

**PROCEEDINGS OF SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF
JINDAL PHOTO LIMITED HELD ON 29TH SEPTEMBER, 2010 AT 260/23 SHEETAL
INDUSTRIAL ESTATE, DEMANI ROAD, DADRA UT OF D&NH**

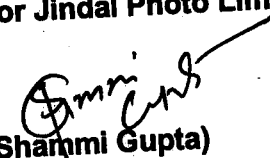
The meeting began with the Chairman's Speech, who identified that requisite quorum was present in the meeting. Thereafter, the auditors' report was read by the company secretary. Followed thereafter, were the resolutions which were set forth in the notice calling the Annual General Meeting:-

Following resolutions were passed during the meeting as ordinary resolutions:-

1. Adoption of Audited Profit & Loss Account for the year ended on 31st March 2010 and the Balance Sheet as at that date together with the Reports of the Directors' and Auditors' thereon and statement in respect of the Wholly owned subsidiary company under Section 212 of the Companies Act.
2. Declaration of dividend for the year ended 31st March 2010 on equity shares of the Company @ Rs. 1.00 per share, i.e. 10%.
3. Appointment of Mr. Suresh Chander Sharma as Director, who retires by rotation and being eligible, reappointment as Director.
4. M/s B K Shroff & Company, Chartered Accountants were re-appointed as the Statutory Auditors of the Company and Power of Fixation of remuneration etc has delegated to the Board of Directors
5. Appointment of Mr. Sanjeev Kumar Aggarwal as Director of the Company.
6. Revision in the remuneration being paid to Mr. Rajeev Aggarwal as Whole-Time Director of the Company w.e.f. from 1st September 2010.
7. Revision in the remuneration being paid to Mr. Krishnasamy Ramaswamy as Whole-Time Director of the Company w.e.f. from 1st September 2010.
8. Withdrawal of pending application for voluntary delisting of company equity shares from Bombay Stock Exchange Limited.

Thereafter the meeting ended with a vote of thanks to the Chairman of the meeting

For Jindal Photo Limited


(Shammi Gupta)
Managing Director