

**Date:** 03.010.2015

**To,**  
Bombay Stock Exchange Ltd.,  
Department of Corporate Services  
25<sup>th</sup> Floor, P. J. Towers  
Dalal Street,  
Mumbai - 400 001

Dear Sir,

**Sub:** Submission of Report of outcome of Annual General Meeting held on 26<sup>th</sup> September, 2015

---

As per you mail dated 29<sup>th</sup> September, 2015 and in compliance with the provisions of Listing Agreement, we enclose herewith the outcome of Annual General Meeting held on 26<sup>th</sup> September, 2015.

**Company Name:** Jhaveri Credits & Capital Limited

**Scrip Code:** 531550

Kindly take the same on record and acknowledge.

Thanking you,

Yours faithfully,

For Jhaveri Credits and Capital Ltd.

Chintan H Vakil

Company Secretary



**SAMIR MEHTA & ASSOCIATES  
CHARTERED ACCOUNTANTS**

**603, Tower – 1, Natraj Enclave, Nr. Jalaram Temple, Karelibaug, Vadodara -  
390018**

**M. No. +91 9601051345 Email : [casamirmehta7@gmail.com](mailto:casamirmehta7@gmail.com)**

**Scrutinizer's Report**

[Pursuant to rule section 108 & 109 of the Companies Act, 2013 read with Rule 20 (3) (xi) and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
Chairman  
Jhaveri Credits & Capital Ltd,  
301, Payal Towers-II, Sayajigunj  
Vadodara: - 390020

I, Samir Mehta, Practicing Chartered Accountant, Vadodara was appointed as Scrutinizer by Board of Directors of M/s Jhaveri Credits & Capital Ltd. ("The Company") for the purpose of.

- I. Scrutinizing the e-voting (remote e-voting) as per the provision of Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management & Administration) Rules, 2014. And votes cast through postal ballot in terms of Clause 35B of the Listing Agreement, by those shareholders, who do not have access to e-voting facility
- II. The Poll (Ballot paper) as per the provision of section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management & Administration) Rule, 2014 on the resolution(s) contained in the notice of 21<sup>st</sup> Annual General Meeting of Equity Shareholders held on 26<sup>th</sup> September, 2015 at 11:00 a.m. at 301 Payal Towers-II, Sayajigunj, Vadodara:-390020

The management of the Company is responsible to ensure the compliance with requirements of the Companies Act, 2013 & Rules relating to voting through electronic means and Poll at the AGM for the resolutions contained in the Notice of 21<sup>st</sup> Annual General Meeting of Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process through electronic means and poll at the Annual General Meeting is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in Notice of 21<sup>st</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by National Securities Depository Ltd (NSDL) and on the poll voting done by the shareholders of the Company at Annual General Meeting.

I, submit my report as under:

1. The Company had entered into agreement with NSDL to provide electronic voting facilities to all the shareholders who were eligible to participate in the remote e-voting and the Company has also provided the Postal ballot in lieu of E-Voting in terms of Clause 35B of the Listing Agreement, to those shareholders, who do not have access to e-voting facility, to sent their assent or dissent in writing in respect of the resolutions as set out in Notice. The last date for receiving the ballot form was 25<sup>th</sup> September, 2015 at 5.00 p.m. The Company had also provided the Ballot-voting



facility at the AGM venue for all those shareholders who are present at AGM and who have not cast their votes by availing the remote e-voting facilities or Postal ballot in lieu of E-Voting.

2. The remote e-voting facility was kept open form period commences on 23<sup>rd</sup> September, 2015 (9:00 am) and ended on 25<sup>th</sup> September, 2015 (5:00 pm)
3. The Shareholders holding shares as on the "cut off" date i.e. 18<sup>th</sup> September, 2015, were entitled to vote on the proposed resolution as set out in items no. 1 to 9 in the notice of the 28<sup>th</sup> Annual General Meeting of the Company
4. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me
5. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorization /proxies lodged with the Company.
6. There were no poll papers, which were incomplete and/or which were otherwise found defective.
7. The votes cast through remote e-voting were unblock after completion of poll at the AGM in the presence of two witness, Mr. Parag Hire & Mr. Viral Shah who are not in the employment of the Company. They have signed below in confirmation of the votes being unblock in their presence.
8. The consolidated summary of the results of remote e-voting, postal ballot and Poll at AGM are as under

**i. Resolution No. 1:-** To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 and the Profit & Loss Account for the period ended on that date together with the reports of the Directors and Auditors thereon

Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3653099	3653099	100%	NIL	NIL	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223228</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**ii. Resolution No. 2:-** To appoint Mr. Bhaderesh J. Jhaveri, as Director, who retires by rotation and being eligible, offers himself for re-appointment



Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3653099	3652999	99.99%	100	0.01%	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223128</b>	<b>99.99%</b>	<b>100</b>	<b>0.01%</b>	<b>NIL</b>

**iii. Resolution No. 3:-** To appoint Mr. Jitendra B. Jhaveri, as Director, who retires by rotation and being eligible, offers himself for re-appointment

Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3653099	3652999	99.99%	100	0.01%	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223128</b>	<b>99.99%</b>	<b>100</b>	<b>0.01%</b>	<b>NIL</b>

**iv. Resolution No. 4:-** To appoint M/s Mukund & Rohit, Chartered Accountants, Vadodara, as Statutory auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting to be held after this meeting and to fix their remuneration.

Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3653099	3652999	99.99%	100	0.01%	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223128</b>	<b>99.99%</b>	<b>100</b>	<b>0.01%</b>	<b>NIL</b>

**v. Resolution No. 5:-** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for Regularization of Additional Director, Mrs. Bela R Jhaveri (DIN:07126466)



Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3466099	3466099	100%	NIL	NIL	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223228</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

vi. **Resolution No. 6:-** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Ashesh J Trivedi (DIN: 00278869) as an Independent Director

Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3653099	3653099	100%	NIL	NIL	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223228</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

vii. **Resolution No. 7:-** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Kantilal N. Patel (DIN: 00859211) as an Independent Director.

Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3653099	3653099	100%	NIL	NIL	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223228</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

viii. **Resolution No. 8:-** To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution for appointment of Mr. Bimal D Mehta (DIN: 00049557) as an Independent Director



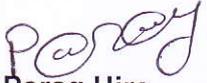
Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3653099	3653099	100%	NIL	NIL	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>4223228</b>	<b>4223228</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

ix. **Resolution No. 9:-** To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution: To made Mr. Kamlesh J Jhaveri term liable to retire by rotation.

Mode of Voting	Total Votes Casted	Votes in Favour of Resolutions		Votes Against the Resolution		Invalid votes
		No. of votes	% of votes	No. of votes	% of votes	
Postal Ballot	NIL	NIL	NIL	NIL	NIL	NIL
Remote e-voting	3238078	3238078	100%	NIL	NIL	NIL
Poll	570129	570129	100%	NIL	NIL	NIL
<b>Total</b>	<b>3808207</b>	<b>3808207</b>	<b>100%</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

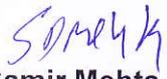
9. The Register, all other papers and relevant records relation to remote e-voting, postal ballot & poll, shall remain in the safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Director for safe keeping.

Confirmation of the votes being unblocked in their presence:

  
**Parag Hire**  
 B-99, Mahanagar Society,  
 Pratapnagar,  
 Vadodara

  
**Viral Shah**  
 181, Sardarnagar Society,  
 Nizampura,  
 Vadodara

For, **Samir Mehta & Associates**  
**Chartered Accountants**  
 FRN : 140054W

  
**Samir Mehta**  
 Proprietor  
 M. No. 136083



Place : Vadodara  
 Date : 29.09.2015