GROVER AHUJA & ASSOCIATES
Company Secretaries

SCRUTINIZER REPORT

To,
The Chairman,
Jindal Photo Limited
260/23, Sheetal Industrial Estate,
Demani Road, Dadra – 396193

Sub: Resolutions passed through E-Voting and Poll conducted at the 12th Annual General Meeting of Jindal Photo Limited.

I, **Ravi Grover, (Practicing Company Secretary)**, have been appointed as the Scrutinizer by the Board of Directors of **Jindal Photo Limited ("the Company")** having its registered Office situated at 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, for the purpose of scrutinizing the electronic voting process and votes through poll held at the Annual General Meeting i.e. 30th September, 2015.

The Company had appointed National Securities Depository Limited (NSDL) as the Service Provider for extending the facility of electronic voting to the shareholders of the Company from Sunday, 27th September, 2015 at 9:00 A.M. till Tuesday 29th September, 2015 upto 5:00 P.M.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on resolutions specified in the notice of the 12th Annual General Meeting. My responsibility as a Scrutinizer for the e-voting process and poll is restricted to scrutinize the results and present the Report for the votes cast "in favour" or "against" the resolutions.

8/33, 3rd Floor, Satbhrava School Marg, W.E.A., Karol Bagh, New Delhi – 110005
Tel: +91 11 42773662, 45091596
Email: admin@groverahuja.net

The result of the E-Voting together with that of Poll is as under:

(A) As an Ordinary Resolution- Item No. 1.

To receive, consider and adopt the audited Balance Sheet of the Company as at March, 31, 2015 and the Statement of Profit and Loss account for the period ended on that date, notes to financial statements, Auditor's Report and Director's Report thereon.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	193	0.0026
Poll	35	7374145	99.9971
Total	**38**	**7374338**	**99.9997**

II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	24	0.0003
Poll	-	-	-
Total	**1**	**24**	**0.0003**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(B) As an Ordinary Resolution- Item No.2.

To appoint a Director in place of Mr. Shammi Gupta (DIN:00006384), who retires by rotation & being eligible, offers himself for re-appointment.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	**Number of votes cast (Shares)**	**% of total number of valid votes cast**
E-Voting	3	193	0.0026
Poll	35	7374145	99.9971
Total	**38**	**7374338**	**99.9997**

II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	24	0.0003
Poll	-	-	-
Total	1	24	0.0003

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(C) As an Ordinary Resolution- Item No.3.

To re-appoint Auditors and to fix their remuneration.

I. **Voted in the favour of the Resolution:**

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	193	0.0026
Poll	35	7374145	99.9971
Total	**38**	**7374338**	**99.9997**

II. **Voted against the Resolution**

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	24	0.0003
Poll	-	-	-
Total	**1**	**24**	**0.0003**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cas (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(D) As an Ordinary Resolution- Item No.4.

To consider and if thought fit, to pass, with or without modification(s), resolution to increase the Authorized Share Capital of the Company.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	**Number of votes cast (Shares)**	**% of total number of valid votes cast**
E-Voting	3	193	0.0026
Poll	35	7374145	99.9971
Total	**38**	**7374338**	**99.9997**

II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	24	0.0003
Poll	-	-	-
Total	1	24	0.0003

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(E) As a Special Resolution- Item No.5.

To issue, offer and allot further Zero Percent Redeemable Non- Convertible Preference Shares on the terms & conditions as the Board of Directors determine.

I. **Voted in the favour of the Resolution:**

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	193	0.0026
Poll	35	7374145	99.9971
Total	**38**	**7374338**	**99.9997**

II. **Voted against the Resolution**

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	24	0.0003
Poll	-	-	-
Total	**1**	**24**	**0.0003**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(F) As an Ordinary Resolution- Item No.6.

Appointment of Ms. Geeta Gilotra (DIN:06932697) as a Non-Executive Director of the Company.

I. **Voted in the favour of the Resolution:**

	Number of Members who voted through E-Voting Process and Poll	**Number of votes cast (Shares)**	**% of total number of valid votes cast**
E-Voting	3	193	0.0026
Poll	35	7374145	99.9971
Total	**38**	**7374338**	**99.9997**

II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	24	0.0003
Poll	-	-	-
Total	1	24	0.0003

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

(G) As a Special Resolution- Item No.7.

Increase the remuneration of Mr. Shammi Gupta (DIN:00006384), Managing Director of the Company.

I. Voted in the favour of the Resolution:

	Number of Members who voted through E-Voting Process and Poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	3	193	0.0026
Poll	35	7374145	99.9971
Total	**38**	**7374338**	**99.9997**

II. Voted against the Resolution

	Number of Members who voted through E-Voting Process and poll	Number of votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	24	0.0003
Poll	-	-	-
Total	**1**	**24**	**0.0003**

III. Invalid Votes:

	Number of Members who voted through E-Voting Process and poll	Number of votes cas (Shares)	% of total number of invalid votes
E-Voting	-	-	-
Poll	-	-	-
Total	-	-	-

The register, all other papers and relevant records relating to electronic voting and physical poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking You.

For **Grover Ahuja & Associates**

Ravi Grover
(Partner)
C.P No. : 3448

Date: 30th September 2015
Place: Dadra