

NSE Limited

Exchange Plaza,
Plot no. C/1, G Block,
Bandra- Kurla Complex,
Bandra (E),
Mumbai - 400 051
NSE Company Code: JINDWORLD

BSE Limited

Listing Department,
Phiroz Jeejeebhoy Tower,
25th Floor, Dalal Street,
Mumbai - 400 001
BSE Company Code: 531543

Ahmedabad Stock Exchange Ltd

Kamdheni Complex,
Opp. Sahajanand College,
Panjara Pole,
Ahmedabad-380015
ASE Company Code 28538

Sub. : Submission of proceedings of 29th Annual General Meeting of the Company.

Dear Sir,

With reference to above-mentioned subject, kindly find enclosed herewith the proceedings of 29th Annual General Meeting of the Company.

You are requested to kindly take the same on record and acknowledge the receipt of the same.

Thanking you.
Yours faithfully,

FOR JINDAL WORLDWIDE LTD.



Company Secretary
Encl.: As above

PROCEEDINGS OF THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE JINDAL WORLDWIDE LIMITED HELD ON WEDNESDAY, 30TH SEPTEMBER, 2015 AT 5.00 P.M. AT 206 CHIKUWADI, SAIJPUR, GOPALPUR, AHMEDABAD - 382445

DIRECTORS PRESENT

Dr Yamunadutt Agrawal	-- Chairman
Mr. Amit Agrawal	-- Managing Director
Mr. Jitendra Agrawal	-- Whole-Time Director
Mr. Rajesh Jain	-- Whole-Time Director
Mr. Vikram Oza	-- Director
Mr. Navinchandra Ajwalia	-- Director
Mr. Ashish Shah	-- Director
Ms. Deepali Agrawal	-- Director

38 members (including proxies) attended the AGM. Statutory Auditor and the Secretarial Auditor were also present at the AGM.

Dr. Yamunadutt Agrawal, Chairman, welcomed the Members to the 29th Annual General Meeting and after ascertaining that the requisite quorum is present he called the meeting in order and commenced the proceedings of the Meeting.

The Chairman introduced all the Directors present on the dais to the Members and informed the members that the statutory registers maintained under the Companies Act, 2013 are available for inspection.

Dr. Yamunadutt Agrawal, Chairman then addressed the Members and gave an overview of the financial performance of the Company for the Financial Year ended 31st March, 2015 and future outlook.

Dr. Yamunadutt Agrawal, Chairman further requested the members present to raise the queries, if any in the Annual Accounts of the Company.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made thereunder and Listing Agreement with the Stock Exchanges, the Company has extended the remote e-voting facilities through Central Depository Services Limited (CDSL) to enable the Members of the Company to cast/exercise their vote(s) electronically on the agenda items specified in the notice of 29th AGM. The remote e- voting period was opened from 26th September, 2015 (9.00 a.m.) and ends on 29th September, 2015 (5.00 p.m.).

Mr. Ashish Doshi, Practicing Company Secretary was appointed as a scrutinizer to scrutinize process of Remote e voting in a fair and transparent manner.

The Chairman then one by one read the items to be transacted. The Chairman thereafter ordered for voting by ballot paper and requested the shareholders who had not cast their vote on Remote E-voting, to cast their vote by way of ballot papers. Thereafter the ballot papers were distributed.

The members were briefed about the process of Ballot Papers and empty ballot boxes was displayed and sealed.

The members then casted their votes by ballot papers and voting through Ballot Papers then conducted and concluded.

There being no other business to be transacted, the meeting was concluded with the vote of thanks to the Chair.

The votes cast by remote e-voting were unblocked on 1st October, 2015 in presence of two witnesses, who are not in the employment of the Company and the locked ballot boxes were also opened in the presence of two witnesses and ballot papers were diligently scrutinized.

The Scrutinizer then provided the consolidated summary of results of remote E-voting and voting at the 29th Annual General Meeting through ballot papers and also provided report in Form MGT – 13 for the voting conducted through ballot papers only.

As per the results following resolutions were passed unanimously.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2015 including Balance Sheet as at 31st March, 2015, the statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

"RESOLVED THAT the Audited Financial Statement of the Company including the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date including Consolidated Financial Statements, along with the Auditor's Report and the Board of Director's Report as circulated to the Shareholders and laid before the meeting, be received, considered and adopted."

2. To declare dividend on Equity shares.

"RESOLVED THAT the final dividend of Rs. 0.50 for every Equity Shares of face value of Rs. 10/- each for the financial year ended on 31st March, 2015 as

recommended by the Board of Directors at their meeting held on 14th August, 2015 and that the same be paid to those members whose names appear on the Register of Members of the Company on 26th September, 2015 be and is hereby declared."

3. To appoint a Director in place of Mr. Jitendra Agrawal (holding DIN: 00243327), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Jitendra Agrawal (DIN 00243327), Director of the Company who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

4. To appoint M/s. Mehra Anil & Associates, Chartered Accountants, Ahmedabad, (FRN: 117692W), as statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013, M/s. Mehra Anil & Associates, Chartered Accountants, Ahmedabad, (FRN: 117692W) 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 of the Company on such remuneration, as shall be fixed by the Board of Directors of the Company."

5. To appoint M/s. B. A. Bedawala & Co., Chartered Accountants, Ahmedabad (FRN: 1010640W), as Branch auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration.

"RESOLVED THAT pursuant to provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time M/s. B. A. Bedawala & Co., Chartered Accountants, Ahmedabad (FRN: 1010640W) be and are hereby appointed as the Auditors of the Divisions and Branches of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration, as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

6. Ratification of Remuneration to the Cost Auditor for FY 2015-16. **(Ordinary Resolution)**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. K. V. Melwani & Associates, Cost Accountant (FRN:100497) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2015-2016, amounting to Rs. 70,000 excluding service tax, travelling and other out-of-pocket expenses incurred by her in connection with the aforesaid audit, be and is hereby ratified and confirmed."

7. To pay Remuneration to Mr. Amit Agrawal, Managing Director. **(Special Resolution)**

"RESOLVED THAT subject to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modifications or re-enactment thereof for the time being in force) ('the Act') approval of the members of the Company be and is hereby accorded to pay remuneration to Mr. Amit Agrawal, Managing Director of the Company w.e.f. 1st September, 2015 for the remaining period of his appointment upto 1st September, 2016, as recommended by the Board of Directors in their meeting held on 14th August, 2015 and set out here under with liberty and authority to the Board of Directors to alter and vary such remuneration from time to time within permissible limits of the Act and as may be agreed between the Board of Directors and Mr. Amit Agrawal.

Remuneration Payable

Basic Salary, Perquisites and other allowance/benefits upto maximum CTC of the Rs. 24 lakhs per annum or such higher amount as may be decided by the Board of Directors of the Company, from time to time.

Perquisites and Allowances

- a) Housing: Company Leased Housing Accommodation or House Rent Allowance as per the rules of the Company.
- b) Leave Travel Concession for self and family as per the rules of the Company.
- c) Medical Reimbursement, Medical Insurance and Personal Accident Insurance, as per the rules of the Company.
- d) Conveyance: As per rules of the Company.
- e) Free Telephone Facility at the residence as per the rules of the Company.
- f) Contribution to Provident Fund, Superannuation Fund and Gratuity Fund shall be as per the rules of the Company.
- g) Leave: As per the rules of the Company.
Privilege Leave accumulated and not availed of during this tenure as Managing Director may be allowed to be encashed as per the rules of the Company.
- h) Other perquisites, allowances, benefits and amenities as per the service rules of the Company as applicable from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, the Company shall pay in respect of such financial year, the remuneration paid for immediately preceding financial year as minimum remuneration by way of salary, allowances, perquisites and other benefits, subject to the provisions of Schedule V of the Act and subject to necessary approvals, if any.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary and expedient to give effect to this resolution."

FOR JINDAL WORLDWIDE LIMITED



Dr. Yamunadutt Agrawal
Director/Chairman
DIN : 00243192