

**SEEMA SHARMA**  
Company Secretary  
F-5/10A, Ground Floor,  
Model Town - I  
Delhi 110 009

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**Scrutinizer's Report on e- voting carried out for J C T Limited**

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

**Annual General Meeting of Equity shareholders of J C T Limited to be held on  
September 25, 2014.**

**Subject: Passing of the Resolution(s) through electronic voting pursuant to section 108 of the companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014.**

Dear Sir,

Pursuant to the Resolution passed by the Board of J C T Limited (hereinafter referred to as the "Company") on 12<sup>th</sup> August, 2014. I, Seema Sharma, Company Secretary in Whole-time Practice having office at F5/10A, GF, Model Town-I, Delhi, have been appointed as a Scrutinizer for the purpose of scrutinizing e-voting as mentioned under clause (ix) of sub rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions set out in the Notice of 65th Annual General Meeting of J C T Limited to be held on 25<sup>th</sup> September, 2014 at the Registered Office at Village Chohal, District Hoshiarpur, Punjab. I submit my report as under:

The cut- off date (record date) for the purposes of identifying the shareholders entitled to vote on the resolutions placed for the approval of the shareholders was August 22, 2014.

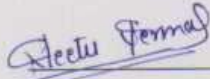
As prescribed in the aforesaid rules, the e- voting facility was kept open for three days from Wednesday, September 17, 2014 (9.00 A.M.) till Friday, 19 September, 2014 (9.00 P.M.)



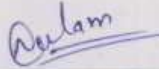
As prescribed in the clause (v) of sub rule 3 of the Rule 20, the company also released an advertisement on 11<sup>th</sup> September, 2014 in Hindi and English Newspapers

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of electronic voting in respect of resolution to be passed at the Annual General Meeting. At the end of the voting period on September 19, 2014, the voting portal of the service provider was blocked forthwith.

On September 20, 2014 the votes cast by e-voting were unblocked by me as scrutinizer in the presence of Ms. Neetu Verma r/o A282, Sudershan Park, Near Moti Nagar, New Delhi-110015 and Ms. Neelam r/o House No. 3056, Street No. 77, B-Block, Sant Nagar Burari, Delhi-110084 who acted as witnesses, as prescribed in sub rule 3(xi) of the said Rule 20. The witnesses are not the employees of the Company.



Witness 1: Ms. Neetu Verma



Witness 2: Ms. Neelam

As Scrutinizer, the report of the e – voting carried out by the shareholders was duly compiled, the details of which are as follows:

The total paid-up equity share capital of the Company as on 22<sup>nd</sup> August, 2014 was Rs.1,631,981,622.50 divided into 652792649 equity shares of Rs.2.50/- each.

There are in all 379 shareholders holding 250727020 equity shares of the company, who have participated in the e-voting process carried out by the company.



The result of the e – voting is as under:-

**Item No. 1**

**Adoption of audited financial statements including consolidated financial statements of the Company for the financial year ended March 31, 2014 and Reports of the Board of Directors and Auditors thereon.**

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
379	250727020	378	247177349	1	3549671

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
370	247175819	99.9994

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
8	1530	0.00061

**Item No. 2**

**Appointment of Director in place of Ms. Priya Thapar(holding DIN: 06742680) who retires from office by rotation, and being eligible, offers herself for re-appointment.**

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
378	250727015	377	247177344	1	3549671



(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
359	247029290	99.940

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
18	148054	0.0599

**Item No. 3**

***Appointment of Auditors and fix their remuneration.***

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
379	250727020	378	247177349	1	3549671

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
361	247030445	99.94



(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
17	146904	0.059

Item No. 4

*Appointment of Dr. Ajit Kumar Doshi (DIN: 02298644) as an Independent Director of the company*

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
379	250727020	378	247177349	1	3549671

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
366	247041054	99.94

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	136295	0.055



Item No. 5

*Appointment of Mr. Gordhan Bhojraj Kathuria (DIN: 00062088) as an Independent Director of the company*

Detail of votes cast:

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
377	250725970	376	247176299	1	3549671

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
361	247021024	99.937

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	155275	0.063



Item No. 6

*Appointment of Mr. Chander Mohan Bhanot (DIN: 06462056) as an Independent Director of the company*

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
379	250727020	378	247177349	1	3549671

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
364	247039854	99.944

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	137495	0.056



**Item No. 7**

**Approval for Creation, Offer, Issue and allotment of 44195092 Equity Shares of Rs. 2.50 each on preferential basis**

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
378	247177349	378	247177349	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
363	247032095	99.94

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
15	145254	0.058

**Item No. 8**

**Approval to borrow not exceeding Rs. 650 crores**

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
375	247175244	375	247175244	0	0





(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
361	247027349	99.94

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
14	147895	0.0598

**Item No.9**

***Approval of new Articles of Association of the company***

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
378	247177349	378	247177349	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
366	247040154	99.94



(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
12	137195	0.055

**Item No. 10**

**Approval for re-classification of Authorised Share Capital of the Company**

**Detail of votes cast:**

Total votes cast		Valid votes		Invalid votes	
Number of members	Number of votes cast	Number of members	Number of votes cast	Number of members	Number of votes cast
377	247176349	377	247176349	0	0

(i) Voted in favour of the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
364	247031795	99.94

(ii) Voted against the resolution (out of valid votes cast):

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	144554	0.058



I hereby confirm that I am maintaining the registers that are provided by the service provider electronically in respect of votes cast through e-voting. The register of e-voting will be e-mailed to the chairman and the company secretary of the company after the chairman considers, approves and signs the minutes of the Annual General Meeting in compliance with rule 20(3)(xiii) of the companies (Management & Administration) Rules, 2014.

Yours Sincerely,

A circular purple stamp with the text "SEEMA SHARMA" at the top, "NEW DELHI" in the center, and "CP No. 4397" at the bottom. A handwritten signature in blue ink is written over the stamp.

**SEEMA SHARMA**

**COMPANY SECRETARY IN WHOLE-TIME PRACTICE**

CP No. 4397

Date: 22.09.2014

Place: New Delhi

EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
100893	INE945AD1026	JCT LIMITED EQ NEW	2014-09-17	2014-09-19	2014-09-25	U	1
EVEN	RESOLUTION_ID	OPTION_ID	OPTION_NAME	VOTER_COUNTS	VOTE_COUNTS		
100893	1	1	IWw assent to the resolution(For/ Yes/ Favour)	371	250725490		
100893	1	2	IWw dissent to the resolution(Against/ No)	8	1530		
100893	2	1	IWw assent to the resolution(For/ Yes/ Favour)	360	250578961		
100893	2	2	IWw dissent to the resolution(Against/ No)	18	148054		
100893	3	1	IWw assent to the resolution(For/ Yes/ Favour)	362	250580116		
100893	3	2	IWw dissent to the resolution(Against/ No)	17	146904		
100893	4	1	IWw assent to the resolution(For/ Yes/ Favour)	367	250590725		
100893	4	2	IWw dissent to the resolution(Against/ No)	12	136295		
100893	5	1	IWw assent to the resolution(For/ Yes/ Favour)	362	250570695		
100893	5	2	IWw dissent to the resolution(Against/ No)	15	155275		
100893	6	1	IWw assent to the resolution(For/ Yes/ Favour)	365	250589525		
100893	6	2	IWw dissent to the resolution(Against/ No)	14	137495		
100893	7	1	IWw assent to the resolution(For/ Yes/ Favour)	363	247032095		
100893	7	2	IWw dissent to the resolution(Against/ No)	15	145254		
100893	8	1	IWw assent to the resolution(For/ Yes/ Favour)	361	247027349		
100893	8	2	IWw dissent to the resolution(Against/ No)	14	147895		
100893	9	1	IWw assent to the resolution(For/ Yes/ Favour)	366	247040154		
100893	9	2	IWw dissent to the resolution(Against/ No)	12	137195		
100893	10	1	IWw assent to the resolution(For/ Yes/ Favour)	364	247031795		
100893	10	2	IWw dissent to the resolution(Against/ No)	13	144554		

