

**MINUTES OF THE "TWENTY SIXTH" ANNUAL
GENERAL MEETING OF JINDAL WORLDWIDE
LIMITED HELD ON SATURDAY, 1ST SEPTEMBER,
2012 AT 206, CHIKUWADI, SALJPUR, GOPALPUR,
OPP. NAROL PIPELJ OCTROI NAKA LANE,
AHMEDABAD - 382445 AT 5.00 P.M.**

PRESENT:

1. Dr. Yamunadutt Agrawal - Chairman
2. Mr. Jitendra T. Agrawal - Vice Chairman
3. Mr. Amit Agrawal - Managing Director
4. Mr. Vikram Oza - Director
5. Devendra jain - Director

IN ATTENDENCE:

Ms. Dipti Parashar - Company Secretary.

CHAIRMAN:

Dr. Yamunadutt A. Agrawal, Chairman of the Board of Directors of the Company took the chair and welcomed the shareholders.

He informed the Shareholders that the Register of Directors Shareholding Maintained by the Company and Register of Proxies received by the nominating persons to attend and vote on their behalf, were available for inspection by the members.

QUORUM:

After ascertaining that the requisite quorum for the meeting was present and the meeting is validly constituted, The Chairman called the meeting to order.

He announced that:

19 Members were present in person (including 6 representatives) and 2 Members remained present by way of proxy.

NOTICE OF THE MEETING:

With the permission of the members present at the meeting the notice dated 1st September 2012 convening the 26th Annual General Meeting of the Company and Directors' Report as circulated to the shareholders of the Company was taken as read.

Thereafter at the direction of the chairman the Auditors' report was read by the Company Secretary.

Thereafter chairman moved the following resolution:

ORDINARY BUSINESS:-

1. ADOPTION OF ANNUAL ACCOUNTS:

As Ordinary Resolution

Proposed by: Mr. Rameshchandra J. Kansara

Seconded by: Mr. Jayant R. Mehta

"RESOLVED THAT the Balance Sheet As at 31st March, 2012 and the Profit and Loss Account for the year ended on that date together with Reports of the Directors and Auditors thereon, be and are hereby received, approved and adopted."

Thereafter the Chairman put the resolution to vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

2. DECLARATION OF FINAL DIVIDEND:

As Ordinary Resolution

Proposed by: Mr. Sonaji K. Kachhava

Seconded by: Mr. Jayant R. Mehta

"RESOLVED THAT as recommended by the Directors, dividend at the rate of Rs. 0.50 paisa per share on the equity share capital of the Company for the year ended on 31st March, 2012 as proposed by the Board of Directors be and is hereby declared and that the same be paid to the shareholders, whose names appear in the company's register of members on the date of book closure as declared by the company.


Chairman's Initial

Sahitya
Minute Book
Laser Size

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

3. RE-APPOINTMENT OF DR. YAMUNADUTT AGRAWAL, DIRECTOR LIABLE TO RETIRE BY ROTATION:

As Ordinary Resolution
Proposed by: Mr. Jayant R. Mehta
Seconded by: Mrs. Aruna Mehta

“RESOLVED THAT Dr. Yamunadutt Agrawal, Director of the Company who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

4. RE-APPOINTMENT OF MR. HIMMATSINGH RATHOUR, DIRECTOR LIABLE TO RETIRE BY ROTATION:

As Ordinary Resolution
Proposed by: Mr. Kirti Kumar J. Kansara
Seconded by: Mr. Rameshchandra J. Kansara

“RESOLVED THAT Mr. Himmatsingh Rathour, Director of the Company who retires by rotation at this Annual General Meeting, being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.”

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

5A. APPOINTMENT OF STATUTORY AUDITORS:

As Ordinary Resolution
Proposed by: Mr. Jayant R. Mehta
Seconded by: Mrs. Aruna Mehta

“RESOLVED THAT pursuant to the provisions of section 224 and 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s: Mehra Anil & Associates, Chartered Accountants, Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration, as shall be fixed by the Board of Directors.”

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

5B. APPOINTMENT OF AUDITORS OF THE DIVISIONS AND BRANCHES OF THE COMPANY:

As Ordinary Resolution

Proposed by: Mr. Praful kumar M. Shah

Seconded by: Mr. Kirti kumar J. Kansara

“RESOLVED THAT pursuant to the provisions of section 228 and other applicable provisions, if any, of the Companies Act, 1956, M/s. B.A. Bedawala & Co, Chartered Accountants, Ahmedabad be and are hereby appointed as the Auditors of the Divisions and Branches of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration, as shall be fixed by the Board of Directors.”

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

6. RE-APPOINTMENT OF MR. AMIT AGRAWAL AS MANAGING DIRECTOR OF THE COMPANY:

As Ordinary Resolution

Proposed by: Mr. Kirti kumar J. Kansara

Seconded by: Mr. Jayant R. Mehta

“RESOLVED THAT pursuant to provisions of Sections, 269, 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to such other consents/approvals as may


Chairman's Initial

be required Mr. Amit Agrawal, be and is hereby re-appointed as a Managing Director of the Company for a period of Five years with effect from 2nd September 2011 whose office shall not be liable to retirement by rotation at such salary and perquisites as per details given in the Explanatory Statement annexed hereto.”

“RESOLVED FURTHER THAT the duties of the Managing Director shall be the overall supervision of the functioning of the company, handling day to day affairs of the Company, appointment and termination of services of employees, operating bank accounts, signing cheques, promissory notes, bills of exchange, regularly reporting to the Board on the activities of the Company and to perform all other duties that the Board may delegate to him from time to time.”

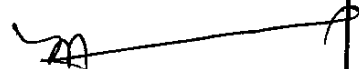
“RESOLVED FURTHER THAT the Board of Directors, be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be necessary, expedient or desirable to give effect to this resolution.”

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

7. RE-APPOINTMENT OF MR. JITENDRA AGRAWAL, WHOLE-TIME DIRECTOR OF THE COMPANY

As Ordinary Resolution
Proposed by: Mr. Sonaji K. Kachhava
Seconded by: Mr. Ramesh Kansara

“RESOLVED THAT pursuant to the Provisions of Section 269, 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to such other consents/approvals as may be required, Mr. Jitendra Agrawal, be and is hereby re-appointed as the Whole-time Director designated as Vice Chairman of the Company for a period of five years with effect from 2nd September, 2011 whose office shall not be liable to retirement by rotation as per the terms and conditions mentioned below within the ceiling prescribed in Schedule XIII of the Companies Act, 1956.”



Chairman's Initial

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to raise, amend, alter or otherwise vary the terms and conditions of his appointment from time to time as deem fit in accordance with the provisions of the Companies Act,1956.”

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

8. RE-APPOINTMENT OF MR. RAJESH JAIN AS WHOLE-TIME DIRECTOR OF THE COMPANY

As Ordinary Resolution

Proposed by: Mr. Praful kumar M. Shah

Seconded by: Mr. Sonaji K. Kachhava

“RESOLVED THAT pursuant to the Provisions of Section 269, 198, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII to the said Act, and subject to such other consents/approvals as may be required, Mr. Rajesh Jain, be and is hereby re-appointed as the Whole-time Director of the Company for a period of five years with effect from 2nd September, 2011 whose office shall not be liable to retirement by rotation as per the terms and conditions mentioned below within the ceiling prescribed in Schedule XIII of the Companies Act,1956.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to raise, amend, alter or otherwise vary the terms and conditions of his appointment from time to time as deem fit in accordance with the provisions of the Companies Act,1956.”

Thereafter the Chairman put the resolution to the vote by show of hands and after counting the votes the Chairman declared the resolution as carried unanimously.

VOTE OF THANKS:

There being no other business to transact, the meeting was terminated with a vote of thanks to the chair.

Date: 01/09/2012

Place: Ahmedabad


CHAIRMAN