



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

SCRUTINIZER'S REPORT

(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 and Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015)

To,

The Chairman

4th Annual General Meeting of

JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED

Reg. Off: 19TH K.M.Hapur- Bulandshahr Road,

P.O. Gulaothi, Distt. Bulandshahr,

Uttar Pradesh-245408

Dear Sir,

Sub: Combined Scrutinizer's Report on remote e - voting and poll conducted at the 4th AGM pursuant to the provisions of Section 108 and Section 109 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015

I, Ms. Pragnya Parimita Pradhan (ACS 32778), Company Secretary in Practice having office at WZ-189, 2nd Floor, Hari Bhawan, Khampur, Opp. West Patel Nagar, New delhi 110008 have been appointed as a Scrutinizer of **JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED** ("the Company") pursuant to section 108 and section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015, for the purpose of Scrutinizing the remote e-voting and Poll process at the 4th AGM held on 29th September, 2016 in a fair and transparent manner and ascertaining the requisite majority on e-voting and poll carried out as per the provision of Companies Act, 2013 on the below mentioned resolution(s), We submit our report as under:

1. The e-voting period remained open from 26/09/2016 (9.00 a.m.) to 28/09/2016 (5.00 p.m.).
2. The shareholders holding shares as on the "cut off" date i.e 22/09/2016 were entitled to vote on the proposed resolutions (item no.1 to 5) as set out in the Notice of 4th AGM of **JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**.



3. The votes were unblocked on 29/09/2016 after the conclusion of the said Annual General Meeting. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website www.evoting.karvy.com of **M/s Karvy Computershare Private Limited** and aggregated with the list of equity shareholders who had voted through poll at the 4th AGM of the Company.

4. The results of the e-voting & Polling is as under:

A) Ordinary Resolution at item No-1 - Adoption of (a) The Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with Report of Auditors thereon

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	3	9998	0.1329
Polling At AGM	30	7516657	99.8670
Total	33	7526655	99.9999

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	5	0.0001
Polling At AGM	0	0	0
Total	1	5	0.0001

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	0	0
Polling At AGM	0	0



B) Ordinary Resolution at item no-2- Appointment of a director in place of Ms Astha Sharma[DIN: 07259891], who retires by rotation and being eligible, offers herself for re-appointment.

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	3	9998	0.1329
Polling At AGM	30	7516657	99.8670
Total	33	7526655	99.9999

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	5	0.0001
Polling At AGM	0	0	0
Total	1	5	0.0001

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	0	0
Polling At AGM	0	0

C) Ordinary Resolution at item no- 3- Ratification of appointment of M/s UBS & Co. , Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	2	37	0.0005
Polling At AGM	30	7516657	99.8671
Total	32	7516694	99.8676



(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	2	9966	0.1324
Polling At AGM	0	0	-
Total	2	9966	0.1324

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	0	0
Polling At AGM	0	0

SPECIAL BUSINESS

A) Ordinary Resolution at item no - 4- Appointment of Mr. Vinumon Kizhakkeveetil Govindan (DIN-07558990) as an Independent Director of the Company

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	3	9998	0.1329
Polling At AGM	30	7516657	99.8670
Total	33	7526655	99.9999

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	5	0.0001
Polling At AGM	0	0	-
Total	1	5	0.0001



(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	0	0
Polling At AGM	0	0

B) Special Resolution at item no - 5- Adoption Of New Set Of Articles Of Association Of Company Pursuant To Provisions Of Companies Act, 2013.

(i) **Voted in favour of the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
E-Voting	3	9998	0.1329
Polling At AGM	30	7516657	99.8670
Total	33	7526655	99.9999

(ii) **Voted against the resolution:**

	Number of Members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
E-voting	1	5	0.0001
Polling At AGM	0	0	-
Total	1	5	0.0001

(iii) **Invalid Votes:**

	Total number of members whose votes were declared invalid	Total numbers of votes cast by them
E-voting	0	0
Polling At AGM	0	0

5. We have maintained a register either manually or electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares and whether the shares have differential voting rights.



6. The said register, all other papers and relevant records relating to electronic voting & poll shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Whole-time Director or Company Secretary for safe keeping.

Thanking You,

For Pragnya Pradhan & Associates
(Company Secretaries)

Pragnya Parimita Pradhan,

(Pragnya Parimita Pradhan)

Proprietor

(M. No. : ACS 32778, PCS No. : 12030)



Date : September 30, 2016

Place : New Delhi