

HARSH GOYAL & ASSOCIATES
COMPANY SECRETARIES

4TH FLOOR, NOBLE ENCLAVE, BHAI WALA CHOWK, FEROZEPUR ROAD, LUDHIANA.
PHONES : (O) 0161-2772872, (M) : 98140-09461, FAX : 0161-5018501.

The Chairman
Jindal Cotex Limited
VPO Jugiana, G.T. Road, Ludhiana-141420

17th Annual General Meeting of the Equity Share holders of Jindal Cotex Limited held on 30th day, of September, 2014 at Regd. Office at VPO Jugiana, G.T. Road, Ludhiana-141420.

Dear Sir,

I Harsh Kumar Goyal, Prop of Harsh Goyal & Associates Company Secretaries, appointed as Scrutinizer for the Purpose of the postal ballot voting taken on the below mentioned resolution(s), for the Annual General Meeting of the Jindal Cotex Limited held on 30th day, of September, 2014 at VPO Jugiana, G.T. Road, Ludhiana as proposed in the postal ballot Notice dated 14.08.2014.

ITEM NO.1: To authorise the Board of Directors to borrow money in excess of aggregate of the paid up share capital of the Company and its free reserves but not exceeding Rs. 750.00 crores.

ITEM NO.2: To authorise the Board of Directors to create charges, mortgages etc. for securing the borrowings.

ITEM NO.3: To authorise the Board of Directors to give loans, securities, guarantee and to make investments for acquiring whether by way of subscription, purchase or otherwise, the securities of any other body corporate including subsidiaries, associates upto an aggregate amount of Rs. Rs. 200.00 crores.

I hereby submit my report on the voting on the above mentioned three Special Resolutions proposed in the Postal Ballot Notice, as under:

1. The Company sent the Postal Ballot Notice to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited/Central Depository Services (India) Limited, as at the close of business hours on Friday, August 15, 2014.
2. The Company has completed the dispatch of Postal Ballot Notice alongwith Postal Ballot Form and self-addressed Business Reply Envelope on August 26, 2014 and published a notice in this regard in Business Standard (English) and Desh Sewak (Hindi) newspapers on August 30, 2014.
3. The voting rights of Members were in proportion to their shares of the paid up equity share capital of the Company as at the close of business hours on Friday, August 15, 2014.



4. All Postal Ballot Forms received upto 6:00 P.M. on Saturday, September 27,2014 (being the lastdate for receipt of Postal Ballot Forms) were considered for my scrutiny. The Postal Ballot Forms were opened in my presence and duly scrutinized and their particulars have been entered in a register separately maintained for the purpose.

5. I did not find any defaced or mutilated Postal Ballot Form.

6. The Company has also offered e-voting facility to its Members through e-voting platform provided by Central Depository Services (India) Limited, enabling them to cast their votes electronically.

E-voting was optional. The e-voting period commenced from Friday, August 29, 2014, at 10:00 A.M.and ended on Saturday, September 27, 2014 at 5:00 P.M. The particulars of e-voting done by the members of the Company during this period were considered for my scrutiny.

Item No. 1: Special resolution

To get approval for borrowings exceeding Rs. 750.00 crores

Details of Voting

A) By Physical Postal Ballot Forms

Particulars	No. of forms	No. of equity shares of Rs. 10/- each (votes)
Total Number of Postal Ballot Forms Received	4	203
Less: Total no. of invalid postal ballot forms received including votes abstained	0	0
Less: Less Voted	0	0
Total no of valid postal ballot forms	4	203

B) By E-Voting :

Particulars	No. of members who casted votes electronically	No. of equity shares of Rs. 10/- each (votes)
Total Votes received by electronic mode	23	10534375
Less: Total no. of invalid votes including votes abstained	0	0
Total no of valid votes	23	10534375



C) Total Voting:

D) Particulars	Aggregate of Physical Ballot Forms and electronic voting	No. of equity shares of Rs. 10/- each	% of valid votes received
Total Valid Postal Ballot Forms/Votes received	27	10534578	100%
Assented to Resolution	27	10534578	100%
Dissented to Resolution	0	0	0

Item No. 2: Special resolution

To get approval for creating charges, mortgages etc. for securing the borrowings.

E) By Physical Postal Ballot Forms

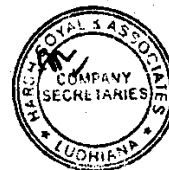
Particulars	No. of forms	No. of equity shares of Rs. 10/- each (votes)
Total Number of Postal Ballot Forms Received	4	203
Les: Total no. of invalid postal ballot forms received including votes abstained	0	0
Less: Less Voted	0	0
Total no of valid postal ballot forms	4	203

F) By E-Voting :

Particulars	No. of members who casted votes electronically	No. of equity shares of Rs. 10/- each (votes)
Total Votes received by electronic mode	23	10534375
Les: Total no. of invalid votes including votes abstained	0	0
Total no of valid votes	23	10534375

G) Total Voting:

H) Particulars	Aggregate of Physical Ballot Forms and electronic voting	No. of equity shares of Rs. 10/- each	% of valid votes received
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Total Valid Postal Ballot Forms/Votes received	27	10534375	100%
Assented to Resolution	26	10534350	99.999%
Dissented to Resolution (E-Voting)	1	25	0.001%

Item No. 3: Special resolution

To get approval for giving loans, securities, guarantee and to make investments for creating charges, mortgages etc. upto a total amount of Rs. 200.00 crores.

1) By Physical Postal Ballot Forms

Particulars	No. of forms	No. of equity shares of Rs. 10/- each (votes)
Total Number of Postal Ballot Forms Received	4	203
Les: Total no. of invalid postal ballot forms received including votes abstained	0	0
Less: Less Voted	0	0
Total no of valid postal ballot forms	4	203

J) By E-Voting :

Particulars	No. of members who casted votes electronically	No. of equity shares of Rs. 10/- each (votes)
Total Votes received by electronic mode	23	10534375
Les: Total no. of invalid votes including votes abstained	0	0
Total no of valid votes	23	10534375

K) Total Voting:

L) Particulars	Aggregate of Physical Ballot Forms and electronic voting	No. of equity shares of Rs. 10/- each	% of valid votes received
Total Valid Postal Ballot Forms/Votes received	27	10534375	100%
Assented to Resolution	25	9724350	92.31%
Dissented to Resolution(E-Voting)	2	810025	7.69%

From the above mentioned voting details it is clear that for each of the Special Resolutions mentioned in the Postal Ballot Notice, more than three fourth of the number of valid votes casted are in favour of the said Special Resolutions.



The physical Postal Ballot Forms and other related records / Register are being handed over to the Company Secretary of the Company for safe custody.

Based on this Report, you may accordingly declare the result on three Special Resolutions mentioned in the Postal Ballot Notice.

Thanking you.
Yours sincerely,

For Harsh Goyal & Associates
Company Secretaries

