

JAIN STUDIOS LTD.



PROCEEDINGS OF 25TH ANNUAL GENERAL MEETING OF M/S. JAIN STUDIOS LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER 2015 AT 10.30 A.M. AT JAWAHARLAL NEHRU NATIONAL YOUTH CENTRE, 219, DEENDAYAL UPADHYAYA MARG, NEW DELHI-110002.

Directors Present:

Dr. J.K. Jain, Chairman & Managing Director

Shri Vishnu Bhagwan, Independent Director and Chairman of the Audit Committee

In Attendance:

148 members in person (including 8 Corporate members)

Sh. Sunil K. Malhotra, CFO

Mr. Satyendu Pattnaik, Company Secretary

Further, the number of members voted through remote e-voting: 06

The Company Secretary welcomed all the members present at the 25th Annual General Meeting (AGM) of the Company and after confirming the presence of requisite quorum declared the meeting in order. The relevant statutory registers and documents to the 25th AGM of the Company were kept open throughout the meeting and were available for inspection. The Company Secretary requested the Chairman, Dr. J.K. Jain to further conduct the proceedings of the meeting.

Dr. J.K. Jain, Chairman of the Company took the Chair and initiated the proceedings of the meeting by first introducing his colleagues sitting on the dais. The Chairman also acknowledged the presence of Mr. Ajay Behera, Practicing Company Secretary as the Secretarial Auditor and as Scrutinizer to the 25th AGM.

The Chairman after welcoming the shareholders present at the meeting, highlighted the members about the Financial & Operational performance, business outlook and future plans of the Company. The Chairman also suitably replied various queries raised by the members present. With the permission of the members present, the notice and the Directors' report having been circulated among the members were taken as read. The Auditors' report was read by the Secretary.

A handwritten signature in black ink, appearing to be "Ajay Behera", with a circular stamp below it.

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The Chairman further informed the members present at the meeting that, as already specified in the notice of AGM as per the circular issued by MCA and under the Corporate Governance, Company has send the Notice, Annual Reports and Accounts to all the members of the Company electronically who has registered/updated their email address with the Company/RTA/Depository Participants. Chairman requested all the members of the Company including those present at the meeting to register their Email ID with the Company/DP/RTA for correspondence with the members of the Company including dispatch of various documents, Notice, Annual Report etc. electronically to strengthen the green initiatives.

The Chairman announced that as per the Companies Act, 2013, members of the Company can cast their votes by polling paper as voting by show of hands will not be available to the members of the Company. The Company has provided e-voting facility for the members of the Company to cast their vote electronically as per the Companies Act, 2013, Relevant Rules, Listing Agreement etc. Thos members attending the AGM and eligible to vote were also given opportunity to vote through voting by poll. Further, he ordered the poll to be conducted as a voting process for all the resolutions as per the notice of the meeting. The ballot papers were already given to all the members at the entrance of the venue of the meeting. They were requested to fill the relevant particulars and give their assent or dissent against the respective resolution(s) as desired and specified in the ballot paper and to sign the ballot paper. Mr. Ajay Behera, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll in a fair and transparent manner.

The Chairman further stated that the results of remote e-voting and of the poll will be declared by the Chairman & Managing Director within 48 hours alongwith the Scutinizer's Report as per the format prescribed under Clause 35A of the Listing Agreement at the registered office of the Company and the same alongwith the Scutinizer's Report shall be placed on the Company's website, www.jainstudiosltd.com and on the website of Central Depository Services Ltd. The results will be communicated to BSE, NSE and other regional stock exchanges where shares of the Company are listed.

ORDINARY BUSINESS:

RESOLUTION NO.1: ADOPTION OF ANNUAL ACCOUNTS (ORDINARY RESOLUTION)

"RESOLVED THAT the Audited Balance Sheet of the Company as at 31st March 2015, Statement of Profit & Loss Account alongwith the Notes forming part of the financial statements and Cash Flow Statement for the year ended on that date and the Reports of the Auditors' and Directors' thereon be and are hereby adopted."

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RESOLUTION NO.2: RE-APPOINTMENT OF DR. (MRS.) RAGINI JAIN AS DIRECTOR (ORDINARY RESOLUTION)

“RESOLVED THAT Dr. (Mrs.) Ragini Jain, Director, who retires by rotation and being eligible offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

RESOLUTION NO.3: RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY (ORDINARY RESOLUTION)

“RESOLVED THAT pursuant to provisions of Sections 139(2) and 142(1) of the Companies Act, 2013 and in continuation of the resolution passed by the members of the Company at 24th AGM, M/s. Giri & Bansal, Chartered Accountants, New Delhi (Registration No. 877N) be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration as may be determined by the Board of Directors of the Company from time to time.”

SPECIAL BUSINESS:

RESOLUTION NO.4: RE-APPOINTMENT OF DR. J.K. JAIN AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY (SPECIAL RESOLUTION)

“RESOLVED THAT pursuant to the provisions of Sections 196 read with schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or enactment(s) thereof for the time being in force) and subject to such sanctions and approvals as may be necessary, approval be and is hereby accorded to the re-appointment of Dr. J.K. Jain, as Chairman & Managing Director of the Company, w.e.f. 1st October 2015, at nil remuneration and terms and conditions given below for a period of Five Years:

- a. Provision for car for office use on Company's business.
- b. Reimbursement of Telephone expenses for official use and
- c. Reimbursement of Travelling expenses (both in India & foreign) for Company's business.

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RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to alter or vary the terms and conditions of the said re-appointment in accordance with the applicable provisions and Schedule VI of the Companies Act, 2013 or any modification or re-enactment thereof for the time being in force and subject to such approvals if any and also to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.

All the above resolutions were put to vote.

POLLING

Mr. Ajay Behera, Pracicing Company Secretary appointed as Scrutinizer for the purpose of assisting the members present at the meeting for casting their votes through Poll. Before start of voting on Poll, the polling papers were distributed to the members present at the meeting. Empty Ballot Box was shown to the members and thereafter the Ballot Box was locked and sealed in the presence of members. After ensuring that all members participating in Poll had cast their votes, the Scrutinizer closed the Poll. The scrutinizer then took custody of Ballot Box.

The Chairman conveyed thanks to all the members present and declared the meeting as concluded.

RESULTS OF REMOTE E-VOTING AND POLL FOR THE 25TH ANNUAL GENERAL MEETING

On the basis of the Consolidated report of Scrutinizer's for the remote e-voting and poll dated 01.10.2015, the Chairman & Managing Director declared the results of voting alongwith the Scrutinizer Report as per the format prescribed under Clause 35A of the Listing Agreement at the Registered Office of the Company on 02.10.2015 that all resolutions as set-out in the notice to 25th AGM have been duly approved by the members of the Company with requisite majority. The results were also placed alongwith the Scrutinizer's Report on the Company's website, www.jainstudiosltd.com and on the website of Central Depository Services Ltd. The voting results are mentioned below:

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Resolution No. 1: Adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2015, the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)

Promoter/ Public	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	17104516	2344216	13.71	2344216	0	100.00	0.00
Public- Institutional Holders	5001900	0	0.00	0	0	0.00	0.00
Public-Others	6488266	99016	1.53	99006	10	99.99	0.00
Total	28594682	2443232	8.54	2443222	10	99.999	0.00

Resolution No. 2: Appointment of Dr. (Mrs.) Ragini Jain, Director retiring by rotation (Ordinary Resolution)

Promoter/ Public	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	17104516	2344216	13.71	2344216	0	100.00	0.00
Public- Institutional Holders	5001900	0	0.00	0	0	0.00	0.00
Public-Others	6488266	99016	1.53	99006	10	99.99	0.00
Total	28594682	2443232	8.54	2443222	10	99.999	0.00

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Resolution No. 3: Appointment of M/s. Giri & Bansal, Chartered Accountants as Statutory Auditors of the Company and fixing their Remuneration. (Ordinary Resolution)

Promoter/ Public	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	17104516	2344216	13.71	2344216	0	100.00	0.00
Public- Institutional Holders	5001900	0	0.00	0	0	0.00	0.00
Public-Others	6488266	99016	1.53	99006	10	99.99	0.00
Total	28594682	2443232	8.54	2443222	10	99.999	0.00

Resolution No. 4: Re-Appointment of Dr. J. K. Jain as Chairman & Managing Director of the Company (Special Resolution)

Promoter/ Public	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	17104516	2344216	13.71	2344216	0	100.00	0.00
Public- Institutional Holders	5001900	0	0.00	0	0	0.00	0.00
Public-Others	6488266	99016	1.53	99006	10	99.99	0.00
Total	28594682	2443232	8.54	2443222	10	99.999	0.00

Place: New Delhi

Date: 24th October 2015