



JAI BALAJI INDUSTRIES LIMITED

Ref : JBIL /SE/2012-13
Date : 24th May, 2012

To,
Listing Department
National Stock Exchange of India Limited
"EXCHANGE PLAZA", C-1, Block G
Bandra - Kurla Complex, Bandra (E),
Mumbai - 400 051

Dear Sir,

Sub: Minutes of the Proceedings of the Extra-Ordinary General Meeting of Jai Balaji Industries Limited held on 9th May, 2012.

Pursuant to Clause 31(d) of the Listing Agreement, we are attaching herewith the Minutes of the proceedings of the Extra-Ordinary General Meeting of the Company held on 9th May, 2012.

Thanking you.

Yours faithfully,

For **JAI BALAJI INDUSTRIES LIMITED**

AJAY KUMAR TANTIA
Company Secretary

Encl.: as above

Cc: The Manger - For your kind information and record,
Bombay Stock Exchnage Limited

Cc: The Secretary - For your kind information and record,
The Calcutta Stock Exchange Limited

Regd. Office : 5, Bentinck Street, 1st Floor, Kolkata - 700 001.

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JAI BALAJI INDUSTRIES LIMITED

MINUTES OF THE PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING OF THE SHAREHOLDERS OF JAI BALAJI INDUSTRIES LIMITED HELD ON WEDNESDAY, 9TH MAY, 2012 AT 11.00 A.M. AT "ROTARY SADAN", (SHRIPATI SINGHANIA HALL), 94/2 CHOWRINGHEE ROAD, KOLKATA - 700 020.

PRESENT:

- | | |
|-----------------------------|------------------------------|
| 1. Shri Aditya Jajodia | Chairman & Managing Director |
| 2. Shri Sanjiv Jajodia | Whole-Time-Director |
| 3. Shri Amit Kumar Majumdar | Director |
| 4. Shri Shyam Bahadur Singh | Director |

In Attendance:

- | | |
|------------------------|--|
| Shri R. R. Modi | Representative -M/s. U.Narain & Co.
(Chartered Accountants) |
| Shri Sandeep Agarwal | Representative- M/s. Rashmi & Co.,
(Chartered Accountants) |
| Shri Ajay Kumar Tantia | Company Secretary |

164 members were present in person including 10 authorised representatives and 38 members were present through proxy.

Shri Aditya Jajodia, Chairman of the Board of Directors of the Company, Chaired the meeting.

Having ascertained that the requisite quorum was present the Chairman called the meeting to order. The Register of Directors' Shareholding was kept open for inspection during the meeting.

The Chairman welcomed the members at the Extra-Ordinary General Meeting, introduced the Directors present and read out his speech.

With the consent of the members present, the Notice dated 12th April, 2012 convening the meeting, was taken as read.

1. Alteration In Articles of Association

The Chairman moved the following resolution as a Special Resolution:

"RESOLVED THAT in terms of Section 31 and other applicable provisions, if any, of the Companies Act, 1956 the Articles of Association of the Company be and are hereby amended as under :

- Clause 1 of Chapter II of the Articles of Association be amended by inserting the words and numbers "except clause 12.3" after the word and symbol "(this Chapter)" appearing in the first line of the said clause.
- Clause 12.3 of Chapter II of Articles of Association be amended by substituting the word "shall" appearing after the word "The Company" by the word "may" appearing in the first line of said clause.

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c) Clause 1 of Chapter III of the Articles of Association be amended by inserting the words and numbers "except clause 11.3" after the word and symbol "(this Chapter)" appearing in the first line of the said clause.

d) Clause 11.3 of Chapter III of Articles of Association be amended by substituting the word "shall" appearing after the word "The Company" by the word "may" appearing in the first line of said clause.

"RESOLVED FURTHER THAT the Board of Directors or any committee thereof of the Company be and are hereby authorised, to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

Shri A. K. Pal, shareholder, proposed and Shri S. S. Bhattacharya, shareholder seconded the resolution as a Special Resolution.

The Chairman put the resolution to vote and the same was carried by requisite majority.

2. Appointment of M/s. U. Narain & Co. and M/s. Rashmi & Co. as Joint Statutory Auditors

The Chairman moved the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 224(6), and other applicable provisions, if any, of the Companies Act, 1956 the casual vacancy created by the resignation of the auditors of the Company, viz. M/s. S. R. Batliboi & Co., Chartered Accountants be and is hereby filled up by appointment of M/s. U. Narain & Co., Chartered Accountants of Room No. 503, 5th Floor, Narayani Building, 27, Brabourne Road, Kolkata - 700 001 and M/s. Rashmi & Co., Chartered Accountants of 213, Todi Chamber, 2, Lal Bazar Street, Kolkata - 700 001 as Joint Statutory Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company on such terms of remuneration as may be fixed by the Board or committee thereof apart from re-imbursement of out-of-pocket expenses and applicable taxes."

Shri K.L. Mullick, shareholder, proposed and Shri S.N. Pal, shareholder seconded the resolution as an Ordinary Resolution.

The Chairman put the resolution to vote and the same was carried by requisite majority.

3. Change in Registrar and Share Transfer Agent

The Chairman moved the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 163 and other applicable provisions, if any, of the Companies Act, 1956 consent of the Company be and is hereby accorded for keeping the Register of Members, Index of Members, the Register and Index of Debenture Holders, if any, and Copies of all Annual Returns under Section 159

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and 160 of the Companies Act, 1956 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, be so kept at the office of the Registrar and Share Transfer Agent of the Company as may be appointed from time to time."

"RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorised to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

Shri M. S. Dey, shareholder, proposed and Shri M. K. Bhubna, shareholder seconded the resolution as a Special Resolution.

The Chairman put the resolution to vote and the same was carried by requisite majority.

4. Vote of Thanks

There being no other business, the meeting ended with a vote of thanks to the Chair proposed by Shri Bijay Prakash Choudhary.

CHAIRMAN

CERTIFIED TRUE COPY
Jai Balaji Industries Limited

Company Secretary

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