JYOTI STRUCTURES LIMITED
Registered & Corporate Office:
Valecha Chambers, 6th Floor, New Link Road
Oshiwara, Andheri (West), Mumbai – 400 053
Corporate Identity No.: L45200MH1974PLC017494
Tel.: (91-22) 4091 5000 Fax : (91-22) 40915014 / 15
E-mail: contact@jsl.in Web site : www.jsl.in

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G,
BKC, Bandra (East), Mumbai – 400 051

Ref : Scrip ID JYOTISTRUC

Department of Corporate Services
Bombay Stock Exchange Limited
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai 400 001

Ref : Scrip Code 513250

28th September, 2015
LHK : RR

Dear Sir

Sub: Disclosure of Voting Results as per Clause 35A of the Equity Listing Agreement

With reference to the above, we wish to inform that the Fortieth Annual General Meeting (AGM) of the Company was held on Saturday, the 26th September, 2015.

As per the requirement of Clause 35A of the Listing Agreement, we give below the details of voting results at the 40th Annual General Meeting of the Company held on 26th September, 2015 as per the format prescribed under the said clause.

Details of Voting Results:

Date of Annual General Meeting	26th September, 2015
Total Number of Shareholders on record Date Book Closure:19th September, 2015 to 26th September, 2015 (both days inclusive) Cut-off Date: 19th September, 2015	51,568
No. of Shareholders present at the meeting either in person or through proxy: 1) Promoters and Promoter Group 2) Public	 3 101
No. of Shareholders attended the meeting through video conferencing	Not Applicable

Agenda wise:

Item No.	Details of Agenda	Resolution	Mode of Voting	Remarks
1	Adoption of audited standalone financial statements and audited consolidated financial statements for the year ended 31st March, 2015 and Reports of the Board of Directors and Auditors thereon	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
2	Declaration of Dividend on Preference Shares	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
3	Re-appointment of Mr. P. K. Thakur as a Director of the Company, who retires by rotation	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
4	Re-appointment of Mr. Kalpesh Kikani as a Director of the Company, who retires by rotation	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority

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Item No.	Details of Agenda	Resolution	Mode of Voting	Remarks
5	Appointment of M/s. R. M. Ajgaonkar & Associates, Chartered Accountants as Statutory Auditors of the Company	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
6	Appointment of Ms. Jyotsna Jamkhandi as a Director of the Company	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
7	Appointment of Branch Auditors	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
8	Ratification of Cost Auditors Remuneration	Ordinary	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
9	Waiver from recovery of excess managerial remuneration paid to Mr. Santosh Nayak, Managing Director	Special	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
10	Waiver from recovery of excess managerial remuneration paid to Mr. K. R. Thakur, Whole-time Director	Special	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
11	Variation in terms of remuneration of Mr. K. R. Thakur, Whole-time Director	Special	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority
12	Amendment to JSL Employees Stock Option Scheme 2011	Special	E-voting, Ballot & voting at AGM	The resolution was passed with requisite majority

The Scrutinizers Report on the combined results is enclosed.

This may also be considered as compliance of Clause 31(d) of the Listing Agreement.

You are requested to take note of the above and acknowledge the receipt.

Thanking You,

Yours faithfully,
For **Jyoti Structures Limited**

JYOTI STRUCTURES LTD. MUMBAI

Asst. Company Secretary
Encl.: as above

S. S. Rauthan & Associates
Company Secretaries

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

SCRUTINIZER'S REPORT

[Pursuant to section 108 and 109 of the Companies Act, 2013 and rule 20(xi) of the Companies (Management and Administration) Rules, 2015(as amended)]

CONFIDENTIAL

To,
The Chairman,
Board of Directors
JYOTI STRUCTURES LIMITED
Valecha Chambers, 6th Floor, New Link Road,
Andheri West, Mumbai-400 053.

40th Annual General Meeting (AGM) of the Shareholders of Jyoti Structures Limited held on Saturday, September 26, 2015 at M. C. Ghia Hall, 4th Floor, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai – 400 001 at 3:00 p.m.

Dear Sir,

Sub. : Passing of Ordinary and Special Resolutions by way of Remote E-voting and Poll pursuant to Section 108 and 109 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2015 (as amended)

The Board of Directors of **Jyoti Structures Limited** (hereinafter referred to as the "Company") at its meeting held on August 13, 2015 has appointed me as a Scrutinizer for the purpose of scrutinizing Remote E-Voting, Postal Ballot and Poll at the AGM as mentioned under clause (ix) of sub-rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2015(as amended)., in fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of the Companies Act, 2013 on the resolutions approved by Remote E-Voting, Postal Ballot and Poll at the 40th Annual General Meeting (AGM) held on Saturday, September 26, 2015.

In continuation of my report on Remote E-Voting, Postal Ballot and Poll the consolidated result for the same are as under:

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

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

Item No.1. Ordinary Resolution – Passed with requisite majority.

Adoption of the Audited Financial Statement including Consolidated Financial Statement) of the Company for the year ended 31st March, 2015 together with the reports of Board of Directors and the Auditors thereon.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	13287655	51.47	13270688	16967	99.87	0.13
Public- Others	57652256	122299766	21.05	122694466	30320	99.74	0.26
Total	109527710	51524247	47.04	51476960	47287	99.91	0.09

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **99.91%** and against the resolution is **0.09%**

Thus, the Ordinary Resolution as contained in Item No.1 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.2. Ordinary Resolution – Passed with requisite majority.

To confirm declaration of dividend on preference shares.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	13287655	9426207	58.50	41.50
Public- Others	57652256	122299766	21.05	12261790	37976	99.69	0.31
Total	109527710	60950454	55.65	51486271	9464183	84.47	15.53

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **84.47%** and against the resolution is **15.53%**

Thus, the Ordinary Resolution as contained in Item No.2 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.3. Ordinary Resolution – Passed with requisite majority.

To appoint a Director in place of Mr. Prakash K. Thakur (DIN: 01421897), who retires by rotation and being eligible, offers himself for re-appointment.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	22713862	NIL	100	NIL
Public- Others	57652256	12299766	21.05	12240996	58770	99.51	0.49
Total	109527710	60950454	55.65	60891684	58770	99.90	0.10

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **99.90%** and against the resolution is **0.10%**

Thus, the Ordinary Resolution as contained in Item No.3 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.4. Ordinary Resolution – Passed with requisite majority.

To appoint a Director in place of Mr. Kalpesh Kikani (DIN: 03534772), who retires by rotation and being eligible, offers himself for re-appointment.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	22696895	16967	99.93	0.07
Public- Others	57652256	12299766	21.05	12265046	34720	99.71	0.29
Total	109527710	60950454	55.65	60898767	51687	99.92	0.08

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **99.92%** and against the resolution is **0.08%**

Thus, the Ordinary Resolution as contained in Item No.4 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.5. Ordinary Resolution – Passed with requisite majority.

To ratify the appointment of M/s. R. M. Ajgaonkar & Associates, Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2015-16 and fixing their remuneration

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	12464167	10249695	54.87	45.13
Public- Others	57652256	12272956	21.00	12268750	4206	99.97	0.03
Total	10527710	60923644	55.62	500669743	10253901	83.17	16.83

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **83.17%** and against the resolution is **16.83%**

Thus, the Ordinary Resolution as contained in Item No.5 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.6. Ordinary Resolution – Passed with requisite majority.

Approval of appointment of Ms. Jyotsna Jamkhandi (DIN: 07091274) who was appointed as Additional Director of the Company.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	22713862	NIL	100	NIL
Public- Others	57652256	12299266	21.04	12292136	7130	99.94	0.06
Total	109527710	60949954	55.65	60942824	7130	99.99	0.01

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **99.99%** and against the resolution is **0.01%**

Thus, the Ordinary Resolution as contained in Item No.6 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.7: Ordinary Resolution – Passed with requisite majority.

Appointment of Branch Auditor pursuant to provisions of Section 143(8) and all other applicable provisions of the Companies Act, 2013 and the Rules made there under, as amended from time to time.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	21890374	823488	96.37	3.63
Public- Others	57652256	12299741	21.05	12294290	5451	99.95	0.05
Total	109527710	60950429	55.65	60121490	828939	98.64	1.36

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **98.64%** and against the resolution is **1.36%**

Thus, the Ordinary Resolution as contained in Item No.7 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.8 Ordinary Resolution – Passed with requisite majority.

To ratify the remuneration of Mr. Narhar Krishnaji Nimkar, Cost Accountant in pursuance to the provisions of Section 148 and all other applicable provisions if any of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	22713862	NIL	100	NIL
Public- Others	57652256	12299766	21.05	12293709	6057	99.95	0.05
Total	109527710	60950454	55.65	60944397	6057	99.99	0.01

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Ordinary Resolution mentioned hereinabove is **99.99%** and against the resolution is **0.01%**

Thus, the Ordinary Resolution as contained in Item No.8 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.9 Special Resolution – Passed with requisite majority.

To waive from recovery of excess managerial remuneration paid to Mr. Santosh Nayak, Managing Director in pursuance to the provisions of Section 197 and all other applicable provisions if any of the Companies Act, 2013.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	22696895	16967	99.93	0.07
Public- Others	57652256	12299616	21.05	12232519	67097	99.45	0.55
Total	109527710	60950304	55.65	60866240	84064	99.86	0.14

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Special Resolution mentioned hereinabove is **99.86%** and against the resolution is **0.14%**

Thus, the Special Resolution as contained in Item No.9 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.10 Special Resolution – Passed with requisite majority.

To waive from recovery of excess managerial remuneration paid to Mr. K. R. Thakur, Whole Time Director in pursuance to the provisions of Section 148 and all other applicable provisions if any of the Companies Act, 2013.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	22696895	16967	99.93	0.07
Public- Others	57652256	12299616	21.05	12232504	67112	99.44	0.56
Total	109527710	60950304	55.65	60866225	84079	99.86	0.14

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Special Resolution mentioned hereinabove is **99.86%** and against the resolution is **0.14%**

Thus, the Special Resolution as contained in Item No.10 of the Notice of Annual General Meeting is passed with requisite majority.

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Item No.11 Special Resolution – Passed with requisite majority.

To vary the terms of remuneration of Mr. K. R. Thakur, Whole time Director in pursuance to the provisions of Section 196, 197 and 203 and all other applicable provisions if any of the Companies Act, 2013.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	21873407	840455	96.30	3.70
Public- Others	57652256	12299766	21.05	12236750	63016	99.48	0.52
Total	109527710	60950454	55.65	60046983	903471	98.52	1.48

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Special Resolution mentioned hereinabove is **98.52%** and against the resolution is **1.48%**

Thus, the Special Resolution as contained in Item No.11 of the Notice of Annual General Meeting is passed with requisite majority

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

Item No.12 Special Resolution – Passed with requisite majority.

To amend JSL Employees Stock Option Scheme 2011 in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India, the Listing Agreement and other applicable laws if any.

Result of Remote E- Voting, Postal Ballot and Poll.

Category	Shares Held (1)	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	26062011	25936826	99.52	25936826	NIL	100	NIL
Public - Institutional Holders	25813443	22713862	88.00	22696895	16967	99.93	0.07
Public- Others	57652256	12299741	21.05	12269265	30476	99.75	0.25
Total	109527710	60950429	55.65	60902986	47443	99.92	0.08

On reckoning the voting rights of the Members of the Company, I report that total percentage of assent (Voted for the Resolution) in respect of Special Resolution mentioned hereinabove is **99.92%** and against the resolution is **0.08%**

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.

Thus, the Special Resolution as contained in Item No.12 of the Notice of Annual General Meeting is passed with requisite majority.

Thanking you,

Yours faithfully,

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

SURJAN SINGH RAUTHAN
Practicing Company Secretary
M.No. FCS:4807 CP NO.3233

Place: Mumbai

Date: September 28, 2015

Witness 1. Mr. Sandeep Poddar

Witness 2. Mr. Lenis Patel

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