



# JAI BALAJI INDUSTRIES LIMITED

Ref: JBIL/SE/2014-15

Date: 27<sup>th</sup> September, 2014

To

The Manager

**Listing Department**

**National Stock Exchange of India Limited**

"EXCHANGE PLAZA", C-1, Block G

Bandra - Kurla Complex, Bandra (E),

Mumbai - 400 051

(Scrip Code: JAIBALAJI)

Dear Sir,

**Sub: Outcome of the 15<sup>th</sup> Annual General Meeting of the Company**

This is to inform you that the 15<sup>th</sup> Annual General Meeting (AGM) of the Members of the Company has been duly convened and held on Saturday, 27<sup>th</sup> September, 2014 at Rotary Sadan (Shripati Singhanian Hall), 94/2 Chowringhee Road, Kolkata - 700 020.

Proper quorum was present and all items of business as set out in the Notice convening the 15<sup>th</sup> AGM of the Company were discussed and based on the Scrutinizer's Report on e-voting, all the resolutions were declared to have been duly passed by requisite majority by e-voting.

The following resolutions have been passed/approved by the members with requisite majority:

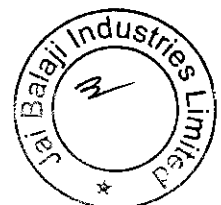
1. Consideration and adoption of the Standalone & Consolidated Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Statement of Profit and Loss (Standalone & Consolidated) for the financial year ended on that date together with the Report of the Board of Directors and the Auditors thereon;
2. Re-appointment of Shri Shyam Bahadur Singh (holding DIN: 01982407) as a Director of the Company;
3. Re-appointment of M/s. S. K. Agrawal & Co., Chartered Accountants as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting;
4. Appointment of Shri Gourav Jajodia (holding DIN: 00028560) as a Director (Category: Non-Executive Promoter Director) of the Company;
5. Appointment of Shri Chandra Kant Bhartia (holding DIN - 00192694), as an Independent Director of the Company to hold office from the date of this AGM till 31<sup>st</sup> March, 2019;
6. Appointment of Shri Amit Kumar Majumdar (holding DIN - 00194123), as an Independent Director of the Company to hold office from the date of this AGM till 31<sup>st</sup> March, 2019;
7. Appointment of Shri Shailendra Kumar Tamotia (holding DIN - 01419527), as an Independent Director of the Company to hold office from the date of this AGM till 31<sup>st</sup> March, 2019;

**Regd. Office :** 5, Bentinck Street, 1st Floor, Kolkata- 700 001.

Phone : + 91-33-2248 9808, 2248 8173, Fax : + 91-33-2243 0021/2210 7893/2242 6263

E-mail : [info@jaibalajigroup.com](mailto:info@jaibalajigroup.com), Website : [www.jaibalajigroup.com](http://www.jaibalajigroup.com)

CIN - L27102WB1999PLC089755





# JAI BALAJI INDUSTRIES LIMITED

8. Ratification of the remuneration to be paid to M/s. Mondal & Associates, Proprietor Mr. Amiya Mondal, being the Cost Auditors of the Company;
9. Authority to the Board to borrow under Section 180(1)(c) of the Companies Act, 2013;
10. Authority to the Board to create charge/mortgage under Section 180(1)(a) of the Companies Act, 2013;
11. Authority to the Board to contribute to bonafide charitable and other funds under Section 181 of the Companies Act, 2013;
12. Increase in the Authorised Share Capital of the Company from Rs. 1,01,00,00,000/- (Rupees One Hundred and One Crores only) divided into 10,10,00,000 (Ten Crores Ten Lacs) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 1,30,00,00,000/- (Rupees One Hundred and Thirty Crores only) divided into 13,00,00,000 (Thirteen Crores) equity shares of Rs. 10/- (Rupees Ten only) each by creation of 2,90,00,000 (Two Crores Ninety Lacs) equity shares of Rs. 10/- (Rupees Ten only) and Alteration of the existing Clause (V) of the Memorandum of Association;
13. A. Alteration of Article No. 1 of the Articles of Association of the Company;  
B. Inclusion of Article No. 188A in the Articles of Association of the Company.

A copy of the Scrutinizer's report on e-voting is enclosed herewith for your information and record.

Please note that the minutes of the aforesaid AGM shall be forwarded to the exchange in due course within the stipulated time.

Thanking you.

Yours faithfully,

For **JAI BALAJI INDUSTRIES LIMITED**

**AJAY KUMAR TANTIA**  
**Company Secretary**

- |                                                                                              |                                         |
|----------------------------------------------------------------------------------------------|-----------------------------------------|
| cc: The Manager,<br>BSE Limited<br>(Scrip Code: 532976)                                      | - For your kind information and record. |
| cc: The Listing Department,<br>The Calcutta Stock Exchange Limited<br>(Scrip Code: 10020253) | - For your kind information and record. |

Encl. as above

**Regd. Office :** 5, Bentinck Street, 1st Floor, Kokata- 700 001.

Phone : +91-33-2248 9808, 2248 8173, Fax : +91-33-2243 0021/2210 7893/2242 6263

E-mail : [info@jaibalajigroup.com](mailto:info@jaibalajigroup.com), Website : [www.jaibalajigroup.com](http://www.jaibalajigroup.com)

CIN - L27102WB1999PLC089755

**Scrutinizer's Report**  
**[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman of the 15<sup>th</sup> Annual General Meeting of the Members of  
Jai Balaji Industries Limited (the Company)  
to be held on 27<sup>th</sup> September, 2014 at  
Rotary Sadan, (Shripati Singhania Hall)  
94/2, Chowringhee Road,  
Kolkata- 700 020

Dear Sir/Madam,

1. I, Priti Todi, Partner, M/s. PS & Associates, Practising Company Secretaries, have been appointed by the Board of Directors of the Company as the Scrutinizer for the purpose of scrutinizing the E-voting process and ascertaining the results on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the Notice for the 15<sup>th</sup> Annual General Meeting (AGM) of the members of the Company to be held on 27<sup>th</sup> September 2014 at Rotary Sadan, (Shripati Singhania Hall), 94/2, Chowringhee Road, Kolkata- 700 020.
2. The Management of the Company is responsible for ensuring the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice for the 15<sup>th</sup> AGM of the members of the Company. My responsibility as a Scrutinizer for the E-voting process is restricted to make a Scrutinizer's report of the votes cast in "favour" or "against" the resolutions based on the reports generated from the E-voting system, as provided by Central Depository Services (India) Limited (CDSL), the authorised agency engaged by the Company to provide E-voting facility.
3. Further to the above, I submit my report as under:-
  - i) The e-voting period remained open from Saturday, 20<sup>th</sup> September, 2014 (10:00 am) to Monday 22<sup>nd</sup> September, 2014 (10:00 pm).
  - ii) The members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> August, 2014 were entitled to vote on the resolutions (items no 1 to 14) as set out in the Notice dated 12<sup>th</sup> August 2014, of the 15<sup>th</sup> AGM of the members of the Company.
  - iii) The votes cast were unblocked on 23<sup>rd</sup> September 2014 in the presence of 2 witnesses, Mr. Manas Ranjan Das and Ms. Sikha Musaddi, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Witness No 1.

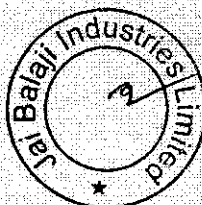
Witness No 2.

Signature: Manas Ranjan Das

Signature: Sikha Musaddi

Name: Mr. Manas Ranjan Das

Ms. Sikha Musaddi



# PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata - 700020, India  
Tel: +91 33 2280-9045 Fax: +91 33 2287-6329  
Email: ps@gravityinfotech.com

- iv) Thereafter, the details containing, *inter-alia*, list of Equity Share holders, who voted "for" / "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL i.e. <https://www.evotingindia.com/> and based on such reports generated, the result of the e-voting is as under:

|                                                                      |   |             |
|----------------------------------------------------------------------|---|-------------|
| Total No of valid Folios that have cast their vote                   | : | 110         |
| Total No of Shares representing the 110 valid folios that have voted | : | 5,05,16,261 |

## Item No. 1:-

Ordinary Resolution to adopt the Audited Standalone and Consolidated Financial Statements, Report of the Directors and Auditors for the financial year 2013-14.

| Particulars                    | No of Shares | % based on total votes cast |
|--------------------------------|--------------|-----------------------------|
| Number of votes cast in favour | 5,05,15,199  | 99.998                      |
| Number of votes cast against   | 1,062        | 00.002                      |
| Number of votes that abstained | 0            | 0                           |
| Total                          | 5,05,16,261  | 100                         |

## Item No. 2:-

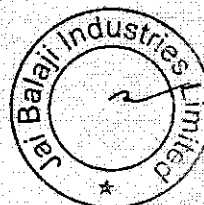
Ordinary Resolution for re-appointment of Shri Shyam Bahadur Singh (DIN: 01982407), who retires by rotation.

| Particulars                    | No of Shares | % based on total votes cast |
|--------------------------------|--------------|-----------------------------|
| Number of votes cast in favour | 5,04,11,552  | 99.793                      |
| Number of votes cast against   | 1,04,709     | 0.207                       |
| Number of votes that abstained | 0            | 0                           |
| Total                          | 5,05,16,261  | 100.00                      |

## Item No. 3:-

Ordinary Resolution for re-appointment of Messrs. S. K. Agrawal and Co., Chartered Accountants as the Auditors and fixing their remuneration.

| Particulars                    | No of Shares | % based on total votes cast |
|--------------------------------|--------------|-----------------------------|
| Number of votes cast in favour | 5,05,15,199  | 99.998                      |
| Number of votes cast against   | 1,062        | 00.002                      |
| Number of votes that abstained | 0            | 0                           |
| Total                          | 5,05,16,261  | 100.00                      |



# PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata - 700020, India

Tel: +91 33 2280-9045 Fax: +91 33 2287-6329

Email: ps@gravityinfotech.com

## Item No. 4:-

### Special Business

Ordinary Resolution to appoint Shri Gourav Jajodia (DIN: 00028560) as a Director (Category - Non-Executive Promoter Director).

| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 5,03,31,761        | 99.635                      |
| Number of votes cast against   | 1,84,500           | 0.365                       |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |

## Item No. 5:-

### Special Business

Ordinary Resolution to appoint Shri Chandra Kant Bhartia (DIN: 00192694), as an Independent Director

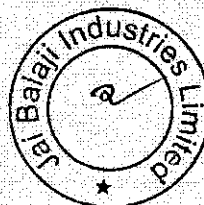
| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 4,77,31,412        | 94.487                      |
| Number of votes cast against   | 27,84,849          | 5.513                       |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |

## Item No. 6:-

### Special Business

Ordinary Resolution to appoint Shri Amit Kumar Majumdar (DIN: 00194123), as an Independent Director.

| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 5,05,15,199        | 99.998                      |
| Number of votes cast against   | 1,062              | 00.002                      |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |



# PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata – 700020, India

Tel: +91 33 2280-9045 Fax: +91 33 2287-6329

Email: ps@gravityinfotech.com

## Item No. 7:-

### Special Business

Ordinary Resolution to appoint Shri Shailendra Kumar Tamotia (DIN: 01419527), as an Independent Director

| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 5,05,15,166        | 99.998                      |
| Number of votes cast against   | 1,095              | 00.002                      |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |

## Item No. 8:-

### Special Business

Ordinary Resolution to ratify the remuneration of the Cost Auditors of the Company.

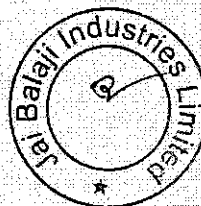
| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 5,05,14,973        | 99.997                      |
| Number of votes cast against   | 1,288              | 00.003                      |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |

## Item No. 9:-

### Special Business

Special Resolution authorising the Board to borrow under Section 180(1)(c) of the Companies Act, 2013.

| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 5,03,31,502        | 99.634                      |
| Number of votes cast against   | 1,84,759           | 0.366                       |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |



**Item No. 10:-****Special Business**

Special Resolution authorising the Board to create charge/mortgage under Section 180(1)(a) of the Companies Act, 2013

| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 4,75,47,748        | 94.124                      |
| Number of votes cast against   | 29,68,513          | 5.876                       |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |

**Item No. 11:-****Special Business**

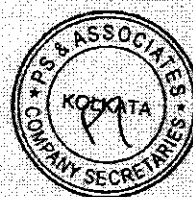
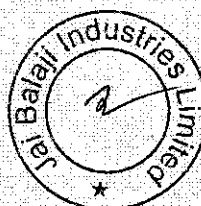
Ordinary Resolution authorising the Board under Section 181 of the Companies Act, 2013.

| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 4,75,47,782        | 94.124                      |
| Number of votes cast against   | 29,68,479          | 5.876                       |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |

**Item No. 12:-****Special Business**

Ordinary Resolution altering the Memorandum of Association of the Company for increase in Authorised Share Capital

| Particulars                    | No of Shares       | % based on total votes cast |
|--------------------------------|--------------------|-----------------------------|
| Number of votes cast in favour | 4,77,31,186        | 94.487                      |
| Number of votes cast against   | 27,85,075          | 5.513                       |
| Number of votes that abstained | 0                  | 0                           |
| <b>Total</b>                   | <b>5,05,16,261</b> | <b>100.00</b>               |



# PS & ASSOCIATES

practising company secretaries

225D, A.J.C Bose Road, Kolkata – 700020, India

Tel: +91 33 2280-9045 Fax: +91 33 2287-6329

Email: ps@gravityinfotech.com

## Item No. 13:-

### Special Business

Special Resolution altering Article No. 1 of the Articles of Association of the Company.

| Particulars                    | No of Shares | % based on total votes cast |
|--------------------------------|--------------|-----------------------------|
| Number of votes cast in favour | 5,05,14,973  | 99.997                      |
| Number of votes cast against   | 1,288        | 00.003                      |
| Number of votes that abstained | 0            | 0                           |
| Total                          | 5,05,16,261  | 100.00                      |

## Item No. 14:-

### Special Business

Special Resolution regarding inclusion of Article No. 188A in the Articles of Association of the Company.

| Particulars                    | No of Shares | % based on total votes cast |
|--------------------------------|--------------|-----------------------------|
| Number of votes cast in favour | 5,05,14,973  | 99.997                      |
| Number of votes cast against   | 1,288        | 00.003                      |
| Number of votes that abstained | 0            | 0                           |
| Total                          | 5,05,16,261  | 100.00                      |

Thanking You,  
For P.S. & Associates

  
(Priti-Todi), Partner  
C.P.No.7270, ACS: 14611  
Date: 25<sup>th</sup> September 2014

**CERTIFIED TO BE TRUE COPY**  
Jai Balaji Industries Limited

  
Company Secretary

