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
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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

August 26, 2014

The Manager
The National Stock Exchange of India Ltd.
Exchange Plaza ,
Bandra – Kurla Complex,
Bandra (East)
Mumbai – 400 051.

Dear Sirs,

Sub.: **Clause 35A of the Listing Agreement – details of voting Results of Postal Ballot (including e-voting)**

Pursuant to Clause 35 A of the Listing Agreements, we enclose herewith the details of the Voting results pertaining to the Postal Ballot process conducted (including e-voting) in accordance with Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 and Scrutinizer's Report.

The shareholders have granted their approval with requisite majority to the following special resolutions:

1. Special Resolution under Section 180(1) (c) of the Companies Act, 2013 for approving the limits on borrowings for an amount not exceeding Rs. 700 crs.

2. Special Resolution under Section 180(1) (a) of the Companies Act, 2013 for providing security in connection with the borrowings of the Company for an amount not exceeding Rs. 700 crs.

3. Special Resolution under Section 186(3) of the Companies Act, 2013 for making of inter-corporate loans, investments and/or providing guarantee and/ or security for an amount not exceeding Rs. 700 crs.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
For JAYANT AGRO-ORGANICS LTD.

Dinesh Kapadia
Company Secretary

Encl.a/a

CC: National Securities Depository Limited (NSDL)

V V CHAKRADEO & CO.

COMPANY SECRETARIES.

B- 301, MATOSHREE RESIDENCY CHS., PRARTHANA SAMAJ ROAD, VILE PARLE EAST, MUMBAI 400 057.

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SCRUTINIZER'S REPORT

August 26, 2014

The Chairman
Jayant Agro-Organics Ltd.
701, Tower 'A', Peninsula Business Park,
Senapati Bapat Marg, Lower Parel (West),
Mumbai – 400 013.

Dear Sir,

Subject: Passing of resolution through Postal Ballot

Report to the Chairman of the Board of Directors of **Jayant Agro-Organics Ltd,** a Company incorporated under the Companies Act, 1956 and having its Registered Office at 701, Tower 'A', Peninsula Business Park, Senapati Bapat Marg, Lower Parel (West), Mumbai – 400 013. (hereinafter referred to as "JAOL" or "the Company') on the POSTAL BALLOT conducted by the Company:

1. Pursuant to the resolution passed by the Board of Directors of Jayant Agro-Organics Ltd. (JAOL) on July 5, 2014, I have been appointed as a scrutinizer to receive, process and scrutinize the Postal Ballot papers in respect of the Special Resolution under Section 180 (1) (a), 180(1)(c) & 186 (3) of the Companies Act, 2013 for fixing the limit for creation of charge(s) over the Company's assets as circulated in the Postal Ballot notice dated July 5, 2014.

2. To enable wider participation of shareholders, pursuant to the provision of Section 108 of the Companies Act, 2013 and the Rules framed there under vide Companies (Management and Administration) Rules, 2014 and pursuant to SEBI's circular no. CIR/CFD/DIL/6/2012 dated 13th July, 2012 as amended by its circular CIR/CFD/POLICYCELL/2/2014 dated 17th April, 2014, Companies listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), required to provide e-voting facility to their shareholders on all resolution to be passed at General Meetings or through Postal Ballot. Since JAOL falls within the requirements as specified in the Companies Act, 2013 and the above mentioned circular of SEBI, e-voting which has been made applicable, the Company has provided for the same.

3. JAOL accordingly made arrangements with System Provider NSDL for providing a system of recording votes of the shareholders electronically through

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e-voting. The Company has accordingly made arrangements through its Registrar and Share Transfer Agent, Sharepro Services (India) Private Limited (hereinafter referred to as "RTA or SSPL") to set up e-voting facility on the NSDL e-voting website://www.evoting.nsdl.com.

4. JAOL through RTA has also uploaded the resolution together with the explanatory statement on which e-voting is required and for generating Electronic Voting Event Number (EVEN) by the system provider. All the necessary formalities in compliance with the requirements specified by NSDL, has been done by the Company. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot notice dated July 5, 2014, sent to the shareholders by email, who had registered their email-ids with Company and by post to 5,344 shareholders. The Register of Members and the List of beneficiary owners as on July 7, 2014 was made available by the Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL), for the purpose of dispatch of Postal Ballot notice.

5. Particulars of Resolutions:

Reference to the Companies Act, 2013	**Type and Description of the Special Resolution**
Special Resolution pursuant to section 180(1)(c) and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	Special Resolution pursuant to Section 180 (1) (c) of the Companies Act, 2013 for approving the limits on borrowings up to Rs.700 crore.
Special Resolution pursuant to section 180(1)(a) and other applicable provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	Special Resolution pursuant to Section 180 (1) (a) of the Companies Act, 2013 for selling, leasing or disposing of undertaking of the Company and creation of charge/mortgage over the assets/properties of the Company, present and future, in respect of borrowings of an equivalent aggregating amount not exceeding Rs.700 crore.
Special Resolution pursuant to section 186(3) and other applicable	Special Resolution under Section 186(3) of the Companies Act, 2013 for making

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provisions if any, of Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in course.)	of inter-corporate loans, investments and/or providing guarantee and / or security, provided that the aggregate value of all loans, investments made, guarantee given or security provided shall not exceed Rs.700 crores outstanding any one time

6. I report that the Postal Ballot notice dated July 5, 2014 under Section 110 of the Companies Act, 2013, read with Rule 22 under the Chapter on "Management and Administration" as notified by MCA on March 27, 2014 were dispatched to the shareholders, by Registered Post/ courier along with self-addressed pre-paid Business Reply Envelope on or before July 22, 2014.

7. In addition to the above, Postal Ballot notices were also sent via electronic mode by NSDL to the shareholders whose email id's are registered with the Depository Participants as per the data downloaded form the NSDL / CDSL as on July 7, 2014 (cut-off date). I further report that as stated in the Notice sent to the shareholders, the Company has fixed 5.30 p.m. on Friday, August 22, 2014 as the last date for receipt of Postal Ballots and for E-voting.

8. As stated in sub-rule 3 of Rule 20 under the Chapter on "Management and Administration" as notified by MCA on 27th March, 2014 an advertisement was published by the Company in Business Standard English Newspaper and Sakal Marathi Newspaper, on July 23, 2014 informing about the completion of dispatch of the Postal Ballot notices.

9. I report that I have received the Postal Ballot forms from shareholders during the period commencing from Thursday, July 24, 2014 to Friday, August 22, 2014. All the Postal Ballot forms together with all votes casted by e-voting through NSDL received up to 5:30 p.m. Friday August 22, 2014 being the last date fixed by the Company for receipt of Postal Ballot forms/e-voting, were considered for my scrutiny.

10. The Postal Ballot forms received at the Company's address in the name of the Scrutinizer were opened and taken up for scrutiny by me and passed on to RTA. This process was carried out on a weekly basis. During the course of scrutiny of Postal Ballot forms I have not come across any mutilated Postal Ballot forms.

11. Since E-voting facility was provided by NSDL, the details of the E-voting exercised by the shareholders as also the votes exercised through Postal Ballots,



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which were duly scrutinized and processed, were duly compiled by the RTA. While the details of the E-voting was provided by the system provider, the

Compilation of the Register, in respect of Postal Ballots containing, the statement of shareholders names, folio number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected, were generated by the RTA which have been duly scrutinized.

12. On scrutiny, I report that out of 5,357 shareholders as on cut-off date i.e. July 7, 2014, 30 Shareholders have exercised their votes through e-voting and 111 shareholders have exercised their votes through Postal Ballot forms as received. The details of polling results for the items placed for consideration by the shareholders are given below:

SUMMARY OF POSTAL BALLOT

A. Postal Ballot	**Resolution No. 1**	**Resolution No. 2**	**Resolution No. 3**
Number of Forms received from Members	111	111	111
Number of Forms rejected/not considered for reasons as stated below:-	0	0	0
a. Not signed	0	0	0
b. Signature mismatch	0	0	0
c. Not voted	0	0	0
d. Nil Account	0	0	0
e. Voted under both postal ballot and evoting	0	0	0
Number of valid Forms (A)	111	111	111
B. E-Voting			
Number of members who participated is e-voting	28	28	30
Number of members not e-voted	2	2	0
Number of Valid E-votes (B)	28	28	30
Total (A+B)	139	139	141



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RESULTS ON PHYSICAL AND E-VOTING

A. Postal Ballot	Resolution No. 1	Resolution No. 2	Resolution No. 3
Number of Physical Forms & E-votes received from Members	141	141	141
Number of Shares voted in Physical and e-voting	9860792	9860792	9860852
Number of forms voted in favour	123	123	120
Number of Shares voted in favour	9802483	9802523	9801130
Number of forms voted in against	16	16	21
Number of Shares voted in against	58309	58269	59722
Percentage of votes in favour	99.41	99.41	99.39
Percentage of votes in against	0.59	0.59	0.61

Note:

1) Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the no. of shares mentioned in the Postal Ballot, whichever is less.



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RESULTS ON PHYSICAL AND E-VOTING AS REQUIRED UNDER CLAUSE 35 OF LISTING AGREEMENT

RESOLUTION NO.1

Promoter/ Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes - against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	9752776	9716176	99.62	9716176	0	100.00	0.00
Public-Institutional Holders	7600	0	0.00	0	0	0.00	0.00
Public Others	5239624	144616	2.76	86307	58309	59.68	40.32
Total	15000000	9860792	65.74	9802483	58309	99.41	0.59

Result:

Percentage of votes cast in favour : 99.41 %
Percentage of votes cast against : 0.59 %

As the number of votes casted in favour of the resolution in 99.41% that is more than three times the number of votes cast against i.e. 0.59%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.



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RESOLUTION NO.2

Promoter/Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	9752776	9716176	99.62	9716176	0	100.00	0.00
Public-Institutional Holders	7600	0	0.00	0	0	0.00	0.00
Public Others	5239624	144616	2.76	86347	58269	59.71	40.29
Total	15000000	9860792	65.74	9802523	58269	99.41	0.59

Result:

Percentage of votes cast in favour : 99.41 %
Percentage of votes cast against : 0.59 %

As the number of votes casted in favour of the resolution in 99.41% that is more than three times the number of votes cast against i.e. 0.59%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.



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RESOLUTION NO.3

Promoter/ Public	No. of Shares held	No of votes polled	% of votes polled on Outstanding shares	Number of votes -in favour	Number of votes – against	% of votes in favour of votes polled	% of votes Against on votes polled
	(1)	(2)	(3)+[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)*100
Promoter	9752776	9716176	99.62	9716176	0	100.00	0.00
Public- Institutional Holders	7600	0	0.00	0	0	0.00	0.00
Public Others	5239624	144676	2.76	84954	59722	58.72	41.27
Total	15000000	9860852	65.74	9801130	59722	99.39	0.61

Result:

Percentage of votes cast in favour : 99.39 %
Percentage of votes cast against : 0.61 %

As the number of votes casted in favour of the resolution in 99.39% that is more than three times the number of votes cast against i.e. 0.61%, I report that the Special Resolutions under Section 110 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 as set out in notice of Postal Ballot has been passed by the shareholders with Requisite Majority. The Resolution is deemed to be passed as on date of announcement of the result.

i) I further report that as per the Postal Ballot notice dated July 5, 2014, the Chairman or any other as authorized in this regard may declare and confirm the above results of voting by Postal Ballot in respect of the resolution referred herein on August 26, 2014, and will be intimated to the Stock Exchanges.



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ii) The result of the Postal Ballot together with the Scrutinizers Report would have to be displayed on Company's website www.jayantagro.com and on the

Website of NSDL within 2 days of passing of the resolution and shall be communicated to the Stock Exchanges and will be published in the newspaper.

iii) I further Report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied by the Company. I further report that as per the said Rules, the records maintained by me including the data as obtained from NSDL for the e-voting facility extended by them and also a Register recording the consent or otherwise received from the Shareholders, voting through Postal Ballot which includes all the particulars of shareholders such as the names, folio number, DP ID/ Client ID, number of shares held, number of voted, no. of shares assented, no. of shares dissented, no. of shares rejected, ballot paper 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.

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

Thanking you,

Yours faithfully,

For V.V.Chakradeo & Co.
Company Secretaries

V.V.Chakradeo
COP NO.: 1705
Membership No.: 3382



