Jindal Photo Limited

Date of the Annual General Meeting: 30th September, 2015.
Total number of shareholders : 23147

No. of shareholders present in the meeting either in person or through proxy:

Category of Shareholder	Present in person	Present through proxy	Total
Promoters & Promoter Group	06	NIL	06
Public	29	NIL	29
Total	**35**	**NIL**	**35**

No. of shareholders attended the meeting through Video Conferencing: N.A

Category of Shareholder	Present in person	Present through proxy	Total
Promoters & Promoter Group	-	-	-
Public	-	-	-
Total	-	-	-

Date of Declaration of result	30th September, 2015
Venue of meeting	Registered Office at 260/23, Sheetal Industrial Estate, Demani Road Dadra – 396193, Dadra & Nagar Haveli (U.T.).
Date of Notice	10th August, 2015
Date of dispatch of Notice	Physical:5th September, 2015 Mail: 8th September, 2015
Number of votes who voted through Polling papers	
Promoters and promoters group	6(six)
Public	29(Twenty Nine)
Number of votes who voted through remote e-voting	
Promoters and promoters group	NIL
Public	4(four)

ORDINARY BUSINESS (Item No. 1 , 2 and Item No. 3)

Item No. 1 Adoption of Annual accounts
Resolution required- Ordinary Resolution

"RESOLVED THAT 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 be and are hereby adopted and approved."

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7459815	7366834	98.75	7366834	NIL	100	NIL
Public – Institutional holders	1872	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	2796639	7528	0.27	7504	24	99.68	0.32
Total	**10258326**	**7374362**	**71.89**	**7374338**	**24**	**99.99**	**0.0003**

JINDAL PHOTO LIMITED New Delhi

For JINDAL PHOTO LTD.

Company Secretary

Result: Passed with requisite majority

Item No. 2 Re-appointment of retiring Director Mr. Shammi Gupta (DIN: 00006384)
Resolution required- Ordinary Resolution

"RESOLVED THAT Mr. Shammi Gupta (DIN: 00006384), Managing Director who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as Director of the Company."

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7459815	7366834	98.75	7366834	NIL	100	NIL
Public – Institutional holders	1872	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	2796639	7528	0.27	7504	24	99.68	0.32
Total	**10258326**	**7374362**	**71.89**	**7374338**	**24**	**99.99**	**0.0003**

Result: Passed with requisite majority

Item No. 3 Re-appointment of Statutory Auditors and to fix their remuneration.
Resolution required- Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and Rules framed thereunder, B.K. Shroff & Company, Chartered Accountants (firm registration no. 302166E), be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Audit Committee of the Board of Directors of the Company be and is hereby authorized to determine the remuneration payable to the Auditors."

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7459815	7366834	98.75	7366834	NIL	100	NIL
Public –	1872	NIL	NIL	NIL	NIL	NIL	NIL

JINDAL PHOTO LIMITED New Delhi

For JINDAL PHOTO LTD.

Company Secretary

Institutional holders							
Public-Others	2796639	7528	0.27	7504	24	99.68	0.32
Total	**10258326**	**7374362**	**71.89**	**7374338**	**24**	**99.99**	**0.0003**

Result: Passed with requisite majority

SPECIAL BUSINESS (Item No. 4, 5, 6 and Item No. 7)

Item No. 4 Increase the Authorised Share Capital of the Company by creation of Zero Percent Redeemable Non-Convertible Preference Shares.
Resolution required- Ordinary Resolution

"RESOLVED THAT subject to the provisions of Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, the Authorized Share Capital of the Company be and is hereby increased by creation of 2,30,00,000 Zero Percent Redeemable Non-Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each aggregating to Rs. 23,00,00,000/- (Rs. Twenty Three Crore Only) with the power to issue the new Preference shares upon such terms and conditions and with such rights and privileges attached thereto as the Board shall determine from time to time".

"RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association be and is hereby altered to read as follows:

V. The Authorized Share Capital of the Company is Rs. 81,55,00,000/- (Rupees Eighty One Crore Fifty Five Lacs only) divided into 1,05,50,000 (One Crore Five Lacs and Fifty Thousand only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 7,10,00,000 (Seven Crore Ten Lacs only) Zero Percent Redeemable Non-Convertible Preference Shares of Rs. 10/- (Rupees Ten only) each"

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board be and is hereby authorised to take such actions and to give all such directions, or to do all such acts, deeds, matters and things as may be necessary or desirable and to settle any questions or difficulty that may arise in regard to the increase in authorized share capital by creation of Zero Percent Redeemable Non-Convertible Preference Shares and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary in connection with such issue."

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7459815	7366834	98.75	7366834	NIL	100	NIL
Public – Institutional holders	1872	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	2796639	7528	0.27	7504	24	99.68	0.32
Total	**10258326**	**7374362**	**71.89**	**7374338**	**24**	**99.99**	**0.0003**

Result: Passed with requisite majority

For JINDAL PHOTO LTD.

Company Secretary

JINDAL PHOTO LIMITED New Delhi

Item No. 5 Authorise to Board to issue and allot further Zero Percent Redeemable Non- Convertible Preference Shares.
Resolution required- Special Resolution

RESOLVED THAT pursuant to section 55 and 62 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory amendment thereto or re-enactment thereof for the time being in force), Rules framed thereunder and the enabling provisions in the Memorandum and Articles of Association of the Company and further subject to such approvals as may be required, such terms, conditions, alterations, corrections, changes, variations and / or modification(s), if any as may be prescribed in granting such approval and which may be agreed by the Board of Directors or any committee which the Board of Directors may constitute, to exercise one or more of its power including power conferred by this resolution, consent of the Members of the Company be and is hereby accorded to Board to issue, offer and allot further Zero Percent Redeemable Non-Convertible Preference Shares on the terms & conditions as the Board of Directors determine.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the board be and is hereby authorized to take such actions and to give all such directions or to do all such acts, deeds, matters and things as may be necessary or desirable and to settle any questions or difficulty that may arise in regard to the issue of redeemable nonconvertible preference shares on preferential basis and further to do all such acts, deeds, matters or otherwise consider it to be in the best interest of the Company."

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7459815	7366834	98.75	7366834	NIL	100	NIL
Public – Institutional holders	1872	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	2796639	7528	0.27	7504	24	99.68	0.32
Total	**10258326**	**7374362**	**71.89**	**7374338**	**24**	**99.99**	**0.0003**

Result: Passed with requisite majority

Item No. 6 Appoint Ms. Geeta Gilotra (DIN: 06932697) as Non-Executive Director.
Resolution required- Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Ms. Geeta Gilotra (DIN 06932697)** who was appointed by the Board of Directors as an Additional Director of the company w.e.f 10th August, 2015, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing her candidature for the office of director of the Company, be and is hereby appointed a Non-Executive Director of the Company whose office shall be liable to retirement by rotation."

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

For JINDAL PHOTO LTD.

Company Secretary

JINDAL PHOTO LIMITED New Delhi

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	7459815	7366834	98.75	7366834	NIL	100	NIL
Public – Institutional holders	1872	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	2796639	7528	0.27	7504	24	99.68	0.32
Total	**10258326**	**7374362**	**71.89**	**7374338**	**24**	**99.99**	**0.0003**

Result: Passed with requisite majority

Item No. 7 Approve Increase in remuneration of Mr. Shammi Gupta (DIN: 00006384), Managing Director.

Resolution required- Special Resolution

"RESOLVED THAT subject to the provisions of Section 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule V to the Act as amended from time to time and subject to the approval of the Central Government, if any required and subject to such other approvals as may be necessary, the approval of the members be and is hereby accorded to the Board of Directors for the increase remuneration of **Mr. Shammi Gupta (DIN 00006384)** as Managing Director of the company from 1st August, 2015 as per the terms and conditions set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of the appointment, the Company shall pay to Mr. Shammi Gupta remuneration as decided by the Board or any committee thereof from time to time as minimum remuneration, with the approval of the Shareholders and the Central Government, if necessary.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to further revise the remuneration payable to him as Managing Director, from time to time subject to the ceiling laid down in Section 196, 197 and Schedule V of the Companies Act, 2013, with or without further approval, sanctions or permissions, if any, required for such revision in the remuneration.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to do all such other acts, deeds, matters and things as in its absolute discretion, it may consider necessary to expedient or desirable in order to give effect to the foregoing resolution or otherwise consider it to be in the best interest of the company."

Mode of Voting - Poll/Ballot Form in lieu of E-voting/ E-voting

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100

For JINDAL PHOTO LTD.

Company Secretary

JINDAL PHOTO LIMITED New Delhi

Jindal Photo Limited

Promoter and Promoter Group	7459815	7366834	98.75	7366834	NIL	100	NIL
Public – Institutional holders	1872	NIL	NIL	NIL	NIL	NIL	NIL
Public-Others	2796639	7528	0.27	7504	24	99.68	0.32
Total	**10258326**	**7374362**	**71.89**	**7374338**	**24**	**99.99**	**0.0003**

Result: Passed with requisite majority

JINDAL PHOTO LIMITED New Delhi

For JINDAL PHOTO LTD.

Company Secretary