

Minutes of the proceedings held on 25th June, 2014 at 5.00 p.m. at Registered Office of the Company, relating to declaration of the result on the voting by Postal Ballot conducted pursuant to Section 110 of the Companies Act, 2013 read with rules made thereunder on Special Resolutions as set out in the Postal Ballot Notice dated 29th April, 2014.

Present:

1. Mr. Prakash L. Hinduja, - Chairman of the Board of Directors
2. Mr. Gaurav P. Hinduja- Director
3. Mr. Niranjana Jain - CFO
4. Mr. Rajiv Pandya - Asst. Company Secretary & Compliance Officer
5. Mr. Dilip N. Motwani-Scrutinizer for the Postal Ballot

The Chairman stated that the Company had, on 17th May, 2014, dispatched to all the shareholders, a Notice dated 29th April, 2014, for obtaining the consent of the shareholders to the following Resolutions by means of Postal Ballot:

The Chairman further informed that the Members' approval for the proposed resolutions was sought by postal ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014.

Accordingly by Postal Ballot Notice dated 29th April, 2014, the draft resolutions and the explanatory statement annexed to it were sent to the members along with the Postal Ballot form for their consideration. Mr. Dilip Motwani, FCS No. A5016, CP No. 2431, Practicing Company Secretary, Ahmedabad, was appointed as Scrutiniser for conducting the Postal Ballot voting process including e-voting through Central Depository Services (India) Limited (CDSL) in accordance with the law and in a fair and transparent manner.

The dispatch of the aforesaid notice to the Members of the Company was completed on 17th May, 2014 and newspaper advertisement to the effect was published, both in English and Gujarati newspaper circulating in whole district of Ahmedabad where Registered Office of the Company is situated on 19th May, 2014.

He further stated that it was mentioned in the Notice dated April 29, 2014 that the Postal Ballot Form sent therewith be returned by the Members duly completed in all respect so as to reach the Scrutiniser on or before the close of working hours of Monday, 16th June, 2014.

The Chairman thereafter stated that the Scrutiniser had submitted his Report dated 23rd June, 2014 after carrying out the scrutiny of all the Postal Ballot forms received up to the close of the working hours on Monday, 16th June, 2014. Scrutinizer's report was placed on the table for perusal.

The Chairman then announced the following result of the Postal Ballot as per the Scrutinizer's Report:

Sr. No	Particulars	Resolution No. 1		Resolution No. 2		Resolution No. 3	
		No. of PBF/e-Voting	No. of Shares	No. of PBF/e-Voting	No. of Shares	No. of PBF/e-Voting	No. of Shares
a.	Total Postal ballot Forms (PBF)/e-Voting	24	6481981	24	6481981	24	6481981
b.	Less. Invalid Postal Ballot Forms/e-Voting, if any.	--	--	--	--	--	--
c.	Net Valid Postal Ballot Forms/e-Voting	24	6481981	24	6481981	24	6481981
i)	Postal Ballot Forms/e-Voting with assent for the Resolution	21	6481328	21	6481338	21	6481338
	% of Assent	87.50	99.99	87.50	99.99	87.50	99.99
ii)	Postal Ballot Forms/e-Voting with dissent for the Resolution	3	653	3	643	3	643
	% of Dissent	12.50	0.01	12.50	0.01	12.50	0.01

The Special Resolutions duly approved by the Members are as under:

1. Resolution No.1: Special Resolution for Approval of Corporate Debt Restructuring Scheme in relation to restructuring of the Company's debts:

“RESOLVED THAT subject to the applicable provisions of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Jaihind Projects Limited (the “Company”), listing agreements entered into with stock exchanges on which the equity shares of the Company of face value of Rs. 10/- each are listed (the “Equity Shares”), regulation 10(2) of SEBI (Substantial Acquisition of Shares & Takeover) Regulations, 2011 and other applicable rules, notifications, guidelines issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India (“SEBI”)), and subject to approval of members and other approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the “CDR EG”), the Reserve Bank of India (the “RBI”), Government of India, etc.) which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which terms shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution) the Company hereby approves, ratify and confirms the corporate debt restructuring package by and between the Company and the rupee lenders of the

Company whose loans are being restructured (the "CDR Lenders") under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG at its meeting held on March 7, 2013 and LOA was issued vide letter no. 1186 dated March 21, 2013 and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") vide its letter of approval dated March 28, 2013 (the "CDR LOA") bearing reference no. BY.CDR (SBR) No. 1224/2012/13 and set forth under the master restructuring agreement dated March 29, 2013 between the Company and the CDR Lenders (the "MRA") and the Board and/or any person authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA, implement the CDR LOA and the MRA, on the basis of the terms set out in the CDR LOA and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, inter alia issuance of Equity Shares to the promoters of the Company in terms of the CDR LOA and MRA".

2. Resolution No.2: Special Resolution u/s Section 62 read with rule 13 of the Companies (Share Capital & Debentures) Rules, 2014 for Issue of Equity Shares to Promoters of the Company on preferential basis on conversion of Unsecured Loan as a part of Corporate Debt Restructuring Scheme:

"RESOLVED THAT in supersession to earlier resolution passed by the Board of Directors in their meeting held on 10th March, 2014 and pursuant to the provisions of Section 62 (1)(C) read with rule 13 of the Companies (Share Capital & Debentures) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed and any other rules/ regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "ICDR Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "Takeover Regulations") and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the "CDR EG"), the RBI, Government of India etc.), and all such other approvals which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of and furtherance to, the scheme of corporate debt restructuring (the "CDR Package") by and between the Company and the rupee lenders of the Company whose loans are

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being restructured (the "CDR Lenders") pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR Empowered Group (the "CDR EG") at its meeting held on March 7, 2013 and LOA was issued vide letter no. 1186 dated March 21, 2013 and communicated to the Company by the Corporate Debt Restructuring Cell (the "CDR Cell") vide its letter of approval dated March 28, 2013 (the "CDR LOA") bearing reference no. BY.CDR (SBR) No. 1224/2012/13 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and the terms of the master restructuring agreement dated 29th March, 2013 by and between the Company and its CDR Lenders (the "MRA"), the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot in one or more tranches, up to 33,55,000 fully paid up equity shares of the Company having face value of Rs. 10/- each (an "Equity Share") at a price of Rs. 15/- each (Rupees Fifteen only) for conversion of an amount not exceeding Rs. 5,03,25,000/- (Rupees five crore three lacs twenty five thousand) so as to comply with the SEBI's minimum public shareholding norms, to Mr. Gaurav P. Hinduja, Mr. Prakash L. Hinduja and M/s. DCOM Systems Ltd., the promoters of the Company, , on a preferential basis as mentioned in the Explanatory Statement annexed hereto, on such terms and conditions and in such manner, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT the price of the Equity Shares shall be calculated in accordance with provisions of Chapter VII of the ICDR Regulations, and the "Relevant Date" for the purpose of calculating the price of the Equity Shares is February 18, 2014, i.e., revised date of approval received from CDR EG vide letter dated February 18, 2014 bearing reference no. CDR (SBR) No. 1057/2013-14, as per request made by the Company on this behalf stating the conversion time period till 29th March, 2015."

"RESOLVED FURTHER THAT Equity Shares to be issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu inter-se with the then existing equity shares of the Company in all respects".

"RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of the Equity Shares, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable for such purpose, including without limitation, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modification to the foregoing (including any modifications to the terms of the issue), preparing, signing and filing applications with the appropriate authorities for obtaining requisite approvals, liaising with the appropriate authorities to obtain the requisite approvals, entering into contracts, arrangements, agreements, memoranda, documents for appointment of agencies for managing, listing and trading of Equity Shares, to appoint such consultants, legal advisors, advisors and all such agencies as may be required for the issuance of the Equity Shares".

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors/Officials of the Company."

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3. Resolution No.3: Special Resolution u/s Section 13,110(1)(a) read with Companies (Management & Administration) Rules, 2014 for Alteration to the Main Object clause of the Memorandum of Association of the company:

"RESOLVED THAT pursuant to provision of sections 13,110(1)(a) read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the companies Act, 2013 (herein after referred to as "the Act"), including any statutory modification or re-enactment thereof for the time being in force, and subject to necessary approvals as may be required in this regard from appropriate authorities and subject such terms and conditions as may be imposed by them, the consent of the members be and is accorded to alter the Main object clause, by insertion of new clause, which is already included as clause 95 under 'Other Object Clause' of Part (C) of Main Clause III of the Memorandum of Association of the company in the manner set out hereunder:

The new clause i.e. clause 3 be inserted after the existing sub-clause (c) of clause 2 of the Memorandum of Association of the company:

3. To Cultivate, grow, produce or dealt in any agriculture, vegetables or fruits products and to carry on all or any of the business of farmers, dairymen milk contractors, dairy farmers, millers, surveyors, and vendor of milk and milk products, condensed milk and powder milk cream, cheese, butter, poultry, fruits, vegetables cash crops and provisions, growers, of and dealers in corn, hay and straw, seeds men and nurserymen and to buy, sell, manufacture, and trade in any goods usually traded in any of the above business inclusive of staple food and medicinal preparations from milk, vegetable and animal products, or any substitute for any of them associated with the farming interests which may be advantageously carried on by the company.

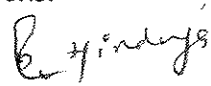
"RESOLVED FURTHER THAT the existing Memorandum of Association of the Company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the Company."

"RESOLVED FURTHER THAT the approval of the members of the Company be and is accorded for commencing and carrying on new business and activities as included in the Object Clause of the Company as altered above at such time or times as the Board may in its absolute discretion deem fit."

"RESOVLED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any / or all questions / matters arising with respect to the above matter, and to execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution, take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient by the Board in the best interests of the Company and its shareholders."

The Chairman thereafter stated that all the above Special Resolutions as set out in the Postal Ballot Notice dated April 29, 2014 were duly passed by the Members with requisite majority and that the date of declaration of results i.e. Wednesday, June 25, 2014 shall be the date of passing of the Special resolutions.

Place: Ahmedabad
Date: 1st July, 2014


Chairman & Managing Director

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