



Jyoti Ltd.

Water • Power • Progress

Nanubhai Amin Marg,
Industrial Area,
P.O. Chemical Industries,
Vadodara-390 003. (India)

Phone : 3054444

Fax : ++91-265-2281871
2280671

E.Mail : jyotiltld@jyoti.com

Website : <http://www.jyoti.com>

CIN: L369906J1943PLC000363

By Courier

17th October, 2014

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

Dear Sir,

Sub: Details of voting for the 70th Annual General Meeting of the Company as per clause 35A of the Listing Agreement

This is with reference to our letter dated 23rd September, 2014 (**Annexure A**) with respect to disclosure under Clause 35A of the Listing Agreement. As mentioned in the said letter, the Report of Scrutinizer dated 23rd September, 2014 of M/s. J.J. Gandhi & Co., Practising Company Secretaries, on the e-voting and poll results was not enclosed as the result of business transacted at Item Nos. 3, 6 and 7 of the Notice of the 70th Annual General Meeting of the Company could not be disclosed in view of the Order dated 22nd September, 2014 received by the Company on 23rd September, 2014 from the Hon'ble High Court of Gujarat.

In this connection, we wish to inform that the Hon'ble High Court of Gujarat has on 16th October, 2014, dismissed the Petition filed by one of the shareholders of the Company.

In view of the above, we are enclosing herewith the Report of Scrutinizer dated 23rd September, 2014 of M/s. J.J. Gandhi & Co., Practising Company Secretaries (**Annexure B**), on the e-voting and poll results and the combined voting results (e-voting and poll) for the Item Nos. 3, 6 & 7 of the Notice of 70th AGM as **Annexure C**.

Please take the same on your records.

Thanking you,

Yours faithfully,
For Jyoti Limited

S. Singhal
Associate Vice President (Legal) &
Company Secretary

Encl: Annexures A, B & C





Jyoti Ltd.

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Nanubhai Amin Marg,

Industrial Area,

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CIN: L36990GJ1943PLC000363

By Courier / Fax

23rd September, 2014

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

Dear Sir,

Sub: Details of voting for the 70th Annual General Meeting of the Company as per clause 35A of the Listing Agreement

This is to inform that the 70th Annual General Meeting of the Company was held on 22nd September, 2014 (postponed from Thursday, 11th September, 2014 due to heavy rains and flood situation in Vadodara about which communication was sent to your office on 10th September, 2014 and for which the public notice was also given in the newspapers on 11th September, 2014) at 9.00 a.m. at the Registered Office of the Company at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara-390 003.

The information in compliance with clause 35A of the Listing Agreement regarding voting (e-voting and poll) results of the business transacted at Item Nos. 3, 6 and 7 of the Notice of the 70th Annual General Meeting of the Company with regard to the appointment of Directors is not enclosed in view of the Order dated 22nd September, 2014 received by the Company on 23rd September, 2014 from the Hon'ble High Court of Gujarat, a copy of which is enclosed herewith.

Please note that the Report of Scrutinizer dated 23rd September, 2014 of M/s. J.J. Gandhi & Co., Practising Company Secretaries, on the e-voting and poll results has not been enclosed as the result of business transacted at Item Nos. 3, 6 and 7 of the Notice of the 70th Annual General Meeting of the Company cannot be disclosed in view of the Order dated 22nd September, 2014 received by the Company on 23rd September, 2014 from the Hon'ble High Court of Gujarat.

The Company will take necessary steps in this regard on receipt of further directions from the Hon'ble High Court of Gujarat.

Thanking you,

Yours faithfully,
For Jyoti Limited

S. Singhal
Associate Vice President (Legal) &
Company Secretary

Encl: Copy of Order of the Hon'ble High Court of Gujarat





Name of Company	Jyoti Limited
Date of AGM	22 nd September, 2014 (postponed from 11 th September, 2014)
Total number of shareholders on cut-off date	20953
No. of Shareholders present in the meeting in person or through proxy:	
Promoters and Promoter Group	2
Public	96
No. of Shareholders attended the meeting through Video conferencing	
Promoters and Promoter Group	NIL
Public	NIL

AGENDA WISE:

Resolut ion No.	Details of Agenda	Resolutio n required (Ordinary/ Special)	Mode of Voting (Show of hands/Pol l/ Postal Ballot/ E-voting)	Remarks
1	Adoption of Financial Statements - To receive, consider and adopt the financial statements of the Company for the financial year ended on March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-voting & Poll	The resolution was not passed. votes cast against were more than the votes cast in favour of approval
2	Re-appointment of Smt. Tejal Amin (DIN:00169860), who retires by rotation and being eligible, offers herself for re-appointment.	-	-	No voting was solicited and done as resignation came before polling date





3	Re-appointment of Shri Bharat Patel (DIN:01100361), who retires by rotation and being eligible, offers himself for re-appointment.	-	-	Results not declared pursuant to the Order dated 22 nd September, 2014 received on 23 rd September, 2014 from the Hon'ble High Court of Gujarat
4	Appointment of Auditors - To re-appoint M/s. V.H. Gandhi & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration.	Ordinary	E-voting & Poll	The resolution was not passed – votes cast against were more than the votes cast in favour of approval
5	Appointment of Dr. B.S. Pathak (DIN:02605536) as an Independent Director	-	-	No voting was solicited and done - resignation came before polling date
6	Appointment of Dr. M.H. Mehta (DIN:01376352) as an Independent Director	-	-	Results not declared pursuant to the Order dated 22 nd September, 2014 received on 23 rd September, 2014 from the Hon'ble High Court of Gujarat
7	Appointment of Dr. M. Ramamoorthy (DIN:03018185) as an Independent Director	-	-	Results not declared pursuant to the Order dated 22 nd September, 2014 received on 23 rd September, 2014 from the Hon'ble High Court of Gujarat





8	Appointment of Shri V.K. Gulati (DIN:02127750) as an Independent Director	-	-	No voting was solicited and done - resignation came before polling date
9	Appointment of Shri Aswini Sahoo (DIN:01931805) as an Independent Director	-	-	No voting was solicited and done - resignation came before polling date
10	Approval of Remuneration of Cost Auditors of the Company	Ordinary	E-voting & Poll	The resolution was not passed – votes cast against were more than the votes cast in favour of approval
11	Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for Borrowings / Financial Assistance	Special	E-voting & Poll	The resolution was passed with majority
12	Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for Creation of mortgage/charge for Borrowings/Financial Assistance availed	Special	E-voting & Poll	The resolution was not passed – votes cast against were more than the votes cast in favour of approval
13	Special Resolution for adoption of new set of Articles of Association of the Company as per the Companies Act, 2013	Special	E-voting & Poll	The resolution was not passed – votes cast against were more than the votes cast in favour of approval





Kindly take the above on record.

Thanking you,

Yours faithfully,

For Jyoti Limited

S. Singhal
Associate Vice President (Legal) &
Company Secretary

RESOLUTION - 1

Adoption of Financial Statements - To receive, consider and adopt the financial statements of the Company for the financial year ended on March 31, 2014, including the audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

Promoter/Public	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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public - institutional Holders	2346597	2038598	86.87	368598	1670000	18.08	81.92
Public-Others	9188730	6822227	74.24	727072	6095155	10.66	89.34
Total	17128992	14453093	84.38	6687938	7765155	46.27	53.73

Note: The resolution was not passed as votes cast in favour were less than votes cast against it.

RESOLUTION - 2

Re-appointment of Smt. Tejal Amin (DIN: 00169860), who retires by rotation and being eligible, offers herself for re-appointment.

Note : No votes were solicited and no votes were cast as resignation came before the polling date.

RESOLUTION - 3

Re-appointment of Shri Bharat Patel (DIN: 01100361), who retires by rotation and being eligible, offers himself for re-appointment.

Note : Results not declared pursuant to the Order dated 22nd September, 2014 received on 23rd September, 2014 from the Hon'ble High Court of Gujarat



RESOLUTION - 4

Appointment of Auditors - To re-appoint M/s. V.H. Gandhi & Co., Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the third consecutive AGM and to fix their remuneration.

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding g 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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public - institutional Holders	2346597	2038598	86.87	368598	1670000	18.08	81.92
Public-Others	9188730	6822227	74.24	727072	6095155	10.66	89.34
Total	17128992	14453093	84.38	6687938	7765155	46.27	53.73

Note : The resolution was not passed as votes cast in favour were less than votes cast against it.

RESOLUTION - 5

Appointment of Dr. B.S. Pathak (DIN:02605536) as an Independent Director

Note : No votes were solicited and no votes were cast as resignation came before the polling date

RESOLUTION - 6

Appointment of Dr. M.H. Mehta (DIN:01376352) as an Independent Director

Note : Results not declared pursuant to the Order dated 22nd September, 2014 received on 23rd September, 2014 from the Hon'ble High Court of Gujarat

RESOLUTION - 7

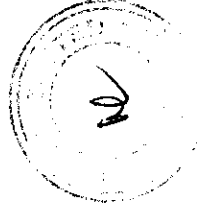
Appointment of Dr. M. Ramamoorthy (DIN:03018185) as an Independent Director

Note : Results not declared pursuant to the Order dated 22nd September, 2014 received on 23rd September, 2014 from the Hon'ble High Court of Gujarat

RESOLUTION - 8

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

Note : No votes were solicited and no votes were cast as resignation came before the polling date



RESOLUTION - 9

Appointment of Shri Aswini Sahoo (DIN:019B1805) as an Independent Director

Note : No votes were solicited and no votes were cast as resignation came before the polling date

RESOLUTION - 10

Approval of Remuneration of Cost Auditors of the Company

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding g shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public – institutional Holders	2346597	2038598	86.87	368598	1670000	18.08	81.92
Public-Others	9188730	6822227	74.24	727072	6095155	10.66	89.34
Total	17128992	14453093	84.38	6687938	7765155	46.27	53.73

Note : The resolution was not passed as votes cast in favour were less than votes cast against it.

RESOLUTION – 11

Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for Borrowings / Financial Assistance

Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding g shares (3)=[(2)/(1)]* 100	No. of Votes – in Favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public – institutional Holders	2346597	2038598	86.87	2038598	0	100	0
Public-Others	9188730	6822227	74.25	6822171	56	100	0
Total	17128992	14453093	84.38	14453037	56	100	0

Note : The resolution was passed with majority

RESOLUTION - 12

Special Resolution under Section 180(1)(a) of the Companies Act, 2013 for Creation of mortgage/charge for Borrowings/Financial Assistance availed

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding g 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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public - institutional Holders	2346597	2038598	86.87	368598	1670000	18.08	81.92
Public-Others	9188730	6822227	74.24	727072	6095155	10.66	89.34
Total	17128992	14453093	84.38	6687938	7765155	46.27	53.73

Note : The resolution was not passed as votes cast in favour were less than votes cast against it.

RESOLUTION - 13

Special Resolution for adoption of new set of Articles of Association of the Company as per the Companies Act, 2013

Promoter/Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding g 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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public - institutional Holders	2346597	2038598	86.87	368598	1670000	18.08	81.92
Public-Others	9188730	6822227	74.24	727072	6095155	10.66	89.34
Total	17128992	14453093	84.38	6687938	7765155	46.27	53.73

Note : The resolution was not passed as votes cast in favour were less than votes cast against it.



TO BE RETURNED TO THIS COURT DULY SERVED/TO BE SERVED UPON
 Petitioner(s)/Respondent(s)/Addressee No. 3

14/09/14

Fixed on: 29/09/2014

Despatch No.: CPC-C-U

Date:

IN THE HIGH COURT OF GUJARAT AT AHMEDABAD

SPECIAL CIVIL APPLICATION NO. 13155 OF 2014

District: VADODARA

MR VIMAL M PATEL as ADVOCATE for the
 Petitioner(s) No. 1

ATUL KANTILAL SHAH ---- Petitioner(s)

V/S

JYOTI LIMITED & 1 ---- Respondent(s)

To,

1 JYOTI LIMITED

REGD OFFICE AT NANUBHAI

AMIN MARG, INDUSTRIAL

AREA,

P.O. CHEMICAL INDUSTRIES,

VADODARA-390003



સત્યમેવ જયતે
 THE HIGH COURT
 OF GUJARAT

RAHUL NANUBHAI AMIN

CHAIRMAN AND MANAGING

DIRECTOR OF M/S. JYOTI

LIMITED

NANUBHAI AMIN MARG,

INDUSTRIAL AREA, P.O.

CHEMICALS,

INDUSTRIES, VADODARA

NATIONAL INFORMATICS CENTRE

GUJARAT HIGH COURT

Take Notice that the Petitioner(s) abovenamed having presented a SPECIAL CIVIL APPLICATION to this High Court under the Articles 226, 227 of the Constitution of India to grant relief as prayed in prayer clause as stated in the accompanying copy of the petition and the same having been registered in this Court as SPECIAL CIVIL APPLICATION and this Court having on 22nd day of September, 2014 ordered Notice to issue, it is ordered by this court that the hearing of the said SPECIAL CIVIL APPLICATION will take place on 29th of September, 2014 at 11 AM peremptorily in this Court and if no appearance is made on your behalf, by yourself, your advocate or by someone authorised by law to act for you, it will be heard and determined in your absence.

Court's Order:

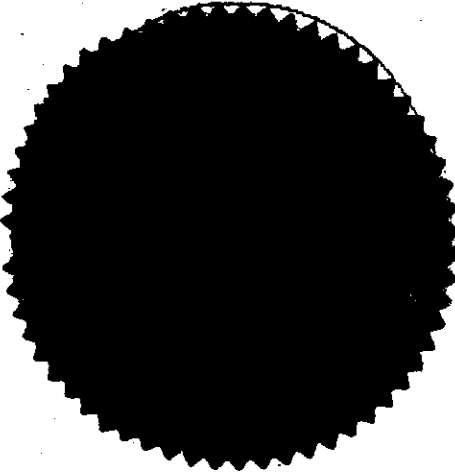
CORAM: HONOURABLE MR. JUSTICE RAJESH H. SHUKLA Date : 22/09/2014
 ORAL ORDER Present petition is filed by the petitioner referring to the obligation of the Respondent No.1 under Section 160 of the Companies Act, 2013 with regard to appoint of the Director. Heard

CIVIL NOTICE

Learned Senior Counsel Shri Mihir Joshi appearing with learned Advocate Shri Vimal Patel for the petitioner. Learned Senior Counsel Shri Mihir Joshi has referred to the Companies Act and stated that it is obligatory for the companies to give a notice and meeting, which is scheduled to be held today would frustrate the cause. However, it is required to be mentioned that the matter is listed today only before this Court and it would be desirable to have response from the Respondents. Therefore, as and by way of interim arrangement, the meeting which is scheduled to be held on today will continue as it is. However, the agenda regarding election/ appointment of the Director, if any, will not be given effect to till the next date. Resolution/decision regarding appointment of the Director will be placed before this Court in a sealed cover. Notice to the respondents, returnable on 29th September, 2014. Direct service is permitted today. The Registry is directed to inform the said order to the Respondents through fax message. (RAJESH H.SHUKLA, J.) Tuvav Page 2 of 2

Witness BHASKAR BHATTACHARYA Esquire the CHIEF JUSTICE at Ahmedabad aforesaid this 29th day of September, 2014

NATIONAL INFORMATICS CENTRE



By the Court

sd/

DEPUTY/ASSISTANT REGISTRAR

सत्यमेव जयते

This 29th Day Of September, 2014

THE HIGH COURT
OF GUJARAT(A copy of SPECIAL CIVIL APPLICATION
NO. 13155 OF 2014 enclosed here within)

TRUE COPY

Deputy/Assistant Registrar
High Court Of Gujarat
at Sola, Ahmedabad

GUJARAT HIGH COURT

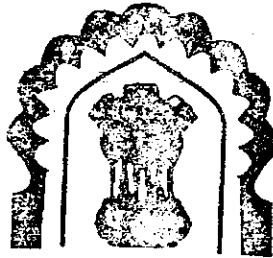
CIVIL NOTICE

You are hereby informed that the free legal services from the State Legal Services Authorities, High Court Legal Services Committees, District Legal Services Authorities and Taluka Legal Services Committees, as per eligibility criteria, are available to you and in case you are eligible and desire to avail the free legal services, you may contact any of the above Legal Services Authorities/Committees.

You are also informed that if you desire to negotiate your case for compromise, you may request the court to refer the case to the Gujarat High Court Mediation Centre.

S.O.

Dy. S.O



सत्यमेव जयते
THE HIGH COURT
OF GUJARAT



J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

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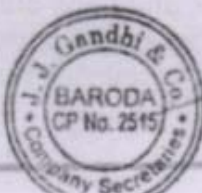
**Report of Scrutinizer
(Based on E-voting and Poll)**

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

To,
The Chairman
of 70th Annual General Meeting of Members of
JYOTI LTD.
(CIN - L36990GJ1943PLC000363)
Nanubhai Amin Marg, Industrial Area,
PO Chemical Industries, Vadodara 390003 (Gujarat)

Dear Sir,

1. I, J. J. Gandhi, Proprietor of J J Gandhi & Co. Practising Company Secretaries of Vadodara have been appointed by the Board of Directors of JYOTI LTD., at their meeting held on 31st July, 2014 as Scrutinizer in terms of clause 35B of the Listing Agreement and Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules 2014 (herein after referred to as Rules) for scrutinizing the e-voting process and poll on the resolutions contained in the Notice (herein after referred to as "Resolutions") of the 70th Annual General Meeting (AGM) of the Members of the Company held on 22nd Sept., 2014 (date of AGM 11th Sept., 2014 was postponed due to flood in Vadodara for which public notice was given in News papers, the Indian Express and the Financial Express both dated 11th Sept., 2014) at 9.00 A.M. at the Registered office of the Company at Nanubhai Amin Marg, Industrial Area, P.O. Chemical Industries, Vadodara 390003 (Gujarat).
2. The Management of the Company is responsible to ensure compliance of the provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and on poll on the Resolutions contained in the Notice of 70th AGM of the Members of the Company. My responsibilities as a scrutinizer for e-voting process and for poll are restricted to make a Scrutinizers' Report on the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by the Central Depository Services (India) Ltd., the authorized agency engaged by the Company to provide e-voting facilities and the poll conducted at the AGM.
3. I submit my report as under;





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

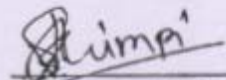
231, Phoenix Complex
Besides Suraj Plaza
Sayajgunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

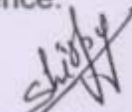
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- A. As per requirement of Rule 20(v), the Public Advertisement with respect to dispatch of AGM Notice and intimating date and time of commencement and closing of E-voting have been published in English language in the newspaper the Indian Express dated 21st Aug., 2014 and in Gujarati language in the news paper the Financial Express dated 21st Aug., 2014.
- B. The e-voting period remained open from 10.00 A.M. on 6th Sept., 2014 till 6.00 P.M. on 7th Sept., 2014.
- C. The Members of the Company holding shares as on "Cut-off" date i.e. 1st Aug., 2014 were entitled to the vote on the resolutions as mentioned in the Notice of 70th AGM of the Company.
- D. Mr. Aswini Sahoo resigned as Director of the Company w.e.f. 31st July, 2014 and the intimation for the same was given in the Annual Report. Accordingly, Resolution contained in the 70th AGM Notice at Item No. 9 has become redundant for consideration for E-voting and Poll.

Mrs. Tejal R. Amin, Dr. B S Pathak and Mr. V. K. Gulati, Directors of the Company have resigned as Directors and therefore, Resolutions contained in the 70th AGM Notice at Item Nos. 2, 5 and 8 respectively have become redundant for consideration for E-voting and poll. The Company has communicated the same by publication of Advertisement in English language in the newspaper the Indian Express dated 1st Sept., 2014 and in Gujarati language in the news paper the Financial Express dated 2nd Sept., 2014.

- E. The votes cast were unblocked on 7th Sept., 2014 at 6.45 P.M. in the presence of 2 witnesses CS Sonal Shimpi and Ms. Shilpy Jaiswal who are not in employment of the Company. They have signed below to confirm that the e-votes have been unblocked in their presence.


(CS Sonal Shimpi)


(Shilpy Jaiswal)

- F. Thereafter, the details of Members who have voted "for" or "against" each of the resolutions that were put to vote were generated from the E-voting website of CDSL viz. www.evotingindia.co.in.

- G. At the AGM the Chairman ordered Poll to facilitate the members/ proxies present at the AGM and who did not vote in the electronic voting process.





- H. As per Rule 21 of the Companies (Management and Administration) Rules 2014, polling papers were distributed to the Members and proxies present at the meeting. The empty ballot box was shown, locked and sealed in my presence and in the presence of members and proxies.
- I. Subsequently, the ballot box was opened in my presence and in the presence of Mr. Piyush Luktuke Advocate and Ms Shilpy Jaiswal who are not in the employment of the Company. They have signed below to confirm that polling box was opened in their presence.

(Piyush Luktuke)

(Shilpy Jaiswal)

- J. The poll papers were scrutinized and reconciled with the records maintained by the Company and the authorizations/ proxies lodged with the Company. The Registrar and Transfer Agent and Company have conveyed that the signatures of Members who are holding shares in demat form and gave proxy to the Company can not be verified.
- K. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

The Result of e-voting together with that of the Poll are as under;





J. J. Gandhi & Co.

Practising Company Secretaries
CS J. J. Gandhi - M. Com., LL. B., D. L. P., F. C. S.

231, Phoenix Complex
Besides Suraj Plaza
Sayajigunj, Baroda 390 005
Phone (o) 2225022 Cell : 9374620085
Email : jjgandhics@gmail.com

4

Resolution No. 1 – Ordinary Resolution

Adoption of audited financial statement for the year ended on 31st March, 2014 and Directors Report and Auditors Report thereon.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	43	5818947	40.26
Poll	66	868991	6.01
Total	109	6687938	46.27
Against the resolution			
E-voting	53	7765155	53.73
Poll	0	0	0
Total	53	7765155	53.73
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





J. J. Gandhi & Co.

Practising Company Secretaries

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231, Phoenix Complex

Besides Suraj Plaza

Sayajigunj, Baroda 390 005

Phone (o) 2225022 Cell : 9374620085

Email : jjgandhics@gmail.com

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Resolution No.2 – Resolution has become Redundant (Refer sub point D of point 3)

Resolution No. 3 – Ordinary Resolution

Appointment of retiring Director Mr. Bharat Patel (DIN 01100361)

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	53	7765811	55.03
Poll	5	94393	0.67
Total	58	7860204	55.70
Against the resolution			
E-voting	43	5818291	41.23
Poll	44	433596	3.07
Total	87	6251887	44.30
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





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Resolution No. 4 – Ordinary Resolution

Appointment of Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of the third consecutive AGM subject to ratification at every AGM

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	43	5818947	40.26
Poll	66	868991	6.01
Total	109	6687938	46.27
Against the resolution			
E-voting	53	7765155	53.73
Poll	0	0	0
Total	53	7765155	53.73
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





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Resolution No. 5 – Resolution has become Redundant (Refer sub point D of point 3)

Resolution No. 6 – Ordinary Resolution

Appointment of Dr. M H Mehta (DIN 01376352) as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	43	5818947	40.26
Poll	66	868991	6.01
Total	109	6687938	46.27
Against the resolution			
E-voting	53	7765155	53.73
Poll	0	0	0
Total	53	7765155	53.73
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





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Resolution No. 7 – Ordinary Resolution

Appointment of Dr. M. Ramamoorthy (DIN 03018185) as an Independent Director

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	43	5818947	40.26
Poll	66	868991	6.01
Total	109	6687938	46.27
Against the resolution			
E-voting	53	7765155	53.73
Poll	0	0	0
Total	53	7765155	53.73
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





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Resolution No. 8 – Resolution has become Redundant (Refer sub point D of point 3)

Resolution No. 9 – Resolution has become Redundant (Refer sub point D of point 3)

Resolution No. 10 – Ordinary Resolution

Approval of Remuneration of Cost Auditors

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	43	5818947	40.26
Poll	66	868991	6.01
Total	109	6687938	46.27
Against the resolution			
E-voting	53	7765155	53.73
Poll	0	0	0
Total	53	7765155	53.73
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





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Resolution No. 11 – Special Resolution

Approval for Borrowing limit of the Company under section 180(1)(c) of the Act.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	95	13584046	93.99
Poll	66	868991	6.01
Total	161	14453037	100.00
Against the resolution			
E-voting	1	56	0.00
Poll	0	0	0.00
Total	1	56	0.00
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





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Resolution No. 12 – Special Resolution

Approval to create mortgage/ charge for borrowings/ financial assistance availed

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	41	5818888	40.26
Poll	66	868991	6.01
Total	107	6687879	46.27
Against the resolution			
E-voting	55	7765214	53.73
Poll	0	0	0
Total	55	7765214	53.73
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	





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Resolution No. 13 – Special Resolution

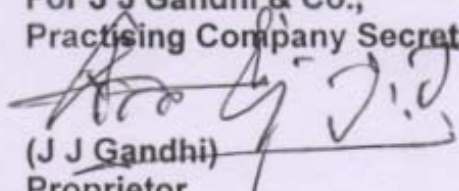
Approval for adoption of new set of Articles of Association.

Votes cast	Number of members present and voting	Number of votes cast	% of total number of valid votes cast
In favour of the resolution			
E-voting	43	5818947	40.26
Poll	66	868991	6.01
Total	109	6687938	46.27
Against the resolution			
E-voting	53	7765155	53.73
Poll	0	0	0
Total	53	7765155	53.73
Invalid votes			
E-voting	4	180289	
Poll	25	1050	
Total	29	181339	

The relevant records relating to E-voting (containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution) and poll papers and other records will be handed over to the Company Secretary/ authorized person for safe keeping.

Yours faithfully,

For J J Gandhi & Co.,
Practising Company Secretaries,


(J J Gandhi)
Proprietor
CP No – 2515, FCS 3519



Place : Vadodara
Dated: 23rd Sept., 2014

RESOLUTION -3

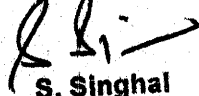
JYOTI LIMITED

Re-appointment of Shri Bharat Patel (DIN:01100361), who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/Public	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)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	0	5592268	0	100
Public - Institutional Holders	2346597	1763585	75.16	1763585	0	100	0
Public-Others	9188730	6756238	73.53	6096619	659619	90.24	9.76
Total	17128992	14112091	82.89	7860204	6251887	55.70	44.30

Note : The resolution was passed as votes cast in favour were more than votes cast against it.

For JYOTI LIMITED



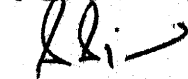
S. Singhal
Associate Vice President (Legal) &
Company Secretary

RESOLUTION - 6**JYOTI LIMITED**

Appointment of Dr. M.H. Mehta (DIN:01376352) as an Independent Director

Promoter/Public:	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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public – institutional Holders	2346597	2038598	86.87	368598	1670000	18.08	81.92
Public-Others	9188730	6822227	74.24	727072	6095155	10.66	89.34
Total	17128992	14453093	84.38	6687938	7765155	46.27	53.73

Note: The resolution was not passed as votes cast in favour were less than votes cast against it.

For JYOTI LIMITED


S. Singhal
Associate Vice President (Legal) &
Company Secretary

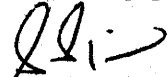
RESOLUTION - 7

Appointment of Dr. M. Ramamoorthy (DIN:03018185) as an Independent Director

JYOTI LIMITED

Promoter/Public	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
	1	2	3	4	5	6	7
MODE OF VOTING (E-VOTING & POLL)							
Promoter & Promoter Group	5593665	5592268	99.98	5592268	0	100	0
Public - Institutional Holders	2346597	2038598	86.87	368598	1670000	18.08	81.92
Public-Others	9188730	6822227	74.24	727072	6095155	10.66	89.34
Total	17128992	14453093	84.38	6687938	7765155	46.27	53.73

Note: The resolution was not passed as votes cast in favour were less than votes cast against it.

For JYOTI LIMITED


S. Singhal
Associate Vice President (Legal) &
Company Secretary