

**COMBINED SCRUTINIZER REPORT
FOR E-VOTING & POLL FOR JOCIL LIMITED**

To,
The Chairman,
37th Annual General Meeting of JOCIL LIMITED
DOKIPARRU,
GUNTUR-522 438,
Andhra Pradesh

Sub: Consolidated Scrutinizer Report on remote E-voting conducted pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Rules, 2015 and voting at the 37th Annual General Meeting of JOCIL LIMITED (the Company) held on 19th September, 2015.

I, Nekkanti S.R.V.V.S. Narayana, M/s. Nekkanti S.R.V.V.S. Narayana & Co., Company Secretaries, had been appointed me as Scrutinizer by the Board of Directors of M/s. JOCIL LIMITED Company pursuant to Section 108 of the Companies Act, 2013 (the 'Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (the 'Rules') as amended, to conduct the remote e-voting and voting process in respect of the resolutions forming part of the Notice of the 37th Annual General Meeting of the members of the Company (AGM) held on Saturday, 19th September, 2015 at 3:30 PM at its Registered Office.

The Notice dated May 25, 2015 along with statement setting out material facts under Section 102 of the Act was sent to the members in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the notice to the AGM of the members of the Company. My responsibility as scrutinizer for the e-voting process and for poll at the AGM is restricted to make Scrutinizer's Report of votes cast "in favour" or 'against' the resolutions stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency engaged by the Company to provide e-voting facilities for e-voting and also at the time of poll at AGM.

I, now, submit my consolidated report as under on the result of the remote e-voting and voting at the meeting in respect of the said resolutions:

Item no of Notice	Particulars of business	Votes in favour of the resolution		Votes against the resolution		Invalid votes	
		Nos.	%age	Nos.	%age	Nos.	%age
ORDINARY BUSINESS							
Item No.1 of Notice as	E-voting	54095	1.09	-	-	-	-



Ordinary Resolution. <u>Adoption of Accounts.</u> "RESOLVED that the audited Balance Sheet of the Company as at 31st March, 2015 and Statement of Profit & Loss of the Company for the year ended 31st March, 2015 together with the Notes and Reports annexed thereto and the Report of the Directors and Auditors thereon be and are hereby approved and adopted."	Poll	4899822	98.91	-	-	-	-
	Total	4953917	100.00	-	-	-	-
Item No.2 of Notice as Ordinary Resolution. <u>Declaration of Dividend.</u> "RESOLVED to pay Dividend at 60% (₹6.00 per share) on 88,81,150 Equity Shares of ₹10.00 each amounting to ₹ 5,32,86,900 for the year 2014-2015 to all the Members whose names appear on the Register of Members at the close of business on August 19, 2015 (August 17, 2015 for shares held in electronic form).	E-voting	54095	1.09	-	-	-	-
	Poll	4899822	98.91	-	-	-	-
	Total	4953917	100.00	-	-	-	-
Item No. 3 of Notice as Ordinary Resolution <u>To elect a Director in place of Shri P.</u>	E-voting	54095	1.09	-	-	-	-
	Poll	4899822	98.91	-	-	-	-



<u>Narendranath Chowdary</u> (DIN :00015764) who retires by rotation and being eligible offers himself for re-election. "RESOLVED that Shri P. Narendranath Chowdary who is retiring at this Annual General Meeting, be and is hereby re-elected as a Director of the Company subject to retirement by rotation."	Total	4953917	100.00	-	-	-	-
Item No.4 of Notice as Ordinary Resolution.	E-voting	54095	1.09	-	-	-	-
<u>To elect a Director in place of Shri M. Mrutyumjaya Prasad</u> (DIN :01500271) who retires by rotation. "RESOLVED that Shri M. Mrutyumjaya Prasad who is retiring at this Annual General Meeting, be and is hereby re-elected as a Director of the Company subject to retirement by rotation."	Poll	4899822	98.91	-	-	-	-
	Total	4953917	100.00	-	-	-	-
Item No.5 of Notice as Ordinary Resolution.	E-voting	54095	1.09	-	-	-	-
<u>Appointment of Auditors.</u>	Poll	4899822	98.91	-	-	-	-
"RESOLVED to ratify the appointment of M/s.Brahmayya & Co,	Total	4953917	100.00	-	-	-	-



Chartered Accountants, Guntur as Statutory Auditors for the year 2015-16 to hold office from the conclusion of this Annual General Meeting, until the conclusion of thirty eighth Annual General Meeting". "FURTHER RESOLVED that M/s. Brahmayya & Co, Chartered Accountants, Guntur be paid ₹2,75,000/- as remuneration for the year 2015-16 and reimbursed expenditure incurred for travelling & boarding and out pocket expenses for attending to the audit work."							
SPECIAL BUSINESS – ORDINARY RESOLUTIONS							
Item No.6 of Notice as Ordinary Resolution.	E-voting	53527	1.08	568	100	-	-
To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modifications, the following resolutions as an Ordinary Resolution. "RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions	Poll	4899822	98.92	-	-	-	-
	Total	4953349	100.00	568	100	-	-



of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force), M/s. Narasimha Murthy & Co., Hyderabad, the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting; RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”							
Item No. 7 of Notice as Ordinary Resolution	E-voting	54095	1.09	-	-	-	-
To appoint Dr.Manjulata Dasari (DIN : 02788338) as an Independent Director and in this regard to consider, and if thought fit, to pass, with or without modifications, the	Poll	4899822	98.91	-	-	-	-
	Total	4953917	100.00	-	-	-	-



<u>following resolution as an Ordinary Resolution.</u> “RESOLVED that pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Manjulata Dasari (DIN : 02788338) be and is hereby appointed as an Independent Director of the company from 13-09-2014 to hold office for a term of five consecutive years”.							
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All the Resolutions stand passed under e-voting and poll with the requisite majority.

Thanking you,

Yours faithfully,

For NEKKANTI S.R.V.V.S. NARAYANA & CO.


 NEKKANTI S.R.V.V.S. NARAYANA
 Proprietor
 C.P.No.7839

Place: Dokiparru
 Date: September 19, 2015

