

JINDAL PHOTO LIMITED

(CIN: L33209DN2004PLC000198)

Registered office: 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, Dadra & Nagar Haveli (U.T.)

Tel: 0260-2668371, 0260-2668372, 0260-2668308 Fax: 0260 - 2668354

E-Mail: cs_jphoto@jindalgroup.com Website: www.jindalphoto.com

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of Jindal Photo Limited will be held as per schedule given below:-

Day : Thursday

Date : 18th September 2014

Time : 11:30 AM

Place : at the registered office of the Company at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 (UT of D N & H) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at March, 31, 2014 and the Statement of Profit and Loss account for the year ended March, 31, 2014, the reports of the Board of Directors and Auditors thereon, statement in respect of the subsidiary companies under Section 212 of the Companies Act, 1956.
2. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration and to pass the following **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the retiring auditors, B.K. Shroff & Company, Chartered Accountants (firm registration no. 302166E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 14th Annual General Meeting of the Company, subject to ratification by shareholders at each Annual General Meeting to be held hereafter and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the audit committee in consultation with the auditors."

SPECIAL BUSINESS:

3. Appointment of Mr. Shiv Kumar Mittal as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Mr. Shiv Kumar Mittal (DIN 00006460)**, in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 18th September, 2014 up to 17th September, 2019."

4. Appointment of Mr. Kamal Kumar Jain as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Mr. Kamal Kumar Jain (DIN 00649522)**, in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 18th September, 2014 up to 17th September, 2019."

5. Appointment of Mr. Uttam Garodia as a Director and as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT **Mr. Uttam Garodia (DIN 03129180)** who was appointed by the Board of Directors as an Additional Director of the company w.e.f 30th July, 2014, 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 his candidature for the office of director of the Company, be and is hereby appointed a director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under read with Schedule IV to the Act, and Clause 49 of Listing Agreement with the Stock Exchanges, as amended from time to time, **Mr. Uttam Garodia (DIN 03129180)**, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 18th September, 2014 up to 17th September, 2019."

6. Appointment of Ms. Gunjan Gupta as Non-Executive Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **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. Gunjan Gupta (DIN 06931462)** who was appointed by the Board of Directors as an Additional Director of the company w.e.f 30th July, 2014, 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."

7. Approval of remuneration paid to Mr. Shammi Gupta, Managing Director of the Company during the Financial Year 2013-14.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-

"RESOLVED THAT subject to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and limits laid down in Schedule XIII thereof as amended and subject to the approval of the Central Government, if any required and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded in respect of remuneration of Rs. 3233460/- paid to **Mr. Shammi Gupta (DIN 00006384)**, Managing Director during the period from 1st April, 2013 to 31st March, 2014, as per the details given in the explanatory statement annexed hereto.

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."

8. Approval of remuneration paid to Mr. Krishnasamy Ramaswamy, Whole Time Director of the Company during the Financial Year 2013-14.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-

"RESOLVED THAT subject to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 and limits laid down in Schedule XIII thereof as amended and subject to the approval of the Central Government, if any required and subject to such other approvals as may be necessary, the consent of the members be and is hereby accorded in respect of remuneration of Rs. 1358470/- paid to **Mr. Krishnasamy Ramaswamy (DIN 02276762)**, Whole Time Director during the period from 1st April, 2013 to 31st March, 2014, as per the details given in the explanatory statement annexed hereto.

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."

9. To re-appoint Mr. Shammi Gupta as Managing Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **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 re-appointment and terms of remuneration of **Mr. Shammi Gupta (DIN 00006384)** as Managing Director of the company liable to retire by rotation for a period of 3 (three) years commencing from 1st April 2014 to 31st March, 2017 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."

10. To re-appoint Mr. Krishnasamy Ramaswamy as Whole Time Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:-

"RESOLVED THAT subject to the provisions of Section 196, 197, 198 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 re-appointment and terms of remuneration of **Mr. Krishnasamy Ramaswamy (DIN 02276762)**, Whole Time Director of the company liable to retire by rotation for a period of 3 (three) years commencing from 1st April 2014 to 31st March, 2017 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. Krishnasamy Ramaswamy 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 Whole Time 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."

11. To make Investment in Jindal India Powertech Limited.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make investment upto Rs. 500 crores (Rupees Five Hundred crores Only) in Equity Shares, Preference Shares or any other Securities of **Jindal India Powertech Limited**, from time to time, in one or more tranches, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, Loans/Guarantees so far given by the Company alongwith the proposed investment may exceed 60% of the paid-up share capital, free reserves and security premium account of the Company or 100% of the free reserves and security premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

12. To make Investment in Jindal India Thermal Power Limited

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make investment upto Rs. 300 crores (Rupees Three Hundred Crores Only) in Equity Shares, Preference Shares or any other Securities of **Jindal India Thermal Power Limited**, from time to time, in one or more tranches, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, Loans/Guarantees so far given by the Company alongwith the proposed investment may exceed 60% of the paid-up share capital, free reserves and security premium account of the Company or 100% of the free reserves and security premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment including the timing, amount and other terms and conditions of such investment and varying the same through transfer, sale, disinvestments or otherwise either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

13. To make Investment in the Units of various schemes of Mutual Funds.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder as amended from time to time, the Board of Directors of the Company be and is hereby authorised to agree to at its discretion to make investment upto Rs. 200 crores (Rupees Two Hundred Crores Only) in the units of various schemes of Mutual Funds such as Birla Sunlife, Tata, HSBC, Templeton, ICICI Prudential, LIC, Principal, HDFC, DWS, Reliance, JP Morgan India etc. from time to time, in one or more tranches, notwithstanding the fact that the aggregate of the investments so far made, securities so far provided, Loans/Guarantees so far given by the Company alongwith the proposed investment may exceed 60% of the paid-up share capital, free reserves and security premium account of the Company or 100% of the free reserves and security premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investment including the timing, amount and other terms and conditions of such investment and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

14. To approve borrowing limits of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 180(1)(c) of the Companies Act, 2013 and Rules made thereunder as amended from time to time to borrow any sum(s) of money or moneys as they may deem fit from time to time, requisite for the purpose of the business of the Company notwithstanding that money to be borrowed together with moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount up to which moneys may be borrowed by the Board of Directors (apart from the temporary loans obtained from the company's bankers) shall not exceed **Rs. 500 crores (Rupees Five Hundred crores Only)** outstanding at anytime."

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions, steps and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution.

15. To approve creation of mortgage/Charge.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

"RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors of the Company under the provisions of Section 180(1)(a) of the Companies Act, 2013 and Rules made thereunder as amended from time to time to create mortgage/charge and hypothecation of all or any of the immovable and movable properties of the company, wherever situate, both present and future in such manner as the board of Directors may think fit for securing any loans and / or advances already obtained or that may be obtained from financial institutions / banks / insurance companies or others and / or to secure any debentures issued and /or that may be issued and all interest Compound / additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the company to the concerned lenders within the overall borrowing limits of **Rs. 500 crores (Rupees Five Hundred crores Only) ."**

"RESOLVED FURTHER THAT the mortgage / charge/hypothecation created / to be created and / or all agreement / documents executed / to be executed and all acts done in terms of the above resolution by and with all authority of the board of directors of the company are hereby confirmed and ratified."

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions, steps and to do and perform all such acts, deeds, matters and things, as may be necessary or expedient in this regard to implement the above resolution."

16. To approve to contribute to bona fide and charitable funds etc.

To consider and if thought fit, to pass with or without modification(s), the following resolution as **SPECIAL RESOLUTION:-**

"RESOLVED THAT in accordance with the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder as amended from time to time, the Company hereby authorises the Board of Directors of the Company to contribute to bona fide charitable and other funds any amount the aggregate of which will in any financial year exceed 5% of the company's average net profits for the three immediately preceding financial years subject to the maximum of Rs. 10 crore in one financial year."

By Order of the Board
For **JINDAL PHOTO LIMITED**

V.K. Gupta
(Company Secretary)

Place: New Delhi

Date : 14th August, 2014

NOTES:

1. A member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself/herself. Such proxy need not be a member of the company. The proxy form in order to be effective must be lodged at the Registered Office of the company not less than 48 hours before the commencement of the meeting.
A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholders.
2. The Register of Members of the Company and the Share Transfer Books shall remain closed from Tuesday 16th September 2014 to Thursday 18th September 2014 (both days inclusive) for the purpose of Annual General Meeting.
3. The relative explanatory statement pursuant of Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
4. Detail under clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors proposed to be appointed/re-appointed at the Annual General Meeting is given in the Corporate Governance Report forming part of the Annual Report.
5. Members holding shares in physical form are requested to notify / send the following to the Company or Share transfer agent to facilitate better services:-
 - i) Any change in their address/mandate/bank details/e-mail address.
 - ii) Share certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account.
6. Members holding shares in electronic form are advised to notify the changes, if any, in their address /bank details/ mandate to their respective depository participant.
7. Members are requested to note that dividends not encashed/claimed within seven years from the date of declaration of dividend will, as per Section 205 A read with Section 205 C of the Companies Act, 1956, be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claim in this respect shall lie against IEPF or the Company. Members are requested to contact RTA or the Company for encashing the unclaimed dividend standing to the credit of their account for the year 2006-07 and onwards.
8. Corporate Members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.

9. Members who hold shares in the physical form and wish to make/change in nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, read with Rule 19 of the Companies (Share Capital and Debentures) Rules 2014 may do so by submitting to the Company the prescribed Form SH-13 (Nomination Form) and/or SH-14 (Cancellation or variation of Nomination Form).
10. As required under sub clause IV (E)(v) of clause 49 of Listing Agreement, the detail of shareholding of Non-Executive Director (both owned or held by / for other person on a beneficial basis) seeking appointment/re-appointment in the forthcoming Annual General Meeting is given below :-

Name	Number of Shares held
Shiv Kumar Mittal	NIL
Kamal Kumar Jain	1(one)
Uttam Garodia	NIL
Gunjan Gupta	NIL

11. Members, who wish to obtain any information on the Company or view the accounts for the Financial Year ended 31st March, 2014 may visit the Company's website www.jindalphoto.com or send their Queries on accounts and operations of the Company, if any, at least seven days in advance of the Meeting so that the answer may be made readily available at the meeting.
12. Members may also note that the Notice of the 11th Annual General Meeting and the Annual Report for 2013-2014 will also be available on the Company's website www.jindalphoto.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs_jphoto@jindalgroup.com
13. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the Annual General Meeting along with the Annual Report for 2013-14 are sent by electronic mode to those members whose e-mail addresses are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies of the Notice of the 11th AGM of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by the permitted mode along with Annual Report.

14. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the 11th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Procedure and instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
- Open the e-mail and also open PDF file namely "JPL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - Open the Internet browser and type the following URL: <https://www.evoting.nsdl.com>
 - Click on Shareholder — Login.
 - If you are already registered with NSDL for e-voting then you can use your existing user ID and password cast your vote.
 - If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. On first login the system will prompt you to change your password and update your contact details like mobile number, email id etc. in the user profile of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - You need to login again with the new credentials. Home page of e-voting will open.
 - Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
 - Select "EVEN" (E-Voting Event Number) of Jindal Photo Limited which is **100919**. Now you are ready for e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option "For" or "Against" and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm or "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote and click on "Submit". Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - You may similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting.

During the voting period, members can login any number of times till they have voted on all the Resolutions. If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on "RESET" for those resolutions for which you have not yet cast the vote.

- xiii Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to scrutinizer.jpl@gmail.com with a copy marked to evoting@nsdl.co.in.

B. For members who receive the notice of Annual General Meeting in physical form

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Ballot Form enclosed to this Notice. Please refer instructions under heading C below more details.
- ii. Members may alternatively opt for e-voting, for which the initial password is provided in the enclosed Ballot Form along with EVEN (E-Voting Event Number), USER ID and PASSWORD/PIN. Please follow all steps from SI. No. A (ii) To SI. No. A (xiii) above, to cast vote.

C. For members who wish to vote using Ballot Form

Pursuant to clause 35B of the Listing Agreement with the Stock Exchanges, shareholders may fill in the Ballot Form enclosed with the Notice (a copy of the same is also part of the soft copy of the Notice) and submit the same in a sealed envelope to the Scrutinizer, Mr. Ravi Grover, Practicing Company Secretary, 8/33, 3rd Floor, WEA, Karol Bagh, New Delhi – 110005 so as to reach by **12th September, 2014 by 5.30 p.m. IST**. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

In the event, a member casts his votes through both the processes i.e. e-voting and Ballot Form, the votes in the electronic system would be considered and the Ballot Form would be ignored.

D. Other Instructions:

- i. The e-voting period commences on Wednesday, 10th September, 2014 (9.00 a.m. IST) and ends on Friday, 12th September, 2014 (5.30 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 14th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, which is 14th August, 2014 and as per the Register of Members of the Company.
- iii. Mr. Ravi Grover of Grover Ahuja & Associates, Practicing Company Secretaries (Membership No. FCS 6048 CP No. 3448), has been appointed as the Scrutinizer to scrutinize the e-voting process (including voting through Ballot Form received from the shareholders) in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- v. In the event of a poll, please note that the members who have exercised their right to vote by electronic means/through Ballot Form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under Poll taken together with the votes cast through e-voting and using Ballot Form shall be counted for the purpose of passing of resolutions(s).
- vi. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 11th Annual General Meeting of the Company scheduled to be held on Thursday, 18th September, 2014. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jindalphoto.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the AGM of the Company and communicated to The Bombay Stock Exchange Limited (BSE) and The National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.
- vii In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders, available at the downloads section of www.evoting.nsdl.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain were appointed as non-executive directors on 30th August, 2012 and were considered as Independent directors for the purpose of Clause 49 of the Listing Agreement.

As per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and they are not liable to retire by rotation. Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain have each given a declaration to the Board that they each meet the criteria of independence as provided under Section 149(6) of the Act.

A notice has been received by the company from member(s) along with requisite deposit signifying their intention to propose Mr. Shiv Kumar Mittal and Mr. Kamal Kumar Jain as a candidate for office of Independent Director of the Company.

The matter regarding appointment of above Independent Directors was placed before the Nomination & Remuneration Committee, which commends their appointment as Independent Directors for a period of five years from 18th September, 2014 up to 17th September, 2019.

In the opinion of the Board, the aforesaid Independent Directors fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Directors and they are independent of the management.

The terms and conditions of appointment of the above Independent Directors shall be open for inspection by any member at the Registered Office during normal business hours on any working day of the Company.

A brief profile of the above Independent Directors is given below:

Mr. Shiv Kumar Mittal

Mr. Shiv Kumar Mittal aged about 70 years is a Commerce Graduate, L.L.B and also Fellow Member of the Institute of the Company Secretaries of India and having about 50 years of rich experience in the area of Taxation, Accounts and Administration.

Mr. Kamal Kumar Jain

Mr. Kamal Kumar Jain aged about 53 years is a Commerce Graduate and also Fellow Member of the ICAI and having about 32 years of rich experience in the area of Accounts, Finance and Treasury Management.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of above Independent Directors are now being placed before the Members as Ordinary Resolutions set out at Item Nos. 3 and 4 of the Notice for their approval.

Item No. 5

The Board of Directors of the Company has appointed Mr. Uttam Garodia as an Additional Director of the Company w.e.f 30th July, 2014. Mr. Uttam Garodia aged about 33 years is a rank holding Chartered Accountant with about 12 years of rich experience in the area of Private Equity, Finance, Accounts, Portfolio and Management.

In terms of the provisions of Section 161(1) of the Act, Mr. Garodia would hold office up to the date of ensuing Annual General Meeting. The company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Garodia for office of Director of the Company.

Mr. Uttam Garodia is being appointed as Independent Director as per the provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1 April, 2014 and shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Garodia has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. The matter regarding appointment of above Independent Director was placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director for a period of five years from 18th September, 2014 up to 17th September, 2019.

In the opinion of the Board, the aforesaid Independent Director fulfils the conditions specified in the Act and the Rules made there under for appointment as Independent Director and he is independent of the management.

In compliance with the provisions of Sections 161(1) and 149 read with Schedule IV of the Act, the appointment of Mr. Garodia as Director and Independent Director is now being placed before the Members as Ordinary Resolution as set out at Item No. 5 of the Notice for their approval.

The terms and conditions of appointment of the above Independent Director shall be open for inspection by any member at the Registered Office during normal business hours on any working day of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

Item No. 6

The Board of Directors of the Company has appointed Ms. Gunjan Gupta as an Additional Non-Executive Director of the Company w.e.f 30th July, 2014. Ms. Gunjan Gupta aged about 30 years is a Commerce Graduate and also Member of the ICAI and having about 5 years of rich experience in the area of Taxation, Accounts, Finance, Project Management and Administration.

In terms of the provisions of Section 161(1) of the Act, Ms. Gunjan Gupta would hold office up to the date of ensuing Annual General Meeting. The company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Gunjan for office of the Director of the Company.

Keeping in view the experience and expertise of Ms. Gunjan Gupta, the Board considers it desirable that the Company should receive the benefit of her valuable experience and advice and accordingly commends the Resolution No. 6 for approval by the members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

Item No. 7

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Shammi Gupta as Managing Director of the Company under Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 for a period of 5 (five) years commencing from 1st September, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. Accordingly Mr. Shammi Gupta was re-appointed as Managing Director and paid total managerial remuneration of Rs. 3233460/- and other perquisites and allowances as per his terms of appointment during the Financial Year 2013-14. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not permitted to pay managerial remuneration in case there is no profit or profits are inadequate without obtaining the approval of the Shareholders. However during the Financial

Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II B of Schedule XIII of the Companies Act, 1956, where in any financial year during the currency of tenure of the managerial person, a company has no profits or its profits are inadequate, then it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowance subject to maximum of Rs. 3.50 lacs per month based on the effective capital of the Company as on 31.3.2013 with the approval of the shareholders and without obtaining the approval of the Central Government. The effective capital of the Company is amounting to Rs. 65.86 crore as on 31.3.2013 and accordingly the Company may pay remuneration to aforesaid managerial person subject to maximum of Rs. 42 lacs during the Financial Year 2013-14 subject to the approval of the shareholders in the general meeting and without obtaining the approval of the Central Government.

The matter regarding remuneration of Rs. 3233460/- and other perquisites and allowances as per his terms of appointment paid to Mr. Shammi Gupta, Managing Director was placed before the Nomination & Remuneration Committee, which commends for the payment of the aforesaid remuneration to Mr. Shammi Gupta.

The information required to be disclosed as per provisions of Schedule XIII of the Companies Act, 1956 are given as below:

I GENERAL INFORMATION	(1) Nature of Industry.	Photographic	
	(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)	
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
	(4) Financial performance based on given indicators	Financial Highlights for last 3 years (Rs. In lacs)	
		Sales	Net Profit/(Loss)
		2010-11	1813
		2011-12	1510
2012-13		330	
(5) Export performance and net foreign exchange collaborations.	Rs. 30538237/-		
(6) Foreign investments or collaborators, if any.	N.A		
II INFORMATION ABOUT THE APPOINTEE	(1) Background details	Mr. Shammi Gupta aged 42 years is commerce graduate, FCA and PGDMS and having 20 years rich experience in the area of Marketing, Finance & Accounts, Administration and general management etc.	
	(2) Past remuneration	Remuneration paid during last 3 years: (Rs.)	
		2010-11	2781000
		2011-12	3030115
		2012-13	3071460
		2013-14	3233460
	(3) Recognition or awards	Mr. Shammi Gupta has been awarded on various times for his professional excellence and performance.	
	(4) Job profile and his suitability	Overall incharge of Management, conduct and affairs of the Company. The experience and qualification of Mr. Shammi Gupta is bested suited to his job profile.	
	(5) Remuneration Proposed	Rs. 3233460/- and other perquisites and allowances as per his terms of appointment	
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration is as per position, size of industry and profile of Mr. Shammi Gupta, Managing Director.		
(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except getting managerial remuneration by virtue of holding position of Managing Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.		

III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy
	(2) Steps taken or proposed to be taken for improvement	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
IV DISCLOSURES	(1) Remuneration package	1. Basic Salary: Upto Rs. 1,51,000/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 15000/- per month or Rs. 1,80,000/- in a year. 2. Perquisites and Allowances: (i) Housing Rent Allowance upto Rs.68600/- per month. (ii) Ex-Gratia payment for each year as per policy of the company subject to a maximum of twenty percent of the basic salary earned during the preceding year. (iii) Medical Reimbursement for self, wife and dependant children. Reimbursement of expenses actually incurred. The total cost of such expenses to the company shall not exceed one-month salary in a year. (iv) Contribution towards provident fund and payment of gratuity and such other perquisites in accordance with the Company's rules. (v) Company to take Health Insurance policy of self and wife, subject to maximum of Rs. 10 lacs per annum. (vi) Re-imbursement of expenses incurred on Holiday trip in India/Abroad for self along with family, once in two years, subject to maximum of Rs. 1.5 lacs. (vii) Encashment of un-availed leave as per the rules of the Company. (viii) The reimbursement of expenses by the company on hiring of car for official duties and mobile phone / telephone at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites.
	(2) For further details of remuneration paid to all the directors.	As shown in Corporate Governance Report which is form part of the Annual Report is to be referred.

The above statement may also be treated as an abstract of the terms and Memorandum of Interest under Section 302 of the Companies Act, 1956.

In compliance with the provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII of the Act, the payment of Managerial remuneration of Rs. 3233460/- and other perquisites and allowances as per his terms of appointment to Mr. Shammi Gupta, Managing Director is now being placed before the Members as Special Resolution as set out at Item No. 7 of the Notice for their approval.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

Item No. 8

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Krishnasamy Ramaswamy as Whole Time Director of the Company under Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 for a period of 5(five) years commencing from 1st August, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. Accordingly Mr. Krishnasamy Ramaswamy was re-appointed as Whole Time Director and paid total managerial remuneration of Rs. 1358470/- and other perquisites and allowances as per his terms of appointment during the Financial Year 2013-14. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not

permitted to pay managerial remuneration in case there is no profit or profits are inadequate without obtaining the approval of the Shareholders. However during the Financial Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II B of Schedule XIII of the Companies Act, 1956, where in any financial year during the currency of tenure of the managerial person, a company has no profits or its profits are inadequate, then it may pay remuneration to a managerial person by way of salary, dearness allowance, perquisites and any other allowance subject to maximum of Rs. 3.50 lacs per month based on the effective capital of the Company as on 31.3.2013 with the approval of the shareholders and without obtaining the approval of the Central Government. The effective capital of the Company is amounting to Rs. 65.86 crore as on 31.3.2013 and accordingly the Company may pay remuneration to aforesaid managerial person subject to maximum of Rs. 42 lacs during the Financial Year 2013-14 subject to the approval of the shareholders in the general meeting and without obtaining the approval of the Central Government.

The matter regarding remuneration of Rs. 1358470/- and other perquisites and allowances as per his terms of appointment paid to Mr. Krishnasamy Ramaswamy, Whole Time Director was placed before the Nomination & Remuneration Committee, which commends for the payment of the aforesaid remuneration to Mr. Krishnasamy Ramaswamy.

The information required to be disclosed as per provisions of Schedule XIII of the Companies Act, 1956 are given as below:

I GENERAL INFORMATION	(1) Nature of Industry.	Photographic	
	(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)	
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable	
	(4) Financial performance based on given indicators	Financial Highlights for last 3 years (Rs. In lacs)	
		Sales	Net Profit/(Loss)
		2010-11	39955 1813
2011-12		40337 1510	
	2012-13	46998 330	
	2013-14	33059 (2241)	
(5) Export performance and net foreign exchange collaborations.	Rs. 30538237/-		
(6) Foreign investments or collaborators, if any.	N.A		
II INFORMATION ABOUT THE APPOINTEE	(1) Background details	Mr. Krishnasamy Ramaswamy aged about 57 years is B.E (Mechanical) and having 32 years rich experience in the photographic conversion area. He started his career with public sector company Hindustan Photo Films Limited and has undergone various trainings at abroad.	
	(2) Past remuneration	Remuneration paid during last 3 years: (Rs.)	
		2010-11	863854
		2011-12	930737
		2012-13	1170612
		2013-14	1358470
	(3) Recognition or awards	Mr. Krishnasamy Ramaswamy has been awarded on various times for his professional excellence and performance.	
	(4) Job profile and his suitability	To look after the technical aspect of the production process of the Company. The experience and qualification of Mr. Krishnasamy Ramaswamy is bested suited to his job profile.	
	(5) Remuneration Proposed	Rs. 1358470/- and other perquisites and allowances as per his terms of appointment.	
	(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration is as per position, size of industry and profile of Mr. Krishnasamy Ramaswamy, Whole Time Director.	

	(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except getting managerial remuneration by virtue of holding position of Whole Time Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.
III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy.
	(2) Steps taken or proposed to be taken for improvement	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
IV DISCLOSURES	(1) Remuneration package	(i) Basic Salary upto Rs. 99,795/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 15000/- per month or Rs. 1,80,000/- in a year. (ii) Ex-Gratia payment for each year as per policy of the company subject to a maximum of twenty percent of the basic salary earned during the preceding year. (iii) Encashment of un-availed leave as per the rules of the Company. (iv) Contribution towards provident fund and payment of gratuity and such other perquisites in accordance with the Company's rules. (v) Use of Company's Car and mobile phone (including internet facility and any other means of communication facility) for official purpose. Use of Company's car for private purposes and personal long distance calls, if any shall be billed by the Company.
	(2) For further details of remuneration paid to all the directors.	As shown in Corporate Governance Report which is form part of the Annual Report is to be referred.

The above statement may also be treated as an abstract of the terms and Memorandum of Interest under Section 302 of the Companies Act, 1956.

In compliance with the provisions of Section 198, 269, 309 and other applicable provisions, if any of the Companies Act, 1956 read with Schedule XIII of the Act, the payment of Managerial remuneration of Rs. 1358470/- and other perquisites and allowances as per his terms of appointment to Mr. Krishnasamy Ramaswamy, Whole Time Director is now being placed before the Members as Special Resolution as set out at Item No. 8 of the Notice for their approval.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

Item No. 9

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Shammi Gupta as Managing Director of the Company pursuant to the provisions of the Companies Act, 1956 for a period of 5(five) years commencing from 1st September, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not permitted to pay managerial remuneration in case there is no profit or profits are inadequate without obtaining the approval of the Shareholders. However during the Financial Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II (A) of Schedule V of the Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, then it may, without Central Government approval, pay yearly remuneration to the managerial person subject to maximum of Rs. 42 lacs based on the effective capital of the Company as on 31.3.2014 with the approval of the shareholders. Provided that the above limits of yearly managerial remuneration shall be doubled if the resolution passed by the Shareholders is a Special Resolution. The effective capital of the Company is amounting to Rs. 37.85 crore as on 31.3.2014 and accordingly the Company may pay managerial remuneration subject to maximum of Rs. 84 lacs subject to the approval of the shareholders in the general meeting by means of Special Resolution and without obtaining the approval of the Central Government.

The Board of Directors of the Company at their meeting held on 14th August, 2014 has re-appointed Mr. Shammi Gupta, as Managing Director, with effect from 1st April 2014, for a period of three years subject to the approval of the members. Mr. Shammi Gupta shall continue to look after overall affairs of the Company and carry out such duties as may be entrusted to him by Board, and exercise

such powers as may be assigned to him subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company. Your Directors, consider that his re-appointment on the Board as Managing Director will be beneficial to the Company.

The matter regarding appointment, remuneration and other terms of appointment of Mr. Shammi Gupta as Managing Director was placed before the Nomination & Remuneration Committee, which commends his re-appointment.

The Principal terms of appointment are as under: -

1. BASIC SALARY: Upto Rs. 1,51,000/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 20000/- per month or Rs. 2,40,000/- in a year.

2. PERQUISITES AND ALLOWANCES

(i) Housing Rent Allowance: Upto Rs. 68600/- per month

(ii) Extra-Gratia Payment:-

Ex-Gratia payment for each year as per policy of the company subject to a maximum of twenty percent of the basic salary earned during the preceding year.

(iii) Medical Reimbursement:-

Medical Benefits for self, wife and dependent children. Reimbursement of expenses actually incurred. The total cost of such expenses to the company shall not exceed one-month salary in a year.

(iv) Contribution towards provident fund and payment of gratuity and such other perquisites in accordance with the Company's rules.

(v) Company to take Health Insurance policy of self and wife, subject to maximum of Rs. 10 lacs per annum.

(vi) Re-imbursement of expenses incurred on Holiday trip in India/Abroad for self along with family, once in two years, subject to maximum of Rs. 1.5 lacs.

The perquisites as above shall be evaluated as per Income-Tax Rules, 1962 wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

In addition to the above, Mr. Shammi Gupta will also be entitled to the following benefits

Encashment of un-availed leave as per the rules of the Company.

Reimbursement of Car & Telephone Expenses:

The reimbursement of expenses by the company on hiring of car for official duties and mobile phone / telephone at residence (including payment of local calls and long distance official calls) shall not be included in the computation of perquisites.

The information required to be disclosed as per provisions of Schedule V of the Companies Act, 2013 are given as below:

I GENERAL INFORMATION	(1) Nature of Industry.	Photographic
	(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable
	(4) Financial performance based on given indicators	Financial Highlights for last 3 years (Rs. In lacs)
	(5) Foreign investments or collaborators, if any.	N.A
II INFORMATION ABOUT THE APPOINTEE	(1) Background details	Mr. Shammi Gupta aged 42 years is commerce graduate, FCA and PGDMS and having 20 years rich experience in the area of Marketing, Finance & Accounts, Administration and general management etc.
	(2) Past remuneration	Remuneration paid to Mr. Shammi Gupta during last 3 years: (Rs.)
		2011-12 3030115
		2012-13 3071460
		2013-14 3233460

	(3) Recognition or awards	Mr. Shammi Gupta has been awarded on various times for his professional excellence and performance.
	(4) Job profile and his suitability	Overall in charge of Management, conduct and affairs of the Company. The experience and qualification of Mr. Shammi Gupta is best suited to his job profile.
	(5) Remuneration Proposed	As per details given herein above within the maximum limit prescribed in the Companies Act, 2013.
	(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration is as per position, size of industry and profile of Mr. Shammi Gupta, Managing Director.
	(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except getting managerial remuneration by virtue of holding position of Managing Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.
III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy.
	(2) Steps taken or proposed to be taken for improvement.	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
For further details of remuneration paid to all the directors as shown in Corporate Governance Report which is form part of the Annual Report is to be referred.		

If at any time the appointee ceases to be Director of the Company for any cause whatsoever, he shall also cease to be Managing Director of the Company.

In compliance with 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, the matter regarding re-appointment and payment of Managerial remuneration of Mr. Shammi Gupta, Managing Director is now being placed before the Members as Special Resolution as set out at Item No. 9 of the Notice for their approval.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

Item No. 10

The Company at its Annual General Meeting held on 25th September, 2013 re-appointed Mr. Krishnasamy Ramaswamy as Whole Time Director of the Company pursuant to the provisions of the Companies Act, 1956 for a period of 5(five) years commencing from 1st August, 2013 as per the remuneration and other terms and conditions approved in the said meeting. As per Provisions of Section 309(3) of the Companies Act, 1956 the Company was allowed to pay remuneration to a managerial person up to 5% of the net profits and if there is more than one managerial person, 10% for all of them together. The Company was permitted to pay aforesaid managerial remuneration on the terms that Company shall continue to earn profits and was not permitted to pay managerial remuneration in case there is no profit or profits are in-adequate without obtaining the approval of the Shareholders. However during the Financial Year 2013-14 the company has incurred loss of Rs. 22.41 crore.

As per provisions of Part II Section II (A) of Schedule V of the Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, then it may, without Central Government approval, pay yearly remuneration to the managerial person subject to maximum of Rs. 42 lacs based on the effective capital of the Company as on 31.3.2014 with the approval of the shareholders. Provided that the above limits of yearly managerial remuneration shall be doubled if the resolution passed by the Shareholders is a Special Resolution. The effective capital of the Company is amounting to Rs. 37.85 crore as on 31.3.2014 and accordingly the Company may pay managerial remuneration subject to maximum of Rs. 84 lacs subject to the approval of the shareholders in the general meeting by means of Special Resolution and without obtaining the approval of the Central Government.

The Board of Directors of the Company at their meeting held on 14th August, 2014 has re-appointed Mr. Krishnasamy Ramaswamy, as Whole Time Director, with effect from 1st April 2014, for a period of three years subject to the approval of the members. Mr. Krishnasamy Ramaswamy shall continue to look after the technical aspect of the production process of the Company and carry out such duties as may be entrusted to him by Board, and exercise such powers as may be assigned to him subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company. Your Directors, consider that his re-appointment on the Board as Whole Time Director will be beneficial to the Company.

The matter regarding appointment, remuneration and other terms of appointment of Mr. Krishnasamy Ramaswamy as Whole Time Director was placed before the Nomination & Remuneration Committee, which commends re-appointment.

The Principal terms of appointment are as under:

1. BASIC SALARY: Upto Rs. 102,795/- per month, with an annual increment as per the policy of the Company subject to a maximum of Rs 20000/- per month or Rs. 2,40,000/- in a year.

2. PREREQUISITES & ALLOWANCES:-

(i) Ex-Gratia Payment:-

Ex-Gratia payment for each year as per policy of the company subject to a maximum of twenty percent of the basic salary earned during the preceding year.

(ii) Encashment of un-availed leave as per the rules of the Company.

(iii) Contribution towards provident fund and payment of gratuity and such other perquisites in accordance with the Company's rules.

The perquisites as above shall be evaluated as per Income-Tax Rules, 1962 wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost.

In addition to the above, Mr. Krishnasamy Ramaswamy will also be entitled to the following benefits:

Use of Company's Car and mobile phone (including internet facility and any other means of communication facility) for official purpose. Use of Company's car for private purposes and personal long distance calls, if any shall be billed by the Company to the appointee.

The information required to be disclosed as per provisions of Schedule V of the Companies Act, 2013 are given as below:

I GENERAL INFORMATION	(1) Nature of Industry.	Photographic												
	(2) Date or expected date of commencement of commercial production.	22.10.1993 (Date of commencement of commercial production)												
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	Not Applicable												
	(4) Financial performance based on given indicators	Financial Highlights for last 3 years (Rs. In lacs) <table><tr><td></td><td>Sales</td><td>Net Profit/(Loss)</td></tr><tr><td>2011-12</td><td>40337</td><td>1510</td></tr><tr><td>2012-13</td><td>46998</td><td>330</td></tr><tr><td>2013-14</td><td>33059</td><td>(2241)</td></tr></table>		Sales	Net Profit/(Loss)	2011-12	40337	1510	2012-13	46998	330	2013-14	33059	(2241)
		Sales	Net Profit/(Loss)											
2011-12	40337	1510												
2012-13	46998	330												
2013-14	33059	(2241)												
(5) Foreign investments or collaborators, if any.	N.A													
II INFORMATION ABOUT THE APPOINTEE	(1) Background details	Mr. Krishnasamy Ramaswamy aged about 57 years is B.E(Mechanical) and having 32 years rich experience in the photographic conversion area. He started his career with public sector company Hindustan Photo Films Limited and has undergone various trainings at abroad.												
	(2) Past remuneration	Remuneration paid during last 3 years: (Rs.) <table><tr><td>2011-12</td><td>930737</td></tr><tr><td>2012-13</td><td>1170612</td></tr><tr><td>2013-14</td><td>1358470</td></tr></table>	2011-12	930737	2012-13	1170612	2013-14	1358470						
	2011-12	930737												
	2012-13	1170612												
	2013-14	1358470												
(3) Recognition or awards	Mr. Krishnasamy Ramaswamy has been awarded on various times for his professional excellence and performance.													
(4) Job profile and his suitability	To look after the technical aspect of the production process of the Company. The experience and qualification of Mr. Krishnasamy Ramaswamy is bested suited to his job profile.													
(5) Remuneration Proposed	As per details given herein above within the maximum limit prescribed in the Companies Act, 2013.													

	(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	The remuneration is as per position, size of industry and profile of Mr. Krishnasamy Ramaswamy, Whole Time Director.
	(7) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Except getting managerial remuneration by virtue of holding position of Whole Time Director, there is no other pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel.
III OTHER INFORMATION	(1) Reasons of loss or inadequate profits.	Exchange Fluctuation Losses and change in accounting policy.
	(2) Steps taken or proposed to be taken for improvement.	Company have taken adequate measures to minimise the foreign exchange loss.
	(3) Expected increase in productivity and profits in measureable terms.	Due to effective steps taken by the management company has started earning profits.
For further details of remuneration paid to all the directors as shown in Corporate Governance Report which is form part of the Annual Report is to be referred.		

If at any time the appointee ceases to be Director of the Company for any cause whatsoever, he shall also cease to be Whole Time Director of the Company.

In compliance with the provisions of Section 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under read with Schedule V, the matter regarding re-appointment and payment of Managerial remuneration of Mr. Krishnasamy Ramaswamy, Whole Time Director is now being placed before the Members as Special Resolution as set out at Item No. 10 of the Notice for their approval.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

Item No. 11

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 372A of the Companies Act, 1956 at their annual general meeting held on 27th September 2011 to invest funds of the Company in the equity shares of **Jindal India Powertech Limited (JIPL)** upto Rs. 500 crores in one or more tranches by way of subscription/acquisition of shares. The Board has so far invested Rs. 160.54 crore in the equity share capital of the JIPL and Rs. 35.73 crore in Redeemable Preference Shares.

In view of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder as amended from time to time the Board is required approval of the shareholders by means of Special Resolution to make investment in Equity Shares, Preference Shares or any other Securities issued/to be issued by JIPL subject to overall maximum investment limit of Rs. 500 crores. The Board shall ensure that adequate safeguards are taken while making investments so as to protect the interest of the company and its members.

Source of Funds: Internal accruals as may be generated by the company from time to time and temporary surpluses. However, if necessary, funds may be arranged through borrowings from Banks and other sources.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 11 of the Notice for their approval.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said special resolution.

Item No. 12

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 372A of the Companies Act, 1956 at their annual general meeting held on 30th September 2006 to invest funds of the Company in the equity shares of **Jindal India Thermal Power Limited (JITPL)** upto Rs. 295.31 crores in one or more tranches by way of subscription/acquisition of shares. The Board has so far invested Rs. 1.87 crore in the equity share capital of JITPL.

In view of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder as amended from time to time the Board is required approval of the shareholders by means of Special Resolution to make investment in Equity Shares, Preference Shares or any other Securities issued/to be issued by JITPL subject to overall maximum investment limit of Rs. 300 crores. The Board shall ensure that adequate safeguards are taken while making investments so as to protect the interest of the company and its members.

Source of Funds: Internal accruals as may be generated by the company from time to time and temporary surpluses. However, if necessary, funds may be arranged through borrowings from Banks and other sources.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 12 of the Notice for their approval.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said special resolution.

Item No. 13

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 372A of the Companies Act, 1956 at their annual general meeting held on 25th September 2008 to invest funds of the Company in the units of

various schemes of mutual funds upto Rs. 175 crores.

In view of the provisions of Section 186 of the Companies Act, 2013 and rules made thereunder as amended from time to time the Board is required approval of the shareholders by means of Special Resolution to make investment in the units of various schemes of mutual funds upto Rs. 200 crores. The Board shall ensure that adequate safeguards are taken while making investments so as to protect the interest of the company and its members.

Nature of Investment: Investments in units of scheme of various Mutual Funds such as Birla Sunlife, Tata, HSBC, Templeton, ICICI Prudential, LIC, Principal, HDFC, DWS, Reliance, JP Morgan India etc.

Objective: Optimum Utilization of surplus funds and safety.

Source of Funds: Internal accruals as may be generated by the company from time to time and temporary surpluses.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 13 of the Notice for their approval.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said special resolution.

Item No. 14

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 293(1) (d) of the Companies Act, 1956 at their annual general meeting held on 30th September 2005 to borrow for the purpose of the Company, moneys in excess of the paid-up capital of the company and its free reserves provided the sum or sums so borrowed and remaining outstanding at any point of time shall not exceed Rs. 500 crores.

As per Section 180(1) (c) of the Companies Act, 2013 and rules made thereunder as amended from time to time, consent of the members is required for borrow money (apart from temporary loans obtained from the company's bankers in the ordinary course of business) in excess of the aggregate paid-up share capital and free reserves of the company. Taking into account the future overall requirements, it is purposed to obtain consent of the members to authorize the board of Directors to borrow up to Rs. 500 crores. Thus the sanction of the shareholders is sought to permit the Board to borrow moneys in excess of the Company's share capital and free reserves.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 14 of the Notice for their approval.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said special resolution.

Item No. 15

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 293(1) (a) of the Companies Act, 1956 at their annual general meeting held on 30th September 2005 to mortgaging / charging by the company of its movable and immovable properties for securing any loans and / or advances upto Rs. 500 crores.

As per Section 180(1) (a) of the Companies Act, 2013 and rules made thereunder as amended from time to time, consent of the members is required to mortgaging/charging by the company of its movable and immovable properties for securing any loans and / or advances upto Rs. 500 crores.

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 15 of the Notice for their approval.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said special resolution.

Item No. 16

The Board of Directors of your Company was accorded approvals by the Shareholders pursuant to the provisions of Section 293(1) (e) of the Companies Act, 1956 at their annual general meeting held on 30th September 2005 to contribute to charitable and other funds not directly relating to the business of the company or the welfare of its employees upto a limits of Rs. 2.50 crore or 5% of the Company's average net profits as determined in accordance with sections 349 & 350 of the companies Act, 1956 during preceding three financial years, whichever is greater.

As per Section 181 of the Companies Act, 2013 and rules made thereunder as amended from time to time, consent of the members is required to contribute to bona fide charitable and other funds any amount the aggregate of which will in any financial year exceed 5% of the company's average net profits for the three immediately preceding financial years subject to the maximum of Rs. 10 crore (in one financial year).

The Board of Directors of your Company, therefore, recommend the passing of the special resolution as set out at Item No. 16 of the Notice for their approval.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said special resolution.

By Order of the Board
For **JINDAL PHOTO LIMITED**

Place : New Delhi
Date : 14th August, 2014

V.K. Gupta
(Company Secretary)

JINDAL PHOTO LIMITED

(CIN: L33209DN2004PLC000198)

Registered office: 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193, Dadra & Nagar Haveli (U.T.)
Tel: 0260-2668371, 0260-2668372, 0260-2668308 Fax: 0260 - 2668354
E-Mail: cs_jphoto@jindalgroup.com Website: www.jindalphoto.com

FORM NO. MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s) : _____

Registered Address : _____

E-Mail Id : _____ Folio No./Client Id : _____ DP ID : _____

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

1. Name : _____ Address: _____

E.mail ID: _____ Signature: _____ or failing him

2. Name : _____ Address: _____

E.mail ID: _____ Signature: _____ or failing him

3. Name : _____ Address: _____

E.mail ID: _____ Signature: _____ as my/our

Proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 11th Annual General Meeting of the Company to be held on Thursday the **18th day of September, 2014 at 11:30 A.M.** at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Ordinary Business

- Adoption of Balance Sheet as at March, 31, 2014 and the Statement of Profit and Loss account for the year ended March, 31, 2014, the reports of the Board of Directors and Auditors thereon.
- Appoint Statutory Auditors, B.K. Shroff & Company, Chartered Accountants and fixing their remuneration.

Special Business

- Appoint Mr. Shiv Kumar Mittal as an Independent Director.
- Appoint Mr. Kamal Kumar Jain as an Independent Director.
- Appoint Mr. Uttam Garodia as an Independent Director.
- Appoint Ms. Gunjan Gupta as Non-Executive Director.
- Approve remuneration of Rs. 3233460/- paid to Mr. Shammi Gupta, Managing Director during the Financial Year 2013-14.
- Approve remuneration of Rs. 1358470/- paid to Mr.

Krishnasamy Ramaswamy, Whole Time Director during the Financial Year 2013-14.

- Re-appoint Mr. Shammi Gupta as Managing Director.
- Re-appoint Mr. Krishnasamy Ramaswamy as Whole Time Director.
- Authorise Board to make Investment in Jindal India Powertech Limited.
- Authorise Board to make Investment in Jindal India Thermal Power Limited.
- Authorise Board to make Investment in the Units of various schemes of Mutual Funds.
- Authorise Board to borrow money.
- Authorise Board for creation of mortgage/Charge/Hypothecation.
- Authorise Board to contribute to bona fide and charitable funds.

Signed this _____ day of _____ 2014

Signature of Proxy holder(s)

Affix
Revenue
Stamp
of ₹ 1

Signature of the Shareholder

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

JINDAL PHOTO LIMITED

(CIN: L33209DN2004PLC000198)

Registered office: 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, Dadra & Nagar Haveli (U.T.)
Tel: 0260-2668371, 0260-2668372, 0260-2668308 Fax: 0260 - 2668354
E-Mail: cs_jphoto@jindalgroup.com Website: www.jindalphoto.com

11th Annual General Meeting
18th September, 2014 at 11:30 A.M. at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193

BALLOT FORM

(In lieu of E-voting)

S. No.	Particulars	Details
1.	Name of the First Named Shareholder (in block letters)	
2.	Registered address	
3.	Registered folio No./DP ID-Client ID No.	
4.	Name(s) of the Joint Shareholder(s) if any	
5.	Number of shares held	

I/We hereby exercise my/our vote in respect of the resolution(s) to be passed for the business stated in the notice of 11th Annual General Meeting of the Company dated 18th September, 2014, by conveying my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below.

Item No.	Resolution	No. of Equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	Abstain
Ordinary Business					
1	Adoption of Balance Sheet as at March, 31, 2014 and the Statement of Profit and Loss account for the year ended March, 31, 2014, the reports of the Board of Directors and Auditors thereon.				
2	Appoint Statutory Auditors, B.K. Shroff & Company, Chartered Accountants and fixing their remuneration.				
Special Business					
3	Appoint Mr. Shiv Kumar Mittal as an Independent Director.				
4	Appoint Mr. Kamal Kumar Jain as an Independent Director.				
5	Appoint Mr. Uttam Garodia as an Independent Director.				
6	Appoint Ms. Gunjan Gupta as Non-Executive Director.				
7	Approve remuneration of Rs. 3233460/- paid to Mr.-Shammi Gupta, Managing Director during the Financial Year 2013-14.				
8	Approve remuneration of Rs. 1358470/- paid to Mr. Krishnasamy Ramaswamy, Whole Time Director during the Financial Year 2013-14.				
9	Re-appoint Mr. Shammi Gupta as Managing Director.				
10	Re-appoint Mr. Krishnasamy Ramaswamy as Whole Time Director.				
11	Authorise Board to make Investment in Jindal India Powertech Limited.				
12	Authorise Board to make Investment in Jindal India Thermal Power Limited.				
13	Authorise Board to make Investment in the Units of various schemes of Mutual Funds.				
14	Authorise Board to borrow money.				
15	Authorise Board for creation of mortgage/Charge/Hypothecation.				
16	Authorise Board to contribute to bona fide and charitable funds.				

Place:

Date:

(Signature of the shareholder)

Note: Please read the instructions before filling the form as provided in the notice of the 11th Annual General Meeting of the Company. Valid Ballot Form received by the Scrutinizer by 5:30 PM on 12th September, 2014 shall only be considered.