



**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

1

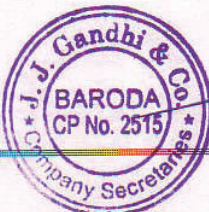
**Report of Scrutinizer  
(For E-voting)**

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

To,  
The Chairman  
of 48<sup>th</sup> Annual General Meeting of shareholders of  
JSL Industries Ltd.  
(CIN – L31100GJ1996PLC001397)  
Mogar, Dist. Anand – 388340 (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 JSL Industries Ltd., as Scrutinizer for the purpose of scrutinizing the E-voting process and ascertaining the requisite majority on E-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 (Rules) on the resolutions contained in the Notice (herein after referred to as "The Resolutions") of the 48<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Company to be held on 9<sup>th</sup> Sept., 2014 at 10.30 AM at the Registered office of the Company at Mogar 388 340, Dist Anand, Gujarat.
2. The Management of the Company is responsible to ensure the compliance of the requirements of the provisions of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice to the 48<sup>th</sup> AGM of the shareholders of the Company. My responsibility as scrutinizer for e-voting process is restricted to make a scrutinizers' report of the votes cast "In favour" or "Against" the resolutions and "Invalid" votes, based on the reports generated from e-voting system provided by Central Depository Services (India) Ltd., the authorized agencies to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under;
  - A. The e-voting period remained open from 4<sup>th</sup> Sept., 2014 at 10.00 a.m. till 5<sup>th</sup> Sept., 2014 at 6.00 p.m.
  - B. The shareholders of the Company as on "Cut-off" date i.e. 1<sup>st</sup> Aug., 2014 were entitled to the vote on the resolutions (Item No. 1 to 10) as set out in the Notice of 48<sup>th</sup> AGM of the Shareholders of the Company.







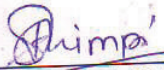
# J. J. Gandhi & Co.


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

2

C. The votes cast were unblocked on 5<sup>th</sup> 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)

D. Thereafter, the details of list of equity shareholders, who have voted "for" or "against" each of the resolutions that were put to vote, were generated from e-voting website [www.evotingindia.co.in](http://www.evotingindia.co.in). Based on report generated by the said portal, the detail of E -voting is as under;

The results of the e-voting are as under;

**Resolution No. 1 – Ordinary Resolution** -Adoption of audited financial statement for the year ended on 31<sup>st</sup> March, 2014 and Directors Report and Auditors Report thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 2 – Ordinary Resolution** -To appoint a Director in place of Mr. Rahul N Amin (DIN 00147987) who retires by rotation and offers himself for reappointment.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%







**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 : jgandhics@gmail.com

3

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 3 – Ordinary Resolution** - To re-appoint M/s. Amin Parikh & Co., Chartered Accountants as Statutory Auditor and to fix their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 4 – Ordinary Resolution** - To appoint Mr. Y. N. Vinchurkar, as an Independent Director the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL







# 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. 5 – Ordinary Resolution** - To appoint Mr. P V Krishan, as an Independent Director the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 6 – Special Resolution** - To re-appoint Mrs. Tejal R Amin, as Wholetime Director the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 7 – Ordinary Resolution** - To approve the remuneration of Cost Auditor.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%







(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 8 – Special Resolution** - To obtain approval for borrowing under section 180(1)(c) of the Companies Act, 2013

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No. 9 – Special Resolution** - Authority to create mortgage/ charge for borrowing/ financial assistance availed by the Company.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**Resolution No 10 – Special Resolution** - To adopt new set of Articles of Association of the Company containing regulations in conformity with the provisions of the Companies Act, 2013.







# 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

6

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
31	789021	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

During E-voting process 31 shareholders holding 7,89,021 shares (representing 70.68% of the total shares of the Company) have casted their votes in favour. No shareholders have casted vote against for any of the Resolutions. All resolutions have been passed unanimously. There are no invalid votes and therefore, resolution wise information on invalid votes are not provided.

The relevant records relating to E-voting will remain with us until the Chairman signs the minutes of the aforesaid AGM. Thereafter, the same will be handed over to the Company.

Thanking you,

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

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



Place : Vadodara  
Dated: 6<sup>th</sup> Sept., 2014