JINDAL PHOTO LIMITED

June 11, 2016

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1
Block – G, Bandra-Kurla Complex
Bandra (East),
Mumbai –400051.

The Deptt of Corporate Services
The Bombay Stock Exchange Ltd
25, PJ Towers, Dalal Street
Mumbai – 400001.

Code : JINDALPHOT / 532624 Series : Eq
Re : Outcome of Board Meeting held on – 11/06/2016

Dear Sirs,

This refer to our letter dated 8th June, 2016, pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is hereby informed that the Board at its meeting held on Saturday the 11th June, 2016 which commenced at 10.30 a.m. and concluded at 11.15 a.m interalia considered and approved allotment of 1,50,00,000 zero percent redeemable Non- convertible Preference Shares at par face value of Rs. 10/- fully paid-up aggregating to Rs. 15,00,00,000/- to Jindal Films India Limited, a group Company on preferential basis. A certify copy of board resolution passed in the meeting interalia containing details and other terms and conditions of allotment is also enclosed.

You are requested to find the above in order and acknowledge it.

Yours truly,
For Jindal Photo Limited

JINDAL PHOTO LTD. NEW DELHI

(Ashok Yadav)
Company Secretary
Encl: as above

JINDAL PHOTO LIMITED

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF JINDAL PHOTO LIMITED IN THEIR MEETING HELD ON SATURDAY THE 11th JUNE, 2016 AT PLOT NUMBER 12, SECTOR B 1, LOCAL SHOPPING COMPLEX,VASANT KUNJ, NEW DELHI – 110 070 AT 10.30 P.M.

It was informed that the Company has authorized by means of Special Resolution passed in Annual General Meeting held on 30th September, 2015 the Board of Directors of the Company to issue and allot zero percent redeemable Non- convertible Preference Shares to the promoters/promoter group/group company on private placement basis. The Board considered the matter and approved the allotment of these shares by passing the following resolution unanimously:

"RESOLVED THAT 1,50,00,000 zero percent redeemable Non- convertible Preference Shares at par face value of Rs. 10/- fully paid-up aggregating to Rs. 15,00,00,000/- be and is hereby allotted to Jindal Films India Limited, a group Company on the following terms and conditions;

1. The Redeemable Non – Convertible Preference Shares (hereinafter referred to as RPS- Series II) shall have a face value of Rs. 10/- (Rupees Ten Only) each.
2. The RPS – Series II will be allotted as fully paid-up @ Rs. 10/- (Rupees Ten Only) per Share.
3. The RPS – Series II shall not carry any dividend.
4. The RPS – Series II shall not carry any voting rights except in accordance with the provisions of Section 47 of the Companies Act, 2013.
5. The RPS – Series II shall be redeemed as per provisions of the Companies Act, 2013, as may be applicable, at a premium of 10%, within 10 years from the date of their allotment as may be decided by the Board of Directors of the Company.
6. Any Part redemption of RPS - Series II will be permissible as may be approved by the Board of Directors of the Company.
7. Any other condition to be added or modified, from time to time, as may be approved by the Board of Directors of the Company for compliance of all statutory guidelines and provisions or as may be deemed fit in the interest of the Company.

RESOLVED FURTHER THAT the Preference Share Certificate be issued under the signatures of Mr. Shammi Gupta, Managing Director and any one Directors of the company and by Mr. Ashok Yadav, Company Secretary of the Company and the Common Seal of the Company be affixed on the Share Certificate in their presence as stated above as per details given below:

S. No.	Name & Address of Allottee	Folio No.	Certificate No.	Number of Preference Shares	Distinctive No.(s)
1	Jindal Films India Limited Plot Number 12, Sector B 1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070.	RPS II-01	RPS II-01	1,50,00,000	RPSII-01 To RPSII-1,50,00,000

Ashok

JINDAL PHOTO LTD. NEW DELHI

"**RESOLVED FURTHER THAT** any Board Members or Company Secretary of the Company or any other person authorized by them be and are hereby severally authorized to pay consolidated stamp duty as per applicable provisions of the Stamp Act towards issue of the aforesaid preference share certificate and to do severally all such acts, deeds and things as may be necessary/expedient/incidental to give effect to the aforesaid resolution."

RESOLVED FURTHER THAT certify true copy of the aforesaid resolution be forwarded where it is required duly certified by any one Director or Company Secretary of the Company.

Certified True Copy
For Jindal Photo Limited

JINDAL PHOTO LTD. NEW DELHI

Ashok Yadav
Company Secretary
ACS-14223
R/o: 169A, Prem Nager,
Najafgarh, New Delhi-110043.