

# V V CHAKRADEO & CO

COMPANY SECRETARIES

B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,  
VILE PARLE EAST, MUMBAI 400 057.

TEL 26116821

EMAIL vvchakra@gmail.com

CELL 98200 48732

## Report of Scrutinizer

24<sup>th</sup> September, 2015

To  
The Chairman  
Jayant Agro-Organics Limited  
Mumbai

23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Jayant Agro-Organics Limited Held on 24<sup>th</sup> September, 2015 at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> floor, 18/20, K. Dubhash Road, Mumbai – 400001 at 11.00 AM.

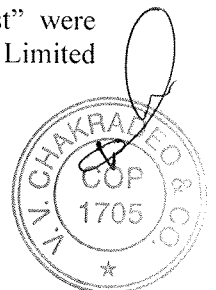
Dear Sir,

**Report of the Scrutinizer in respect of the votes cast through e-voting and poll on the resolutions mentioned in the Notice of the 23<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Jayant Agro-Organics Limited held on 24<sup>th</sup> September, 2015.**

I, V. V. Chakradeo, Practicing Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutinizer by the Board of Directors of Jayant Agro-Organics Limited (Company) at its meeting held on 25<sup>th</sup> July 2015 for scrutinizing e-voting process and appointed by the Chairman of 23<sup>rd</sup> Annual General Meeting of the Equity shareholders of Jayant Agro-Organics Limited held on 24<sup>th</sup> September, 2015 at 11.00 a.m. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 4<sup>th</sup> floor, 18/20, K. Dubhash Raod, Mumbai – 400001 for scrutinizing the poll taken on the below mentioned resolutions thereat, submit my report as under:

### In respect of votes casted through E-voting facility:

1. In accordance with the Notice of the 23<sup>rd</sup> Annual General Meeting dated 25<sup>th</sup> July, 2015 sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on 2<sup>nd</sup> September, 2015 in Business Standard in English and in Sakal, in Marathi on 3<sup>rd</sup> September 2015, the E-voting opened at 9.00 a.m. on 21<sup>st</sup> September, 2015 and remained open upto 5.00 p.m. on 23<sup>rd</sup> September, 2015.
2. The equity shareholders holding shares as on 18<sup>th</sup> September, 2015, cutoff date, were entitled to vote on the resolutions stated in the Notice of the 23<sup>rd</sup> Annual General Meeting of the Company.
3. The votes were unblocked at 11.00 a.m. on 24<sup>th</sup> September, 2015 in the presence of Ms. Duhita Chakradeo and Mr. R N. Pai who are not employees of the Company and who have signed below as witness to the unblocking of the votes.
4. The e-voting results/list of equity shareholders who have voted "For or Against" were downloaded from the e-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com/>).



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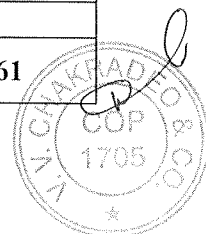
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In respect of votes casted through poll at the 23<sup>rd</sup> Annual General Meeting of the Company:

5. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of me and members with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in the presence of Ms. Duhita Chakradeo and Mr. R N. Pai 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 lodged with the Company.
7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes casted through e-voting and poll are as under:

Item No.	Particulars/ Heading of the resolution	Mode	No. of Votes Cast		% of Votes Cast	
			Favour	Against	Favour (%)	Against (%)
1.	(a) To receive, consider and adopt the standalone audited financial statements for the year ended 31 <sup>st</sup> , March 2015 together with the reports of the Board of Directors and the Auditors there on. (b) To receive, consider and adopt the consolidated audited financial statements for the year ended 31 <sup>st</sup> , March 2015 together with the reports of the Auditors there on.	E-voting	10310	66393	13.44	86.56
		Poll	10792060	0	100	0
		<b>Total</b>	<b>10802370</b>	<b>66393</b>	<b>99.39</b>	<b>0.61</b>
2.	To declare dividend on equity shares for the year ended 31 <sup>st</sup> March, 2015.	E-voting	10310	66393	13.44	86.56
		Poll	10782680	9380	99.91	0.09
		<b>Total</b>	<b>10792990</b>	<b>75773</b>	<b>99.31</b>	<b>0.69</b>
3.	To appoint a Director in place of Mr. Abhay V. Udeshi, (DIN00355598) who retires by rotation and being eligible, offers himself for re-appointment.	E-voting	10310	66393	13.44	86.56
		Poll	10449810	0	100	0
		<b>Total</b>	<b>10460120</b>	<b>66393</b>	<b>99.36</b>	<b>0.63</b>
4.	Ratification of appointment of M/s. T.P.Ostwal & Associates, Chartered Accountants, (Firm Registration No. 124444W) as Auditors of the Company.	E-voting	10310	66393	13.44	86.56
		Poll	10792060	0	100	0
		<b>Total</b>	<b>10802370</b>	<b>66393</b>	<b>99.39</b>	<b>0.61</b>



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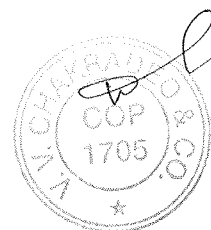
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5.	Appointment of Mrs. Sucheta N. Shah (DIN 00322403) as an Independent Director of the Company	E-voting	10310	66393	13.44	86.56
		Poll	10792060	0	100	0
		<b>Total</b>	<b>10802370</b>	<b>66393</b>	<b>99.39</b>	<b>0.61</b>
6.	Re- appointment of Mr. Abhay V. Udeshi (DIN 00355598) as Chairman and Whole-time Director of the Company	E-voting	10310	66393	13.44	86.56
		Poll	10449810	0	100	0
		<b>Total</b>	<b>10460120</b>	<b>66393</b>	<b>99.37</b>	<b>0.63</b>
7.	Re- appointment of Dr. Subhash V. Udeshi (DIN 00355658) as Whole-time Director of the Company	E-voting	10310	66393	13.44	86.56
		Poll	10447110	0	100	0
		<b>Total</b>	<b>10457420</b>	<b>66393</b>	<b>99.37</b>	<b>0.63</b>
8.	Approval of remuneration of Cost Auditors for the Financial Year ending March 31, 2016.	E-voting	10295	66393	13.43	86.57
		Poll	10792060	0	100	0
		<b>Total</b>	<b>10802355</b>	<b>66393</b>	<b>99.39</b>	<b>0.61</b>
9.	Approval of Transaction between the Company and Ihstedu Agrochem Private Limited, which may qualify as a related party transaction. (For sale, purchase or supply of goods)	E-voting	10260	66443	13.37	86.63
		Poll	1140364	0	100	0
		<b>Total</b>	<b>1150624</b>	<b>66443</b>	<b>94.54</b>	<b>5.46</b>
10.	Approval of Transaction between the Company and Ihstedu Agrochem Private Limited, which may qualify as a related party transaction. (For availing services)	E-voting	10260	66443	13.37	86.63
		Poll	1140364	0	100	0
		<b>Total</b>	<b>1150624</b>	<b>66443</b>	<b>94.54</b>	<b>5.46</b>

9. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 10 as set out in the Notice of the 23<sup>rd</sup> Annual General Meeting have been passed with requisite majority.

10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and whose votes were declared invalid for each resolution is enclosed.



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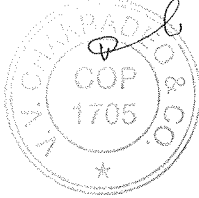
11. All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 23<sup>rd</sup> Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,



V. V. Chakradeo  
COP 1705



Witnesses:

1) Ms. Duhita Chakradeo:

  
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2) Mr. R N. Pai:

  
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