



Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
TEL. : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com

CIN:-L17115PB1998PLC021084

**MINUTES OF THE PROCEEDINGS OF THE 17<sup>TH</sup> ANNUAL GENERAL MEETING OF SHAREHOLDERS OF JINDAL COTEX LIMITED HELD ON TUESDAY, 30<sup>TH</sup> SEPTEMBER, 2014 AT 10.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT VPO JUGIANA, G.T. ROAD, LUDHIANA**

**PRESENT:**

Members present in person : 31

Members present by proxy : 3

**CHAIRMAN :**

In accordance with the Articles of Association, Sh. Rajesh Khanna, took the chair. The Chairman welcomed the shareholders to the meeting.

**QUORUM :**

The Chairman declared that the requisite quorum being present as per section 103 of the Companies Act, 2013 was present and called the meeting to order.

The Chairman informed the members that the register of Proxies and Register of Directors' Shareholdings was placed on the table and was open for inspection by the members during the continuance of the meeting.

**NOTICE :**

Notice calling 17<sup>th</sup> Annual General Meeting of the company and Director's Report were taken as read with the permission of the members present.

Chairman in his address he apprised the members about the current working and progress made by the company during the year.

Mr. Anil Kumar Malhan, Compliance Officer read out the Auditor's Report to the Shareholders and thereafter invited the queries from the members relating to the annual accounts of the company.

The Company had provided e-voting facility to the shareholders to cast their votes at the Annual General Meeting, pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of all the businesses mentioned in the Notice.

The Chairman then read out the results of the e-voting.

Results of the Electronic Voting on the Ordinary and Special Businesses at the Annual General Meeting of the Company held on Tuesday, 30<sup>th</sup> day of September





Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
 TEL. : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
 E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com



CIN:-L17115PB1998PLC021084

2014. On the basis of the Scrutinizer's Report for the e-voting dated 27<sup>th</sup> September, 2014 the summary of which is mentioned hereunder the Chairman of the company announced the results of voting on September, 30, 2014 and stated that all the resolutions for the ordinary and special businesses as set out in Item no. 1 to 10 of the Notice of the 17<sup>th</sup> Annual General Meeting of the company have been duly passed by the requisite majority.

Item no. of Notice	Votes in favour of the resolution		Votes against of the resolution		Invalid Votes
	No. of shares	% of total number of valid votes (favour and against)	No. of shares	% of total number of valid votes (favour and against)	
Item No. 1 of the Notice (as an Ordinary Resolution)	10526689	100	0	0	0
Item No. 2 of the Notice (as an Ordinary Resolution)	10526689	100	0	0	0
Item No. 3 of the Notice (as an Ordinary Resolution)	10526689	100	0	0	0
Item No. 4 of the Notice (as an Ordinary Resolution)	10526689	100	0	0	0
Item No. 5 of the Notice (as an Ordinary Resolution)	10526689	100	0	0	0
Item No. 6 of the Notice (as an Ordinary Resolution)	10526689	100	0	0	0
Item No. 7 of the Notice (as an Ordinary Resolution)	10526689	100	0	0	0
Item No. 8 of the Notice (as an Special Resolution)	10534578	100	0	0	0
Item No. 9 of the	10534350	99.99	25	0.001	0



WORKS UNIT-II : VILLAGE MANDIALA KALAN, P.O. BIJA, TEH. KHANNA, DISTT. LUDHIANA-141 412 (PB.)  
 TEL. : 91 1628 264842, 289842, 322288



Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
 TEL : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
 E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com

CIN:-L17115PB1998PLC021084

Notice (as an Special Resolution)					
Item No. 10 of the Notice (as an Special Resolution)	9724350	92.31	810025	7.69	0

The Resolutions for the ordinary and special businesses as per set out in 1 to 10 of the notice of the 17<sup>th</sup> Annual General Meeting, duly approved by the members with requisite majority, are recorded hereunder as part of the proceedings of the 17<sup>th</sup> Annual General Meeting of the members held on 30<sup>th</sup> September, 2014.

### Ordinary Business

#### Item No. 1 :

Adopt the Audited Balance Sheet of the company as at 31st March, 2014 and Profit & Loss Account for the year ended on that date together with the reports of the Director's and Auditor's thereon.

"RESOLVED THAT the Audited Balance Sheet of the company as at 31<sup>st</sup> March, 2014 and Profit and Loss Account for the year ended on that date, together with Directors' Report and the Auditor's Report thereon be and are hereby received approved and adopted".

#### Item No. 2 :

To appoint a director in place of Sh. Rajinder Jindal who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Sh. Rajinder Jindal, whose period of office is liable to determination by retirement of Director by rotation and offered himself for re-appointment be and is hereby re-appointed as a director of the company liable to retire by rotation".

#### Item No. 3 :

To appoint a director in place of Sh. Ramesh Jindal who retires by rotation and being eligible offers himself for re-appointment.

"RESOLVED THAT Sh. Ramesh Jindal, whose period of office is liable to determination by retirement of Director by rotation and offered himself for re-appointment be and is hereby re-appointed as a director of the company liable to retire by rotation".





Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
TEL : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com

CIN:-L17115PB1998PLC021084

## Item No. 4 :

To appoint auditors of the company and to fix their remuneration.

"RESOLVED THAT M/s. Raj Gupta & Co., Chartered Accountants, the retiring auditors of the company be and are hereby appointed as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of 20<sup>th</sup> Annual General Meeting of the company on such remuneration as may be decided by the Board of Directors of the company.

## Special Business

### Item No. 5 :

Reappointment of Sh. Yash Paul Jindal as Wholetime Director of the company.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the resolution passed for recommendations and approval of the Nomination And Remuneration Committee the consent of the members of the company is accorded to the reappointment and payment of remuneration to Sh. Yash Paul Jindal (DIN : 01923862) as Wholetime Director of the company be and is hereby accorded to the reappointment of Sh. Yash Paul Jindal as Wholetime Director of the company for the period of 1(One) year w.e.f. 1<sup>st</sup> July, 2014 upto 30<sup>th</sup> June, 2015 at a monthly remuneration of Rs. 1,00,000/- (Rs. One Lac) including perquisites, if any.

Resolved further that Sh. Yash Paul Jindal shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

- contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
- encashment of leave at the end of tenure.

Resolved further that the Board of Directors be and is hereby authorised to vary, increase, expand or enhance the scope of remuneration and perquisites to the extent to which they may be enhanced, enlarged, widened, altered or varied in accordance with any provisions regarding payment of managerial remuneration





Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
TEL. : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com

CIN:-L17115PB1998PLC021084

under the Companies Act, 2013 together with any amendments effected in further from time to time and that the terms and conditions as specified above be suitably amended to give effect to the same subject to the approval of the members."

Resolved further that Sh. Sandeep Jindal, Managing Director of the company be and is hereby authorized to complete all legal and procedural formalities in this regard.

#### Item No. 6 :

Reappointment of Sh. Rajinder Jindal as Wholetime Director of the company.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the resolution passed for recommendations and approval of the Nomination And Remuneration Committee the consent of the members of the company is accorded to the reappointment and payment of remuneration to Sh. Rajinder Jindal (DIN : 01923829) as Wholetime Director of the company be and is hereby accorded to the reappointment of Sh. Rajinder Jindal as Wholetime Director of the company for the period of 1(One) year w.e.f. 1<sup>st</sup> July, 2014 upto 30<sup>th</sup> June, 2015 at a monthly remuneration of Rs. 1,00,000/- (Rs. One Lac) including perquisites, if any.

Resolved further that Sh. Rajinder Jindal shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
- c) encashment of leave at the end of tenure.

Resolved further that the Board of Directors be and is hereby authorised to vary, increase, expand or enhance the scope of remuneration and perquisites to the extent to which they may be enhanced, enlarged, widened, altered or varied in accordance with any provisions regarding payment of managerial remuneration under the Companies Act, 2013 together with any amendments effected in further from time to time and that the terms and conditions as specified above be suitably amended to give effect to the same subject to the approval of the members."





Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
TEL. : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com

**CIN:-L17115PB1998PLC021084**

Resolved further that Sh. Sandeep Jindal, Managing Director of the company be and is hereby authorized to complete all legal and procedural formalities in this regard.

**Item No. 7 :**

Reappointment of Sh. Ramesh Jindal as Wholetime Director of the company.

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the resolution passed for recommendations and approval of the Nomination And Remuneration Committee the consent of the members of the company is accorded to the reappointment and payment of remuneration to Sh. Ramesh Jindal (DIN : 01923895) as Wholetime Director of the company be and is hereby accorded to the reappointment of Sh. Ramesh Jindal as Wholetime Director of the company for the period of 1(One) year w.e.f. 1<sup>st</sup> July, 2014 upto 30<sup>th</sup> June, 2015 at a monthly remuneration of Rs. 1,00,000/- (Rs. One Lac) including perquisites, if any.

Resolved further that Sh. Ramesh Jindal shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
- c) encashment of leave at the end of tenure.

Resolved further that the Board of Directors be and is hereby authorised to vary, increase, expand or enhance the scope of remuneration and perquisites to the extent to which they may be enhanced, enlarged, widened, altered or varied in accordance with any provisions regarding payment of managerial remuneration under the Companies Act, 2013 together with any amendments effected in further from time to time and that the terms and conditions as specified above be suitably amended to give effect to the same subject to the approval of the members."

Resolved further that Sh. Sandeep Jindal, Managing Director of the company be and is hereby authorized to complete all legal and procedural formalities in this regard.





# JINDAL COTEX LIMITED



Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
TEL. : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com

CIN:-L17115PB1998PLC021084

## Item No. 8 :

To borrow sums of monies together with the monies already borrowed by the company.

"Resolved that pursuant to the provisions of Section 180 (1)(c) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 1956 and Companies Act, 2013 including any statutory modifications or re-enactments thereof, the consent of the company be and is hereby accorded to the board of directors to borrow from time to time as they may think fit, any sum or sums of monies together with the monies 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 for the time being of the paid up capital of the company and its free reserves that is to say reserves not set apart for any specific purpose provided that the maximum amount so borrowed by the Board of Directors of the company shall not at any time exceed Rs. 750.00 crores (Rs. Seven Hundred fifty crores)."

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

## Item No. 9 :

To mortgage and/or hypothecate movable and immovable properties of the company for charges to be created in favour of the Company's Bankers and/or Financial Institutions for the purpose of financial assistance.

"Resolved that pursuant to the provisions of Section 180 (1)(a) of Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and Companies Act, 1956, the consent of the company be and is hereby accorded to the board of directors to mortgage and/or hypothecate and/or charge by mortgage through deposit of title deeds or in any other manner, all the present and/or future movable and immovable properties and whole or substantially the whole of the undertaking of the company for charges to be created in favour of the Company's Bankers and/or Financial Institutions from time to time for the purpose of financial assistance sanctioned or to be sanctioned by such Bank(s) and/or Financial Institutions from time to time in favour of the Company together with the commitment charges costs, charges expenses and other monies payable by the company to said Bank(s) and/or Financial Institution(s)."



WORKS UNIT-II : VILLAGE MANDIALA KALAN, P.O. BIJA, TEH. KHANNA, DISTT. LUDHIANA-141 412 (PB.)  
TEL. : 91 1628 264842, 289842, 322288



# JINDAL COTEX LIMITED

Regd. Office : V.P.O. JUGIANA, G.T. ROAD, LUDHIANA - 141 420 (Pb.)  
TEL. : 91-161-2511840, 2511841, 2511842, 98767-60111 FAX : 91-161-2511843  
E-MAIL : info@jindalcotex.com, jcl@sify.com WEBSITE :www.jindalcotex.com



CIN:-L17115PB1998PLC021084

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board, be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding."

## Item No. 10 :

To provide loan, give securities, guarantee and to make investments for acquiring the securities of any other body corporate including subsidiaries, associates upto an aggregate amount of Rs. Rs. 200.00 crores.

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof for the time being enforce)and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to provide loan, give 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.

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required".

The Chairman thanked the members for their participation and announced formal closure of the 17<sup>th</sup> Annual General Meeting of the company.

  
  
CHAIRMAN ★  
28/10/2014