

Report of Scrutinizer

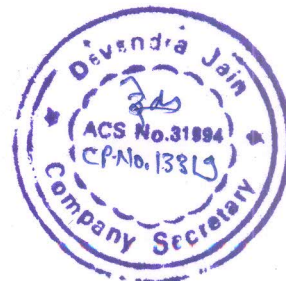
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of Companies
(Management and Administration) Rules, 2014]

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

Dear Sir,

Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3) (xi) of Companies (Management and Administration) Rules, 2014.

1. I, **Devendra Jain, Practicing Company Secretary**, appointed by the Board of Directors of **Jyoti Overseas Limited** ("the Company") as a Scrutinizer for the purpose of conducting the E-voting process on the below mentioned resolution(s), to be passed at the 40th Annual General Meeting of the Equity Shareholders of the Company to be held on Tuesday, September 30, 2014 at Shubham Garden, Main Road, Ghatabillod, Dist.- Dhar (M.P.) .
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the 40th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process restricted to make a 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), the authorized agency to provide the E-voting facilities, engaged by the Company.



3. Further to the above, I submit my report as under:
- i. The Company has availed E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting E-voting by the shareholders of the Company.
 - ii. The Members of the Company as on the "Cut Off" date i.e. 5th September, 2014 were entitled to vote on the resolutions (Items Number 1 to 7 as set out in Notice of 40th AGM of the Company).
 - iii. The voting period for E-voting commenced on Wednesday, September 24, 2014 (9.00 A.M.) to Friday, September 26, 2014 (6.00 P.M.) and the CDSL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, who were not in the employment of the Company.

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

Item No. 1 - Ordinary Resolution

Adoption of Audited Balance Sheet and Statement of Profit & Loss Account for the year ended March 31, 2014 together with the Reports of the Board of Directors and the Auditors thereon.

(I) Voted in favour of resolution:

| Number of Members Voted | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|-------------------------|---------------------------------------|---------------------------------------|
| 7 | 2820999 | 99.89 |

(II) Voted against the resolution:

| Number of Members Voted) | Number of votes cast by them (Shares) | % of total number of valid votes cast |
|--------------------------|---------------------------------------|---------------------------------------|
| 2 | 3000 | 0.11 |

(III) Invalid Votes

| Total number of members whose votes were declared invalid | Total number of votes cast by them (Shares) |
|---|---|
| NIL | NIL |

