Jubilant Industries Limited

CIN: L24100UP2007PLC032909
Registered Office: Bhartiagram, Gajraula - 244 223, District Amroha, Uttar Pradesh, India
Website: www.jubilantindustries.com; Email: investorsjil@jubl.com; Phone: +91-5924-252353-60, Fax: +91-5924-252352

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**") read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, that the resolutions appended below are proposed to be passed by the members by way of Postal Ballot by giving their assent / dissent in the Postal Ballot Form annexed to this notice. The explanatory statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto alongwith the Postal Ballot Form ("**Form**"). Your consideration and approval by Postal Ballot is sought to the Resolutions appended below.

Mr. Sanjay Grover, a Practicing Company Secretary (FCS No. 4223, C.P. No. 3850) of M/s Sanjay Grover & Associates, Company Secretaries, has been appointed as Scrutinizer ("**Scrutinizer**") for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form and return the same in original duly completed, in the attached self addressed postage-prepaid envelope so as to reach the Scrutinizer before the closing hours (i.e. upto 6.00 p.m.) on Friday, September 5, 2014. The envelope may also be deposited personally at the address given thereon. Forms received after this date will not be considered. Also, no other form or photocopy thereof is permitted. The Scrutinizer shall submit his report after completion of the scrutiny.

In compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and the provisions of Section 110 the Act, read with the Companies (Management and Administration) Rules, 2014, the Company has also extended e-Voting facility as an alternate, for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s).

The result of voting by Postal Ballot will be declared on Monday, September 8, 2014 at 5.00 p.m. The result will be displayed at the Registered Office and the Corporate Office of the Company. The result shall be communicated to the Stock Exchanges and the same alongwith the Scrutinizer's report will be displayed on the Company's website **www.jubilantindustries.com**

PROPOSED RESOLUTIONS:

1. AUTHORISATION FOR EXERCISING BORROWING POWERS

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of the Ordinary Resolution passed (pursuant to Section 293(1)(d) of the Companies Act, 1956) at the Extraordinary General Meeting held on October 12, 2010, consent of members of the Company be and is hereby accorded under Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include any Committee thereof), to borrow, from time to time, any sum or sums of money as they may deem appropriate for the business and purpose of the Company, notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital and free reserves of the Company, provided that the aggregate of the monies that may be borrowed by the Board together with monies already borrowed and outstanding shall not exceed ₹5,000 million (Rupees Five Thousand million only) at any point of time.

RESOLVED FURTHER THAT the Board (including its Committee) be and is hereby authorised to do all acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) and to execute all documents, writings as may be necessary, proper or desirable with respect to the matters connected with or incidental thereto."

2. AUTHORISATION TO MORTGAGE THE COMPANY'S UNDERTAKINGS / PROPERTIES

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"**RESOLVED THAT** in supersession of Ordinary Resolutions passed (pursuant to Section 293(1)(a) of the Companies Act, 1956) at the Extraordinary General Meeting held on October 12, 2010 and at the Annual

General Meeting held on August 27, 2013, consent of members of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), to the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include any Committee thereof), to mortgage and/or charge the whole or substantially the whole of one or more of the 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 the Company, its 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 ₹10,000 million (Rupees Ten 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, Trustee's remuneration, costs, charges, expenses, and all other monies, including any increase on account of revaluation/ devaluation/ fluctuation in the rates of foreign currencies involved, payable by the Company to aforesaid Lender(s) in terms of their respective Loan Agreements/Trustees' Agreements/Letter of sanctions/ Memorandum of terms and conditions, Bonds or any other security document entered into/to be entered into/ issued/ to be issued, by the Company, subsidiary, associate and/ or joint venture companies(present and future) in respect of the said loans /credit facilities/guarantees/financial assistance, with a right, where necessary, to take over the management of the business and undertaking of the Company.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to negotiate, finalise and settle with the Banks and Financial Institutions/trustees/ other lenders concerned, the terms and conditions of such security including ranking thereof and all deeds, documents and writings for creating appropriate mortgage(s) and/ or charge(s) on such of the immoveable and/or moveable properties of the Company as may be agreed by the Board and for reserving the aforesaid right in their favour and to do all such acts, deeds and things, in the manner as may be necessary or proper for giving effect to the aforesaid resolution."

By order of the Board
For Jubilant Industries Limited

Date : July 21, 2014
Place : Noida

Deepak Gupta
Company Secretary

NOTES:

(1) The Explanatory Statement pursuant to Section 102 of the Act for the proposed Resolutions setting out all material facts is appended to the Notice.

(2) The Company is pleased to provide e-Voting facility as an alternate for its members to enable them to cast their votes electronically instead of through physical Postal Ballot. For this purpose, necessary arrangements have been made with National Securities Depository Limited ("**NSDL**") to facilitate e-Voting.

The instructions for e-Voting are as under:

(a) In case of members receiving an e-mail from NSDL

(i) Open e-mail and open PDF file viz.; "**JUBIND e-Voting.pdf**" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-Voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: **https://www.evoting.nsdl.com/**

(iii) Click on **Shareholder - Login**

(iv) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**

(v) Home page of **e-Voting** opens, click on **'e-Voting> Active Voting Cycles'** and select **Electronic Voting Event Number** ("**EVEN**") of Jubilant Industries Limited.

(vi) Now you are ready for e-Voting as **'Cast Vote'** page opens.

(vii) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.

(viii) Upon confirmation, the message "**Vote cast successfully**" will be displayed. Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.

(ix) Corporate and Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at **sanjaygrover7@gmail.com** or **JIL_postalballotaug2014@jubl.com** with a copy marked to **evoting@nsdl.co.in.**

(x) In case of any queries, you may refer the Frequently Asked Questions (**FAQs**) for Shareholders and e-Voting user manual for

Shareholders available at the Downloads section of **www.evoting.nsdl.com**

(xi) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(b) In case of members receiving physical copies of the Postal Ballot Notice:

(i) Initial password, along with User ID and e-Voting Event Number ("**EVEN**") is provided at the bottom of Postal Ballot Form.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) mentioned in (a) above, to cast vote.

(c) Members already registered with NSDL for e-Voting can use their existing User ID and Password for login. Thereafter, please follow the steps from Sl. Nos. (v) to (xi) mentioned in (a) above.

(3) As per the Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the members through electronic transmission. Notice of Postal Ballot and Form are being sent to all the members whose e-mail IDs are registered with the Company / Depository Participants(s) and others are being sent by permitted mode.

(4) Members who have received Notice of Postal Ballot by e-mail and who wish to vote through Physical Postal Ballot Form can seek Duplicate Postal Ballot Form from Corporate Office of the Company at 1A, Sector-16A, Noida-201 301, U.P., India, or from the Registrar & Transfer Agent - M/s Alankit Assignments Limited, 205 - 208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110 055, and fill in the details and send the same to the Scrutinizer at 1A, Sector-16A, Noida-201 301, U.P., India.

(5) Kindly note that the members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot and vice versa. However, in case members cast their vote by Physical Ballot and e-Voting, then voting done through valid e-Voting shall prevail and voting done by Physical Ballot will be treated as invalid.

(6) The Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Friday, July 18, 2014 ("**Record date**"). Voting rights shall be reckoned on the paid up value of the shares registered in the name of the members of the Company as on Record date, i.e. July 18, 2014.

(7) **The voting period commences at 9.00 a.m. on Thursday, August 7, 2014 and ends at 6.00 p.m. on Friday, September 5, 2014. The e-Voting module shall also be disabled by NSDL for voting thereafter.**

(8) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

(9) The Scrutinizer will submit his Report after completion of the scrutiny, to the Chairman, who will, or in his absence any other person so authorized by him, will declared the result of voting by Postal Ballot on Monday, September 8, 2014 at 5.00 p.m. The result will be displayed at the Registered office and the Corporate Office of the Company.

(10) The resolution(s) will be taken as passed effectively on the date of announcement of the result, if the result of the Postal Ballot indicates that the requisite majority of the members of the Company had assented to the resolution(s).

(11) The result of the Postal Ballot will also be announced through the newspapers advertisement and communicated to the Stock Exchanges. The result along with the Scrutinizer's report will also be displayed on the Company's website **www.jubilantindustries.com**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 FORMING PART OF POSTAL BALLOT NOTICE

ITEM NO. 1

The members of the Company in their Extraordinary General Meeting held on October 12, 2010, had passed an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, authorizing the Board of Directors to borrow monies upto ₹5,000 million (Rupees Five Thousand million only).

However, with the enactment of Companies Act, 2013, the resolution passed under Section 293(1)(d) of the Companies Act, 1956 shall be valid for only one year from the date of notification of the corresponding Section 180(1)(c) of the Companies Act, 2013 ('**the Act**') i.e. till September 11, 2014.

Further, Section 180(1)(c) of the Act, requires passing of a Special resolution to borrow money, in excess of aggregate of paid up share capital and free reserves of a Company.

Accordingly, it is proposed to seek members' approval by way of Special resolution for authorising Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include any Committee thereof), to borrow monies upto ₹5,000 million (Rupees Five Thousand million only) outstanding at any point of time.

Your Directors commend the resolution for approval as a Special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 2

The members of the Company in their Extraordinary General Meeting held on October 12, 2010, had passed an Ordinary resolution under Section 293(1)(a) of the Companies Act, 1956, authorizing the Board of Directors to create charge(s) and/ or mortgage(s) in any manner from time to time as may be required for the purpose of business of the Company, for securing the borrowings of the Company upto ₹5,000 million (Rupees Five Thousand million only).

Also, the members of the Company in the Annual General Meeting on August 27, 2013, had passed an Ordinary resolution under Section 293(1)(a) of the Companies Act, 1956, authorizing the Board of Directors to create charge(s) and/ or mortgage(s) upto ₹5,000 million (Rupees Five Thousand million only) outstanding at any point of time for securing financial assistance obtained or to be obtained

by subsidiary, associate and/or joint venture companies (present and future) of the Company.

However, with the enactment of Companies Act, 2013, the resolution passed under Section 293(1)(a) of the Companies Act, 1956 shall be valid for only one year from the date of notification of the corresponding Section 180(1)(a) of the Companies Act, 2013 (**'the Act'**) i.e. till September 11, 2014.

Further, Section 180(1)(a) of the Act, requires passing of a Special resolution to create charge/mortgage on the properties of the Company as it may tantamount to selling or disposing of an undertaking of the company.

Accordingly, it is proposed to seek members' approval by way of Special resolution for authorising Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall be deemed to include any Committee thereof), to create mortgage and/or charge the whole or substantially the whole of one or more of the undertakings of the Company upto ₹10,000 million (Rupees Ten Thousand million only) outstanding at any point of time, for securing borrowings of the Company, its subsidiary, associate and/or joint venture companies (present and future).

Your Directors commend the resolution for approval as a Special resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

By order of the Board
For Jubilant Industries Limited

Date : July 21, 2014
Place : Noida

Deepak Gupta
Company Secretary

Jubilant Industries Limited

CIN: L24100UP2007PLC032909
Registered office: Bhartiagram, Gajraula - 244 223, District Amroha, Uttar Pradesh, India
Website: www.jubilantindustries.com; E-mail:investorsjil@jubl.com
Phone : +91-5924-252353-60; Fax : 91-5924-252352

POSTAL BALLOT FORM

(***Please read carefully the instructions printed overleaf before exercising the vote***)

Serial No.:

Name & address of the Sole/First named member as registered with the Company

Name(s) of the Joint-member(s), if any, registered with the Company

Registered Folio No. / DP ID No.* & Client Id No.* *(*Applicable to member(s) holding shares in electronic form)*

No. of Equity Shares held

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Notice dated July 21, 2014 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to each of the said Resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of votes exercised corresponding to the total number of voting rights[1]	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Authorisation to the Board of Directors of the Company (including its Committee) for borrowings upto ₹5,000 million pursuant to Section 180(1)(c) of the Companies Act, 2013.			
2	Authorisation to the Board of Directors of the Company (including its Committee) for creation of mortgage and/or charge on the Company's properties upto ₹10,000 million pursuant to Section 180(1)(a) of the Companies Act, 2013, for securing the borrowings of the Company, its subsidiary, associate and/or joint venture companies (present and future).			

Place:

Date:

(Signature of Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

Note :
1. Each equity share of the Company carries one vote.
2. If the voting rights are exercised electronically, there is no need to use this form.

INSTRUCTIONS

1. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. Sanjay Grover, a Practicing Company Secretary of M/s Sanjay Grover & Associates, Company Secretaries, in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/speed post at the expense of the members will also be accepted.
2. The self addressed business reply envelope bears the address of the Scrutinizer.
3. This Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours (i.e. upto 6.00 p.m.) on Friday, September 5, 2014. All Postal Ballot Forms received after this date will be strictly treated as if reply from such member has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holders.
6. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter/Power of attorney.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., close of working hours (i.e. upto 6.00 p.m.) on Friday, September 5, 2014.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on the Record date i.e. Friday, July 18, 2014.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the attached self-addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A member need not use all the votes nor need to cast all the votes in the same way.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Form(s) will be rejected.
13. The exercise of vote under Postal Ballot process is not permitted through proxy.
14. The result of the Postal Ballot will be declared on Monday, September 8, 2014 at 5.00 p.m. The result will be displayed at the Registered Office and the Corporate Office of the Company and the same will also be posted on the website of the Company www.jubilantindustries.com and published in the newspapers for the information of the Shareholders.

OPTION OF E-VOTING

As an alternative to voting through Postal Ballot, the Company is pleased to offer e-Voting facility to all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure for e-Voting is explained in the Notes to the Notice of Postal Ballot.