# JAYANT AGRO-ORGANICS LIMITED

MANUFACTURERS & EXPORTERS OF CASTOR OIL & ITS PRODUCTS

CIN No L24100MH1992PLC066691

**REGD. OFFICE** ◻ 701, TOWER A PENINSULA BUSINESS PARK, SENAPATI BAPAT MARG, LOWER PAREL (W), MUMBAI - 400 013. INDIA.
TEL. : +91 22 4027 1300 • FAX : +91 22 4027 1399 • Email : info@jayantagro.com • Website . www.jayantagro.com

**FACTORY UNIT 1** ◻ PLOT NO. 602, BEHIND G.A.C.L , P O PETROCHEMICALS, DIST. BARODA 391 346. GUJARAT. INDIA.

**FACTORY UNIT 2** ◻ PLOT NO. 624, 627, BEHIND G.A.C.L., P. O. PETROCHEMICALS, DIST. BARODA 391 346 GUJRAT. INDIA.
TEL. : (0265) 223 2112, 223 0350, 223 1552, 223 0683 • FAX : (0265) 223 0958 CIN Nos : L24100MH1992PLC066691


September 27,2014

To:
The National Stock Exchange of India Ltd.
Exchange Plaza (Capital Market Listing)
Bandra – Kurla Complex, Bandra (East)
Mumbai – 400 051.

Dear Sir,

Ref.: Clause 35 A of Listing Agreement

Sub.: Details of Voting Result – 22nd Annual General Meeting

Pursuant to Clause 35 A of the Listing Agreement,we are enclosing herewith the details of the voting Results of the 22nd Annual General Meeting held on 27th September, 2014.

Thanking you,

Yours faithfully,
For JAYANT AGRO-ORGANICS LTD.

DINESH KAPADIA
COMPANY SECRETARY

JAYANT AGRO ORGANICS LTD. MUMBAI

Encl.a/a

**JAYANT AGRO-ORGANICS LIMITED**
MANUFACTURERS & EXPORTERS OF CASTOR OIL & ITS PRODUCTS
CIN No L24100MH1992PLC066691

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**ANNEXURE**

Details in respect of the 22nd Annual General Meeting held at M.C. Ghia Hall, Bhogilal Hargovindas Bldg., 4thfloor, 18/20, K.Dubash Marg, Mumbai 400 001 pursuant to Clause 35A of the listing Agreement with the Stock Exchanges.

| | | |
|---|---|---|
| 1. | Date of AGM | Saturday, September 27, 2014 at 11.00 A.M. |
| 2. | Total number of shareholders on record date | 5,316 |
| 3. | Number of Shareholders present in the meeting in person or through proxy<br><br>Promoter or Promoter Group<br><br>Public | <br><br>22<br><br>33 |
| 4. | Number of shareholders attended the meeting through Video Conferencing<br><br>Promoter or Promoter Group<br><br>Public | NOT ARRANGED |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 1- Adoption of Audited financial statement for the year ended on 31st March, 2014 and Reports of the Board and Auditors thereon**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0.00 | 0 | 0 | 0 | 0 |
| Public-Others | 5239624 | 108575 | 2 07 | 108515 | 60 | 99.95 | 0.05 |
| **Total** | **15000000** | **9783451** | **65.22** | **9783391** | **60** | **99.99** | **0.01** |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 2- Declaration of Dividend on Equity Shares**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0 00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108545 | 2.07 | 108545 | 0 | 100.00 | 0.00 |
| **Total** | **15000000** | **9783421** | **65.22** | **9783421** | **0** | **100.00** | **0.00** |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 3- Reappointment of Dr. Subhash V. Udeshi, (holding DIN00355658) as Director. Who retires by rotation and being eligible offers himself for re-appointment.**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9632376 | 98.76 | 9632376 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108605 | 2.07 | 108445 | 160 | 99.85 | 0.15 |
| **Total** | **15000000** | **9740981** | **64.94** | **9740821** | **160** | **99.99** | **0.01** |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 4- Re-appointment of M/s. T.P.Ostwal & Associates, Chartered Accountants, (Firm Registration No. 124444W) as Auditors of the Company, till the conclusion of the 25th AGM to be held in 2017.**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108585 | 2.07 | 108525 | 60 | 99.95 | 0.05 |
| **Total** | **15000000** | **9783461** | **65.22** | **9783401** | **60** | **99.99** | **0.01** |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 5- Approval of the Remuneration of the Cost Auditors.**

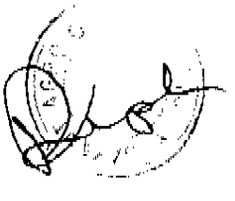
| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - in Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108585 | 2.07 | 108525 | 60 | 99 95 | 0.05 |
| **Total** | **15000000** | **9783461** | **65.22** | **9783401** | **60** | **99.99** | **0.01** |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 6- Appointment of Mr. Jayasinh V. Mariwala (DIN 00182835) as an Independent Director.**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108411 | 2.07 | 108351 | 60 | 99.95 | 0.05 |
| **Total** | **15000000** | **9783287** | **65.22** | **9783227** | **60** | **99.99** | **0.01** |



**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 7- Appointment of Mr. Deepak V. Bhimani (DIN00276661)as an Independent Director.**

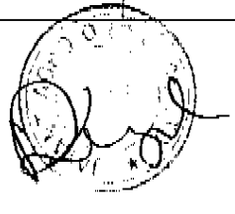
| Promoter /Public | No of Shares held (1) | No of Votes Polled (2) | % of Votes polled on Outstanding shares (3)=[(2)/(1)]*100 | No of Votes - in Favour (4) | No of Votes Against (5) | % of Votes in favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100 00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0 00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108585 | 2 07 | 108525 | 60 | 99.95 | 0.05 |
| **Total** | **15000000** | **9783461** | **65.22** | **9783401** | **60** | **99.99** | **0.01** |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 8- Appointment of Mr. Vijay Kumar Bhandari (DIN 00052716) as an Independent Director.**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108585 | 2.07 | 108525 | 60 | 99.95 | 0.05 |
| **Total** | **15000000** | **9783461** | **65.22** | **9783401** | **60** | **99.99** | **0.01** |



**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 9- Appointment of Mr. Mukesh C. Khagram (DIN00437042) as an Independent Director**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9674876 | 99.20 | 9674876 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0.00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108605 | 2.07 | 108545 | 60 | 99.95 | 0.05 |
| **Total** | **15000000** | **9783481** | **65.22** | **9783421** | **60** | **99.99** | **0.01** |

**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 10- Variation in retirement terms of Dr. Subhash V. Udeshi, Whole-time Director.**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9632376 | 98.77 | 9623276 | 0 | 100 00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0 00 | 0 | 0 | 0 | 0.00 |
| Public-Others | 5239624 | 108605 | 2.07 | 105545 | 3060 | 97.18 | 2.82 |
| **Total** | **15000000** | **9731981** | **64.87** | **9728821** | **3060** | **99.96** | **0.04** |



**JAYANT AGRO-ORGANICS LIMITED**

**Clause 35 A – Mode of Voting – Evoting+POLL**

**Resolution 11- Variation in retirement terms of Mr. Abhay V. Udeshi, Whole-time Director.**

| 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 favour on Votes polled (6)=[(4)/(2)]*100 | % of Votes Against on Votes polled (7)=[(5)/(2)]*100 |
|---|---|---|---|---|---|---|---|
| Promoter and Promoter Group | 9752776 | 9629226 | 98.73 | 9629226 | 0 | 100.00 | 0.00 |
| Public Institutional Holders | 7600 | 0 | 0 00 | 0 | 0 | 0 | 0 00 |
| Public-Others | 5239624 | 108605 | 2 07 | 105545 | 3060 | 97 18 | 2 82 |
| **Total** | **15000000** | **9737831** | **64.91** | **9734771** | **3060** | **99.96** | **0.04** |

For JAYANT AGRO-ORGANICS LTD.

Company Secretary

# V V CHAKRADEO & CO

**COMPANY SECRETARIES**

**B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD, VILE PARLE EAST, MUMBAI 400 057.**

**TEL 26116821** **EMAIL vvchakra@gmail.com**

**CELL 98200 48732**


27th September, 2014

To
The Chairman
22nd Annual General Meeting of the Equity Shareholders of
Jayant Agro-Organics Limited
Held on September 27, 2014 at 11.00 a.m.

Dear Sir,

**Report of the Scrutinizer in respect of the votes cast through e-voting and poll on the resolutions mentioned in the Notice of the 22nd Annual General Meeting of the Equity Shareholders of Jayant Agro-Organics Limited held on 27th September, 2014.**

I, V. V. Chakradeo, Practising Company Secretary, having office at B-301, Matoshree Residency CHS., 65, Prarthana Samaj Road, Vile Parle East, Mumbai 400 057, being appointed as the Scrutiniser by the Board of Directors of Jayant Agro-Organics Limited (company) at its meeting held on July 5, 2014 for scrutinizing e-voting process and appointed by the Chairman of 22nd Annual General Meeting of the Equity shareholders of Jayant Agro-Organics Limited held on September 27, 2014 at M.C. Ghia Hall, Bhogilal Hargovindas Bldg., 4thfloor, 18/20, K.Dubash Marg, Mumbai 400 001 for scrutinizing the poll taken on the below mentioned resolutions thereat, submit my report as under:

In respect of votes casted through E-voting facility;

1. In accordance with the Notice of the 22nd Annual General Meeting dated July 5, 2014 sent to the shareholders and the Advertisement published pursuant to the Rule 20 (3) (v) of the Companies (Management and Administration) Rules, 2014 on September 6, 2014 in Business Standard in English and Sakal in Marathi, the E-voting opened at 9.00 a.m. on September 21, 2014 and remained open upto 6.00 p.m. on September 23, 2014.

2. The equity shareholders holding shares as on August 14, 2014, cutoff date, were entitled to vote on the resolutions stated in the Notice of the 22nd Annual General Meeting of the Company.

3. The votes were unblocked at 6.10 p.m. on September 23, 2014 in the presence of me and my staff who are not employees of the Company and who have signed below as witness to the unblocking of the votes.

4. The e-voting results/list of equity shareholders who have voted "For or Against " were downloaded from the e-voting website of National Securities Depository Limited (https://www.evoting.nsdl.com/).

In respect of votes casted through poll at the 22nd Annual General Meeting of the Company;

5. After the time fixed for the poll by the Chairman, a ballot box kept for polling was locked in the presence of me and members with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and in the presence of me and my staff and poll papers were diligently scrutinized. The poll papers were reconciled

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**COMPANY SECRETARIES**
**B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD,**
**VILE PARLE EAST, MUMBAI 400 057.**
**TEL 26116821** **EMAIL vvchakra@gmail.com**
**CELL 98200 48732**

with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.

7. I hereby state that I have recorded details of all the votes cast by the shareholders by poll and have also checked and verified the same. I have also carried out full count of the votes.
8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the votes casted through e-voting and poll are as under:

| Item No. | Particulars/ Heading of the resolution | Mode | | No. of Votes Cast | | % of Votes Cast | |
|---|---|---|---|---|---|---|---|
| | | | No of votes polled | Favour | Against | Favour (%) | Against (%) |
| 1. | Adoption of Audited financial statement for the year ended on 31st March, 2014 and Reports of the Board and Auditors thereon. | E-voting | 51712 | 51652 | 60 | 99.88 | 0.12 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |
| | | **Total** | **9783451** | **9783391** | **60** | **99.99** | **0.01** |
| 2. | Declaration of Dividend on Equity Shares | E-voting | 51682 | 51682 | 0 | 100.00 | 0.00 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |
| | | **Total** | **9783421** | **9783421** | **0** | **100.00** | **0.00** |
| 3. | Reappointment of Dr. Subhash V. Udeshi, (holding DIN00355658) as Director. Who retires by rotation and being eligible offers himself for re-appointment. | E-voting | 51742 | 51582 | 160 | 99.69 | 0.31 |
| | | Poll | 9689239 | 9689239 | 0 | 100.00 | 0.00 |
| | | **Total** | **9740981** | **9740821** | **160** | **99.99** | **0.01** |
| 4. | Re-appointment of M/s. T.P.Ostwal & Associates, Chartered Accountants, (Firm Registration No. 124444W) as Auditors of the Company, till the conclusion of the 25th AGM to be held in 2017. | E-voting | 51722 | 51662 | 60 | 99.88 | 0.12 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |
| | | **Total** | **9783461** | **9783401** | **60** | **99.99** | **0.01** |
| 5. | Approval of the Remuneration of the Cost Auditors. | E-voting | 51722 | 51662 | 60 | 99.88 | 0.12 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |
| | | **Total** | **9783461** | **9783401** | **60** | **99.99** | **0.01** |
| 6. | Appointment of Mr. Jayasinh V. Mariwala (DIN 00182835) as an Independent Director. | E-voting | 51548 | 51488 | 60 | 99.88 | 0.12 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |
| | | **Total** | **9783287** | **9783227** | **60** | **99.99** | **0.01** |
| 7. | Appointment of Mr. Deepak V. Bhimani (DIN00276661)as an Independent Director. | E-voting | 51722 | 51662 | 60 | 99.88 | 0.12 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |
| | | **Total** | **9783461** | **9783401** | **60** | **99.99** | **0.01** |
| 8. | Appointment of Mr. Vijay Kumar Bhandari (DIN 00052716) as an Independent Director. | E-voting | 51722 | 51662 | 60 | 99.88 | 0.12 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |
| | | **Total** | **9783461** | **9783401** | **60** | **99.99** | **0.01** |
| 9. | Appointment of Mr. Mukesh C. Khagram (DIN00437042) as an Independent Director. | E-voting | 51742 | 51682 | 60 | 99.88 | 0.12 |
| | | Poll | 9731739 | 9731739 | 0 | 100.00 | 0.00 |

# V V CHAKRADEO & CO

**COMPANY SECRETARIES**

**B – 301, MATOSHREE RESIDENCY CHS., 65, PRATHANA SAMAJ ROAD, VILE PARLE EAST, MUMBAI 400 057.**

**TEL 26116821** **EMAIL vvchakra(ā)gmail.com**

**CELL 98200 48732**


| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 10. | Variation in retirement terms of Dr. Subhash V. Udeshi, Whole-time Director. | **Total** | **9783481** | **9783421** | **60** | **99.99** | **0.01** |
| | | E-voting | 51742 | 48682 | 3060 | 94.09 | 5.91 |
| | | Poll | 9689239 | 9689239 | 0 | 100.00 | 0.00 |
| | | **Total** | **9740981** | **9737921** | **3060** | **99.97** | **0.03** |
| 11. | Variation in retirement terms of Mr. Abhay V. Udeshi, Whole-time Director. | E-voting | 51742 | 48682 | 3060 | 94.09 | 5.91 |
| | | Poll | 9686089 | 9686089 | 0 | 100.00 | 0.00 |
| | | **Total** | **9737831** | **9734771** | **3060** | **99.97** | **0.03** |

There were no invalid votes in the Poll in respects of above mentioned resolutions.
Concerned directors have not voted in their respective resolutions.

9. In view of the aforesaid voting details, I hereby state that all the resolutions from Item No. 1 to 11 as set out in the Notice of the 22nd Annual General Meeting have been passed with requisite majority.
10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and whose votes were declared invalid for each resolution is enclosed.
11. All relevant records of vote casted by poll and through e-voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 22nd Annual General Meeting and thereafter the said records will be handed over to the Company.

Thanking you,

Yours faithfully,

V. V. Chakradeo
COP 1705

Witnesses:

1) Mrs. Rashmi Deshpande

2) Ms. Dipika Chakradeo

Seen

For JAYANT AGRO ORGANICS LTD

Chairman/Director Sign

**For JAYANT AGRO-ORGANICS LTD.**

**Company Secretary**