

SCRUTINIZER' S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
91st Annual General Meeting of the members
of *Jenson & Nicholson (India) Limited* to be held on September 18, 2014 at 10.30 a.m. at the hall of
Kalamandir Basement (Kalakunj) , 48 Shakespeare Sarani, Kolkata 700017.

Dear Sir,

I, Indrani Chaudhuri, a Company Secretary in Practice have been appointed by the Board of Directors of *Jenson & Nicholson (India) Limited* ("the Company") as a scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting, carried out as per the provisions of section 108 of the Companies Act , 2013 read with Rule 20 (3) (xi) of the Companies (Management and Administration) Rules, 2014, on the resolutions, as set out in the Notice dated May 28, 2014 convening the 91st Annual General Meeting of the Members of the company, to be held on the 18th September, 2014 at 10.30 a.m, at the hall of Kalamandir Basement (Kalakunj) , 48 Shakespeare Sarani, Kolkata 700017.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means on the resolutions contained in the notice to the 91st Annual General Meeting of the members of the company. My responsibility as a scrutiner for the e voting process is restricted to make a Scrutinizers Report of the votes cast "in favour" of or "against" the resolutions stated above based on the reports generated from the e voting system provided by Central Depository Services India Limited (CDSL) the authorised agency to provide e voting facilities engaged by the Company.

Further to the above, I submit my Report as under:

1. The e-voting period remained open from Tuesday, 9th September, 2014 (10.00 a.m.) to Thursday, 11 September, 2014 (05.00 p.m.).
2. The members of the Company holding shares as on the "cut off" date i.e. 8th August, 2014, were entitled to vote on the resolutions (items no. 1 to 7) as set out in the Notice dated May 28, 2014 convening the 91st Annual General Meeting of the Company.



3. The votes were unblocked on 12th September, 2014 in the presence of two witnesses, Mr. Subhadeep Dey and Mr. Santanu Pal who are not in the employment of the Company.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of CDSL i.e. <https://www.evoting.india.com>.
5. Based on such reports generated, the result of e-voting is as under:
 - a) **Resolution 1: To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)**

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	12656013	99.9996

(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
4	45	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



- b) **Resolution No. 2 – To appoint a Director in place of Mr. Faisal Alam (DIN No.00356264) who retires by rotation and being eligible offers himself for reappointment. (Ordinary Resolution)**

- (i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	12656013	99.9996

- (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
4	45	0.0004

- (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

- c) **Resolution No. 3- To Appoint M/s. M. Mukherjee & Co. (Firm Registration No.303013E), Chartered Accountants as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) and to to authorize the Board of Directors to fix their remuneration.. (Ordinary Resolution)**

- (i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	12656013	99.9996

- (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
4	45	0.0004



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

d) **Resolution No. 4 – Approval of remuneration to be paid to the cost auditor of the company M/s Mitra Bose & Associates , Cost Accountants for cost audit of cost records of the company for the year ending 31st March' 2015. (Ordinary Resolution)**

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	12656013	99.9996

(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
4	45	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(e) **Resolution No. 5 – Appointment of Mr. N M Sahai (Din no. 00422704) as an Independent Director. (Ordinary Resolution)**

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	12656013	99.9996

(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
4	45	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(f) **Resolution No. 6 – Appointment of Mr. B S Sahay (Din No. 02198055) as an Independent Director. (Ordinary Resolution)**

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	12656013	99.9996

(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
4	45	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(g) **Resolution No. 7 – Appointment of Mr. Ranjit Singh (Din No. 00951032) as an Independent Director. (Ordinary Resolution)**

(i) Voted in favour of resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of the resolution	% of total number of valid votes cast
26	12656013	99.9996

(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
4	45	0.0004

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

The Register, all other papers and relevant records relating to electronic voting 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 are to be handed over to the Chairman or the Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,

Indrani Chaudhuri

Indrani Chaudhuri

Practising Company Secretary

C.P. No.6667

Mem No.ACS 8739



Place: Kolkata

Date : 13.09.2014