



## JUBILANT INDUSTRIES LIMITED

Registered Office: Bhartiagram, Gajraula - 244 223  
District - Amroha, Uttar Pradesh, India

### NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of members of Jubilant Industries Limited will be held as under:

DAY : TUESDAY  
DATE : AUGUST 27, 2013  
TIME : 1:30 P.M.  
VENUE : REGISTERED OFFICE:  
BHARTIAGRAM, GAJRAULA - 244 223  
DISTRICT AMROHA, UTTAR PRADESH, INDIA

to transact the following business:

#### ORDINARY BUSINESS

1. To consider and adopt the Balance Sheet of the Company as at March 31, 2013, the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Directors thereon.
2. To appoint a Director in place of Mr. R. Bupathy who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ghanshyam Dass who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. S. K. Roongta who retires by rotation and being eligible, offers himself for re-appointment.
5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration Number 304153E with the Institute of Chartered Accountants of India), the Statutory Auditors of the Company, who retire but, being eligible, offer themselves for re-appointment, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of 7th Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of actual amount of out-of-pocket expenses and service tax.”

#### SPECIAL BUSINESS

6. 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 269 and all other applicable provisions, if any, of the Companies Act 1956 read with Schedule XIII to the said Act, as amended by the Central Government from time to time (including any statutory modification or re-enactment thereof, for the time being in force) and subject to the approval of Central Government, if required, consent be

and is hereby accorded for appointment of Mr. Videh Kumar Jaipuria as Managing Director of the Company for a period of 3(three) years from March 1, 2013 to February 29, 2016 without any remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.”

7. 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 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modifications or re-enactments thereof), consent be and is hereby accorded to the Board of Directors of the Company (including a Committee constituted by the Board for this purpose), to provide security by creation of mortgage/pledge/hypothecation etc. on the immoveable and/or moveable properties of the Company and/or charge on the whole or substantially the whole of one or more undertakings of the Company wherever situated, present and future, in favour of Scheduled Banks, Foreign Banks, Financial Institutions, NBFCs, Mutual Funds, Insurance Companies or any other category of lender, in India or abroad to secure loans in Indian Rupees or Foreign Currency, guarantees, working capital facilities and/or any other financial assistance obtained/to be obtained by subsidiary, associate and/or joint venture companies (present and future) from one or more of the aforesaid Lender(s) upto an aggregate amount not exceeding ₹5,000 million (Rupees Five Thousand Million only) outstanding at any point of time together with interest at the respective agreed rates, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption and other costs, charges and expenses.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including a Committee constituted by the Board for this purpose) be and is hereby authorised to do all such acts, deeds, things and execute documents as may be incidental and consequential thereto, to give effect to the aforesaid resolution.”

By Order of the Board  
For Jubilant Industries Limited

Place: Noida  
Date: May 8, 2013

Deepak Gupta  
Company Secretary

**Notes:**

1. Explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of resolutions set out under Item Nos.6 and 7 above, is annexed.
2. Information regarding the Directors proposed to be appointed/re-appointed pursuant to Clause 49 (IV) (G) of the Listing Agreement with Stock Exchanges is annexed.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF. A PROXY NEED NOT BE A MEMBER.

PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

4. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The Register of Members of the Company will be closed from Friday, August 16, 2013 to Tuesday, August 27, 2013 (both days inclusive).
6. Members who hold shares in physical form in multiple folios with identical names or hold multiple joint accounts in the same order of names, are requested to send the share certificates to the Company's RTA for consolidation into a single folio.
7. In terms of Section 109A of the Act, member(s) of the Company may nominate a person on whom the shares held by him/them shall vest in the event of his/ their unfortunate death. Member(s) desirous of availing this facility may submit nomination in Form 2B.
8. The Company has a dedicated e-mail address "investorsjil@jubl.com" for shareholders to mail their queries or lodge complaints, if any. The Company will endeavour to reply to their queries at the earliest.
9. Certificate from Auditors regarding compliance of SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 shall be placed at the Annual General Meeting.
10. The Company's website "www.jubilantindustries.com" has a dedicated section on Investors.
11. SEBI has placed the Company's shares under compulsory demat i.e. transactions in the Company's shares are required to be done only in the demat form. Further, considering the advantages of scripless trading like exemption from stamp duty, elimination of bad deliveries, reduction in transaction costs, improved liquidity etc., members are requested to consider dematerialisation of their shareholding, if not already done, to avoid inconvenience in future.

12. Members or every person purchasing the shares of the Company in physical form are requested to furnish a copy of Permanent Account Number (PAN) in compliance of SEBI Circular no MRD/DoP/Cir-05/2009 dated 20th May, 2009 and all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, change in name etc.
  - a) to their Depository Participant (DP) in respect of equity shares held in electronic form (Demat Account), and
  - b) to the RTA/ Company at its registered office, in respect of equity shares held in physical form.
13. The Securities and Exchange Board of India (SEBI) vide its Circular Ref. No. MRD/DoP/SE/RTA/Cir-03/2010 dated January 07, 2010 has clarified that it shall be mandatory to furnish a copy of PAN in the following cases:
  - a) Deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders.
  - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
  - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

Members are requested to adhere to the above guidelines.

14. Queries on the Annual Report and operations of the Company, if any, may be sent to the Company at least seven days prior to the date of the Meeting so that the answers may be provided at the Meeting.
15. All correspondence may be sent to the RTA at the following address:

Alankit Assignments Limited,  
(Unit: Jubilant Industries Limited)  
Alankit House, 2E/21, Jhandewalan Extension,  
New Delhi - 110 055, India  
Phone: +91 - 11 - 23541234/42541234  
Fax: +91 - 11 - 42541967  
Email : rta@alankit.com
16. Green Initiative– Shareholders are requested to participate in the Green Initiative by providing their name, shareholding details, email- id and consent to receive the Annual Reports and other documents permissible to be sent through electronic mode, by sending an email at rta@alankit.com

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

**ITEM NO. 6**

Mr. Videh Kumar Jaipurian was working as CEO & Whole Time Director of the Company. He ceased to be the Whole-time director of the Company w.e.f March 1, 2013. He was appointed as Managing Director of the Company for a period of 3(three) years from March 1, 2013 to February 29, 2016 without any remuneration.

Mr. Videh Kumar Jaipurkar is B. Tech in Chemical Engineering from IIT, Delhi. He also holds a Masters' Degree in Management Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai.

He has over two decades of rich experience in FMCG, Retail and Consumer Durables, with both MNCs as well as Indian companies. He has worked at both strategic and operating levels in his previous assignments as Business Head and Functional Head. He has been closely associated with the areas of Business Strategy, Sales and Marketing, Manufacturing and Supply Chain Operations.

Prior to joining Jubilant Industries Ltd., Mr. Videh Kumar Jaipurkar was working with Bunge India Ltd. as Vice President - Foods Business. He has also held senior management positions with Blow Plast and Britannia Industries in the past.

Except Mr. Videh Kumar Jaipurkar, no other Director is concerned or interested in the resolution.

The Board of Directors is of the view that appointment of Mr. Videh Kumar Jaipurkar as Managing Director is in the best interest of the Company and therefore, commends the resolution for approval.

#### ITEM NO. 7

The Company from time to time is required to provide security by way of mortgaging its moveable and immovable properties in favour of Scheduled Banks, Foreign Bank, Financial Institutions, NBFCs, Mutual Funds, Insurance Companies or any other category of lender, in India or abroad to secure loans in Indian Rupees or Foreign Currency, guarantees, working capital facilities and/or any other financial assistance obtained/to be obtained by subsidiary, associate and/or joint venture companies (present and future) from one or more aforesaid Lender.

Providing of such security, attracts the provisions of Section 293(1)(a) of Companies Act, 1956, as per which approval of shareholders is required. Hence, it is proposed to authorize the Board to provide such security as may be necessary from time to time for securing financial assistance upto ₹5,000 million (Rupees Five Thousand Million only), outstanding at any point of time, obtained or to be obtained by subsidiary, associate and/or joint venture companies (present and future).

None of the Directors of the Company is, in any way, concerned or interested in the resolution.

The Board commends the resolution for approval.

#### INFORMATION REGARDING THE DIRECTORS PROPOSED TO BE APPOINTED/RE-APPOINTED PURSUANT TO CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT WITH STOCK EXCHANGES

##### 1. MR. VIDEH KUMAR JAIPURIAR

Mr. Videh Kumar Jaipurkar, aged 49 years, is CEO & Managing Director of the Company. He is B.Tech in Chemical Engineering from IIT, Delhi. He also holds a Masters' Degree in Management Studies from Jamnalal Bajaj Institute of Management Studies, Mumbai.

He has over two decades of rich experience in FMCG, Retail and Consumer Durables, with both MNCs as well

as Indian companies. He has worked at both strategic and operating levels in his previous assignments as Business Head and Functional Head. He has been closely associated with the areas of Business Strategy, Sales and Marketing, Manufacturing and Supply Chain Operations.

Prior to joining Jubilant Industries Ltd., he was working with Bunge India Ltd. as Vice President - Foods Business. He has also held senior management positions with Blow Plast and Britannia Industries in the past.

His directorships in other companies are:

- Jubilant Agri and Consumer Products Limited - Whole-time Director
- Fertiliser Association of India - Director

He also holds the membership of Investors' Grievance Committee of Jubilant Industries Limited.

He is not holding any Equity Share in the Company.

##### 2. MR. R. BUPATHY

Mr. R. Bupathy, aged 61 years, is an Independent Director on the Board of the Company. He is a Fellow member of The Institute of Chartered Accountants of India ("ICAI"). He is also a past president of the ICAI. He is the founder partner of R. Bupathy & Co, Chartered Accountants, an Indian public accounting firm, which is a member of AGN International Global Network. He is also a Member of the Advisory Board of Vel's Institute of Business Administration. Other important positions held by him include memberships of Education Committee of International Federation of Accountants, an apex body for Accountants worldwide for the term 2003-2006; Central Board Advisory Committee, CBDT; Board Member, Insurance Regulatory and Development Authority of India, Study Group constituted by World Bank for the Study of Corporate Governance in India, National Accounting Standard Committee of Department of Company Affairs and Accounting Standard Board of the SEBI. He was Director of Accounting Research Foundation, ICAI for a period of eight years and also Chairman of International Fiscal Association India Branch - Southern Region Chapter for the term 2006- 2008. He is a recipient of the Paramacharya Award and also Certification Award given by Confederation of Asia Pacific Accountants for his contributions to the Accounting Profession.

His directorships in other companies are:

- Geojit BNP Paribas Financial Services Limited
- Geojit Technologies Private Limited
- Jubilant Agri and Consumer Products Limited

Mr. Bupathy is Chairman of the Audit Committee of Jubilant Industries Limited and Geojit BNP Paribas Financial Services Limited.

He is also Chairman of the Shareholders' Grievance Committee of Geojit BNP Paribas Financial Services Limited.

He is not holding any Equity Share in the Company

### 3. MR. GHANSHYAM DASS

Mr. Ghanshyam Dass, aged 61 years, is an Independent Director on the Board. He holds Bachelor's degree with Honors in Economics from Delhi University, New Delhi, and Masters' degree in Linguistics (an Inter Disciplinary Course) from Jawaharlal Nehru University, New Delhi. Currently, he is a Senior Advisor of KPMG, NASDAQ OMX Group and Special Advisor to STJ Advisors LLP, UK. He has over 32 years of experience in domestic, international banking and capital markets. He is familiar with the regulatory and business environment in USA, European Union, South East Asia, The Middle East, India and other major money-centre locations. He joined NASDAQ OMX Group in 2000 and until February 2009, he was Managing Director – Asia Pacific & Middle East, prior to which he was General Manager and Chief Executive of Majan International Bank (a subsidiary of Commerz Bank A.G., Frankfurt, Germany) in the Sultanate of Oman. He also worked on several assignments, including the British Bank of the Middle East for two years as the Chief Executive Officer for its India operations, and with the Hongkong and Shanghai Banking Corporation for over ten years as Manager – South Asia & Middle East, Financial Institutions Group amongst other assignments. In his early career, he spent over nine years with US Educational Foundation in India (as Research Assistant to a Senior Fullbright Scholar), Bank of India, Wells Fargo Bank, San Francisco (as Assistant Representative for India) and Marine Midland Bank, N.A, New York (before being seconded to Hongkong and Shanghai Banking Corporation, India in January 1986).

His directorships in other companies are:

- Jain Irrigation Systems Limited
- Powerica Limited
- Mayar Infrastructure Development Private Limited
- Online Recharge Services Pvt. Ltd
- Estel Technologies Pvt. Ltd

Mr. Dass is Chairman of the Audit Committee of Jain Irrigation Systems Limited and Powerica Limited and member of Audit Committee of Jubilant Industries Limited and Mayar Infrastructure Development Private Limited.

He is not holding any Equity Share in the Company.

### 4. MR. S. K. ROONGTA

Mr. S. K. Roongta, aged 63 years, is an Independent Director on the Board of the Company. He holds a Bachelor's degree in Electrical Engineering from Birla Institute of Technology and Science, Pilani, Post Graduate Diploma in Business Management – International Trade from Indian Institute of Foreign Trade, New Delhi and is a Fellow of All India Management Association. He joined Steel Authority of India Limited in 1972 as Executive (Marketing) and rose to the position of Executive Chairman in August 2006. He was the first Chairman of International Coal Ventures Limited. He headed a Panel of Experts on Reforms in Central Public Sector Enterprises set up by Planning Commission. He is Chairman of Steel Committee, FICCI and Chairman of Board of Governors, Indian Institute of Technology, Bhubaneshwar. He is also a member of Board of Governors of JKL University.

His directorships in other companies are:

- Neyveli Lignite Corporation Limited - Director
- The Shipping Corporation of India Limited - Director
- Hindustan Petroleum Corporation Limited - Director
- ACC Limited - Director
- Vedanta Aluminium Limited - Managing Director
- Talwandi Sabo Power Limited - Chairman
- Bharat Aluminium Company Limited - Vice Chairman
- Sterlite Energy Limited - Director

Mr. Roongta is Chairman of the Investors' Grievance Committee of Jubilant Industries Limited.

He is also a member of the Audit Committee of Hindustan Petroleum Corporation Limited, Sterlite Energy Limited, ACC Limited and Talwandi Sabo Power Limited.

He is not holding any Equity Share in the Company.

**By Order of the Board  
For Jubilant Industries Limited**

**Place : Noida  
Dated : May 8, 2013**

**Deepak Gupta  
Company Secretary**