

**CONSOLIDATE REPORT OF SCRUTINIZER ON REMOTE E-VOTING**  
**AND VOTING THROUGH POLLING PAPER**

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

To  
The Chairman  
Extra Ordinary General Meeting of the Equity Shareholders of  
**JHS Svendgaard Laboratories Limited**  
held on 4<sup>th</sup> Day of August, 2015 at 11.00 A.M at  
Trilokpur Road, Kheri Kala -Amb,  
Tehsil - Nahan, Distt: Sirmaur,  
Himachal Pradesh

Sir,

I, Ankit Garg, partner of **VSD & Associates**, Chartered Accountants, having its office at DD- 34, Basement, Kalkaji, New Delhi-110019, has been appointed by the Board of Directors of JHS Svendgaard Laboratories Limited ("The Company"), as Scrutinizer for the purpose of scrutinizing the remote e - voting and process and voting through polling paper at the Extra Ordinary General Meeting (EOGM) of the members of the Company, in a fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through polling paper carried out, as per the provisions of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, on the resolutions set out in the Notice dated July 2, 2015 of the EOGM of the members of JHS Svendgaard Laboratories Limited, held on 4<sup>th</sup> day of August, 2015 at 11.00 a.m. at Trilokpur Road, Kheri Kala -Amb, Tehsil - Nahan, Distt: Sirmaur, Himachal Pradesh. Accordingly, I submit the report, on completion of remote e- voting process and voting through polling paper, as under:-

1. The Company has engaged the services of NSDL as the Authorised Agency to provide secured system for remote e- voting process.
2. The remote e-voting period remained open from open from Saturday, 1<sup>st</sup> August, 2015 (10:00AM) to Monday, 3<sup>rd</sup> August, 2015 (05:00PM).





3. The cut- off date for the purpose of determining the entitlement for voting, by remote e-voting or voting through polling paper, on the proposed resolutions was 28th July, 2015
4. After the close of period for remote e- voting, the details of members, such as their names, folio numbers, numbers of shares held, who had casted votes through remote e- voting, were downloaded from the e-voting website of www.evoting.nsdl.com, for the purpose of ensuring that members who have casted their votes through remote e- voting do not vote again at the EOGM.
5. At the EOGM, after the declaration of poll by the Chairman, two ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot boxes were subsequently opened in my presence along with two witnesses (1) Ms. Mahima Suri, 1502-A, Gali No. 13, Govindpuri, New Delhi -110019 (2) Mrs. Mamta Gaur Gomes, A7/A, # 2, Opp. Mother Dairy, New Delhi-110092 who are not in the employment of the Company and poll papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Boxes being unblocked in their presence. The Poll papers were reconciled with the records maintained by the Company / registrar & Transfer Agents of the Company – M/s Alankit Assignments Limited and the authorization/ proxies lodged with the company.



Mahima Suri



Mamta Gaur Gomes

7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. After counting the votes casted by the members and proxy holders present at the EOGM, through polling paper, the votes casted through remote e-voting were unblocked on 4<sup>th</sup> August, 2015, around 04:30 PM, in the presence of two witnesses, Ms. Mahima Suri and Mrs. Mamta Gaur Gomes, who are not in the employment of the Company. They have signed below in confirmation of the remote e-votes being unblocked in their presence.



Mahima Suri



Mamta Gaur Gomes



9. Thereafter, the detail containing, inter alia, the information about equity shareholders voting 'For' and 'Against' the resolutions, were generated from the e-voting website of NSDL.
10. Based on report generated from the e-voting website of NSDL and voting through polling paper at the EOGM, the consolidate report on the result of voting on each resolution are given hereunder:

**Resolution No. 1: Re-appointment of Mr. Nikhil Nanda, as the Managing Director of the Company (Ordinary Resolution)**

- (i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	8	56131	99.79
Voting through polling paper (in person or by proxy)	33	43771	100
<b>Total</b>	<b>41</b>	<b>99902</b>	<b>99.88</b>

- (ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	1	120	0.21
Voting through polling paper (in person or by proxy)	0	0	Nil
<b>Total</b>	<b>1</b>	<b>120</b>	<b>0.12</b>

- (iii) Voted 'INVALID' the resolution:

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-Voting	NIL	NIL
Voting through polling paper (in person or by proxy)	4	9047988
<b>Total</b>	<b>4</b>	<b>9047988</b>





**Resolution No. 2: Increase in Authorised Capital of the Company (Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	8	56131	99.79
Voting through polling paper (in person or by proxy)	37	9091759	100
<b>Total</b>	<b>45</b>	<b>9147890</b>	<b>99.99</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	1	120	0.21
Voting through polling paper (in person or by proxy)	-	-	-
<b>Total</b>	<b>1</b>	<b>120</b>	<b>0.001</b>

(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-Voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



**Resolution No. 3: To amend the Capital Clause of Memorandum of Association (Special Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	6	54531	96.94
Voting through polling paper (in person or by proxy)	37	90917559	100
<b>Total</b>	<b>43</b>	<b>9146290</b>	<b>99.98</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	3	1720	3.06
Voting through polling paper (in person or by proxy)	-	-	-
<b>Total</b>	<b>3</b>	<b>1720</b>	<b>0.02</b>

(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-Voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



**Resolution No. 4: To sell, lease or otherwise dispose off whole of substantially the whole of the Undertaking i.e the foreign subsidiary Company M/s Jones H Smith, FZE (Special Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	7	54631	97.12
Voting through polling paper (in person or by proxy)	37	9091759	100
<b>Total</b>	<b>44</b>	<b>9146390</b>	<b>99.98</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	2	1620	2.88
Voting through polling paper (in person or by proxy)	-	-	-
<b>Total</b>	<b>2</b>	<b>1620</b>	<b>0.02</b>

(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-Voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>





**Resolution No. 5: To ratify the earlier resolution of the general meeting dated December 28, 2010 authorizing the Board to borrow upto Rs. 150 Crores under section 293(1)(d) of the Companies Act, 1956 (Special Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	7	54631	97.12
Voting through polling paper (in person or by proxy)	37	9091759	100
<b>Total</b>	<b>44</b>	<b>9146390</b>	<b>99.98</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	2	1620	2.88
Voting through polling paper (in person or by proxy)	-	-	-
<b>Total</b>	<b>2</b>	<b>1620</b>	<b>0.02</b>

(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-Voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



**Resolution No. 6: To ratify the earlier resolution of the general meeting dated 16<sup>th</sup> October, 2006 authorising the Board to invest upto Rs. 50 Crores under Section 372A of the Companies act, 1956 (Special Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	7	54631	97.12
Voting through polling paper (in person or by proxy)	37	9091759	100
<b>Total</b>	<b>44</b>	<b>9146390</b>	<b>99.98</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	2	1620	2.88
Voting through polling paper (in person or by proxy)	-	-	-
<b>Total</b>	<b>2</b>	<b>1620</b>	<b>0.02</b>

(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-Voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>





**Resolution No. 7: To confirm the appointment of M/s S N Dhawan & Company (Firm regd no 000050N), Chartered Accountants, as statutory Auditors for the Financial Year 2014-2015 (Ordinary Resolution)**

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Favour' of resolution	% of total number of valid votes cast
Remote e-Voting	8	56131	99.79
Voting through polling paper (in person or by proxy)	37	9091759	100
<b>Total</b>	<b>45</b>	<b>9147890</b>	<b>99.99</b>

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of members voted	Number of votes cast in 'Against' the resolution	% of total number of valid votes cast
Remote e-Voting	1	120	0.21
Voting through polling paper (in person or by proxy)	-	-	-
<b>Total</b>	<b>1</b>	<b>120</b>	<b>0.01</b>

(iii) Voted 'INVALID' the resolution:

Mode of Voting	Total number of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
Remote e-Voting	NIL	NIL
Voting through polling paper (in person or by proxy)	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>



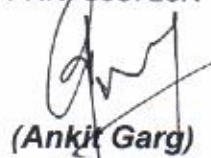
11. The Register, all other papers and relevant records relating to remote e-voting and voting by polling paper at the EOGM shall remain in my safe custody until the chairman considers, approves and signs the minutes of the aforesaid EOGM and thereafter the same will be handed over the Company Secretary for safe keeping.

Thanking You

**M/s VSD & Associates**

Chartered Accountants

FRN: 008726N



**(Ankit Garg)**

Partner

M.No. 515099



Place: New Delhi

Dated: August 7<sup>th</sup>, 2015