

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 as amended]

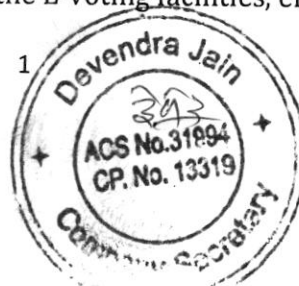
To,
The Chairman,
JYOTI OVERSEAS LTD
CIN: L72112MP1974PLC001260
60, Sanwariya Nagar, Near Bank of India
Ghatabillod, Indore (M.P.)

Dear Sir,

Ref. 41st Annual General Meeting (AGM) of the Equity Shareholders of JYOTI OVERSEAS LTD held on the Wednesday, 30th September, 2015 at 3.00 P.M. at Shubham Garden, Main Road, Ghatabillod, Distt.- Dhar (M.P.)

Subject: Passing of Resolution(s) through remote electronic voting and Poll at the venue of the AGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35 B of the Listing Agreement

1. I, **Devendra Jain, Practicing Company Secretary**, appointed by the Board of Directors of **JYOTI OVERSEAS LTD** ("the Company") as a Scrutinizer for the purpose of conducting the E-voting process and Poll at venue of the AGM, pursuant to Section 108 & 109 of Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, on the below mentioned resolution(s), passed at the 41st Annual General Meeting of the Equity Shareholders of the Company held on the Wednesday, 30th September 2015 at 3.00 P.M. at Shubham Garden, Main Road, Ghatabillod, Distt.- 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 41st Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process and Poll 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. **23rd September 2015** were entitled to vote on the resolutions (Items Number 1 to 4 as set out in Notice of 41st AGM of the Company).
 - iii. The voting period for E-voting commenced on Sunday, **27th September 2015, 9.00 A.M. and ends on Tuesday, 29th September 2015 05.00 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 Mr. Manoj Maheshwari and Mr. Yash Gupta, who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.
 - iv. The Chairman of the Company had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process. The Company arranged the facility to vote for Poll at the venue of the AGM. The Poll voting was reconciled with the records maintained by the RTA of the Company and the authorizations/proxies lodged with the company. Thereafter, I as a Scrutinizer duly compiled the details of the e-voting carried out by the Members together with the Poll done at the venue of the AGM.

The results of the e-voting with the voting conduct at venue of the AGM by way of Poll are as under:

Details	E-voting	Voting by Poll at the AGM	Total Voting
Number of members who cast their votes	7	32	39
Total Number of Shares held by them	28,14,499	21,420	28,35,919
Valid Votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Abstained/ Invalid Votes	NIL		

