

September 8, 2014

**Declaration of Results of voting conducted by Postal Ballot**

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, approval of the members of the Company was sought to following Special Resolutions, by means of Postal Ballot including e-Voting vide Notice of Postal Ballot dated July 21, 2014.

**Resolution No. 1** - Authorisation to Board of Directors (including its Committee) for borrowings upto Rs. 5,000 million pursuant to Section 180 (1)(c) of the Companies Act, 2013.

**Resolution No. 2** - Authorisation to Board of Directors (including its Committee) for creation of mortgage and/or charge on the Company's properties upto Rs. 10,000 million pursuant to Section 180(1)(a) of the Companies Act, 2013, for securing the borrowings of the Company, its subsidiary, associate and/or joint venture companies(present and future).

As per Scrutinizer's Report dated September 8, 2014, the results of Postal Ballot are as follows:

Particulars	Resolution No. 1 (Special Resolution)	Resolution No. 2 (Special Resolution)
Total Postal Ballot Forms/ e-Voting received	160	160
Less : Invalid Postal Ballot Forms/e-Voting	8	8
Valid Postal Ballot Forms/e-Voting	152	152
Total valid Votes polled	8,216,826	8,216,826
Votes in favour of the Resolution	8,085,279	8,085,263
Votes against the Resolution	131,547	131,563
Percentage of Votes in favour, to total valid Votes polled	98.40	98.40

I, therefore, declare all the above Special Resolutions as passed with requisite majority.

**FOR JUBILANT INDUSTRIES LIMITED**



**(HARI S. BHARTIA)**  
**CHAIRMAN**

A Jubilant Bhartia Company

OUR VALUES



**Jubilant Industries Limited**

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**CIN - L24100UP2007PLC032909**

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

B-88, 1st Floor, Defence Colony, New Delhi - 110 024

Tel. : (011) 4679 0000, Fax : (011) 4679 0012

e-mail : sanjaygrover7@gmail.com

### POSTAL BALLOT REPORT

THE CHAIRMAN,  
JUBILANT INDUSTRIES LIMITED  
L24100UP2007PLC032909  
BHARTIAGRAM, GAJRAULA  
UTTAR PRADESH-244223

Dear Sir,

The Board of Directors of the Company in its meeting held on May 28, 2014 has appointed me as the Scrutinizer to conduct the Postal Ballot Process in respect of the following resolutions:

Resolution Number	Type of Resolution	For
1.	<b>SPECIAL RESOLUTION</b>	Authorisation to Board of Directors (including its Committee) for borrowings upto Rs. 5,000 million pursuant to Section 180 (1)(c) of the Companies Act, 2013.
2.	<b>SPECIAL RESOLUTION</b>	Authorisation to Board of Directors (including its Committee) for creation of mortgage and/or charge on the Company's properties upto Rs. 10,000 million pursuant to Section 180(1)(a) of the Companies Act, 2013, for securing the borrowings of the Company, its subsidiary, associate and/or joint venture companies(present and future).

#### **I submit my report as under:**


1. The Company completed dispatch of postal ballot notices, forms and postage prepaid business reply envelope(s) on August 06, 2014 to its members whose name(s) appeared in the Register of Members as on July 18, 2014 .
2. The shareholders of the Company had option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility, casted their votes on the designated website 'www.evoting.nsdl.com' via NSDL Platform.



3. I monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website.

The votes were unblocked on September 05, 2014 at 6:00 p.m. in the presence of two witnesses, Mr. Gaurav Gurnani, R/o Flat No. 18 B, Pocket B, SFS Flats, Mayur Vihar Phase III, Delhi – 110096 and Ms. Priyanka Bahal, R/o A-377, Defence Colony, New Delhi-110024 who are not in the employment of the company.

They have signed below in confirmation of the votes being unblocked in their presence.

  
Gaurav Gurnani

  
Priyanka Bahal

4. The particulars of all postal ballot forms received from the Members in physical form have been entered in a separate Register maintained for the purpose.
5. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
6. The ballot box was opened after the close of working hours i.e 6:00 p.m. on September 05, 2014 in my presence.
7. The postal ballot forms were scrutinized in my presence and details of shareholders were matched with the Register of Members of the Company as on July 18, 2014. It is further submitted that in case of mis-match of the shareholding as mentioned in the Postal Ballot Forms and RTA records, the Shareholding as found in the RTA records on July 18, 2014 was considered. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled was considered for the purpose of this report.
8. All postal ballot forms received up to the close of working hours on 5<sup>th</sup> September, 2014 were considered and none of the envelopes containing postal ballot forms received after the working hours on 5<sup>th</sup> September, 2014 were considered for the purpose of this report.
9. There were 570 (Five Hundred Seventy) envelopes containing postal ballot form(s), which were returned undelivered & these envelopes were not opened and are separately kept.
10. I did not find any defaced or mutilated ballot papers.



11. The paid up Equity Share Capital of the Company as on July 18, 2014 was Rs. 11,84,94,040 (Rupees Eleven Crores Eighty Four Lacs Ninty Four Thousand and Forty) divided into 1,18,49,404 (One Crore Eighteen Lacs Forty Nine Thousand Four Hundred Four ) Equity Shares of Rs. 10/- (Rupees Ten each).

A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below. Further, the detailed break up of *voting through electronic mode and voting through physical postal ballot forms in respect of Resolution Nos. 1 and 2 are attached to this report & marked as 'Annexure A' and 'Annexure B' respectively.*

12. **RESOLUTION NO. 1:- AUTHORISATION FOR EXERCISING BORROWING POWERS**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	160	8,217,106	82,171,060	69.3462
b) Less: Invalid votes	8	280	2,800	0.0024
c) Net Valid votes casted	152	8,216,826	82,168,260	69.3438
d) Votes with assent for the Resolution	147	8,085,279	80,852,790	68.2336
e) Votes with dissent for the Resolution	5	131,547	1,315,470	1.1102

Please see the workings given under point Nos. A1 & A2 of "Annexure-A" attached to this report.



13. **RESOLUTION NO.2:- AUTHORISATION TO MORTGAGE THE COMPANY'S UNDERTAKINGS/ PROPERTIES**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	160	8,217,106	82,171,060	69.3462
b) Less: Invalid Votes	8	280	2,800	0.0024
c) Net Valid votes casted	152	8,216,826	82,168,260	69.3438
d) Votes with assent for the Resolution	146	8,085,263	80,852,630	68.2335
e) Votes with dissent for the Resolution	6	131,563	1,315,630	1.1103

Please see the workings given under point Nos. B1 & B2 of "Annexure-B" attached to this report.

14. I have, on reckoning the voting rights of the shareholders on the basis of the paid up value of the shares registered in their names, found that total percentage of assent of total votes in respect of the resolution(s) are as under:

Resolution Number	Total Valid Votes	Votes with Assent	Percentage
	(A)	(B)	(B/A*100)
1.	8,216,826	8,085,279	98.3991
2.	8,216,826	8,085,263	98.3989

Accordingly, all the above-mentioned resolution(s) have been passed by requisite majority.



15. Details of the voting result as per Clause 35A of the Listing Agreement for **Resolution 1:-**


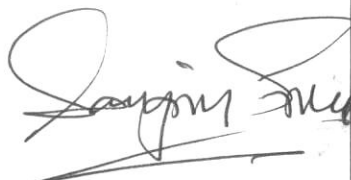
Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstandin g Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	8,166,637	7,887,150	96.5777	7,887,150	-	100.00	0
Public-Institutional Holders	1,016,882	131,009	12.8834	-	131,009	0	100.00
Public-Others	2,665,885	198,667	7.4522	198,129	538	99.7292	0.2708
Total	11,849,404	8,216,826	69.3438	8,085,279	131,547	98.3991	1.6009

16. Details of the voting result as per clause 35A of the Listing Agreement for **Resolution 2:-**

Promoter/ Public	No. of Shares held	No. of Valid Votes Polled	% of Votes Polled on outstanding Shares	No. of Votes-In Favour	No. of Votes Against	% of Votes in Favour on Votes Polled	% of Votes Against on Votes Polled
	-1	-2	(3)=[(2)/(1)]*100	-4	-5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter & promoter Group	8,166,637	7,887,150	96.5777	7,887,150	-	100	0
Public-Institutional Holders	1,016,882	131,009	12.8834	-	131,009	0	100
Public-Others	2,665,885	198,667	7.4522	198,113	554	99.7211	0.2789
Total	11,849,404	8,216,826	69.3438	8,085,263	131,563	98.3989	1.6011



17. I will hand over the postal ballot forms and other related papers/ registers and records for safe custody of the Company after signing the minutes by the Chairman.
18. You may accordingly declare the result of the voting by Postal Ballot.

 <p>Place : New Delhi Date : September 8, 2014</p>	<p><b>For SANJAY GROVER &amp; ASSOCIATES (COMPANY SECRETARIES)</b></p>  <p><b>(SANJAY GROVER) SCRUTINIZER C.P. No.:3850</b></p>
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**Annexure-A**

A detailed summary of the postal ballot in respect of **Resolution 1** is given herein below:

**A1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
<b>Total Valid votes</b>	<b>72</b>	<b>8,021,609</b>	<b>80,216,090</b>	<b>67.6963</b>
(a) Net Valid Votes	72	8,021,609	80,216,090	67.6963
(b) Votes with Assent	68	7,890,064	78,900,640	66.5862
(c) Votes with dissent	4	131,545	1,315,450	1.1101

**A2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	88	195,497	1,954,970	1.6498
b) Less : Invalid Votes	8	280	2,800	0.0024
c) Net Valid votes casted	80	195,217	1,952,170	1.6475
d) Votes with assent for the Resolution	79	195,215	1,952,150	1.6475
e) Votes with dissent for the Resolution	1	2	20	0.0000





**Annexure-B**

A detailed summary of the postal ballot in respect of **Resolution 2** is given herein below:

**B1. VOTING THROUGH ELECTRONIC MODE:**

Particulars	No of shareholders	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	
<b>Total Valid votes</b>	<b>72</b>	<b>8,021,609</b>	<b>80,216,090</b>	<b>67.6963</b>
(a) Net Valid Votes	72	8,021,609	80,216,090	67.6963
(b) Votes with Assent	68	7,890,064	78,900,640	66.5862
(c) Votes with dissent	4	131,545	1,315,450	1.1101

**B2. VOTING THROUGH PHYSICAL POSTAL BALLOT FORM:**

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid-up Equity Capital
a) Total votes received	88	195,497	1,954,970	1.6498
b) Less : Invalid Votes	8	280	2,800	0.0024
c) Net Valid votes casted	80	195,217	1,952,170	1.6475
d) Votes with assent for the Resolution	78	195,199	1,951,990	1.6473
e) Votes with dissent for the Resolution	2	18	180	0.0002

