JINDAL COTEX LIMITED

REGD. OFFICE: VPO JUGIANA, G.T. ROAD, LUDHIANA-141420

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the Members of **JINDAL COTEX LIMITED** will be held on Wednesday, the 14th December, 2011 at 10:00 A.M. at the Registered Office of the Company at V.P.O. Jugiana, G.T. Road, Ludhiana to transact the following business:-

SPECIAL BUSINESS

1. To consider, and if thought fit, to pass with or without modifications(s) the following resolution as Special resolution:

   "RESOLVED THAT subject to the approval of the Central Government, the exiting Article 127 of the Articles of Association of the company be and is hereby amended as under:-

   "The number of Directors shall not be less than three and not more than fifteen Directors or such higher number of Directors as may be permitted under the Companies Act, 1956 and/or by the Central Government from time to time**"**.

   RESOLVED FURTHER THAT pursuant to the provisions of Section 258 and 259 of the Companies Act, 1956 and the other applicable provisions, if any, (including modification and re-enactment thereof) of the Companies Act, 1956 and subject to the Articles 127 of the Articles of Association of the Company, the number of Directors of the company be increased from the existing limit of 12 (twelve) Directors to a revised limit of 15 (fifteen) Directors.

   RESOLVED FURTHER THAT Board of Directors be and are hereby authorized to do all the acts, deeds and things which are necessary to give effect to the aforesaid resolution."

By order of the Board
For Jindal Cotex Limited

Place: Ludhiana
Date : 14th November, 2011

(Sandeep Jindal)
Chairman and Managing Director

NOTES FOR THE MEMBER'S ATTENTION

a. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on his/her behalf at the meeting. The proxy need not be a member of the company. The proxy in order to be effective must be deposited at the Registered Office of the Company at least 48 hours before the time for the meeting. The blank Proxy form is enclosed.
b. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 of the special business is annexed.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956

Currently, as per the Articles of Association of the company, the company is permitted to appoint upto 12 Directors as allowed under the Companies Act, 1956. Since, your company is a listed and fast expanding company, therefore, it is necessary to appoint more directors on the Board, subject to a maximum of 15(fifteen). In the opinion of the Board, the increase in the number of directors on the Board will bring in more expertise in the relative areas of directors. Therefore, it is necessary to alter the Articles of Association of the company to provide for increase in the number of Directors from the present limit of 12 (twelve) Directors to 15 (fifteen) Directors.

Your Directors commend the resolution for the approval of the members.

None of the Director is concerned or interested in this resolution.

By order of the Board
For Jindal Cotex Limited

Place: Ludhiana
Date : 14th November, 2011

(Sandeep Jindal)
Chairman and Managing Director

JINDAL COTEX LIMITED

REGISTERED OFFICE: V.P.O. JUGIANA, G.T. ROAD, LUDHIANA – 141 420

ATTENDANCE SLIP

Ref. Folio _____ DP ID* _____

No. of shares held _____ Client ID _____

Name and Address of Shareholders: _____

_____

I/We hereby record my /our presence at the Extraordinary General Meeting of the Company held on Wednesday, 14th December, 2011 at 10.00 A.M. at its Registered Office at V.P.O. Jugiana , G.T. Road, Ludhiana – 141 420.

Name of the Shareholder/Proxy (In Block Letter)

Signature of the Shareholder/Proxy

*Applicable for shareholders holding shares in Electronic form.

Note: Please fill the attendance slip and hand it over at the entrance of meeting venue. Joint shareholders may obtain additional attendance slip on request.

JINDAL COTEX LIMITED

REGISTERED OFFICE: V.P.O. JUGIANA, G.T. ROAD, LUDHIANA – 141 420

PROXY

Ref. Folio _____ DP ID* _____

No. of shares held _____ Client ID _____

I/We_____ of _____

In the district of _____ being a member(s) of the company hereby appoint

_____ of _____

in the district of _____ or failing him/her _____

of _____ in the district of _____

as my/our proxy to attend and vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held on Wednesday, 14th December, 2011 at 10.00 A.M. and at any adjournment thereof.

Signed this _____day of _____ 2011.

Signature --------- Affix Revenue Stamp -----

Note:-1) The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.

2) Those Members who have more than one folios may use photocopy of this Attendance Slip/Proxy.

If undelivered, please return to:

Bigshare Services Private Limited
(Unit: Jindal Cotex Limited)
E-2/3, Ansa Industrial Estate,
Saki-Vihar Road, Sakinaka,
Andheri(E), Mumbai - 400 072
Tel: +91-22-40430200