S. S. Rauthan & Associates
Company Secretaries

CS Surjan Singh Rauthan
B.Com., F.C.S.

SCRUTINIZER'S REPORT

CONFIDENTIAL

JYOTI STRUCTURES LIMITED
Valecha Chamners, 6th Floor,
New Link Road, Oshiwara,
Andheri (West), Mumbai - 400053

Dear Sir,

Sub. : Passing of Resolution through Postal Ballot/E-Voting

Pursuant to the resolution passed by the Board of Directors of Jyoti Structures Limited (hereinafter referred as the '**COMPANY**') on December 09, 2015, I have been appointed as a Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the Special Resolutions as circulated in the postal ballot notice dated December 09, 2015.

I submit my report as under;

1. To enable wider participation of shareholders, pursuant to the provisions of Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated July 13, 2012 as amended by its circular CIR/CFD/POLICY CELL/2/2014 April 17, 2014, Companies listed on BSE Limited (BSE)/ NSE Limited (NSE), are required to provide E-Voting facility to their shareholders on all shareholder resolutions to be passed at General Meeting or through Postal Ballot.

   Since the **COMPANY** falls within the requirements as specified in the Companies Act, 2013 and the above mentioned Circulars of SEBI, shareholders' approval by resolution passed through postal ballot and e-voting, has been made applicable, the Company has provided for the same.

2. The **COMPANY** accordingly has made arrangements with the 'System Provider' Central Depository Services Limited (CDSL) for providing a system of recording votes of the shareholders electronically through E-Voting. The Company has also accordingly made arrangements through its Registrar and Transfer Agent, **Bigshare Services Private Limited** (hereinafter referred as RTA) to set up the E-Voting facility on the CDSL E-Voting website http//www.evotingindia.com.

S. S. Rauthan & Associates C.P. No. 3233 MUMBAI Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

CS Surjan Singh Rauthan
B.Com., F.C.S.

3. The **COMPANY** through its RTA has also uploaded the resolutions together with the explanatory statements on which E-Voting is required and for generating Electronic Voting Sequence Number (EVSN) by the system provider. All necessary formalities in compliance with the requirements specified by CDSL, the system provider, has been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated December 09, 2015 sent to the shareholders by email and by Registered Post. The Register of Members was made up, for the purpose of dispatch of postal ballot to the shareholders as of December 12, 2015.

4. The Postal Ballot Notice dated December 09, 2015 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter VII on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders whose email ids are not registered with the Company/RTA by Registered Post aggregating to 52571 numbers along with self-addressed prepaid Business Reply Envelope on December 16, 2015.

5. In addition to the above, Postal Ballot Notices were also sent via electronic mode by RTA to 29131 shareholders on December 16, 2015 at their registered email address with the Depositories and RTA as per the data downloaded from the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) as on December 12, 2015 (cut-off-date). The Company has also dispatched 220 Postal Ballot notice and form to those shareholders whose email were bounced back. The details of such cases have been provided to me by RTA. I further report that as stated in the Notice sent to the shareholders, the Company had fixed 5.00 p.m. on Monday, the 18th January, 2016 as the last date for receipt of Postal Ballots and for E-Voting.

6. As stated in sub rule 3 of Rule 20 under the Chapter on "Management and Administration" Rules as notified by MCA on March 27, 2014 an advertisement was published by the Company in "The Economic Times", English Newspaper, and "Maharashtra Times" Marathi edition Newspaper, on 17th December, 2015, informing about the completion of dispatch of the Postal Ballot Notices, both by Registered Post and by email, wherever applicable, to the shareholders along with other related matters mentioned therein.

S. S. Rauthan & Associates C.P. No. 3233 MUMBAI Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

CS Surjan Singh Rauthan
B.Com., F.C.S.

7. I have received the Postal Ballot forms from the shareholders during the period starting from Saturday, 19th December, 2015 till Monday, 18th January, 2016. All the Postal Ballot forms together with all votes cast by E-Voting through CDSL received up to 5.00 p.m. Monday, 18th January, 2016, being the last date fixed by the Company for receipt of the ballot forms/ e-voting, were considered for my scrutiny.

8. 255 Envelopes containing Postal Ballot forms were returned undelivered.

9. E-Voting facility was provided by CDSL, the details of the E-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly complied by the RTA. While the details of the E-Voting was provided by the System Provider namely CDSL, the compilation of the Register, in respect of Postal Ballots containing the statement of shareholders name, folio number, postal ballot number, number of shares held, number of votes exercised, votes in favour/assent, votes against/dissent and those votes which were rejected, were generated by the RTA which have been duly scrutinized.

10. On scrutiny, I report that out of 52571 shareholders, 47 shareholders have exercised their vote through E-Voting and 284 shareholders have exercised their votes through Postal Ballot Forms, as received. The details of polling results for the item placed for consideration by the members are given below:

S. S. Rauthan & Associates C.P. No. 3233 MUMBAI Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

CS Surjan Singh Rauthan
B.Com., F.C.S.

Item No. 1 – Special Resolution

To re-classify the authorized share capital of the Company.

Total No. of Shareholders				52571	
Total No. of Shares				109527710	
Sl. No.	**Particulars**	**No. of Ballot Forms**	**No. of Shares**	**% of total paid up equity capital**	**% of total votes polled**
	Physical Mode				
A	Total Postal Ballot Forms received	284	32132255	29.33	100
B	Less: Invalid Postal Ballot forms	17	8111	0.01	0.02
C	Net Valid Postal Ballot in physical (A-B)	267	32124144	29.32	99.98
	Electronic Mode				
D	Total Postal Ballot Forms received	47	21215914	19.37	100
E	Less: Invalid Postal Ballot forms	NIL	NIL	NIL	NIL
F	Net Valid Postal Ballot in Electronic (D-E)	47	21215914	19.37	100
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	314	53340058	48.69	100
G	Postal Ballot Forms in Assent (For) to Special Resolution - Physical	262	32118116	29.32	99.95
H	Postal Ballot Forms in Assent (For) to Special Resolution Electronic	44	21215783	19.37	100
	Total Postal Ballot in ASSENT (FOR) through physical and electronic mode	306	53333899	48.69	100
I	Postal Ballot Forms in Dissent (Against) to Special Resolution - Physical	4	5278	0.00	0.02
J	Postal Ballot Forms in Dissent (Against) to Special Resolution - Electronic	3	131	0.00	0.00
	Total Postal Ballot in DISSENT (AGAINST) through physical and electronic mode	7	5409	0	0.02

S. S. Rauthan & Associates C.P. No. 3233 MUMBAI Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

S. S. Rauthan & Associates
Company Secretaries

CS Surjan Singh Rauthan
B.Com., F.C.S.

NOTE:

(i) Invalid Postal Ballot was not taken into account for counting of votes.

(ii) Votes cast in for/assent or against/dissent has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

(iii) The votes cast through e-voting have been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration) Rules, 2014.

Summary of Postal Ballot / E-Voting

Promoter/ Public	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 assent votes polled (6)=[(4)/(2)]*100	% of votes in dissent on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	26056886	25922421	99.48	25922421	NIL	100	NIL
Public-Institutional holders	23805634	21182669	88.98	21182669	NIL	100	NIL
Public-others	59665190	6243079	10.46	6228809	5409	99.77	0.09
Total	109527710	53348169	48.70	53333899	5409	99.97	0.09

Percentage of votes cast in favour 99.97%
Percentage of votes cast against: 0.09%

S. S. Rauthan & Associates ★ C.P. No. 3233 MUMBAI ★ Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai 400 008.
Tel.: +91-22-2301 2626 • Telefax: +91-22-2309 1275 • Mob.: +91-99874 45899 / 99877 67650
Email: ssrauthan@ssrgroupindia.in • Website : www.ssrgroupindia.in

CS Surjan Singh Rauthan
B.Com., F.C.S.

RESULTS:-

As the number of votes casted for the said Resolution i.e. 99.83% is more than three times the number of votes cast against i.e. 0.09%, I report that the Special Resolution as set out in the Notice of Postal Ballot dated December 09, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

Item No. 2 : Special Resolution

To create, offer and issue new equity shares on preferential basis to the lenders of the Company pursuant to invocation of SDR Scheme.

Total No. of Shareholders					52571
Total No. of Shares					109527710
Sl. No.	**Particulars**	**No. of Ballot Forms**	**No. of Shares**	**% of total paid up equity capital**	**% of total votes polled**
	Physical Mode:				
A	Total Postal Ballot Forms received	284	32132255	29.33	100
B	Less: Invalid Postal Ballot forms	17	8111	0.01	0.02
C	Net Valid Postal Ballot in physical (A-B)	267	32124144	29.32	99.98
	Electronic Mode				
D	Total Postal Ballot Forms received	47	21215914	19.37	100
E	Less: Invalid Postal Ballot forms	NIL	NIL	NIL	NIL
F	Net Valid Postal Ballot in Electronic (D-E)	47	21215914	19.37	100
	Total Net Valid Postal Ballot in physical and electronic mode (C+F)	314	53340058	48.70	100
G	Postal Ballot Forms in Assent (For) to Special Resolution - Physical	263	32106641	29.32	99.92
H	Postal Ballot Forms in Assent (For) to Special Resolution – Electronic	43	21215783	19.37	100
I	Postal Ballot Forms in Dissent (Against) to Special Resolution – Physical	4	5485	0.01	0.02
J	Postal Ballot Forms in Dissent (Against) to Special Resolution - Electronic	4	731	0	0.02
	Total Postal Ballot in DISSENT (AGAINST) through physical and electronic mode	8	6216	0	0.02

S. S. Rauthan & Associates C.P. No. 3233 MUMBAI Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

CS Surjan Singh Rauthan
B.Com., F.C.S.

NOTE:

(i) Invalid Postal Ballot was not taken into account for counting of votes.

(ii) Votes cast in for/assent or against/dissent has been considered on the basis of number of shares held as on the date reckoned for the purpose of postal ballot or the number of shares mentioned in the postal ballot whichever is less.

(iii) The votes cast through e-voting have been considered valid pursuant to Rule No. 22 read with Rule No. 20 of the Companies (Management and Administration) Rules, 2014.

Summary of Postal Ballot / e-voting

Promoter/ Public	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 assent votes polled (6)=[(4)/(2)]*100	% of votes in dissent votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	26056886	25922421	99.48	25922421	NIL	100	NIL
Public- Institutional holders	23805634	21182669	88.98	21182669	NIL	100	NIL
Public- others	59665190	6243079	10.46	6216734	6216	99.58	0.10
Total	109527710	53348169	48.70	53321824	6216	99.95	0.10

Percentage of votes cast in favour 99.95%
Percentage of votes cast against: 0.10%

S. S. Rauthan & Associates * C.P. No. 3233 MUMBAI * Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

CS Surjan Singh Rauthan
B.Com., F.C.S.

RESULTS:-

As the number of votes casted in favour of the said Resolution i.e. 99.95% is more than three times the number of votes cast against i.e. 0.10%, I report that the Special Resolution as set out in the Notice of Postal Ballot dated December 09, 2015 has been passed by the shareholders with requisite majority. The Resolution is deemed to be passed as on the date of the announcement of the results.

I further report that as per the Postal Ballot Notice dated December 09, 2015 and the Board Resolution dated December 09, 2015, the Chairman will declare and confirm the above results of voting by postal ballot/e-voting in respect of the resolutions referred herein. The results of Postal Ballot together with the Scrutinizer's Report would be displayed on Company's website www.jsl.in on Thursday, the 21st January, 2016 and shall also be communicated to the Stock Exchanges.

I further report that the Company has duly complied with applicable provisions of the Companies Act, 2013 and compliances as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL, the System Provider for the E-Voting facility extended by them as also a Register recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID/ Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary of the Company after the Chairman approves and signs the minutes of the meeting.

S. S. Rauthan & Associates C.P. No. 3243 MUMBAI Company Secretaries

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in

S. S. Rauthan & Associates
Company Secretaries

CS Surjan Singh Rauthan
B.Com., F.C.S.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot/ E-Voting.

Thanking you,

Yours faithfully,

SURJAN SINGH RAUTHAN
Practicing Company Secretary

Place: Mumbai

Date: 21/01/2016

703, Navjivan Commercial Premises Co-op. Soc. Ltd., Lamington Road, Mumbai - 400 008.
Tel. : +91-22-2301 2626 • Telefax. : 91-22-2309 1275 • Mob. : +91-84528 65509, 99874 45899
E-mail : ssrauthan@ssrgroupindia.in / ssrassociates@gmail.com • Website : www.ssrgroupindia.in