



# JUBILANT INDUSTRIES

## Declaration of Results of voting conducted by Postal Ballot/e-Voting

Pursuant to Sections 108 & 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 Resolution, by means of Postal Ballot /e-Voting vide Notice of Postal Ballot dated May 12, 2015:

Type of Resolution	For
<b>Special Resolution</b>	Approval pursuant to Clause 49(V)(G) of Listing Agreement and applicable provisions of the Companies Act, 2013 for the slump sale by Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of the Company, of its undertaking engaged in the business of operating retail hypermarket stores in Bengaluru, India to Aditya Birla Retail Limited, as specified in the resolution.

As per Scrutinizer's Report dated June 20, 2015, the results of Postal Ballot are as follows:

Particulars	Special Resolution
<b>Total Postal Ballot Forms/ e-Voting received</b>	187
<b>Less : Invalid Postal Ballot Forms/e-Voting</b>	15
<b>Valid Postal Ballot Forms/e-Voting</b>	172
<b>Total valid Votes polled</b>	80,95,705
<b>Votes in favour of the Resolution</b>	80,95,392
<b>Votes against the Resolution</b>	313
<b>Percentage of Votes in favour, to total valid Votes polled</b>	<b>99.9961</b>

I, therefore, declare the resolution passed as Special Resolution.

**For Jubilant Industries Limited**

**Sd/-**  
**(Videh Kumar Jaipurkar)**  
**Managing Director**

**Date: June 22, 2015**

A Jubilant Bhartia Company

OUR VALUES



**Jubilant Industries Limited**  
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Budh Nagar - 201 306, UP, India  
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Regd. Office:  
Bhartiagram, Gajraula  
Distt. Amroha-244 223  
UP, India  
CIN: L24100UP2007PLC032909

# SANJAY GROVER & ASSOCIATES

## COMPANY SECRETARIES

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### Scrutinizer Report

The Chairman

**Jubilant Industries Limited**

CIN: L24100UP2007PLC032909

Bhartiagram, Gajraula-244223

District Amroha,

Uttar Pradesh, India

### Report on Result of Postal Ballot/E-Voting

Dear Sir,

In terms of the provisions of Section(s) 108 and 110 of the Companies Act, 2013 read with the Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, I have been appointed as Scrutinizer by **JUBILANT INDUSTRIES LIMITED** ('the Company') in the Board meeting held on May 12, 2015 to conduct the Postal Ballot/ e-voting process in a fair and transparent manner in respect of the following resolution:

Type of Resolution	For
Special Resolution	Approval pursuant to Clause 49(V)(G) of Listing Agreement and applicable provisions of the Companies Act, 2013 for the slump sale by Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of the Company, of its undertaking engaged in the business of operating retail hypermarket stores in Bengaluru, India to Aditya Birla Retail Limited, as specified in the resolution.

#### I submit my report as under:

1. The Company completed dispatch of postal ballot notice(s), forms/or electronic ballot and postage prepaid business reply envelope(s) on Wednesday, May 20, 2015 to its Members whose name(s) appeared in the Register of Members as on Friday, May 08, 2015.
2. The Company has made an advertisement regarding dispatch of postal ballot forms in English Daily "Mint" (All editions) and in Hindi Daily "Hindustan" (Moradabad edition) on Thursday, May 21, 2015.



3. 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 '<https://www.evoting.nsdl.com>' via National Securities Depository Limited (NSDL) e-voting platform.

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

5. The votes were unblocked on Friday, June 19, 2015 after 6.00 p.m. in the presence of two witnesses, Ms. Priyanka Gupta R/o D-1/108, Ratiya Marg, Sangam Vihar, New Delhi- 110080 and Mr. Ishan Mahajan, R/o WZ 57 C Palam Village, New Delhi-110045 who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
Priyanka Gupta

  
Ishan Mahajan

6. The particulars of all postal ballot forms received from the Members in physical form(s) and e-voting report generated from NSDL have been entered in a separate Register maintained for the purpose.

7. The physical Postal Ballots received by post/courier/by hand were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms. The e-voting report was maintained by NSDL in electronic registry.

8. The ballot box was opened after 6:00 p.m. on June 19, 2015 in my presence.

9. All postal ballot forms received and e-votes cast up to 6.00 P.M. on June 19, 2015, the last date and time fixed by the Company for receipt of the postal ballot forms were considered and none of the envelopes containing postal ballot forms received after 6.00 P.M. on June 19, 2015, were considered for the purpose of this report.

10. The postal ballot forms and electronic ballots were matched with the Register of Members of the Company as on Friday, May 8, 2015. 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 May 8, 2015 was considered; there were NIL cases of mis-match. Further if any shareholder voted for lesser number of shares than those held by him, the votes polled were considered for the purpose of this report.

11. There were 85 envelopes containing postal ballot form(s)/Notice(s), which were returned undelivered & these envelopes were not opened and they are separately kept.

12. I did not find any defaced or mutilated ballot paper(s).



13. The shareholders exercised their voting either by electronic or physical mode. There was no shareholder who opted for both the facilities.

14. The total issued & paid up Equity Share Capital of the Company as on May 8, 2015 was Rs 11,84,94,040/- (Rupees Eleven Crore Eighty Four Lacs Ninety Four Thousand and Forty only) divided into 1,18,49,404 (One Crore Eighteen Lacs Forty Nine Thousand Four Hundred Four) shares of Rs. 10 (Rupees Ten) each. Total Issued Share capital of the Company includes 36,765 shares which are lying in the Jubilant Industries Limited "Unclaimed Suspense Account", of which voting rights are frozen till the rightful owners claim these shares pursuant to clause 5A(II)(d) of the Listing Agreement.

15. A Summary of the postal ballot (e-voting and physical mode both) is given hereinafter below.

**SPECIAL RESOLUTION:-** Approval pursuant to Clause 49(V)(G) of Listing Agreement and applicable provisions of the Companies Act, 2013 for the slump sale by Jubilant Agri and Consumer Products Limited (JACPL), a wholly owned subsidiary of the Company, of its undertaking engaged in the business of operating retail hypermarket stores in Bengaluru, India to Aditya Birla Retail Limited, as specified in the resolution.

Particulars	No. of Share-Holders	No. of Equity Shares	Paid-up value of the Equity Shares (In Rs.)	% of Total Paid up Equity Capital (Approx.)
a) Total votes received	187	80,96,040	8,09,60,400	68.3244
b) Less: Invalid votes	15	335	3,350	0.0028
c) Net Valid votes casted	172	80,95,705	8,09,57,050	68.3216
d) Votes with assent for the Resolution	165	80,95,392	8,09,53,920	68.3190
e) Votes with dissent from the Resolution	7	313	3,130	0.0026

The detailed break up of voting through electronic mode and voting through postal ballot forms in respect of the Resolution is attached to this report & marked as 'Annexure A'.



16. 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 as under:

<b>Total Valid Votes (A)</b>	<b>Votes with Assent (B)</b>	<b>Percentage (Approx.) (B/A*100)</b>
80,95,705	80,95,392	99.9961%

**Therefore, the above-mentioned Special Resolution has been passed with requisite majority.**

17. I will hand over the postal ballot forms and other related papers/registers and records to the Company after signing of minutes by the Chairman.

18. You may accordingly declare the result of the voting by Postal Ballot.



New Delhi  
June 20, 2015

For Sanjay Grover & Associates  
(Company Secretaries)

(Sanjay Grover)  
Scrutinizer  
C.P. No.:3850

### Annexure-A

A detailed summary of the postal ballot is given herein below:

#### **A1. VOTING THROUGH ELECTRONIC MODE:**

<b>Particulars</b>	<b>No of share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
(a) Net Valid Votes	80	78,99,394	7,89,93,940	66.6649
(b) Votes with Assent	76	78,99,250	7,89,92,500	66.6637
(c) Votes with dissent	4	144	1,440	0.0012

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

<b>Particulars</b>	<b>No. of Share-Holders</b>	<b>No. of Equity Shares</b>	<b>Paid-up value of the Equity Shares (In Rs.)</b>	<b>% of Total Paid-up Equity Capital (Approx.)</b>
a) Total votes received	107	1,96,646	19,66,460	1.6595
b) Less: Invalid Votes	15	335	3,350	0.0028
c) Net Valid votes casted	92	1,96,311	19,63,110	1.6567
d) Votes with assent for the Resolution	89	1,96,142	19,61,420	1.6553
e) Votes with dissent for the Resolution	3	169	1,690	0.0014

