JUBILANT INDUSTRIES

September 2, 2014

**BSE Limited**
1st Floor, New Trading Ring,
Rotunda Building, P.J. Tower,
Dalal Street, Fort,
Mumbai-400001

**National Stock Exchange of India Limited**
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Bandra (E),
Mumbai-400051

**Sub: Proceedings of 8th Annual General Meeting - Clause 31 of the Listing Agreement**

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement, please find enclosed proceedings of 8th Annual General Meeting of the Company held on September 2, 2014.

This is for your information and records.

Thanking you.

Yours Faithfully,

For **Jubilant Industries Limited**

**Deepak Gupta**
**Company Secretary**
**Encl: a/a**



**Jubilant Industries Limited**
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Regd. Office:
Bhartiagram, Gajraula
Distt. Jyotiba Phoolay Nagar-244 223
UP, India

CIN - L24100UP2007PLC032909

**PROCEEDINGS OF THE EIGHTH ANNUAL GENERAL MEETING OF JUBILANT INDUSTRIES LIMITED HELD ON TUESDAY, THE 2nd DAY OF SEPTEMBER 2, 2014 AT 2.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT BHARTIAGRAM, GAJRAULA – 244 223, DISTRICT AMROHA, UTTAR PRADESH, INDIA**

1. **Adoption of Audited Financial Statements for the year ended March 31, 2014, together with the reports of the Auditors and Directors thereon.**

   **Ordinary Resolution:**

   **"RESOLVED THAT** the Audited Financial Statements for the year ended March 31, 2014 including Balance Sheet of the Company as at March 31, 2014 and the Statement of Profit & Loss for the year ended on that date and the Reports of the Auditors and Directors thereon, be and are hereby adopted."

   *The Ordinary Resolution was carried with requisite majority.*

2. **Re-appointment of Mr. Shamit Bhartia as Director, who retires by rotation.**

   **Ordinary Resolution:**

   **"RESOLVED THAT** Mr. Shamit Bhartia (DIN-00020623), 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 Ordinary Resolution was carried with requisite majority.*

3. **Re-appointment of M/s. K. N. Gutgutia & Co., Chartered Accountants as the Auditors of the Company**

   **Ordinary Resolution:**

   **"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, 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 the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of thirteenth Annual General Meeting (subject to the ratification by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as agreed upon

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by the Board of Directors and the Auditors, in addition to the reimbursement of actual out-of-pocket expenses and service tax thereon."

*The Ordinary Resolution was carried with requisite majority.*

**SPECIAL BUSINESS**

**4. Appointment of Ms. Shivpriya Nanda as an Independent director**

**Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Ms. Shivpriya Nanda (DIN-01313356), who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

*The Ordinary Resolution was carried with requisite majority.*

**5. Appointment of Mr. R. Bupathy as an Independent Director**

**Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. R Bupathy (DIN-00022911), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

*The Ordinary Resolution was carried with requisite majority.*

**6. Appointment of Mr. Ghanshyam Dass as an Independent Director**

**Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,

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2013 (**'the Act'**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Ghanshyam Dass (DIN-01807011), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

*The Ordinary Resolution was carried with requisite majority.*

7. **Appointment of Mr. Sushil Kumar Roongta as an Independent Director**

**Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Sushil Kumar Roongta (DIN- 00309302), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

*The Ordinary Resolution was carried with requisite majority.*

8. **Appointment of Dr. Ashok Misra as an Independent Director**

**Ordinary Resolution**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Dr. Ashok Misra (DIN-00006051), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

*The Ordinary Resolution was carried with requisite majority.*

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