PROCEEDINGS OF ANNUAL GENERAL MEETING OF THE MEMBERS OF JINDAL PHOTO LIMITED HELD ON 30th SEPTEMBER, 2015 AT 260/23 SHEETAL INDUSTRIAL ESTATE, DEMANI ROAD, DADRA (UT OF D&NH) AT 11.30 A.M.

The meeting began with the welcome speech. The Chairman identified that requisite quorum was present in the meeting. Notice of Annual General Meeting taken as read. Statutory Auditors' report and Secretarial Auditor's report were duly read in the meeting. Statutory Registers and Other documents were open for inspection to the shareholders of the Company.

Chairman informed to the meeting that the Company had provided E-voting facility and Ballot form to the members to exercise their right to vote on the business items as stated in the Notice by electronic means as well as by physical ballot as per the procedure laid down in the Notice of the Meeting for the due compliance of statutory provisions as applicable to the Company. Chairman also further informed that the members who have not exercised their vote through e-voting or through physical ballot and who are present in the meeting, can cast their vote through poll at the AGM now. Members present in the meeting exercised their right by casting their vote through Polling Paper. After completion of polling, meeting was adjourned for 30 minutes for the purpose of counting of votes cast by members present in the meeting through Polling Paper and declaration of results.

The meeting was re-assembled after 30 minutes for the purpose of declaration of results. On receipt of Consolidated Scrutinizer Report from Mr. Ravi Grover, Scrutinizer, Chairman declared the results. Following resolutions which were set forth in the notice calling the Annual General Meeting were passed with requisite majority:-

ORDINARY BUSINESS:

1 Adoption of Balance Sheet of the Company as at March 31, 2015, the Statement of Profit and Loss for the period ended on that date, Notes to Financial Statements, Auditors' Report and Directors' Report thereon.

2 Appoint Mr. Shammi Gupta (DIN: 00006384), director who retires by rotation and being eligible, offers himself for re-appointment.

3 Appoint Statutory Auditors, B.K. Shroff & Company, Chartered Accountants and fixing their remuneration.

SPECIAL BUSINESS:

4 Increase the Authorised Share Capital of the Company by creation of Zero Percent Redeemable Non-Convertible Preference Shares.

5 Authorise to Board to issue and allot further Zero Percent Redeemable Non- Convertible Preference Shares.

6 Appoint Ms. Geeta Gilotra (DIN: 06932697) as Non-Executive Director.

7 Approve Increase in remuneration of Mr. Shammi Gupta (DIN: 00006384), Managing Director

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

For Jindal Photo Limited

JINDAL PHOTO LIMITED New Delhi

Krishnasamy Ramaswamy
Whole Time Director
Dated : 30th September, 2015