10889697	552855	5.07	552855	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50
		17128992	13186566	76.98	7036384	6150182	53.36	46.64

Note: The resolution carried with requisite majority.



Resolution No. 7 - Appointment of Dr. Rajesh Khajuria (DIN: 06980213) as an Independent Director

Resolution required: (Ordinary/ Special)		ORDINARY													
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO													
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)*100
Promoter and Promoter Group	E-Voting	5593205	5590475	99.95	5590475	0	100	0							
	Poll	5593205	2670	0.04	2670	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	5593205	5593145	99.99	5593145	0	100	0							
Public Institutions	E-Voting	646090	93585	14.48	93585	0	100	0							
	Poll	646090	550101	85.14	550101	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	646090	643686	99.62	643686	0	100	0							
Public - Non Institutions	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14							
	Poll	10889697	552855	5.07	552855	0	100	0							
	Postal Ballot (If applicable)	---	---	---	---	---	---	---							
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50							
Total		17128992	13186566	76.98	7036384	6150182	53.36	46.64							

Note: The resolution carried with requisite majority.



Resolution No. 8 - Appointment of Shri Marut Patel (DIN: 06980022) as Director

Resolution required: (Ordinary/ Special)		ORDINARY						
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO						
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)]*100
Promoter and Promoter Group	E-Voting	5593205	5590475	99.95	5590475	0	100	0
	Poll	5593205	2670	0.04	2670	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
Public Institutions	Total	5593205	5593145	99.99	5593145	0	100	0
	E-Voting	646090	93585	14.48	93585	0	100	0
	Poll	646090	550101	85.14	550101	0	100	0
Public – Non Institutions	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	646090	643686	99.62	643686	0	100	0
	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14
Total	Poll	10889697	552855	5.07	552855	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50
		17128992	13186566	76.98	7036384	6150182	53.36	46.64

Note: The resolution carried with requisite majority.



Resolution No. 9 – Appointment of Smt. Tejal Amin (DIN: 00169860) as Director

Resolution required: (Ordinary/ Special)		ORDINARY									
Whether promoter/ promoter group are interested in the agenda/ resolution?		YES									
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)*100			
Promoter and Promoter Group	E-Voting	5593205	5590475	99.95	5590475	0	100	0			
	Poll	5593205	2670	0.04	2670	0	100	0			
	Postal Ballot (if applicable)	---	---	---	---	---	---	---			
Public Institutions	Total	5593205	5593145	99.99	5593145	0	100	0			
	E-Voting	646090	93585	14.48	93585	0	100	0			
	Poll	646090	550101	85.14	550101	0	100	0			
Public – Non Institutions	Postal Ballot (if applicable)	---	---	---	---	---	---	---			
	Total	646090	643686	99.62	643686	0	100	0			
	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14			
Total	Poll	10889697	552855	5.07	552855	0	100	0			
	Postal Ballot (if applicable)	---	---	---	---	---	---	---			
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50			
		17128992	13186566	76.98	7036384	6150182	53.36	46.64			

Note: The resolution carried with requisite majority.



Resolution No. 10 - Remuneration of Cost Auditors

Approval of remuneration of the Cost Auditors for the financial year ending on 31st March, 2016

		ORDINARY						
		NO						
Resolution required: (Ordinary/ Special)								
Whether promoter/ promoter group are interested in the agenda/ resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled					
		(1)	(2)					
			(3)=[(2)/(1)*100					
			% of Votes Polled on outstanding shares					
			(4)					
			No. of Votes - in favour					
			(5)					
			No. of Votes - against					
			(6)=[(4)/(2)*100					
			% of Votes in favour on votes polled					
			(7)=[(5)/(2)*100					
			% of Votes against on votes polled					
Promoter and Promoter Group	E-Voting	5593205	5590475	99.95	5590475	0	100	0
	Poll	5593205	2670	0.04	2670	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	5593205	5593145	99.99	5593145	0	100	0
Public Institutions	E-Voting	646090	93585	14.48	93585	0	100	0
	Poll	646090	550101	85.14	550101	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	646090	643686	99.62	643686	0	100	0
Public - Non Institutions	E-Voting	10889697	6396880	58.74	1277700	5119180	19.98	80.02
	Poll	10889697	552855	5.07	552855	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	10889697	6949735	63.81	1830555	5119180	26.34	73.66
Total		17128992	13186566	76.98	8067386	5119180	61.18	38.82

Note: The resolution carried with requisite majority.



Resolution No. 11 - Creation of mortgage/ charge for Borrowings/ Financial Assistance availed

Creation of mortgage / charge for borrowings / financial assistance availed by the Company

Resolution required: (Ordinary/ Special)		SPECIAL						
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO						
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)*100
Promoter and Promoter Group	E-Voting	5593205	5590475	99.95	5590475	0	100	0
	Poll	5593205	2670	0.04	2670	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	5593205	5593145	99.99	5593145	0	100	0
Public Institutions	E-Voting	646090	93585	14.48	93585	0	100	0
	Poll	646090	550101	85.14	550101	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	646090	643686	99.62	643686	0	100	0
Public – Non Institutions	E-Voting	10889697	6396880	58.74	246698	6150182	3.86	96.14
	Poll	10889697	552855	5.07	552855	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	10889697	6949735	63.81	799553	6150182	11.50	88.50
Total		17128992	13186566	76.98	7036384	6150182	53.36	46.64

Note: The resolution did not carry for want of requisite majority.



Resolution No. 12 - Adoption of new set of Articles of Association

Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

Resolution required: (Ordinary/ Special)		SPECIAL						
Whether promoter/ promoter group are interested in the agenda/ resolution?		NO						
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
Promoter and Promoter Group	E-Voting	(1) 5593205	(2) 5590475	(3)=[(2)/(1)*100 99.95	(4) 5590475	(5) 0	(6)=[(4)/(2)*100 100	(7)=[(5)/(2)*100 0
	Poll	5593205	2670	0.04	2670	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	5593205	5593145	99.99	5593145	0	100	0
Public Institutions	E-Voting	646090	93585	14.48	93585	0	100	0
	Poll	646090	550101	85.14	550101	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	646090	643686	99.62	643686	0	100	0
Public – Non Institutions	E-Voting	10889697	6396880	58.74	1004130	5392750	15.70	84.30
	Poll	10889697	552855	5.07	552855	0	100	0
	Postal Ballot (If applicable)	---	---	---	---	---	---	---
	Total	10889697	6949735	63.82	1556985	5392750	22.40	77.60
Total		17128992	13186566	76.98	7793816	5392750	59.10	40.90

Note: The resolution did not carry for want of requisite majority.



SCRUTINIZER'S REPORT

To,
The Chairman,
Jyoti Limited
Nanubhai Amin Marg,
Industrial Area,
P.O. Chemical Industries,
Vadodara – 390 003

Dear Sir,

Subject : Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the 71st Annual General Meeting of the members of Jyoti Limited (the Company) held on Thursday the 10th day of December, 2015 at 9.00 a.m. at Registered Office at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara – 390 003.

I, Ravi Kapoor, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Jyoti Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the 71st Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the 71st Annual General Meeting of the members of Jyoti Limited (the Company) held on Thursday the 10th day of December, 2015 at 9.00 a.m. at Registered Office at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara – 390 003.

The Notice dated 7th October, 2015 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the 71st Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of 71st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository System Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company has also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:-

E-Voting:

- (i) The e-voting period remained open from 7th December, 2015 at 10.00 a.m. and ended on 9th December, 2015 at 5.00 p.m
- (ii) The members of the Company as on the "cut-off" date i.e. 3rd December, 2015 were entitled to vote on the resolutions (items no. 1 to 12 as set out in the notice of the 71st Annual General Meeting of the Company).

Ravi Kapoor



**Ravi Kapoor
&
Associates**

4th Floor,
'Shaival Plaza',
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☎ 26420336/7/9 (R) 26568212
Fax : 079-26424100 (M) 98250 63147
E-mail : ravi@ravics.com

**Company Secretaries
& Trade Mark Agent**

- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting. However, one of the corporate holders who had not uploaded the necessary resolution but had subsequently provided the same to me on my mail id has been considered as valid vote. However, in two instances corporate members has not provided proper authorization for exercising their vote and therefore, I have considered the same as an invalid votes.
- (v) Further, Company vide its letter dated 4th December, 2015, has informed us about termination of shareholders agreement and cessation of voting rights of 18,00,000 Equity Shares attached to the said shareholders agreement. It is found that Company has also issued notice in the newspaper on 25.04.2015 about cessation of voting rights of 18,00,000 Equity Shares. Parts of the said shares were however traded in open market. As scrutinizer I do not hold authority to determine the existence or cessation of voting rights. Therefore, I am providing report both with and without considering voting rights exercised by the members who are presently holding 17,39,960 of the 18,00,000 shares leaving the decision to the Chairman of the Company :-
- to decide and declare the results on the basis of the existence of voting rights or;
 - to decide and declare results on the basis of cessation of voting rights.

Poll:

- (i) The Company had provided the facility for voting through ballot or polling paper at the 71st AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2015 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient place at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.



Ravi Kapoor

Report as per v(a) : Considering 17,39,960 votes as valid votes

Item No. 1 - Ordinary Resolution

Adoption of Balance sheet, Statement of Profit and Loss for the year ended on 31st March, 2015 and the report of Directors and Auditors thereon:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Item No. 2 - Ordinary Resolution

Appointment of Shri U. V. Desai (DIN: 00236530) as a Director who liable to retire by rotation:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Item No. 3 - Ordinary Resolution

Appointment of M/s. V.H. Gandhi & Co., Chartered Accountants as a Statutory Auditors:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Ravi Kapoor



Item No. 4 - Ordinary Resolution

Appointment of Shri Tushar Dayal (DIN: 01055037) as an Independent Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Item No. 5 - Ordinary Resolution

Appointment of Shri V.K. Gulati (DIN: 02127750), as an Independent Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Item No. 6 - Ordinary Resolution

Appointment of Shri Shrikar Bhattbhatt (DIN: 00144208), as an Independent Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Ravi Kapoor



**Item No. 7 - Ordinary Resolution
Appointment of Dr. Rajesh Khajuria (DIN: 06980213) as an Independent Director:**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

**Item No. 8 - Ordinary Resolution
Appointment of Shri Marut Patel (DIN: 06980022) as Director**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

**Item No. 9 - Ordinary Resolution
Appointment of Smt. Tejal Amin (DIN: 00169860) as Director**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Ravi Kapoor



Item No. 10 - Ordinary Resolution

Remuneration of Cost Auditors

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	63	6961760	50.37	78	6859140	49.63	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	141	8067386	54.05	78	6859140	45.95	2	201464

Item No. 11 – Special Resolution

Creation of mortgage / charge for Borrowings / Financial Assistance availed

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	60	5930758	42.91	81	7890142	57.09	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	138	7036384	47.14	81	7890142	52.86	2	201464

Item No. 12 – Special Resolution

Adoption of new set of Articles of Association

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	141	61	6688190	48.39	80	7132710	51.61	2	201464
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	219	139	7793816	52.21	80	7132710	47.79	2	201464

Ravi Kapoor



Report as per v(b) : Considering 17,39,960 votes as invalid votes

Item No. 1 - Ordinary Resolution

Adoption of Balance sheet, Statement of Profit and Loss for the year ended on 31st March, 2015 and the report of Directors and Auditors thereon:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 2 - Ordinary Resolution

Appointment of Shri U. V. Desai (DIN: 00236530) as a Director who liable to retire by rotation:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 3 - Ordinary Resolution

Appointment of M/s. V.H. Gandhi & Co., Chartered Accountants as a Statutory Auditors:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424



Ravi Kapoor

Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 4 - Ordinary Resolution

Appointment of Shri Tushar Dayal (DIN: 01055037) as an Independent Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 5 - Ordinary Resolution

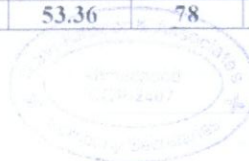
Appointment of Shri V.K. Gulati (DIN: 02127750), as an Independent Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 6 - Ordinary Resolution

Appointment of Shri Shrikar Bhattbhatt (DIN: 00144208), as an Independent Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424



Ravi Kapoor

Item No. 7 - Ordinary Resolution

Appointment of Dr. Rajesh Khajuria (DIN: 06980213) as an Independent Director:

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 8 - Ordinary Resolution

Appointment of Shri Marut Patel (DIN: 06980022) as Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 9 - Ordinary Resolution

Appointment of Smt. Tejal Amin (DIN: 00169860) as Director

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424



Ravi Kapoor

Item No. 10 - Ordinary Resolution

Remuneration of Cost Auditors

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	63	6961760	57.63	75	5119180	42.37	5	1941424
Poll at the AGM	79	79	1105626	100	0	0	0	0	0
Total	217	142	8067386	61.18	75	5119180	38.82	5	1941424

Item No. 11 – Special Resolution

Creation of mortgage / charge for Borrowings / Financial Assistance availed

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	60	5930758	49.09	78	6150182	50.91	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	138	7036384	53.36	78	6150182	46.64	5	1941424

Item No. 12 – Special Resolution

Adoption of new set of Articles of Association

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	138	61	6688190	55.36	77	5392750	44.64	5	1941424
Poll at the AGM	78	78	1105626	100	0	0	0	0	0
Total	216	139	7793816	59.10	77	5392750	40.90	5	1941424



Ravi Kapoor

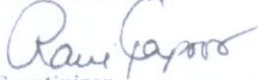
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☎ 26420336/7/9 (R) 26568212
Fax : 079-26424100 (M) 98250 63147
E-mail : ravi@ravics.com

**Company Secretaries
& Trade Mark Agent**

The data sheet relating to e-voting/Poll at the 71st AGM venue and other related papers/registers, records are handed over to the Chairman/Secretary of the Company.

Thanking you,

Yours Faithfully,



Scrutinizer

Name: Ravi Kapoor

Practicing Company Secretary

FCS: 2587; COP: 2407

Date: 11/12/2015

Place: Ahmedabad



ACCEPTED REPORT AS PER (V) b.
ABOVE AND COUNTER SIGNED
FOR JYOTI LIMITED



RAHUL N AMIN

CHAIRMAN & MANAGING DIRECTOR

PLACE: VADODARA

DATE: 11/12/2015