

**CS SEEMA SHARMA**

Company Secretary in Whole-time Practice  
F-5/10A, Model Town – I  
Delhi – 110 009  
Email-seemaskhanna@gmail.com

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To,

The Chairman,  
J C T Limited  
Village Chohal  
District Hoshiarpur  
Punjab -146 024

Dear Sir,

**Re: Scrutinizer's Report on Postal Ballot Notice dated 13<sup>th</sup> February, 2016 seeking approval of the shareholders u/s 110 of the Companies Act, 2013**

In terms of the resolution passed by the Board of Directors of J C T Limited (hereinafter referred to as 'the Company') at its meeting held on 13<sup>th</sup> February, 2016, I have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers and e-voting in respect of Special Resolutions proposed in the Postal Ballot Notice dated 13<sup>th</sup> February, 2016 (hereinafter referred to as 'the Postal Ballot Notice').

I hereby submit my report on the voting on said Special Resolutions (two in number) proposed in the Postal Ballot Notice, as under -

1. In accordance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (hereinafter referred to as 'the Rules'), the Company being a listed entity has made arrangements with National Securities Depository Limited (NSDL) for extending electronic voting facility to its members for voting electronically on (NSDL) platform, as per instructions printed on the Postal Ballot Notice.
2. The Company completed the dispatch of Postal Ballot Notice along with Postal Ballot Forms and self-addressed postage pre-paid Business Reply Envelope, by Courier to the members of the Company on 20<sup>th</sup> February, 2016.
3. As per Rule 22(3) of the Rules, an advertisement in regard to dispatch of Postal Ballot Notice to the members of the Company, was published by the Company in

‘Daily Nawan Jamana’ and ‘Financial Express’ newspapers on 22<sup>nd</sup> February, 2016.

4. All Postal Ballot Forms received up to Wednesday, the 23<sup>rd</sup> March, 2016 (5.00 P.M.) (being the last date for receipt of Postal Ballot Forms) were considered for my scrutiny.
5. The particulars of e-voting done by the members of the Company during the period from Monday, February 22<sup>nd</sup>, 2016 (9.00 A.M.) till Wednesday, March 23<sup>rd</sup>, 2016 (05.00 P.M.) by logging on on-line E-voting site of NSDL were considered for my scrutiny.
6. Particulars of all Postal Ballot Forms received from the members of the Company, including e-voting, have been entered in a register separately maintained for the purpose.
7. No Envelope containing Postal Ballot Forms was received after Wednesday, the 23<sup>rd</sup> March, 2016 (5.00 P.M.) (being the last date for receipt of Postal Ballot Forms).
8. I did not find any defaced or mutilated Postal Ballot Form.
9. No member has cast votes both in postal ballot form and by way of e-voting.
10. The details of voting are as under:

***1. Variation in the terms of Optionally Partially Convertible Preference Shares***

**Detail of voting:**

**a) Through Physical Postal Ballot Form:**

Particulars	Number of Forms	No. of Equity Shares of Rs. 2.50 each (Votes)
Total Number of Postal Ballot Forms Received	63	136,402
Less: Total Number of Invalid Postal Ballot Forms	0	0
Total Number of Valid Postal Ballot Forms	63	136,402

**b) Through electronic mode, on NSDL e-voting platform:**

<b>Particulars</b>	<b>Number of Members who cast vote Electronically</b>	<b>No. of Equity Shares of Rs. 2.50 each(Votes)</b>
Total Votes received by electronic mode	456	251,739,848
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes	456	251,739,848

**Summary of voting:**

<b>Particulars</b>	<b>Aggregate of Physical Ballot Forms and Electronic Voting</b>	<b>No of Equity Shares of Rs2.50 each (Votes)</b>	<b>% of Valid Votes Received</b>
Total Valid Postal Ballots / Votes received	519	251,876,250	100
Assented to Resolution	490	251,745,083	99.95
Dissented to Resolution	29	131,167	0.05

## ***II. Issue of Equity Shares on Preferential Basis***

**Detail of voting:**

**a) Through Physical Postal Ballot Form:**

<b>Particulars</b>	<b>Number of Forms</b>	<b>No. of Equity Shares of Rs. 2.50 each (Votes)</b>
Total Number of Postal Ballot Forms Received	63	136,402
Less: Total Number of Invalid Postal Ballot Forms	0	0
Total Number of Valid Postal Ballot Forms	63	136,402

**b) Through electronic mode, on NSDL e-voting platform:**

Particulars	Number of Members who cast vote Electronically	No. of Equity Shares of Rs. 2.50 each(Votes)
Total Votes received by electronic mode	459	251,742,523
Less: Total Number of Invalid Votes	0	0
Total Number of Valid Votes	459	251,742,523

**Summary of voting:**

Particulars	Aggregate of Physical Ballot Forms and Electronic Voting	No of Equity Shares of Rs2.50 each (Votes)	% of Valid Votes Received
Total Valid Postal Ballots / Votes received	522	251,878,925	100
Assented to Resolution	494	251,749,258	99.95
Dissented to Resolution	28	129,667	0.05

11. From the voting pattern mentioned above, it is observed that Special Resolutions mentioned in the Postal Ballot Notice, more than three-fourths of the number of valid votes cast, are in favour of the said Special Resolutions.
12. Records pertaining to physical and e-voting, are being handed over to the Company Secretary of the Company for safe custody.

The above position may kindly be considered for the purpose of declaring the result of voting on Special Resolution mentioned in the Postal Ballot Notice.

Thanking you,

Yours sincerely,



**Seema Sharma**

*Practicing Company Secretary*

C.P No.: 4397

Dated : March 25, 2016