

Devendra Jain
Company Secretary

584, Kalani Nagar
Airport Road
Indore – 452 001

B.Com, CFA, A.C.S

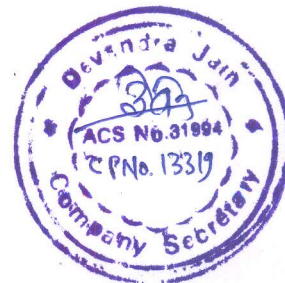
Cell. 9039541334

Scrutinizer's Report-Combined

To,
The Chairman,
JYOTI OVERSEAS LTD,
60, Sanwariya Nagar,
Near Bank of india
Ghatabillod (M.P.)- 454773

Dear Sir,

- I. **I, Devendra Jain, Practicing Company Secretary,** has been appointed as a Scrutinizer by –
 - (i) The Board of Directors of JYOTI OVERSEAS LTD (the Company) for the purpose of scrutinizing the E-voting process under the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (3)(ix) of Companies (Management and Administration) Rules, 2014.
 - (ii) The Chairman of the Annual General Meeting (AGM) on poll under the provisions of Section 109 of the Companies Act, 2013 and Rule 21(2) of Companies (Management and Administration) Rules, 2014, for the resolutions contained in the Notice to the 40th AGM of the members of the Company held on Tuesday, September 30, 2014 at Shubham Garden, Main Road, Ghatabillod, Dist.- Dhar (M.P.)
- II. The Management of the Company is responsible to ensure the compliance with the requirement of Companies Act, 2013 and Rules relating E-voting and Poll on the resolutions contained in the Notice to the 40th Annual General Meeting (AGM) of the members of the Company. My responsibilities as a scrutinizer for E-voting process and for Poll at the AGM is restricted to Scrutinizer's Report of the votes cast "in favour" or "Against" the resolutions stated below based on the reports generated from the E-voting system provided by Central Depository Services (India) Limited (CDSL) and also at the time of Poll at AGM.



I have issued separate Scrutinizer's Report dated 29th September, 2014 on the E-voting and dated 1st October 2014 on the Poll for the resolutions contained in the Notice of the AGM. As requested by Management, I submit herewith my combined report on the results of E-voting together with that of Poll as under-

Item No. of Notice	Votes in favour of resolution		Votes against the resolution		Invalid votes	
	Nos.	% of total number of valid votes cast	Nos.	% of total number of valid votes cast	Nos.	% of total number of invalid votes cast
Item No. 1 of the Notice (As an Ordinary Resolution)	2831199	99.89	3000	0.11	NIL	NIL
Item No. 2 of the Notice (As an Ordinary Resolution)	2831199	99.89	3000	0.11	NIL	NIL
Item No. 3 of the Notice (As an Ordinary Resolution)	2831199	99.89	3000	0.11	NIL	NIL
Item No. 4 of the Notice (As an Ordinary Resolution)	2831199	99.89	3000	0.11	NIL	NIL
Item No. 5 of the Notice (As an Ordinary Resolution)	2831199	99.89	3000	0.11	NIL	NIL
Item No. 6 of the Notice (As an Special Resolution)	2831199	99.89	3000	0.11	NIL	NIL
Item No. 7 of the Notice (As a Special Resolution)	2831199	99.89	3000	0.11	NIL	NIL

Thanking you,
Yours Faithfully,


Scrutinizer

Name: Devendra Jain
Practicing Company Secretary
ACS: 31994; CP: 13319

Place: Indore
Date: 1st October, 2014

