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Combined Scrutinizer's Report on Remote E-Voting & Voting by Physical Ballot

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Chairman

Jayshree Chemicals Limited

55th Annual General Meeting of the Equity Shareholders of M/S Jayshree Chemicals Limited held on 26th September, 2017 at 11.30 A.M. at Rotary Sadan, 94/2, Chowringhee Road, Kolkata- 700020.

Sub: Passing of Resolution(s) through Remote E-voting process as well as voting through Physical Ballot conducted at the venue of the AGM pursuant to Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir,

I, Arun Kumar Jaiswal (ACS: 29827, CP No.: 12281) Company Secretaries in whole-time practice was appointed by the Board of Directors of M/s Jayshree Chemicals Limited to act as the Scrutinizer to scrutinize the remote evoting process and voting through Physical Ballot conducted at the venue of the AGM carried out for the Resolutions [(Item Nos. 1-7) as set out in the notice dated 27th May, 2017 proposed to be passed under the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and related Rules in respect of voting through electronic means i.e. Remote E-Voting and voting through Physical Ballot on the Resolutions contained in the notice of the 55th Annual General Meeting "AGM" of the Company.
- As Scrutinizer for Remote E-Voting process and for voting through Physical Ballot conducted at the AGM, my responsibility is to provide the Scrutinizer's Report of the votes cast in "FAVOUR" of "AGAINST" the resolutions stated in the notice, based on the votes casted through Physical Ballot at the meeting and reports generated from the e-voting system provided by the Central Depository Services (India) Limited "CDSL".
- The shareholders of the Company holding shares as on the "cut-off" date i.e. 19th September, 2017 were entitled to vote on the Resolutions as contained in the notice of the AGM.
- The remote e-voting commenced from Saturday, 23rd September, 2017 at 09.00 a.m. and ended on Monday, 25nd September, 2017 at 5.00 p.m.
- 5. At the end of the voting period on 25th September, 2017 at 5.00 P.M., the voting portal of the Service Provider was blocked forthwith.
- At the venue of the 55th AGM of the Company held on 26th September, 2017 the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting but could not participate in the Remote E-voting to record their votes.

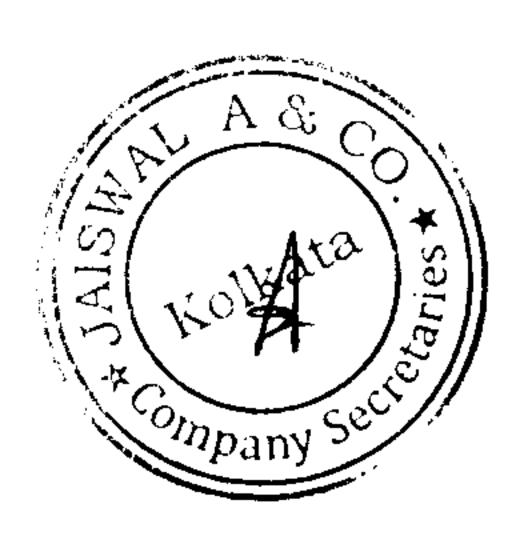
- Immediately after the conclusion of voting at the AGM venue, the polling box containing the ballot papers was opened and votes were counted and reconciled with the records maintained by the Registrar and Transfer Agent of the Company in the presence of two witnesses being not employees of the Company present at the meeting.
- Thereafter, the results of Remote E-voting was unblocked from the website of M/s. Central Depository Services (India) Limited "CDSL i.e. <u>www.evotingindia.com</u> in the presence of Mr. Pranaya Kumar Behuria and Mr. Kumar Rohit who are not in the employment of the Company.
- Thereafter, I as a Scrutinizer duly compiled the details of the Remote E-voting carried out by the Members together and the voting done by Physical Ballot at the venue of the AGM, the details of which are as follows:

ORDINARY BUSINESS

<u>Item No. 1 – (Ordinary Resolution)</u>

Adoption of the Statement of Profit and Loss of the Company for the year ended March 31, 2017 and the Balance Sheet as at that date together with the Reports of the Directors' and the Auditors' thereon:

	Remote e-vo	ting	Voting through Ballot at the	•	Consolidated	Consolidated voting results				
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast			
Voted in favour of the Resolution	9	2706	39	13479641	48	13482347	99.97			
Voted against the Resolution		3538	0	0	1	3538	0.03			
Invalid votes	0	0	0	0	0	0	0			



Item No. 2 -(Ordinary Resolution)

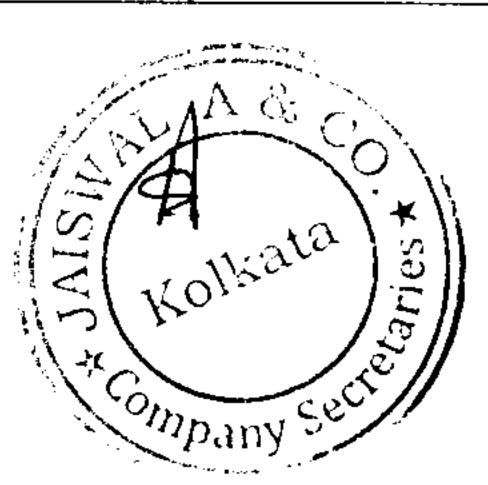
Re-appointment of Shri Virendraa Bangur who retires by rotation and offers himself for re-appointment.

	Remote e-vo	ting	Voting through Ballot at the	•	Consolidated	voting results	
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the Resolution	8	2567	37	12504641	45	12507208	99.97
Voted against the Resolution	2	3677	0	0	2	3677	0.03
Invalid votes	0	0	0	0	0	0	0

<u>Item No. 3 – (Ordinary Resolution)</u>

To appointment Statutory Auditors of the Company and to fix their remuneration.

	Remo	te e-vo	ting	Voting through Ballot at the		Consolidated voting results			
	Memb who vo	ers	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast	
Voted in favour contract the Resolution	n 8		2567	39	13479641	47	13482208	99.97	
Voted against the Resolution	2	•	3677	0	0	2	3677	0.03	
Invalid votes	0		0	O	0	0	0,	0	



SPECIAL BUSINESS

<u>Item No. 4 – (Ordinary Resolution)</u>

To regularise appointment of Smt. Sindhubala Choudhury DIN- (00848070), additional Director as a Director).

	Remote e-vot	ting	Voting throu	gh Physical AGM	Consolidated voting results			
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast	
Voted in favour of the Resolution	9	2706	39	13479641	48	13482347	99.97	
Voted against the Resolution	1 3538 he n		0	0	1	3538	0.03	
Invalid votes	0	0	0	0	0	0	0	

<u>Item No. 5 – (Ordinary Resolution)</u>

Re-appointment of Shri Satish Kapur (DIN- 00051163) as an Independent Director (Ordinary Resolution).

	Remote e-voi	ting	Voting through Ballot at the	igh Physical AGM	Consolidated voting results			
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast	
Voted in favour of the Resolution	8	2567	39	13479641	47	13482208	99.97	
Voted against the Resolution	2	3677	0	0	2	3677	0.03	
Invalid votes	0	0	0	A Q	0	0	0	

<u>Item No. 6– (Ordinary Resolution)</u>

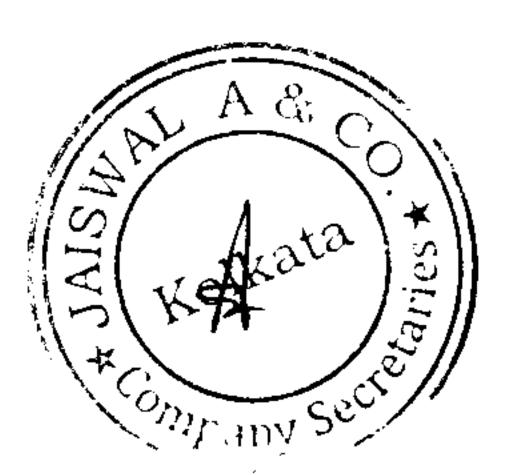
Appointment of Smt. Sindhubala Choudhury DIN- (00848070), as an Independent Director.

	Remote e-vo	ting	Voting through Ballot at the	•	Consolidated voting results			
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast	
Voted in favour of the Resolution	8	2567	39	13479641	47	13482208	99.97	
Voted against the Resolution	2	3677	0	0	2	3677	0.03	
Invalid votes	0	0	0	0	0	0	0	

<u>Item No. 7- (Special Resolution)</u>

Change in Objects Clause for undertaking the business of dealing in Electrical Appliances and goods.

	Remote e-vo	ting	Voting through Ballot at the	igh Physical AGM	Consolidated	Consolidated voting results			
	Number of Members who voted	Number of shares for which votes cast	Number of Members who voted (in person or by proxy)	Number of shares for which votes cast	Total number of Members who voted	Total number of shares for which votes cast	Percentage of votes to total number of valid votes cast		
Voted in favour of the Resolution	9	2706	39	13479641	48	13482347	99.97		
Voted against the Resolution	1	3538	0	0	1	3538	0.03		
Invalid votes	0	0	0	0	0	0	0		



All the papers relating to voting by remote e-voting and voting through Physical Ballot shall remain in the safe custody of the Scrutinizer until the Chairman, considers, approves and signs the Minutes of the AGM and thereafter, the Scrutinizer shall hand over the related papers to the Company Secretary/Chairman, authorised by the Board for safe keeping.

Soft copy containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared "INVALID / ABSTAINED", for each resolution is being delivered to the Company Secretary/Chairman, authorised by the Board for safe keeping separately.

All the Resolutions mentioned hereinabove stand passed with the required majority through Remote e-voting and voting through Physical Ballot and deemed to have been passed as on the date of the AGM, accordingly I request the Chairman of the Company to announce the result of the meeting.

Thanking you,

Yours faithfully, For JAISWAL A & CO. Company Secretaries

ARUN KUMAR JAISWAL

Proprietor

ACS 29827, CP No.: 12281

SCRUTINIZER

*Company Secretary

Place: Kolkata

Date: 27th September, 2017

We the undersigned have witnessed that the votes in respect of e-voting of shareholders of M/s Jayshree Chemicals Limited were unblocked from CDSL's e-voting website www. www.evotingindia.com in our presence on 26th September, 2017.

Kumar Rohit 14/G/3, N.N. Ghosh Lane Kolkata- 700040 West Bengal Pranaya Kumar Behuria

47, 2nd Lane, Bhatsala, Brace Bridge

Kolkata- 700088 West Bengal

Date of the AGM	26 th September, 2017
Total number of shareholders on record date	5032
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	16
Public:	81
No. of shareholders attended the meeting through	
Video Conferencing	
Promoter and Promoter Group:	N.A.
Public:	N.A.

Resolution:- Item No- 1 Adoption of Financial Statements for the year ended 31st March, 2017.

Resolution re	equired: (Ord	dinary/Special)			Ordin	ary		
Whether pro	moter/prom	noter group ar	e interested i	n the	·	No			
agenda/reso	lution?								
Category	Mode of	No. of	No. of	% of Votes	No. c		No. of	% of Votes	% of Votes
	Voting	held (1)	polled (2)	Polled on outstandin g shares (3)=[(2)/(1)]*100	favou (4)		Votes- against (5)	in favour on votes polled (6)=[(4)/(2)]*100	against on votes polled (7)=[(5)/(2)]*100
Promoter	E-Voting								
and	Poll		13471909	95.645	1347	1909	0	100	0
Promoter Group	Postal Ballot (if applicabl e)	14085259	0	0	0		0	0	0
	Total	14085259	13471909	95.645	1347	1909	0	100	0
Public-	E-Voting				2017				
Institutions	Poll		0	0	0		0	0	0
	Postal Ballot (if applicabl e)	991956							
	Total	991956	0	0	0		0	0	0
Public-Non	E-Voting		6244	0.044	2706		3538	43.337	56.663
Institutions	Poll		7732	0.054	7732		0	100.00	0
	Postal Ballot (if applicabl e)	14249242							
	Total	14249242	13976	0.098	1043	8	3538	74.685	25.315
Total		29326457	13485885	45.985	1348	2347	3538	99.973	0.027

Resolution:- Item No- 2 Re-appointment of Shri Virendraa Bangur who retires by rotation offers himself for reappointment.

Resolution re	equired: (Or	dinary/Specia	1)		Ordinar	у		<u></u>
		noter group a	re interested i	n the	Yes		<u>. ,</u>	
agenda/reso		· · · · · · · · · · · · · · · · · · ·						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2))]*100
Promoter	E-Voting	-			<u> </u>			
and	Poll	<u></u>	12496909	88.723	12496909	0	100	0
Promoter Group	Postal Ballot (if applicabl e)	14085259	0	0	0	0		0
	Total	14085259	12496909	88.723	12496909	0	100	0
Public-	E-Voting			· · · · · · · · · · · · · · · · · · ·				
Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicabl e)	991956						
	Total	991956	0	0	0	0	0	0
Public-Non	E-Voting		6244	0.044	2567	3677	38.636	61.364
Institutions	Poll		7732	0.054	7732	0	100.00	0
	Postal Ballot (if applicabl e)	14249242						
<u></u>	Total	14249242	13976	0.098	10299	3667	73.690	26.310
Total		29326457	12510885	42.661	12507208	3667	99.970	0.030

Resolution:- Item No- 3 Appointment of Auditors and to fix their remuneration.

Resolution r	equired: (Ord	dinary/Special)			Ordina	rv	<u> </u>	<u> </u>
Whether pro	omoter/prom	noter group are	interested in	the	No	· · · · · · · · · · · · · · · · · · ·	· · · · · · · · · · · · · · · · · · ·	
agenda/resc								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-Voting	_						
and	Poll		13471909	95.645	13471909	0	100	0
Promoter Group	PostalBall ot (if applicable)	14085259	0	0	0	0	0	0
	Total	14085259	13471909	95.645	13471909	0	100	0
Public-	E-Voting							
Institutions	Poll		0	0	0	0	0	0
	PostalBall ot (if applicable)	991956						
<u>.</u>	Total	991956	0	0	0	0	0	0
Public-Non	E-Voting		6244	0.044	2567	3677	41.111	58.889
Institutions	Poll		7732	0.054	7732	0	100.00	0
	Postal Ballot (if applicabl e)	14249242						
·•.	Total	14249242	13976	0.098	10299	3677	73.691	26.309
Total		29326457	13485885	45.985	13482208	3677	99.973	0.027

Resolution:- Item No- 4 To regularise appointment of Smt. Sindhubala Choudhury DIN- (00848070) Additional Director as a Director. (Ordinary Resolution)

Resolution re	equired: (Ord	dinary/Specia)		Ordinary			
Whether pro	moter/prom	noter group ai	re interested i	n the	No			
agenda/resol	lution?							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] *100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter	E-Voting							
and	Poll		13471909	95.645	13471909	0	100	0
Promoter Group	Postal Ballot (if applicable)	14085259	0	0	0	0	0	0
	Total	14085259	13471909	95.645	13471909	0	100	0
Public-	E-Voting						· · · · · · · · · · · · · · · · · · ·	<u> </u>
Institutions	Poll		0	0	0	0	0	0
	Postal Ballot (if applicabl e)	991956						
	Total	991956	0	0	0	0	0	0
Public-Non	E-Voting		6244	0.044	2706	3538	43.337	56.663
Institutions	Poll		7732	0.054	7732	0	100.00	0
	Postal Ballot (if applicabl e)	14249242						
	Total	14249242	13976	0.098	10438	3538	74.685	25.315
Total		29326457	13485885	45.985	13482347	3538	99.973	0.027

Resolution:- Item No- 5 Re-appointment of Shri Satish Kapur (DIN- 00051163) as an Independent Director (Ordinary Resolution)

Resolution re	equired: (Or	dinary/Special)	Ordina	Ordinary					
Whether promoter/promoter group are interested in the						No			
agenda/reso	lution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandi ng shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting								
	Poll	14085259	13471909	95.645	13471909	0	100	0	
	Postal Ballot (if applicabl e)		0	0	0	0	0	0	
	Total	14085259	13471909	95.645	13471909	0	100	0	
Public-	E-Voting					"		· · · · · · · · · · · · · · · · · · ·	
Institutions	Poll	991956	0	0	0	0	0	0	
	Postal Ballot (if applicabl e)								
	Total	991956	0	0	0	0	0	0	
Public-Non Institutions	E-Voting		6244	0.044	2567	3677	41.111	58.889	
	Poll		7732	0.054	7732	0	100.00	0	
	Postal Ballot (if applicabl e)	14249242							
Tatal	Total	14249242	13976	0.098	10299	3677	73.691	26.309	
Total		29326457	13485885	45.985	13482208	3677	99.973	0.027	

Resolution:- Item No- 6 Appointment of Smt. Sindhubala Choudhury DIN- (00848070), as an Independent Director (Ordinary Resolution)

Resolution re	quired: (Ord	inary/Special)		····	Ordinary		 -	<u>.</u>
Whether promoter/promoter group are interested in the					No		· · · · · · · · · · · · · · · · · · ·	
agenda/resol								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2))]*100
Promoter	E-Voting		······································					
and	Poll		13471909	95.645	13471909	0	100	0
Promoter Group	Postal Ballot (if applicable)	14085259	0	0	0	0	0	0
· · · · · · · · · · · · · · · · · · ·	Total	14085259	13471909	95.645	13471909	0	100	0
Public- Institutions	E-Voting Poll		0	0	0	0	0	0
	Postal Ballot (if applicabl e)	991956						
	Total	991956	0	0	0	0	0	0
Public-Non	E-Voting		6244	0.044	2567	3677	41.111	58.889
Institutions	Poll		7732	0.054	7732	0	100.00	0
	Postal Ballot (if applicabl e)	14249242						
·	Total	14249242	13976	0.098	10299	3677	73.691	26.309
Total		29326457	13485885	45.985	13482208	3677	99.973	0.027

Resolution:- Item No- 7 Change in Objects Clause for undertaking the business of dealing in Electrical Appliances and goods (Special Resolution)

Resolution required: (Ordinary/Special)						Special			
Whether pro	moter/pron	noter group a	re interested i	n the	No	·			
agenda/reso	lution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstandin g shares (3)=[(2)/(1)]*100	No. of Votes-in favour (4)	No. of Votes- against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter	E-Voting								
and	Poll	14085259	13471909	95.645	13471909	0	100	0	
Promoter Group	Postal Ballot (if applicabl e)		0	0	0	0	0	0	
	Total	14085259	13471909	95.645	13471909	0	100	0	
Public-	E-Voting		···						
Institutions	Poll	991956	0	0	0	0	0	0	
	Postal Ballot (if applicabl e)								
	Total	991956	0	0	0	0	0	0	
Public-Non	E-Voting		6244	0.044	2706	3538	43.337	56.663	
Institutions	Poll		7732	0.054	7732	0	100.00	0	
	Postal Ballot (if applicabl e)	14249242							
	Total	14249242	13976	0.098	10438	3538	74.685	25.315	
Total		29326457	13485885	45.985	13482347	3538	99.973	0.027	