

Jubilant Industries Limited

CIN: L24100UP2007PLC032909

Registered Office: Bhartiagram, Gajraula - 244 223, District Amroha, Uttar Pradesh, India Website: www.jubilantindustries.com; Email: investorsjil@jubl.com; Phone: +91-5924-252353-60, Fax: +91-5924-252352

NOTICE

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

DAY : TUESDAY

DATE: SEPTEMBER 2, 2014

TIME : 2.30 PM

VENUE: REGISTERED OFFICE:

BHARTIAGRAM, GAJRAULA - 244 223 DISTRICT AMROHA, UTTAR PRADESH, INDIA

to transact the following business:

ORDINARY BUSINESS

- To consider and adopt the Audited Financial Statements
 of the Company for the year ended March 31, 2014
 including Balance Sheet of the Company as at March 31,
 2014, 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. Shamit Bhartia (DIN 00020623) who retires by rotation and being eligible, offers himself for re-appointment.
- 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 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder, 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 the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of thirteenth Annual General Meeting (subject to the ratification by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as agreed upon by the Board of Directors and the Auditors, in addition to the reimbursement of actual out-of-pocket expenses and service tax thereon."

SPECIAL BUSINESS

 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing

Agreement (including any statutory modification(s) or re-enactment thereof), Ms. Shivpriya Nanda (DIN- 01313356), who was appointed as an Additional Director and holds office upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

- 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. R Bupathy (DIN-00022911), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."
- 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Ghanshyam Dass (DIN-01807011), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."
- 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Mr. Sushil Kumar Roongta

(DIN- 00309302), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

 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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof), Dr. Ashok Misra (DIN-00006051), who was appointed as a Director liable to retire by rotation, pursuant to the provisions of Companies Act, 1956, be and is hereby appointed as an Independent Director of the Company with effect from September 2, 2014 upto March 31, 2019 and shall not be liable to retire by rotation."

By Order of the Board For Jubilant Industries Limited

Date: May 28, 2014 Deepak Gupta
Place: Noida Company Secretary

Notes:

- Explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') in respect of Special Business to be transacted under Item Nos. 4 to 8 set out above at the Eighth Annual General Meeting ('AGM'), 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/ PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERSELF. PROXY/PROXIES NEED NOT BE MEMBER OF THE COMPANY.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY (DULY COMPLETED, STAMPED AND SIGNED), NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS/PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING. A PROXY FORM IS SENT HEREWITH.

Proxies submitted on behalf of bodies corporate, associations, firms etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organisation.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

- 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.
- The Register of Members and Share Transfer Books of the Company will be closed from Saturday, August 23, 2014 to Tuesday, September 2, 2014 (both days inclusive).
- 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 Registrar and Share Transfer Agent (RTA) for consolidation into a single folio.
- 7. In terms of Section 72 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 prescribed Form SH-13 with the Registrar and Share Transfer Agent. In respect of shares held in dematerialised form, the nomination form may be filed with respective Depository Participant.
- 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 your queries at the earliest.
 - The Company's website "www.jubilantindustries.com" has a dedicated section on Investors.
- Certificate from Auditors regarding compliance of SEBI (Employee Stock Option Scheme & Employee Stock Purchase Scheme) Guidelines, 1999 shall be placed at the AGM.
- 10. Securities and Exchange Board of India (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.
- 11. 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 May 20, 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.
- 12. The Securities and Exchange Board of India (SEBI) vide its Circular Ref. No. MRD/DoP/SE/RTA/Cir-03/2010 dated January 7, 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.

- 13. 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.
- 14. All correspondence may be sent to the RTA at the following address:

Alankit Assignments Limited (Unit: Jubilant Industries Limited) 205-208, Anarkali Complex Jhandewalan Extension, New Delhi - 110 055. India

Phone: +91 - 11 - 23541234/42541234

Fax: +91 - 11 - 42541967 Email : rta@alankit.com

- 15. Green Initiative— Members who are yet to register/ update their email addresses with the Company or with the Depository Participant are once again requested to register/update the same. Members holding shares in physical form may get their email addresses registered/updated 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 investorsjil@jubl.com or rta@alankit.com.
- 16. Copies of the Annual Report for FY 2013-14 and the Notice of the AGM alongwith the Attendance slip and Proxy Form are being sent by electronic mode only to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
- 17. The Notice is being sent to all the members of the Company whose names appear in the Register of Members / Record of Depositories as on Friday, July 18, 2014 ("Cut-Off date" or "Record date").
- Members may also note that the Notice of the AGM and the Annual Report for FY 2013-14 will also be available on the website of the Company www.jubilantindustries.com
- 19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 a.m. to 1.00 p.m.) on all working days except Saturdays, up to the date of AGM.

20. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with Stock Exchanges, the Company has engaged the services of NSDL to provide the facility of electronic voting (e-Voting) on all resolutions set forth in this Notice.

Process and manner of e-Voting facility for members of the Company to enable them to cast their votes electronically is as under:

A. In case of Members who receive the Notice in electronic mode:

- (a) Open the attached PDF file "JIL e-Voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-Voting". Please note that the password is an initial password.
- (b) Launch internet browser by typing the URL https://www.evoting.nsdl.com/
- (c) Click on "Shareholder Login".
- (d) Put User ID and Password as initial password noted in step (a) above and Click Login.
- (e) Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
- (f) Home page of "e-Voting" opens. Click on 'e-Voting: Active Voting Cycles' and select the Electronic Voting Event (EVEN) of Jubilant Industries Limited.
- (g) Now you are ready for e-Voting as 'Cast Vote' page opens.
- (h) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
- (i) Upon confirmation, the message 'Vote cast successfully' will be displayed. Thereafter you will not be allowed to modify your vote.
- (j) Corporate and Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at sanjaygrover7@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case of members who receive the Notice by post:

- (a) User ID and initial Password is provided in the attendance slip for the AGM.
- (b) Please follow the steps from SI. Nos. (b) to (j) mentioned in (A) above, to cast your vote.
- C. Members already registered with NSDL for e-Voting can use their existing user ID and Password for Login. Thereafter please follow the steps from Sl. Nos. (f) to (j) mentioned in (A) above, to cast your vote.
- D. In case of any queries, you may refer to the Frequently Asked Questions for Shareholders and e-Voting User Manual for Shareholders available under the Downloads section of NSDL's e-Voting website www.evoting.nsdl.com. You may also address your queries relating to e-Voting to the e-mail ID investorsjil@jubl.com.

E. The period for e-Voting starts at 9.00 a.m. on Monday, August 25, 2014 and ends at 6.00 p.m. on Wednesday, August 27, 2014. During this period, members of the Company holding shares either in physical form or in dematerialised form, as on Cut-Off date / Record date of July 18, 2014, may cast their votes electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The e-Voting module shall be disabled by NSDL for voting thereafter.

F. General Information:

- (a) Every Client ID No. / Folio No. shall have one e-vote, irrespective of the number of joint holders.
- (b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (c) E-Voting right cannot be exercised by a proxy.
- (d) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) being Friday, July 18, 2014.
- (e) Mr. Sanjay Grover, Practising Company Secretary (FCS No. 4223, C.P. No. 3850) of M/s. Sanjay Grover & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- (f) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward such report forthwith to the Chairman of the Company.
- (g) In the event of poll at the AGM, members who have exercised their right to vote through electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon shall be prepared in accordance with Section 109 of the Act read with relevant rules. In such an event, votes cast under Poll taken together with the votes cast through e-Voting shall be counted for the purpose of passing of resolution(s). No voting by show of hands will be allowed at the meeting.
- (h) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the 8th AGM scheduled to be held on Tuesday, September 2, 2014. The results of voting on the resolutions set out in the Notice shall be declared on or after the meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.jubilantindustries. com and on the website of NSDL, within two days of the passing of the resolutions at the 8th AGM and the results shall also be communicated to Stock Exchanges.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Pursuant to the provisions of Section 260 of the Companies Act, 1956 (corresponding to Section 161(1) of the Companies Act, 2013) ('the Act') read with Article 88 of the Articles of Association of the Company, the Board of Directors ('the Board') co-opted Ms. Shivpriya Nanda as an Additional Director (Non-executive) of the Company with effect from February 5, 2014. In terms of the provisions of Section 161(1) of the Act, she will hold office up to the date of this Annual General Meeting.

As per the provisions of Section 149 of the Act read with the Rules made thereunder, an independent director shall hold office for a term up to 5 (five) consecutive years on the Board of a company and not liable to retire by rotation. Further, as per the provisions of Section 149 of the Act read with Rules made thereunder, every listed company should have at least one Woman Director on the Board.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Shivpriya Nanda for the office of Director of the Company. The Company has also received declaration from Ms. Shivpriya Nanda that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and Clause 49 of the Listing Agreement with Stock Exchanges.

Ms. Shivpriya Nanda is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director.

In the opinion of the Board, Ms. Shivpriya Nanda fulfills the conditions for her appointment as an Independent Director as specified in the Act and the Listing Agreement and is independent of the management of the Company.

Ms. Shivpriya Nanda, a law graduate from University of Delhi, is a partner of J. Sagar Associates, a leading law firm. She possesses appropriate skills, experience and knowledge, inter alia, in the field of corporate laws, corporate structuring, Joint Venture Agreements, Commercial Contracts, Foreign Direct Investment, etc. She also has substantial experience in Litigation & Arbitration, including International Arbitration.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Ms. Shivpriya Nanda is appointed as an Independent Director.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the Board recommends the resolution relating to the appointment of Ms. Shivpriya Nanda as Independent Director from the date of this meeting to March 31, 2019, not liable to retire by rotation, for approval of members of the Company by way of an Ordinary resolution.

The terms and conditions of appointment of Ms. Shivpriya Nanda shall be open for inspection by members at the Registered Office of the Company on all working days, except Saturdays, during business hours (from 11.00 a.m. to 1.00 p.m.) upto the date of the Meeting. The said terms and conditions are also posted on the Company's website www.jubilantindustries.com.

Excepting Ms. Shivpriya Nanda, being an appointee, none of

the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

ITEM NOS. 5 to 8

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreement entered with the Stock Exchanges, appointed Mr. R Bupathy (DIN-00022911), Mr. Ghanshyam Dass (DIN-01807011), Mr. Sushil Kumar Roongta (DIN-00309302) and Dr. Ashok Misra (DIN-00006051), as Independent Directors at various times, liable to retire by rotation, in compliance with the requirements of the said clause.

As per the provisions of Section 149(4) of the Companies Act, 2013 ('the Act') which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

Each of the above Directors have given their consents for their appointments and declarations to the Board that they meet the criteria of independence as prescribed both under Section 149 (6) of the Act and Clause 49 of the Listing Agreement with Stock Exchanges. None of the above Directors are disqualified from being appointed as a Director in terms of Section 164 of the Act.

Notices under Section 160 of the Companies Act, 2013 have been received from members proposing candidatures of each of the above Directors alongwith requisite deposits.

The Board of Directors ('the Board') consider that continued association of these Directors would be of immense benefit to the Company and it is desirable to continue to avail their services. In the opinion of the Board, all the above Directors fulfill the conditions specified in the Act read with the Rules made thereunder and the Listing Agreement with the Stock Exchanges for appointment as Independent Directors and they are independent of the management.

In compliance with the provisions of Section 149 read with Schedule IV of the Act, the Board recommends the resolutions relating to their appointments for approval of members of the Company by way of Ordinary Resolutions.

The terms and conditions of appointment of above Directors shall be open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours (from 11.00 a.m. to 1.00 p.m.) upto the date of the Meeting. The said terms and conditions are also posted on the Company's website www.jubilantindustries.com.

Mr. R. Bupathy, Mr. Ghanshyam Dass, Mr. Sushil Kr. Roongta and Dr. Ashok Misra may be deemed to be concerned or interested in the resolutions of the accompanying Notice relating to their own appointments. None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in these

The brief profile of the Independent Directors to be appointed are given below:

Mr. R. Bupathy

He is a Fellow member & past president of the Institute of Chartered Accountants of India (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. Other important positions held by him include 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 SEBI. He was a Director of Accounting Research Foundation, ICAI for a period of eight years. 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. He is currently a member of India Advisory Board of World Education Foundation, U.K.

Mr. Ghanshyam Dass

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 to KPMG, NASDAQ OMX Group and Special Advisor to STJ Advisors LLP, UK. He has over 37 years of experience in domestic, international banking and capital markets. 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 had been Chief Executive Officer of British Bank of the Middle East for its India operations, Manager of Hongkong and Shanghai Bank Corporation for South Asia and Middle East for over ten years. He had been associated with US Educational Foundation in India (as Research Assistant to a Senior Fullbright Scholar), Bank of India, Wells Fargo Bank N.A.(As a Assistant Representative for India) and Marine Midland Bank, N.A, (before being seconded to Hongkong and Shanghai Banking Corporation, India in January 1986).

Dr. Ashok Misra

He is B.Tech. in Chemical Engineering from Indian Institute of Technology, Kanpur and M.S. in Chemical Engineering from Tufts University, Medford, MA, USA. He was conferred a Doctorate Degree in Polymer Science & Engineering by the University of Massachusetts, Amherst, USA in 1974.

Presently, Dr. Ashok Misra is Chairman-India, Intellectual Ventures. He is on the Board of Governors of the Indian Institute of Technology, Delhi and Member of the IIT Council. He is also member of Advisory Board and Investment Committee of Aditya Birla Private Equity. He is a Fellow of the Indian National Academy of Engineering (INAE) and a Fellow as well as past President of the National Academy of Sciences, India (NASI).

He is the Founder President of the Polymer Processing Academy and past President of the Society of Polymer Science, India. He has rich experience in the field of Polymer Science and Engineering .

He has been conferred with many awards of National and International importance for his contribution to Education and the Society.

Mr. Sushil Kumar Roongta

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. Mr. Roongta is Vice Chairman of Bharat Aluminium Company Limited and Heads Vedanta Group's Aluminium & Power Business. He headed a Panel of Experts on Reforms in Central Public Sector Enterprises set up by the Planning Commission. He is Chairman of Steel & Metal Committee, FICCI and Chairman of National Expert Committee on Minerals & Metals

of Indian Chamber of Commerce. He is Chairman of Board of Governors, Indian Institute of Technology, Bhubaneshwar. He is also a member of Board of Governors of JKL University.

By Order of the Board For Jubilant Industries Limited

Date: May 28, 2014 Deepak Gupta
Place: Noida Company Secretary

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Particulars	Mr. Shamit Bhartia	Ms. Shivpriya Nanda	Mr. R. Bupathy
Date of Birth	April 27, 1979	May 4, 1963	September 10, 1951
Date of Appointment	January 14, 2012	February 5, 2014	November 26, 2010
Qualifications	Bachelor's degree in Economics from Dartmouth College, USA.	B.A. (Hons) from Lady Shri Ram College, New Delhi LL.b. from University of Delhi.	F.C.A.
Expertise in specific functional areas	Business Financial Analysis and Planning.	Corporate Laws, Commercial practice including Mergers & Acquisitions, Corporate structuring and Arbitration, Foreign Direct Investments etc.	Accountancy
Directorships held in other Public companies (excluding foreign and private companies)	 Earthstone Holding (Two) Ltd. The Birla Cotton Spinning And Weaving Mills Ltd. HT Media Ltd. The Hindustan Times Ltd. Firefly E-Ventures Ltd. HT Digital Media Holdings Ltd HT Learning Centers Ltd. Hindustan Media Ventures Ltd. Goldmerry Investment and Trading Company Ltd. BCM Holding Ltd. Birla Real Estate Ltd. Earthstone Investment and Finance Ltd. Jubilant Agri and Consumer Products Ltd. 	None	 Geojit BNP Paribas Financial Services Ltd. Jubilant Agri and Consumer Products Ltd.
Chairman/ Member of the committee(s) of the Board of Directors of the Company	None	None	 Chairman Audit Committee Member Remuneration Committee Corporate Governance Committee
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he/she is director	Chairman Audit Committee - Firefly E-Ventures Ltd. Member Audit Committee - HT Media Ltd. - HT Digital Media Holdings Ltd. - HT Learning Centers Ltd. Clause 41 of Listing Agreement - HT Media Ltd. Banking & Finance - HT Media Ltd. Nomination and Remuneration Committee	None	Chairman Audit Committee - Geojit BNP Paribas Financial Services Ltd. - Jubilant Agri and Consumer Products Ltd. Member Nomination and Remuneration Committee - Jubilant Agri and Consumer Products Ltd. Sustainability and Corporate Social Responsibility Committee - Jubilant Agri and Consumer
	Jubilant Agri and Consumer Products Ltd.		Products Ltd.

Particulars	Dr. Ashok Misra	Mr. Ghanshyam Dass	Mr. Sushil Kr. Roongta
Date of Birth	July 30, 1947	July 11, 1952	May 9, 1950
Date of Appointment	January 14, 2012	November 26, 2010	November 26, 2010
Qualifications	B.Tech. in Chemical Engineering from IIT, Kanpur M.S. in Chemical Engineering from Tufts University, Medford, MA,USA. Ph.D. in Polymer Science & Engineering, University of Massachusetts, Amherst, USA	B.A. (H) in Economics from University of Delhi Masters' degree in Linguistics from Jawaharlal Nehru University, New Delhi.	Bachelor's degree in Electrical Engineering from BITS, Pilani, PGDM– International Trade from IIFT, New Delhi
Expertise in specific functional areas	Polymer Science and Engineering	Domestic and International Banking and Capital markets	Wide Business experience, particularly in Steel and Power.
Directorships held in other Public companies (excluding foreign and private companies)	 Reliance Industries Ltd Jubilant Agri and Consumer Products Ltd. 	 Jain Irrigation System Ltd Powerica Ltd. Estel Technologies Ltd. Avighna India Ltd. Jubilant Agri and Consumer Products Ltd. 	 ACC Ltd. Talwandi Sabo Power Ltd. Bharat Aluminium Company Ltd. Jubilant Agri and Consumer Products Ltd.
Chairman/ Member of the committee(s) of the Board of Directors of the Company	Member - Audit Committee - Compensation Committee	Chairman - Remuneration Committee - Compensation Committee Member - Audit Committee - Corporate Governance Committee - Sustainability Committee	 Chairman Investors' Grievance Committee Member Remuneration Committee
Chairman/ Member of the committee(s) of the Board of Directors of other Companies in which he is director	Member Shareholders'/Investors' Grievance Committee - Reliance Industries Ltd Advisory Board and Investment Committee - Aditya Birla Private Equity Audit Committee - Jubilant Agri and Consumer Products Ltd.	Chairman Audit Committee Jain Irrigation System Ltd Powerica Ltd. Nomination and Remuneration Committee Jubilant Agri and Consumer Products Ltd. Member Audit Committee Mayar Infrastructure Development Pvt. Ltd. Compensation Committee	Member Audit Committee - ACC Ltd Talwandi Sabo Power Ltd Bharat Aluminium Company Ltd. Nomination and Remuneration Committee - Jubilant Agri and Consumer Products Ltd.
		 Powerica Ltd. Sustainability and Corporate Social Responsibility Committee Jubilant Agri and Consumer Products Ltd. 	

- Investor's Grievance Committee's name has been changed to Stakeholders Relationship Committee w.e.f May 28, 2014
- Sustainability Committee's name has been changed to Sustainability and Corporate Social Responsibility Committee w.e.f May 28, 2014
- Remuneration Committee and Compensation Committee have been dissolved and Nomination, Remuneration and Compensation Committee has been constituted w.e.f. May 28, 2014.
- Mr. Shamit Bhartia being brother of Mr. Priyavrat Bhartia, is related to him. None of the other Directors are related to each other.



Jubilant Industries Limited

CIN: L24100UP2007PLC032909

Registered Office: Bhartiagram, Gajraula - 244 223, District Amroha, Uttar Pradesh, India Website: www.jubilantindustries.com; Email: investorsjil@jubl.com
Phone: +91-5924-252353-60, Fax: +91-5924-252352

PROXY FORM

[FORM MGT - 11]

	[Pursuant t	o Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management	ent and Adm	inistration) Ru	ules, 2014]
Na	me of the n	nember (s) :			
Re	gistered ad	dress:			
E-r	nail ID :				
Fol	io No. / Clie	nt ID*			
DP	ID*				
I/W	e, being th	e member (s) of shares of JUBILANT INDUSTRIES LIMITED	, hereby app	oint:	
1.	Name:	address			
	E-mail ID:	Signature		, fai	iling him / her;
2.	Name:	address			
	E-mail ID:	Signature		, fai	iling him / her;
3.	Name:	address			
	E-mail ID:	Signature		, fai	iling him / her;
as		xy to attend and vote (on a poll) for me/us and on my/our behalf at the 8th Annual Gener			
on	Tuesday,	September 2, 2014 at 2:30 p.m. at Bhartiagram, Gajraula - 244 223, District Amroha, Uttar pect of such resolutions as are indicated below:			
	esolution	Resolution(s)	Vote (Optional, see	Note 6)
	No.	nesolution(s)		mention no.	
			For*	Against	Abstain
Oı	rdinary Bu			1	
	1	Adoption of Audited Financial Statements for the year ended March 31, 2014, together with the reports of the Auditors and Directors thereon.			
	2	Re-appointment of Mr. Shamit Bhartia as Director, who retires by rotation.			
	3	Appointment of M/s. K. N. Gutgutia & Co., Chartered Accountants as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of Thirteenth Annual General Meeting.			
Sp	ecial Bus	iness			
	4	Appointment of Ms. Shivpriya Nanda as an Independent Director with effect from September 2, 2014 upto March 31, 2019, not liable to retire by rotation.			
	5	Appointment of Mr. R Bupathy as an Independent Director with effect from September 2, 2014 upto March 31, 2019, not liable to retire by rotation.			
	6	Appointment of Mr. Ghanshyam Dass as an Independent Director with effect from September 2, 2014 upto March 31, 2019, not liable to retire by rotation.			
	7	Appointment of Mr. Sushil Kumar Roongta as an Independent Director with effect from September 2, 2014 upto March 31, 2019, not liable to retire by rotation.			
	8	Appointment of Dr. Ashok Misra as an Independent Director with effect from September 2, 2014 upto March 31, 2019, not liable to retire by rotation.			
				Affix Revenue Stamp of Re. 1/-	
Sig	ınature of F	Proxy Holder(s)	Signatu	ire of Membei	r

Notes:-

- 1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
- 2. A member entitled to attend and vote is entitled to appoint a proxy to attend and on poll, to vote instead of himself/herself. A proxy need not be a member of the Company.
- 3. Proxies on behalf of Bodies corporate, associations, firms etc. must be supported by appropriate resolution/authority, as applicable.
- 4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- 5. Signature of member should be across a Revenue stamp of Re. 1/-.
- 6. It is optional to indicate your reference. If you leave For, Against or Abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.
- 7. * Applicable for members holding shares in dematerialised form.



	Jubilant Industries I	imited ited Jubilant Industries Lir	
	CIN: L24100UP2007PLC0		
		strict Amroha, Uttar Pradesh, India	
website: www.jubilantindustr	ies.com, Email: investorsjil@jubl.com, Pric ant Industries Limited Jubilant Indu	one: +91-5924-252353-60, Fax: +91-5924-25	32332
	ATTENDANCE SI		
t Industries Liptease Fili	L IN THIS ATTENDANCE SLIP AND HAN		
<u>t Industries Limited Jubila</u>	ant Industries Limited Jubilant Indu	stries Limited Jubilant Industries Lir	mited J
apacity: Member Websites Limited	ant Industries Limited Jubilant Indu		
apacity: Member	Authorised Representation of the		mited J mited J mited J mited J mited J 2:30 p.m
apacity: Member	Authorised Representation of the	tive mited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir	mited J
apacity: Member velocities of the Control of the C	Authorised Representation of the Authorised Representation of the Authorised Representation of the Authorised Representation of the Authorise Limited Jubilant Industries	tive mited Jubilant Industries Linstries Limited Jubilant Industries Linstries Linstries Limited Jubilant Industries Linstries Linstri	mited J mited J mited J Signatur
Applicable for members landstries landstrie	Authorised Representation of the Authorised Representation of the Authorised Representation of the Authorised Representation of the Authorise Limited Jubilant Industries	tive mited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir g held on Tuesday, September 2, 2014 at 2 stries Limited Jubilant Industries Lir stries Lir stries Limited Jubilant Industries Lir stries Lir s	mited J mited J mited J Signature mited J mited J
Applicable for members hold	Authorised Representa and Industries Limited Jubilant Indu	tive mited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir g held on Tuesday, September 2, 2014 at 2 stries Limited Jubilant Industries Lir	mited J mited J mited J Signatur mited J mited J mited J mited J
Applicable for members hold	Authorised Representa and Industries Limited Jubilant Indu	mited Jubilant Industries Linstries Limited Jubilant Industries Linstries Linstries Limited Jubilant Industries Linstries Linstrie	mited J mited J mited J Signatur mited J mited J mited J mited J
apacity: Member	Authorised Representa and Industries Limited Jubilant Indu	tive mited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir stries Limited Jubilant Industries Lir g held on Tuesday, September 2, 2014 at 2 stries Limited Jubilant Industries Lir	mited J mited J mited J Signatur mited J mited J mited J mited J
apacity: Member	Authorised Representa and Industries Limited Jubilant Indu	mited Jubilant Industries Lir stries Limited Jubilant Industries Lir g held on Tuesday, September 2, 2014 at 2 stries Limited Jubilant Industries Lir stries Limited Jubilant	mited J mited J mited J Signatur mited J mited J mited J mited J
apacity: Member disconnection of the Registered Office of the Connection of the Con	Authorised Representa and Industries Limited Jubilant Indu	mited Jubilant Industries Lir stries Limited Jubilant Industries Lir g held on Tuesday, September 2, 2014 at 2 stries Limited Jubilant Industries Lir stries Limited Jubilant	mited J mited J mited J Signatur mited J mited J mited J mited J