

**PROCEEDINGS OF THE 7<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF JUBILANT INDUSTRIES LIMITED HELD ON AUGUST 27, 2013**

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**1. Approval of Accounts**

**Ordinary Resolution:**

“RESOLVED THAT the Balance Sheet of the Company as at March 31, 2013 and the Statement of Profit & Loss for the year ended on that date together with the Reports of the Auditors and Directors’ thereon be and are hereby adopted.”

The resolution was carried unanimously, on show of hands.

**2. Re-appointment of Mr. R. Bupathy as Director**

**Ordinary Resolution:**

“RESOLVED THAT Mr. R. Bupathy, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was carried unanimously, on show of hands.

**3. Re-appointment of Mr. Ghanshyam Dass as Director**

**Ordinary Resolution**

“RESOLVED THAT Mr. Ghanshyam Dass, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

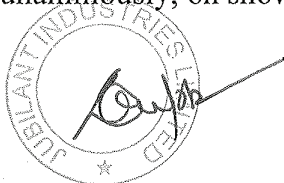
The resolution was carried unanimously, on show of hands.

**4. Re-appointment of Mr. S. K. Roongta as Director**

**Ordinary Resolution**

“RESOLVED THAT Mr. S. K. Roongta, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

The resolution was carried unanimously, on show of hands.



## 5. Auditor's Re-appointment

### Ordinary Resolution:

**“RESOLVED THAT** M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration Number 304153E with the Institute of Chartered Accountants of India), the Statutory Auditors of the Company, who retire but, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 7<sup>th</sup> Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of actual amount of out-of-pocket expenses and service tax.”

The resolution was carried unanimously, on show of hands.

## SPECIAL BUSINESS

## 6. Appointment of Mr. Videh Kumar Jaipurkar as Managing Director

### Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 269 and all other applicable provisions, if any, of the Companies Act 1956 read with Schedule XIII to the said Act, as amended by the Central Government from time to time (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of Central Government, if required, consent be and is hereby accorded for appointment of Mr. Videh Kumar Jaipurkar as Managing Director of the Company for a period of 3(three) years from March 1, 2013 to February 29, 2016 without any remuneration.

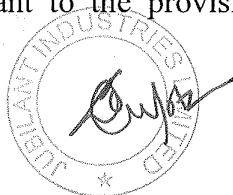
**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

The resolution was carried unanimously, on show of hands.

## 7. Approval for creating Mortgage/Pledge/Hypothecation etc. on the Company's assets for the borrowings availed/to be availed by Subsidiary/Associate Companies

### Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 293(1)(a) and



other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof), consent be and is hereby accorded to the Board of Directors of the Company (including a Committee constituted by the Board for this purpose), to provide security by creation of mortgage/pledge/hypothecation etc. on the immoveable and/or moveable properties of the Company and/or charge on the whole or substantially the whole of one or more undertakings of the Company wherever situated, present and future, in favour of Scheduled Banks, Foreign Banks, Financial Institutions, NBFCs, Mutual Funds, Insurance Companies or any other category of lender, in India or abroad to secure loans in Indian Rupees or Foreign Currency, guarantees, working capital facilities and/or any other financial assistance obtained/to be obtained by subsidiary, associate and/or joint venture companies(present and future) from one or more of the aforesaid Lender(s) upto an aggregate amount not exceeding ₹5,000 million (Rupees Five Thousand Million only) outstanding at any point of time together with interest at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption and other costs, charges and expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee constituted by the Board for this purpose) be and is hereby authorised to do all such acts, deeds, things and execute documents as may be incidental and consequential thereto, to give effect to the aforesaid resolution.”

The resolution was carried unanimously, on show of hands.

