

# Virendra Bhatt

Company Secretary

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To,  
The Chairman  
ZODIAC - JRD – MKJ LIMITED

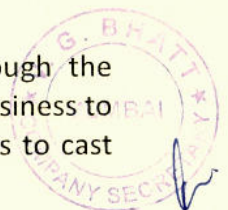
Subject: Scrutinizer's Report on the electronic voting and poll with respect to the resolutions included in the Notice of 28<sup>th</sup> Annual General Meeting of the members of ZODIAC - JRD – MKJ LIMITED (CIN: L65910MH1987PLC042107) held at Garware Club House, 2<sup>nd</sup> Floor, Banquet Hall No.4, "D" Road Churchgate, Mumbai-400020 on Saturday, September 26, 2015 at 10.30 am.

Dear Sir,

Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter referred to as 'the said rule') and in accordance with the Listing Agreement, the Board of Directors of ZODIAC - JRD – MKJ LIMITED (hereinafter referred to as the "**Company**") has appointed me as the Scrutinizer for the Remote E-Voting process as well as to scrutinize the poll papers received from the members at the venue of the Annual General Meeting (AGM). I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

## Report on Scrutiny:

- The Company has appointed Central Depository Services (India) Limited (CDSL) as the agency / service provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company. Link Intime India Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company.
- The Agency /Service Provider had provided an electronic voting system for e- voting by members on all items of the business (both Ordinary and Special business) sought to be transacted in the 28<sup>th</sup> Annual General Meeting (AGM) of the company, which was held on Saturday, September 26, 2015.
- The Agency / Service Provider had set up electronic voting facility through the website [www.evotingindia.com](http://www.evotingindia.com). The RTA has uploaded all the items of the business to be transacted at the AGM on the website of CDSL to facilitate the members to cast their vote through Remote E-Voting.



- The cut-off date for the dispatch of the Notice of the Annual General Meeting (AGM) was August 25, 2015 (Physical & Email) and as on that date, there were 4151 members of the Company. RTA had sent Annual Report and the notice of the AGM containing inter alia process and manner for availing e-voting facility by email to 1200 members whose email Id were made available by the Depositories and for those members, holding in physical form, who had registered their email Id with the RTA. In respect of 2951 members, whose Email Ids were not available, the Annual Report and notice of AGM were sent by Speed Post/ Registered Post. In respect of 196 bounce back cases, where transmissions through email had failed, the Company had sent physical copies of Annual Report and the notice of the AGM by Speed Post/Registered Post.
- The Notice of AGM sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the said rule.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions was September 20, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Wednesday, 23<sup>rd</sup> September, 2015 at 9.00 a.m. to Friday, 25<sup>th</sup> September, 2015 at 6.00 p.m.
- The dispatch of the notice of AGM and Annual Report to the members in physical form was completed on 29<sup>th</sup> August, 2015 and by way of email on 16<sup>th</sup> September, 2015.
- As prescribed in clause (v) of sub rule 4 of the said Rule, the Company also published an advertisement on 20<sup>th</sup> August, 2015 in "Business Standard" English newspaper having country-wide circulation and in Maharashtra in "Mahanayak" newspaper in Marathi language on 20<sup>th</sup> August, 2015. The advertisement published in the newspapers included the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule.
- At the venue of the 28<sup>th</sup> AGM of the Company held on 26<sup>th</sup> September, 2015, the facility to vote through Poll Paper was made available to those members who were present at the meeting but who did not participate in the process of Remote E-voting to cast their vote.
- On September 26, 2015, after counting of the votes conducted at the venue of the AGM through Poll paper, the votes cast through Remote E-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Sana M. Karvinkar and Ms. Ashika A. Shetty who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule.



- 1 (One) Polling box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. After the voting by poll was over, the locked Polling box was opened in my presence and in presence of two witnesses, as mentioned above, and polling papers were diligently scrutinized. The polling papers were reconciled with records maintained by the RTA of the Company and the authorizations/ proxies lodged with the Company. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer duly compiled details of Remote E-Voting and physical voting provided at the venue of the AGM by way of Poll paper.
- 35 person's voted through e-voting and poll.

**The results of the Remote E-voting together with that of the voting conduct at venue of the AGM by way of Poll papers are as under:**

| Details                               | Remote E-voting                                                               | Voting through poll paper | Total voting |
|---------------------------------------|-------------------------------------------------------------------------------|---------------------------|--------------|
| Number of member who cast their votes | 31                                                                            | 4                         | 35           |
| Total number of shares held by them   | 3451501                                                                       | 31                        | 3451532      |
| Valid votes                           | As per details provided in each one of the Resolution(s) mentioned hereunder. |                           |              |
| Invalid votes                         | As per details provided in each one of the Resolution(s) mentioned hereunder. |                           |              |

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting.



- **ORDINARY BUSINESS**

**1) Item No. 1 of the Notice (As an Ordinary Resolution)**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.

| Manner of Voting | Votes in favour of the resolution |            | Votes against the resolution |          | Not Voted    |
|------------------|-----------------------------------|------------|------------------------------|----------|--------------|
|                  | No. of shares                     | %          | No. of shares                | %        | No of shares |
| Remote E-Voting  | 3451501                           | -          | 0                            | -        | 0            |
| Physical Voting  | 31                                | -          | 0                            | -        | 0            |
| <b>TOTAL</b>     | <b>3451532</b>                    | <b>100</b> | <b>0</b>                     | <b>0</b> | <b>0</b>     |

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

| Promoter/<br>Public                | No. of<br>shares held | No. of<br>Votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes-In<br>Favour | No. of<br>votes-<br>Against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of votes<br>against on<br>votes<br>polled |
|------------------------------------|-----------------------|---------------------------|--------------------------------------------------|------------------------------|-----------------------------|-----------------------------------------------------|---------------------------------------------|
| Promoter &<br>Promoter<br>Group    | 2383648               | 1905265                   | 79.93                                            | 1905265                      | 0                           | 100                                                 | 0                                           |
| Public<br>Institutional<br>Holders | 1600                  | 0                         | 0                                                | 0                            | 0                           | 0                                                   | 0                                           |
| Public-<br>Others                  | 2791934               | 1546267                   | 55.38                                            | 1546267                      | 0                           | 100                                                 | 0                                           |
| <b>TOTAL</b>                       | <b>5177182</b>        | <b>3451532</b>            | <b>66.67</b>                                     | <b>3451532</b>               | <b>0</b>                    | <b>100</b>                                          | <b>0</b>                                    |

2) Item No. 2 of the Notice (As an Ordinary Resolution)

To declare a dividend.

| Manner of Voting | Votes in favour of the resolution |            | Votes against the resolution |          | Not Voted    |
|------------------|-----------------------------------|------------|------------------------------|----------|--------------|
|                  | No. of shares                     | %          | No. of shares                | %        | No of shares |
| Remote E-Voting  | 3451501                           | -          | 0                            | 0        | 0            |
| Physical Voting  | 31                                | -          | 0                            | 0        | 0            |
| <b>TOTAL</b>     | <b>3451532</b>                    | <b>100</b> | <b>0</b>                     | <b>0</b> | <b>0</b>     |

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

| Promoter/<br>Public                | No. of<br>shares held | No. of<br>Votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes-<br>In Favour | No. of<br>votes-<br>Against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of votes<br>against on<br>votes<br>polled |
|------------------------------------|-----------------------|---------------------------|--------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------|---------------------------------------------|
| Promoter &<br>Promoter<br>Group    | 2383648               | 1905265                   | 79.93                                            | 1905265                       | 0                           | 100                                                 | 0                                           |
| Public<br>Institutional<br>Holders | 1600                  | 0                         | 0                                                | 0                             | 0                           | 0                                                   | 0                                           |
| Public-<br>Others                  | 2791934               | 1546267                   | 55.38                                            | 1546267                       | 0                           | 100                                                 | 0                                           |
| <b>TOTAL</b>                       | <b>5177182</b>        | <b>3451532</b>            | <b>66.67</b>                                     | <b>3451532</b>                | <b>0</b>                    | <b>100</b>                                          | <b>0</b>                                    |



**3) Item No. 3 of the Notice (As an Ordinary Resolution)**

**To appoint a Director in place of Rajnikant A. Jhaveri who retires by rotation and, being eligible, offers himself for re-appointment.**

| Manner of Voting | Votes in favour of the resolution |            | Votes against the resolution |          | Not Voted    |
|------------------|-----------------------------------|------------|------------------------------|----------|--------------|
|                  | No. of shares                     | %          | No. of shares                | %        | No of shares |
| Remote E-Voting  | 3210492                           | -          | 0                            |          | 0            |
| Physical Voting  | 30                                | -          | 1                            |          | 0            |
| <b>TOTAL</b>     | <b>3210522</b>                    | <b>100</b> | <b>1</b>                     | <b>0</b> | <b>0</b>     |

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

| Promoter/<br>Public                | No. of<br>shares held | No. of<br>Votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes-<br>In Favour | No. of<br>votes-<br>Against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of votes<br>against on<br>votes<br>polled |
|------------------------------------|-----------------------|---------------------------|--------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------|---------------------------------------------|
| Promoter &<br>Promoter<br>Group    | 2383648               | 1664256                   | 69.82                                            | 1664256                       | 0                           | 100                                                 | 0                                           |
| Public<br>Institutional<br>Holders | 1600                  | 0                         | 0                                                | 0                             | 0                           | 0                                                   | 0                                           |
| Public-<br>Others                  | 2791934               | 1546267                   | 55.38                                            | 1546266                       | 1                           | 100                                                 | 0                                           |
| <b>TOTAL</b>                       | <b>5177182</b>        | <b>3210523</b>            | <b>62.01</b>                                     | <b>3210522</b>                | <b>1</b>                    | <b>100</b>                                          | <b>0</b>                                    |

**NOTE:** Mr. Rajnikant A. Jhaveri has been abstained from voting in this resolution.



4) **Item No. 4 of the Notice (As an Ordinary Resolution)**

To re-appoint Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the third consecutive Annual General Meeting hereafter.

| Manner of Voting | Votes in favour of the resolution |            | Votes against the resolution |          | Not Voted    |
|------------------|-----------------------------------|------------|------------------------------|----------|--------------|
|                  | No. of shares                     | %          | No. of shares                | %        | No of shares |
| Remote E-Voting  | 3451501                           | -          | 0                            |          | 0            |
| Physical Voting  | 30                                | -          | 1                            |          | 0            |
| <b>TOTAL</b>     | <b>3451531</b>                    | <b>100</b> | <b>1</b>                     | <b>0</b> | <b>0</b>     |

The Votes cast in favour are more than the votes cast against the resolution.

Table showing Bifurcations of Promoters, Financial Institutions and Others:

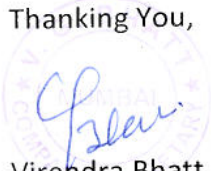
| Promoter/<br>Public                | No. of<br>shares held | No. of<br>Votes<br>polled | % of votes<br>polled on<br>outstanding<br>shares | No. of<br>votes-<br>In Favour | No. of<br>votes-<br>Against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of votes<br>against on<br>votes<br>polled |
|------------------------------------|-----------------------|---------------------------|--------------------------------------------------|-------------------------------|-----------------------------|-----------------------------------------------------|---------------------------------------------|
| Promoter &<br>Promoter<br>Group    | 2383648               | 1905265                   | 79.93                                            | 1905265                       | 0                           | 100                                                 | 0                                           |
| Public<br>Institutional<br>Holders | 1600                  | 0                         | 0                                                | 0                             | 0                           | 0                                                   | 0                                           |
| Public-<br>Others                  | 2791934               | 1546267                   | 55.38                                            | 1546266                       | 1                           | 100                                                 | 0                                           |
| <b>TOTAL</b>                       | <b>5177182</b>        | <b>3451532</b>            | <b>66.67</b>                                     | <b>3451531</b>                | <b>1</b>                    | <b>100</b>                                          | <b>0</b>                                    |

All the Resolutions mentioned in the Notice of AGM as per the details above stand passed under Remote E-Voting and voting conducted at AGM by way of Poll Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the Registers received from the Agency/ Service Provider both electronically and manually, in respect of the votes cast through Remote E-Voting and voting conduct at AGM by way of Poll Papers by the Members of the Company.

The Poll papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,

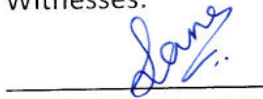


Virendra Bhatt  
ACS- 1157  
COP-124

Place: Mumbai

Date: 26<sup>th</sup> September, 2015

Witnesses:



1. Ms. Sana M. Karvinkar



2. Ms. Ashika A. Shetty