

JAYSHREE NIRMAN LIMITED

CIN : L45202WB1992PLC054157

Dated: 28/11/2018

Manager (Listing Department)
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata - 700 001

The Central Depository Services Ltd.,
5th Floor, A Wing,
Marathon Futurex
N.M.Joshi Marg,
Lower Parel (East),
Mumbai-400013

Dear Sir/Madam,

Sub: Voting Results and Scrutinizers Report of the meetings of Equity Shareholders of Jayshree Nirman Limited held on Monday, the 26th November, 2018 at 11.00 A.M at 2 Palm Avenue, Ground Floor, Kolkata-700019 as per the directions of the National Company Law Tribunal, Bench at Kolkata("Tribunal")

Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) and other applicable regulations, if any, of the Listing Regulations, we submit herewith the voting results of the Tribunal convened meeting of Equity Shareholders of Jayshree Nirman Limited.

The mode of voting on the resolution was through:

1. Postal Ballot conducted between Saturday, October 27, 2018 and Sunday, November 25, 2018;
2. Remote e-voting conducted between Saturday, October 27, 2018 and Sunday, November 25, 2018; and
3. Voting at the venue of the Meeting on Monday, November 26, 2018.

The resolution approving the Scheme was passed with the requisite majority by Equity Shareholders of Jayshree Nirman Limited as per the directions of the Tribunal and in terms of the Securities and Exchange Board of India Circular No. CFD/D1L3/CIR/2017/21 dated 10th March, 2017.



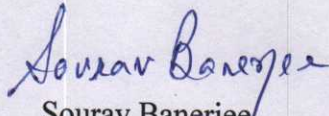

1, BRITISH INDIA STREET, 5TH FLOOR, ROOM NO. 503, KOLKATA - 700 069, *
E-mail Id : jayshreenirmanlimited@gmail.com PHONE : 2248-8149 / 30228150

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Details of the Voting Result of resolution passed at the Tribunal convened meeting of Equity Shareholders and the Scrutinizers Reports are attached as Annexure 'A' & Annexure 'B'.

For JAYSHREE NIRMAN LIMITED


Sourav Banerjee
Company Secretary



CC. To.

The BSE Limited
The Deputy General Manager
Department of Corporate Services,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001
(Designated Stock Exchange for the
Scheme of Amalgamation)

Niche Technologies Pvt Ltd.
(Registrar & Share Transfer Agent)
3A Auckland Place
7th Floor, Room No. 7A & 7B
Kolkata -700 017

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(Annexure A)

Tribunal Convened Meeting of Equity Shareholders of Jayshree Nirman Limited.

Details of Voting Results as per Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Tribunal Convened Meeting:	26 th November, 2018
Total number of Shareholders on record date: (being the cut-off date for determining shareholders entitled to voting – 5 th October, 2018)	342
No. of Shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	Nil
Public:	27
Total	27
No. of Shareholders attended the meeting through Video Conferencing:	
Promoters and Promoter Group:	N/A
Public:	N/A

Soumitra Banerjee


1, BRITISH INDIA STREET, 5TH FLOOR, ROOM NO. 503, KOLKATA – 700 069,
E-mail Id : jayshreenirmanlimited@gmail.com PHONE : 2248-8149 / 30228150

Voting Results as per Reg. 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Resolution No. 1: Special Resolution for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation ("Scheme") among Jayshree Nirman Limited (Applicant Company No. 1/Transferor Company No.1), Asian Securities Exchange Private Limited (Transferor Company No. 2), and BNK Securities Private Limited (Transferee Company) and their respective shareholders.

Resolution required : (Ordinary/Special)							Special		
Whether Promoter/Promoter Group are interested in the agenda/resolution?							No		
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No of Votes – in favour	No of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled	
		(1)	(2)	(3) = $[(2)/(1)] * 100$	(4)	(5)	(6) = $[(4)/(2)] * 100$	(7) = $[(5)/(2)] * 100$	
Promoter and Promoter Group		1800	0	0	0	0	0	0	0
	Remote e-voting								
	Postal Ballot		0	0	0	0	0	0	0
	Voting at the Meeting		0	0	0	0	0	0	0
	Sub-total (A)	1800	0	0	0	0	0	0	0
Public-Institutions	Remote e-voting	0	0	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Voting at the Meeting		0	0	0	0	0	0	0
	Sub-total (B)	0	0	0	0	0	0	0	0
Public – Non Institutions	Remote e-voting	5059400	4384505	86.66	c	0	86.66	0	0
	Postal Ballot		0	0	0	0	0	0	0
	Voting at the Meeting		0	0	0	0	0	0	0
	Sub-total (C)	5059400	4384505	86.66	4384505	0	86.66	0	0
Grand Total = A+B+C		5061200	4384505	86.63	4384505	0	86.63	0	0





KRITI DAGA B.A.LL.B., ACS
COMPANY SECRETARY IN WHOLE-TIME PRACTICE

Report of Scrutinizer - Consolidated

Date: 26.11.2018

To,
MR. PRAMOD KUMAR DROLIA, ADVOCATE
CHAIRMAN APPOINTED FOR THE MEETING OF EQUITY SHAREHOLDER'S
BY THE NATIONAL COMPANY LAW TRIBUNAL, BENCH AT KOLKATA
JAYSHREE NIRMAN LTD
CIN: L45202WB1992PLC054157
1, BRITISH INDIA STREET,
5TH FLOOR, ROOM NO- 503,
KOLKATA - 700069

Dear Sir,

SUB: Consolidated scrutinizer's report on the results of voting by way of postal ballot, electronic voting process and voting at the venue of the meeting, in connection with the resolution detailed in the notice dated 29th September, 2018 convening meeting of equity shareholders (including public shareholders) of Jayshree Nirman Limited held on Monday, the 26th November, 2018 at 11.00 A.M at 2 Palm Avenue, Ground Floor, Kolkata-700019, in pursuance of directions issued by Kolkata Bench of Hon'ble National Company Law Tribunal (NCLT) vide order dated 26th September, 2018 in Company Scheme Application No. CA (CAA) No. 143/KB/2017.

1. I, Kriti Daga (ACS - 26425, COP - 14023), Practicing Company Secretary, was appointed as Scrutinizer for the purpose of voting taken on the Resolution mentioned in the notice dated 29th September, 2018 for the meeting of Equity shareholders (including public shareholders) of Jayshree Nirman Limited held on Monday, the 26th November, 2018 at 11.00 A.M at 2 Palm Avenue, Ground Floor, Kolkata-700019.

ADDRESS: 4, HO CHI MINH SARANI, KBR COMPLEX, FLAT NO. 3C, KOLKATA - 700 071,
 ☎ : (M) (0)9836162295 • kritichoraria@gmail.com





KRITI DAGA B.A.LL.B., ACS
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2. The voting through postal ballot and remote e-voting process held between 27th day of October, 2018 from 9.00 AM to 25th day of November, 2018 till 5.00 PM pursuant to the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 22 read with Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) SEBI Circular.
3. The Management of the Company is responsible for ensuring compliance with the relevant provisions of the Companies Act, 2013 Rules thereunder, and SEBI (LODR) Regulations, 2015 relating to voting through remote e-voting and postal ballot e-voting on the resolution contained in the Notice of the Meeting.
4. The Company appointed Central Depository Services (India) Limited (CDSL), the Agency authorised under Rule 20 of the Companies (Management and administration) Rules, 2014 as amended and the provisions of SEBI (LODR) Regulations, 2015 to provide remote e-voting facility at the venue of the meeting to the Equity Shareholders of the Company.
5. My responsibility as Scrutinizer for the voting process (through postal ballot & remote e-voting and voting at the venue of the Meeting), was restricted to scrutinize the postal ballot, electronic voting process and voting at the venue of the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Notice, based on postal ballots and the reports generated from the remote e-voting system provided by CDSL and voting at the venue of the Meeting.
6. The voting was conducted to consider, and if thought fit, to pass the following resolutions with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 230 - 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be



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applicable, and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Bench at Kolkata ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (herein after referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the amalgamation embodied in the Scheme of Amalgamation among JNL, Asian and BNK and their respective shareholders ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the amalgamation embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/ or imposed by the NCLT while sanctioning the amalgamation embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

7. The Shareholders holding shares as on the "Cut Off" date i.e. 5th October 2018 were entitled to vote on the proposed resolution reproduced above.
8. The Service Provider(CDSL) has provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the Meeting. The shareholders who were present on 26th November 2018 at the venue of the meeting and had not opted to vote through the remote e-voting or postal ballot were provided with the facility to exercise their vote through Ballot Papers.

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COMPANY SECRETARY IN WHOLE-TIME PRACTICE

I hereby submit my Consolidated Report as under:

- 1 The period for remote e-voting had commenced at 9.00 a.m. on Saturday, 27th October 2018 and closed at 5.00 p.m. on Sunday, 25th November 2018. At the end of the remote e-voting period, the facility was blocked by the Service Provider.
- 2 At the venue of the Meeting, the empty Ballot Box kept for voting through ballot Process was sealed in my presence and members who were present at the meeting. The sealed Ballot Box was opened upon completion of the voting and there was no votes casted. There was no voting by way of postal ballot or at the venue of the meeting.
- 3 I have collated the votes downloaded from the remote e-voting (as there was no voting through ballot papers) to declare the final results for each of the resolution forming part of the Meeting of the Equity Shareholders Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Consolidated Report.

I hereby submit Consolidated Scrutinizer Report as per the provisions of Sections 108 and 110 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 containing the results of the resolution of the Meeting of the Equity Shareholders as detailed in **Annexure A**.

I have relied on information provided by RTA/Company in relation to details regarding number of shares held and signature of shareholders.

I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider including Registers maintained in respect of votes cast through Remote e-voting and Ballot process are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting and Ballot process shall remain in our custody till the Chairman considers, approves and signs the Meeting of the Equity Shareholders Minutes and thereafter the same shall be returned.

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KRITI DAGA B.A.L.L.B., ACS
COMPANY SECRETARY IN WHOLE-TIME PRACTICE

You may accordingly declare the Result of Voting for each Resolution of the Meeting of the Equity Shareholders Notice as detailed in the attachment and marked as Annexure-A.

Thanking you,

Place: Kolkata

Dated: 26.11.2018

KRITI DAGA
COMPANY SECRETARY IN WHOLE-TIME PRACTICE
Membership No - 26425
C.P. No - 14023
KBR Complex, 4, Ho Chi Minh Sarani
Next to US Consulate
Flat No 3C, Kolkata-700 071
Ph. 9836162295

(KRITI DAGA)
Company Secretary in Whole-Time Practice
C.P. No. 14023

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of JAYSHREE NIRMAN LIMITED were unblocked from e-voting website of Central Depository Services (India) Limited (CDSL) in our presence at 12.30 p.m. on 26th November, 2018.

Sumit Daga
16, Strand Road,
Kolkata - 700 001

Sushila Devi Daga
89, Netaji Subhas Road,
Kolkata - 700 001

Countersigned by
For **JAYSHREE NIRMAN LIMITED**

PRAMOD KUMAR DROLIA, ADVOCATE
CHAIRMAN FOR THE MEETING

ADDRESS: 4, HO CHI MINH SARANI, KBR COMPLEX, FLAT NO. 3C, KOLKATA - 700 071,
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Annexure A

Item No.1 :Special Resolution for the purpose of considering, and if thought fit, approving, with or without modification(s), the proposed Scheme of Amalgamation ("Scheme") among Jayshree Nirman Limited (Applicant Company No. 1/Transferor Company No.1), Asian Securities Exchange Private Limited (Transferor Company No. 2), and BNK Securities Private Limited (Transferee Company) and their respective shareholders.

(i) VOTED IN FAVOUR OF THE RESOLUTION

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	% of total number of members voted	% of total number of valid votes cast
	1	2	3	4
Remote e-voting	54	4384505	86.63	86.63
Postal Ballot	0	0	-	-
Voting at the Meeting	0	0	0	0
Total	54	4384505	86.63	86.63

(ii) VOTED AGAINST THE RESOLUTION

Particulars	Number of Members voted	Number of Remote E-votes	% of total number of	% of total number of valid votes cast
	1	2	3	4
Remote e-voting	0	0	0	0
Postal Ballot	0	0	-	-
Voting at the Meeting	0	0	0	0
Total	0	0	-	0

Note: Excluding invalid votes

(iii) There were no invalid votes

The postal ballots and all other relevant records are handed over to the Company Secretary of the Company for s

Place: Kolkata

Dated: 26.11.2018



(KRITI DAGA)

COMPANY SECRETARY IN WHOLE-TIME PRACTICE

C.P. No. 14023

