



## J. B. CHEMICALS & PHARMACEUTICALS LIMITED

**REGD. OFFICE:**

"NEELAM CENTRE", 'B' WING, 4TH FLR.,  
HIND CYCLE ROAD, WORLI,  
MUMBAI - 400 030.

PHONE : 022-2482 2222 / 2493 0918

FAX : 022-2493 0534 / 2493 9633

e-mail : info@jbcpl.com

Website : www.jbcpl.com

CIN : L24390MH1976PLC019380

### RESULT OF VOTING ON THE BUSINESS TRANSACTED AT THE ANNUAL GENERAL MEETING HELD ON 23-08-2016.

The 40<sup>th</sup> Annual General Meeting of J.B. Chemicals & Pharmaceuticals Limited ("Company") was held on Tuesday, August 23, 2016 at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400 020 at 3.30 p.m. pursuant to notice dated May 20, 2016 ("Notice") issued to the members of the Company.

As per the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 read with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided remote e-voting facility in respect of all the businesses/proposed resolutions set out in the Notice. The remote e-voting commenced on Saturday, August 20, 2016 at 9.00 a.m. and ended on Monday, August 22, 2016 at 5.00 p.m. At the annual general meeting, the members who did not vote through remote e-voting were provided an opportunity to vote, on all the businesses/resolutions set out in the Notice, through ballot process. The board of directors had appointed Mr. Ashish C. Bhatt, proprietor of Ashish Bhatt & Associates, Company Secretaries ("the said Scrutinizer"), to scrutinize the remote e-voting and voting at the annual general meeting in a fair and transparent manner. The said Scrutinizer has submitted consolidated Scrutinizer's report dated August 23, 2016 to the Chairman.

Based on the report of the said Scrutinizer referred above on the outcome of remote e-voting/physical voting, the combined result of the above referred voting is as under:

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**Details of the Agenda:**

<b>Item No. 1(a) and (b)</b>	Adoption of audited financial statement for the year ended on March 31, 2016, and reports of board of directors and auditors' thereon.
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Resolution required	Ordinary resolution
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	E-voting	47300837	47300837	100.00	47300837	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47300837	100.00	47300837	0	100.00	0.00
Public - Institutions	E-voting	9835431	7045404	71.63	7045404	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7045404	71.63	7045404	0	100.00	0.00
Public - Non Institutions	E-voting	27683707	172250	0.62	172250	0	100.00	0.00
	Ballot		474023	1.71	473958	65	99.99	0.01
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		646273	2.33	646208	65	99.99	0.01
<b>Total</b>		<b>84819975</b>	<b>54992514</b>	<b>64.83</b>	<b>54992449</b>	<b>65</b>	<b>100.00</b>	<b>0.00</b>



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<b>Item No. 2</b>	Confirmation of Interim dividend of Rs. 4.50 per equity shares already paid and Declaration of Final dividend of Re. 0.50/- per equity share of face value Rs. 2/- each, for the year ended on March 31, 2016.
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Resolution required	Ordinary resolution
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	E-voting	47300837	47300837	100.00	47300837	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47300837	100.00	47300837	0	100.00	0.00
Public - Institutions	E-voting	9835431	7045404	71.63	7045404	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7045404	71.63	7045404	0	100.00	0.00
Public - Non Institutions	E-voting	27683707	172250	0.62	172250	0	100.00	0.00
	Ballot		474028	1.71	473958	70	99.99	0.01
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		646278	2.33	646208	70	99.99	0.01
<b>Total</b>		<b>84819975</b>	<b>54992519</b>	<b>64.83</b>	<b>54992449</b>	<b>70</b>	<b>100.00</b>	<b>0.00</b>

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<b>Item No. 3</b>	Re-appointment of Mr. Pranabh Mody as a director of the Company.
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Resolution required	Ordinary resolution
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
Promoter and Promoter Group	E-voting	47300837	47300837	100.00	47300837	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47300837	100.00	47300837	0	100.00	0.00
Public - Institutions	E-voting	9835431	7045404	71.63	6721638	323766	95.40	4.60
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7045404	71.63	6721638	323766	95.40	4.60
Public - Non Institutions	E-voting	27683707	172250	0.62	171950	300	99.83	0.17
	Ballot		474028	1.71	473958	70	99.99	0.01
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		646278	2.33	645908	370	99.94	0.06
<b>Total</b>		<b>84819975</b>	<b>54992519</b>	<b>64.83</b>	<b>54668383</b>	<b>324136</b>	<b>99.41</b>	<b>0.59</b>



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<b>Item No. 4</b>	Appointment of J.K. Shah & Co - Chartered Accountants, as auditors of the Company.
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Resolution required	Ordinary resolution
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
Promoter and Promoter Group	E-voting	47300837	47300837	100.00	47300837	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47300837	100.00	47300837	0	100.00	0.00
Public - Institutions	E-voting	9835431	7045404	71.63	7045404	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7045404	71.63	7045404	0	100.00	0.00
Public - Non Institutions	E-voting	27683707	172250	0.62	171940	310	99.82	0.18
	Ballot		474023	1.71	473958	65	99.99	0.01
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		646273	2.33	645898	375	99.94	0.06
<b>Total</b>		<b>84819975</b>	<b>54992514</b>	<b>64.83</b>	<b>54992139</b>	<b>375</b>	<b>100.00</b>	<b>0.00</b>

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<b>Item No. 5</b>	<b>Appointment of Mr. Shaukat H. Merchant as Independent Director.</b>
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<b>Resolution required</b>	<b>Ordinary resolution</b>
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	E-voting	47300837	47300837	100.00	47300837	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47300837	100.00	47300837	0	100.00	0.00
Public - Institutions	E-voting	9835431	7045404	71.63	6721638	323766	95.40	4.60
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7045404	71.63	6721638	323766	95.40	4.60
Public - Non Institutions	E-voting	27683707	172250	0.62	171950	300	99.83	0.17
	Ballot		474028	1.71	473958	70	99.99	0.01
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		646278	2.33	645908	370	99.94	0.06
<b>Total</b>		<b>84819975</b>	<b>54992519</b>	<b>64.83</b>	<b>54668383</b>	<b>324136</b>	<b>99.41</b>	<b>0.59</b>

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<b>Item No. 6</b>	Ratification of remuneration of cost auditor.
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Resolution required	Ordinary resolution
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
				(3) = [(2)/(1)] * 100			(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-voting	47300837	47300837	100.00	47300837	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47300837	100.00	47300837	0	100.00	0.00
Public - Institutions	E-voting	9835431	7045404	71.63	7045404	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7045404	71.63	7045404	0	100.00	0.00
Public - Non Institutions	E-voting	27683707	172250	0.62	171950	300	99.83	0.17
	Ballot		474023	1.71	473958	65	99.99	0.01
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		646273	2.33	645908	365	99.94	0.06
<b>Total</b>		84819975	54992514	64.83	54992149	365	100.00	0.00

<b>Item No. 7</b>	Determination of fee for service of documents on member(s) through a requested mode.
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Resolution required	Ordinary resolution
Whether promoter/promoter group are interested in the agenda/ resolution?	No



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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	E-voting	47300837	47300837	100.00	47300837	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		47300837	100.00	47300837	0	100.00	0.00
Public - Institutions	E-voting	9835431	7045404	71.63	7045404	0	100.00	0.00
	Ballot		0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		7045404	71.63	7045404	0	100.00	0.00
Public - Non Institutions	E-voting	27683707	172250	0.62	171950	300	99.83	0.17
	Ballot		474023	1.71	473958	65	99.99	0.01
	Postal Ballot		0	0.00	0	0	0.00	0.00
	Total		646273	2.33	645908	365	99.94	0.06
<b>Total</b>		<b>84819975</b>	<b>54992514</b>	<b>64.83</b>	<b>54992149</b>	<b>365</b>	<b>100.00</b>	<b>0.00</b>

Accordingly, all the businesses/resolutions placed before the said annual general meeting pursuant to the Notice are duly approved/passed with requisite majority.

The above referred report of the scrutinizer is enclosed.

**For J.B. Chemicals & Pharmaceuticals Limited**

**J.B. Mody**  
**Chairman & Managing Director**

**Place: Mumbai**

**Date: August 24, 2016**



**FORM No. MGT-13**  
**Report of Scrutinizer**

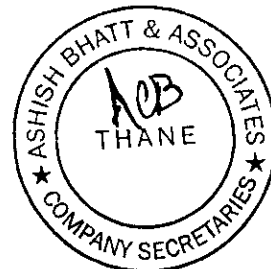
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman,  
Annual General Meeting of the Members  
Of J B Chemicals And Pharmaceuticals Limited held on 23<sup>rd</sup> August, 2016 at 3.30 P.M.  
At Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate,  
Mumbai 400020

Dear Sir,

I, Ashish C Bhatt, Proprietor of Ashish Bhatt & Associates, Company Secretaries having its office at 227, Devashree Commercial Complex, Majiwada, Thane (W) 400601 have been appointed as Scrutinizer for the purpose of remote e-voting as well as the voting to be conducted at the Annual General Meeting of the Members of J B Chemicals and Pharmaceuticals Limited to be held on 23<sup>rd</sup> August, 2016 at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai 400020, Maharashtra. We submit our report as under:

1. The e-voting period remained open from Saturday August 20, 2016 (9.00 a.m.) to Monday August 22, 2016 (5.00 p.m.) both days inclusive.
2. The shareholders holding shares as on the "cut off" date August 16, 2016 were entitled to vote on the proposed resolutions.
3. The votes were unblocked in the presence of two witnesses Miss.Riddhi Kamlesh Thakkar, residing at 502, Prem Thaker CHS, RHB Road, Mulund (West), Mumbai.400 080 and Mr. Mayur K. Rathod, residing at 9, Shanti Niwas, Carter Road No. 5, Borivali ( East) Mumbai 400066 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.





Name: Riddhi Kamlesh Thakkar

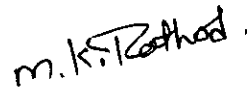


Name: Mayur K Rathod

4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited ([www.evotingindia.com](http://www.evotingindia.com)). ANNEXURE A
5. At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
6. The locked ballot box were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the M/S Datamatics Financial Services Ltd., Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
7. I found NIL poll paper invalid.
8. The polling Box was opened in the presence of Miss.Riddhi Kamlesh Thakkar, residing at 502, Prem Thaker CHS, RHB Road, Mulund (West), Mumbai.400 080 and Mr. Mayur K. Rathod, residing at 9, Shanti Niwas, Carter Road No. 5, Borivali ( East) Mumbai 400066 as witnesses after the voting process is over.



Name : Riddhi Kamlesh Thakkar



Name : Mayur K Rathod



9. The consolidated results of remote e-voting as well as of the Ballot held at the aforesaid Annual General Meeting are as under:

**(a) Resolution 1- Adoption of the Audited Standalone and Consolidated Financial Statements of the Company together with Directors' Report and also Auditors' Report for the year ended March 31, 2016**

(i) Voted **in favour** of the resolution:

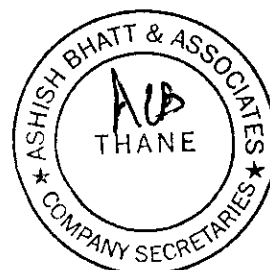
Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	211	54518491	100
Ballot	84	473958	100
Total	295	54992449	100

(ii) Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	3	65	0
Total	3	65	0

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballots	NIL	NA



**(b) Resolution 2- Confirm interim dividend of Rs. 4.50/- paid during the financial year 2015-2016 and declare a final dividend of Rs. 0.50/-**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	211	54518491	100
Ballot	84	473958	100
Total	295	54992449	100

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	0	0	0
Ballot	4	70	0
Total	4	70	0

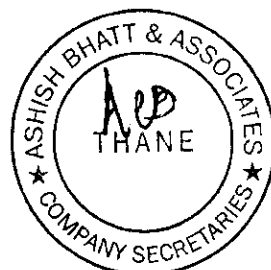
(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballots	NIL	NA

**(c) Resolution 3- Re-appointment of Mr. Pranabh Mody (DIN:00035505), Director, who retires by rotation.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	204	54194425	99.41
Ballot	84	473958	99.99
Total	288	54668383	99.41



(ii) Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	324066	0.59
Ballot	4	70	0.01
<b>Total</b>	<b>11</b>	<b>324136</b>	<b>0.59</b>

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballots	NIL	NA

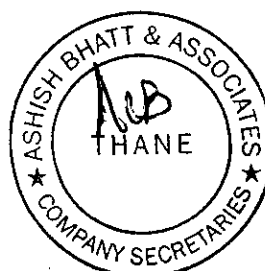
**(d) Resolution 4- Re-Appointment of M/s J.K. Shah & Co., Chartered Accountants, as Statutory Auditor of the Company for the Financial Year ending on March 31, 2017.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	209	54518181	100
Ballot	84	473958	99.99
<b>Total</b>	<b>293</b>	<b>54992139</b>	<b>100</b>

(ii) Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	2	310	0
Ballot	3	65	0.01
<b>Total</b>	<b>5</b>	<b>375</b>	<b>0</b>



(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballots	NIL	NA

**(e) Resolution 5- Appointment of Mr. Shaukat H. Merchant as Independent Director.**

(i) Voted **in favour** of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	204	54194425	99.41
Ballot	84	473958	99.99
Total	288	54668383	99.41

(ii) Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	7	324066	0.59
Ballot	4	70	0.01
Total	11	324136	0.59

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballots	NIL	NA



(f) **Resolution 6- Ratify Remuneration of M/s. Kishore Bhatia & Associates, Cost Accountants, for the Cost Audit of the Company for Financial Year 2016-17.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	210	54518191	100
Ballot	84	473958	99.99
Total	294	54992149	100

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	300	0
Ballot	3	65	0.01
Total	4	365	0

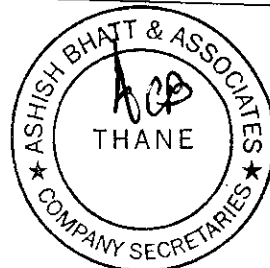
(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	NA
Ballots	NIL	NA

(g) **Resolution 7- To service of documents on member(s) through a requested mode on advance payment of cost.**

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	210	54518191	100
Ballot	84	473958	99.99
Total	294	54992149	100



(ii) Voted **against** the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1		
Ballot	3	300	0
Total	4	65	0.01
		365	0

(iii) **Invalid** votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	NIL	
Ballots	NIL	NA
		NA

**Note:** In respect of Resolution no 1, 4, 6 and 7 one member has not casted his vote.

10. A Compact Disc (CD)/Excel Sheet containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

11. The register, all the papers and relevant records relating to remote voting as well as Ballots voting shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,

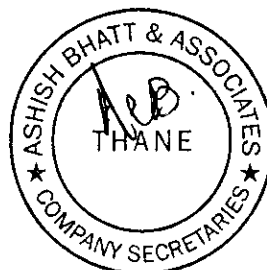
Yours faithfully,

Place: Mumbai  
Dated: August 23, 2016

*Bhatt A. C.*  
Ashish C. Bhatt  
Ashish Bhatt & Associates  
Company Secretaries

Countersigned by:  
for **J. B. Chemicals & Pharmaceuticals Ltd.**

*J. B. Mody*  
J. B. Mody  
Chairman & Managing Director





**Annexure A**

**EVSN Inquiry**      Voting Result as of today.

**EVSN**  
**ISIN** 160711008 for J B CHEMICALS AND PHARMACEUTICALS LIMITED  
**Nominal Value** JNE572A01028 J B CHEMICALS AND PHARMACEUTICALS LIMITED-NEW RS  
**Voting Rights** 2-AFTER SPLIT  
**Total Folios Voted** 211

Res No			Total
1	54518491 (04.28%)	0 (0.00%)	54518491
2	54518491 (04.28%)	0 (0.00%)	54518491
3	54518491 (04.28%)	324066 (0.38%)	54518491
4	54518491 (04.28%)	310 (0.00%)	54518491
5	54518491 (04.28%)	324066 (0.38%)	54518491
6	54518491 (04.28%)	330 (0.00%)	54518491
7	54518491 (04.28%)	330 (0.00%)	54518491

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**For ASHISH BHATT & ASSOCIATES  
COMPANY SECRETARIES**

*Ashish C. Bhatt*  
**ASHISH C. BHATT**

