

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**MINUTES OF THE 27<sup>th</sup> ANNUAL GENERAL MEETING OF JAIN IRRIGATION SYSTEMS LTD HELD AT JAIN PLASTIC PARK, N H NO. 6, BAMBHORI, JALGAON-425001 ON 26<sup>th</sup> SEPTEMBER, 2014 AT 11.00 AM.**

**PRESENT**

**A) Directors, Auditors, KMP:**

1	Shri B H Jain	:	Chairman
2	Shri Ashok B Jain	:	Vice-Chairman
3	Shri Anil B. Jain	:	Managing Director (Also a KMP)
4	Shri Ajit B Jain	:	Joint Managing Director
5	Shri Atul B Jain	:	Joint Managing Director
6	Shri R Swaminathan	:	Director-Technical
7	Shri Ghanshyam Dass	:	Independent Director
8	Shri V V Warty	:	Independent Director
9	Smt Radhika Pereira	:	Independent Director
10	Shri H P Singh	:	Independent Director
11	Shri Sumant Sakhardande	:	Auditor's Representative
12	Shri A. V. Ghodgaonkar	:	Company Secretary (KMP)
13	Shri Manoj L. Lodha	:	Chief Financial Officer (KMP)

**B) Members & Proxy:**

**Ordinary Equity Shares**

1,256 Members, including 6 representatives holding 1,304.53 lacs Ordinary Equity Share and 59.58 lacs DVR Equity Shares of the Company were present in person and 56 persons attended as proxies holding 7.13 lacs Ordinary Equity Shares and 0.73 lacs DVR Equity Shares of the Company. Thus, the meeting was attended by the 1,312 Members holding 2,017.7 lacs Ordinary Equity Shares and 60.31 lacs DVR Equity Shares being 44.94% of the Paid up Ordinary Equity Shares and DVR Equity Shares of the Company. In addition 815 people had voted by means of e-voting and physical ballot on 2,211.94 lacs shares held by them thus participating in the decision making process at 27<sup>th</sup> AGM.

**CONDOLANCE**

The meeting commenced with one minute's silence in memory of Shri R.C.A. Jain, a Director of the Company died in May 2014 suddenly and departed souls of all the persons who died in the natural calamities, terrorist attacks and other accidents for the period from 26<sup>th</sup> AGM to 27<sup>th</sup> AGM.

**Quorum:**

The quorum of more than 30 people being complete the Chairman called the meeting to order at 11.00 AM.

**Statutory Declaration:**

The Chairman declared that "as per provisions of the Companies Act, 2013 all proxies, Register of proxies and representatives and Register of Directors and Key Managerial Personnel Shareholding and Auditors' Certificate regarding Compliance of provisions/guidelines of ESOP issued by SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are available at the meeting placed for inspection of members upto the conclusion of meeting".

**Proxy Register:**

The Chairman signed Proxy Register produced by the Company Secretary and declared that "91" (Ninety One) number of valid proxies covered by 92,091,618 (Nine Crores

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Twenty Lacs Ninety One Thousand and Six Hundred and Eighteen) Ordinary Equity Shares and 11,12,632 (Eleven Lacs Twelve Thousand Six Hundred and Thirty Two) DVR Equity Shares of the Company are received."

### Independent Directors

The Chairman introduced all Independent Directors on dias, specially Dr H P Singh the newly appointed Independent Director.

The Chairman said that Mr. H. P. Singh was appointed as an Independent Director of the Company on 11<sup>th</sup> August, 2014. He is prime mover for horticulture research and development in India and is an architect of Golden Revolution, he added. Currently, he is The Founder and Chairman, Confederation of Horticulture Associations of India (CHAI), committed for accelerating the economic growth through technological interventions, human resource development and providing innovative solutions to emerging challenges, he said.

With his specialization in horticulture and working experience in agriculture, Dr. Singh has an excellent analytical ability, ideas and likely solutions to address the challenges both at National and International level, he added. He successfully planned and executed the Technology Mission in Horticulture and many international programmes and projects, he continued. He is recipient of 3 International awards and 9 Fellowships and 39 National Awards for outstanding contribution to Horticulture research, education and development, he said.

### Postal Ballot, Evoting and Poll

The Chairman briefed the members about new Companies Act, 2013 provisions and SEBI's Listing Agreement's Clause 35B requirements. He said that no voting by show of hands shall now be permitted as e-voting is mandatory for Listed Companies.

He announced voluntarily that the Poll for the all resolutions shall be conducted and Poll Slips were provided to the all eligible attending Members by the Company associates. Shri Jayant Thakur, Chartered Accountant, Mumbai and Mr. Satish D. Oswal (client ID 1203320001045447) were appointed as Scrutinizers for the poll.

### Ordinary Business

#### 1. Adoption of Annual Accounts:

The Auditors Report was read out by the Statutory Auditor's representative Mr. Sumant Sakhardande, Partner and with permission of Chairman and meeting the Report on CARO 2003 was taken as read.

The Chairman placed before the meeting Item No. 1 of the Notice regarding adoption of Annual Accounts for FY 2013-14 of the Company for consideration:

The Chairman invited queries / speakers from the Shareholders present on 27<sup>th</sup> Annual Report 2013-2014. As there was no queries the Chairman placed the Annual Accounts for FY 2013-14 before meeting for adoption by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

"**RESOLVED THAT** the Balance Sheet as at 31st March, 2014 and Consolidated Balance Sheet as at 31st March, 2014, Cash Flow Statement and Profit & Loss account and Consolidated Profit & Loss account for the year ended on even date together with Schedules, Notes thereon and the reports of Board of Directors and Auditors thereon

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

placed before the meeting and initialed by the Chairman for identification purpose, be and are hereby adopted as the Annual Accounts for the year 2013-2014".

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

### **2. Declaration of Dividend**

The Chairman placed before the meeting Item No. 2 of Notice for declaration of dividend on Ordinary Equity Shares and DVR Equity Shares before the meeting for consideration by Poll.

Sr. No.	Particulars of Equity Shares	Amount (Rs)
1	25% (Rs. 0.50 per share) on 443,119,978 Ordinary Equity Shares of Rs. 2 each	221,559,989
2	25% (Rs.0.50 per share) on 19,294,304 DVR Equity Shares of Rs. 2 each	9,647,152
	<b>Total (excluding applicable Dividend Distribution Tax)</b>	<b>231,207,141</b>

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

**RESOLVED THAT** dividend @ Re. 0.50 per Share aggregating to Rs. 231,207,141 (Rupees Twenty Three Crores Twelve Lacs Seven Thousand One Hundred Forty One only) on Ordinary/DVR Equity Shares as recommended by the Board of Directors of the Company, be and are hereby authorized to be appropriated, declared and paid out of profits to those Shareholders of the Company who hold the Ordinary/DVR Equity Shares on 15th September 2014 ('Record Date' for the purpose) summary whereof is given above:

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

### **3. Reappointment of Shri Ajit B Jain (DIN 00053299)**

The Chairman placed before the meeting Item No. 3 of Notice regarding reappointment of Shri Ajit B Jain (DIN 00053299), as Director before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

**RESOLVED** pursuant to provisions of Section 152(6) of the Companies Act, 2013, **THAT** Shri Ajit B Jain (DIN00053299), Director, who retires by rotation, being eligible, be and is hereby reappointed as Director of the Company".

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

### **4. Reappointment of Shri Atul B Jain (DIN 00053407)**

The Chairman placed before the meeting Item No. 4 of Notice regarding reappointment of Shri Atul B Jain (DIN 00053407), as Director before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**"RESOLVED** pursuant to provisions of Section 152(6) of the Companies Act, 2013, **THAT** Shri Atul B Jain (DIN00053407), Director, who retires by rotation, being eligible, be and is hereby reappointed as Director of the Company".

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

#### **5. Reappointment of M/s. Haribhakti & Co, Chartered Accountants, Mumbai as Statutory Auditors**

The Chairman placed before the meeting Item No. 5 of Notice for reappointment of M/s. Haribhakti & Co, Chartered Accountants, Mumbai as Statutory Auditors before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

**"RESOLVED** pursuant to provisions of Section 139(1) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, **THAT** M/s. Haribhakti and Company, Chartered Accountants, Mumbai, the retiring Auditors of the Company be and are hereby reappointed as Statutory Auditors of the Company upto the conclusion of the 28th Annual General Meeting on remuneration as may be decided between Managing Director and Partner of Haribhakti & Co., and reimbursement of out of pocket expenses as may be incurred during the course of the audit".

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

#### **Special Business**

#### **6. Appointment of Shri D R Mehta (DIN 01067895) as an Independent Director**

The Chairman placed before the meeting Item No. 6 of Notice regarding reappointment of Shri D R Mehta (DIN 01067895), as an Independent Director u/s 149 of the Companies Act, 2013 before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

**"RESOLVED** pursuant to provisions of Section 149 (4)& 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Shri D. R. Mehta (DIN 01067895), Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019".

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

**7. Appointment of Shri Ghanshyam Dass (DIN 01807011) as an Independent Director**

The Chairman placed before the meeting Item No. 7 of Notice regarding reappointment of Shri Ghanshyam Dass (DIN 01807011), as an Independent Director u/s 149 of the Companies Act, 2013 before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

**“RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Shri Ghanshyam Dass (DIN 01807011) Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

**8. Appointment of Shri Arun Kumar Jain (DIN 03507083), as an Independent Director**

The Chairman placed before the meeting Item No. 8 of Notice regarding reappointment of Shri Arun Kumar Jain (DIN 03507083), as an Independent Director u/s 149 of the Companies Act, 2013 before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM

**“RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Shri Arun Kumar Jain (DIN 03507083) Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

**9. Appointment of Smt Radhika Pereira (DIN 00016712), as an Independent Director**

The Chairman placed before the meeting Item No. 9 of Notice regarding reappointment of Smt. Radhika Pereira (DIN 00016712), as an Independent Director u/s 149 of the Companies Act, 2013 before meeting for consideration by Poll.

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM.

**“RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Smt. Radhika Pereira (DIN 00016712) Director of the Company whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

**10. Appointment of Shri V. V. Warty (DIN 00701010), as an Independent Director**

The Chairman placed before the meeting Item No. 10 of Notice regarding reappointment of Shri V. V. Warty (DIN 00701010), as an Independent Director u/s 149 of the Companies Act, 2013 before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM.

**“RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement **THAT** Shri V. V. Warty (DIN 00701010) appointed as an Additional Director on 11th August, 2014 under the provisions of Section 161 of the Companies Act, 2013 and who retires at this Annual General Meeting and being eligible and being appointed as Independent Director whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

**11. Appointment of Shri H P Singh (DIN 06387125), as an Independent Director:**

The Chairman placed before the meeting Item No. 11 of Notice regarding reappointment of Shri H P Singh (DIN 06387125), as an Independent Director u/s 149 of the Companies Act, 2013 before meeting for consideration by Poll.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM.

**“RESOLVED** pursuant to provisions of Section 149 (4) & 152(2) read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, (including any

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

statutory modification(s) or re-enactment thereof for the time being in force), Clause 49 of the Listing Agreement THAT Dr. H. P. Singh (DIN 06387125) appointed as an Additional Director on 11th August, 2014 under the provisions of Section 161 of the Companies Act, 2013 and who retires at this Annual General Meeting and being eligible and being appointed as Independent Director whose period of office is not liable to retirement by rotation as per the Companies Act, 2013, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting till conclusion of 32nd Annual General Meeting to be held in year 2019”.

The Postal Ballot, E-voting & Poll results were declared just before the conclusion of the meeting.

**12. E-voting, Ballot and Poll Results.**

**a) E-voting and Physical Ballot**

The Chairman placed Report dated 25<sup>th</sup> September 2014 of e-voting Scrutinizer i.e. Mr. Aaron Solomon, Partner, Solomon & Co, Solicitors regarding the result of e-voting taken for 27<sup>th</sup> AGM Agenda items and requested the Company Secretary to read summary of the voting results for each of 11 items on the Agenda. The results were read and taken on record as follows:

**a) AGM Resolution(s) E-voting + Physical Ballot details:**

Sr. No.	Particulars	No. of Equity Shares voted validly/% of total Equity Shares	No. of DVR Shares voted validly/% of total DVR Shares	Valid Voting Rights in favour/% of total voted VRs	Valid Voting Rights cast Against Resolution/% of total voted VRs	Decision of Shareholders whether passed or not
1	Adoption of the Audited Accounts (Standalone and consolidated) for the year ended 31 <sup>st</sup> March, 2014	221,194,825 49.92%	6,533,682 33.86%	22,178,4492 99.97%	63,701 0.03%	Passed
2	Declaration of Dividend on Ordinary and DVR Equity Shares	221,194,825 49.92%	6,533,682 33.86%	221,848,192 100.00%	1 0.00%	Passed

  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

	for the financial year 2013-14					
3	Re-appointment of Shri Ajit B. Jain (DIN 0005329) as Director	216,717,780 48.91%	6,533,632 33.86%	150,829,469 69.39%	66,541,674 30.61%	Passed
4	Re-appointment of Shri Atul B. Jain (DIN 0005340) as Director	221,194,465 49.92%	6,533,682 33.86%	164,429,874 74.12%	57,417,959 25.88%	Passed
5	Re-appointment of Statutory Auditors of the Company	215,369,754 48.60%	6,488,810 33.63%	215,482,520 99.75%	536,115 0.25%	Passed
6	Appointment of Shri D R Mehta (DIN 0106789) as an Independent Director	216,730,825 48.91%	6,533,682 33.86%	217,383,026 100.00%	1,167 0.00%	Passed
7	Appointment of Shri Ghanshyam Dass (DIN 0180701) as an Independent Director	221,194,825 49.92%	6,533,682 33.86%	215,481,878 97.13%	6,366,315 2.87%	Passed
8	Appointment of Shri Arun Kumar Jain (DIN 0350708)	221,194,795 49.92%	6,533,682 33.86%	154,408,426 69.60%	67,439,738 30.40%	Passed


  
CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

	3) as an Independent Director					
9	Appointment of Smt Radhika Pereira (DIN 0001671) as an Independent Director	221,194,825 49.92%	6,533,682 33.86%	161,733,253 72.90%	60,114,941 27.10%	Passed
10	Appointment of Shri V.V. Warty (DIN 0070101) as an Independent Director	221,194,825 49.92%	6,533,682 33.86%	213,849,088 96.39%	7,999,105 3.61%	Passed
11	Appointment of Shri H. P. Singh (DIN 0638712) as an Independent Director	221,194,825 49.92%	6,533,679 33.86%	221,847,658 100.00%	535 0.00%	Passed

**b) 27<sup>th</sup> AGM Poll results:**

The Chairman placed Report of Poll Scrutinizers' i.e. Mr. Jayant Thakur, Chartered Accountant, Mumbai and Mr. Satish D. Oswal (Cl. Id1203320001045447) regarding the result of Poll taken for 27<sup>th</sup> AGM Agenda items and requested the Company Secretary to read summary of the voting results for each of 11 items on the Agenda. The results were read and taken on record as follows:

**Summary of Poll Results**

Sr. No.	Particulars	Total Poll Slips issued	Invalid Poll Slips received	No of valid votes received	No. of Voting Rights		% of net valid votes polled		No of Voting Rights cast in favour	No of Voting Rights cast against
					Equity	DVR	Equity	DVR		
1	Adoption of the Audited Accounts (Standalone and consolidated) for the year	1188	-	5,61,94,323	5,60,97,985	9,634	100 %	100%	56,107,619	-

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

	ended 31 <sup>st</sup> March, 2014									
2	Declaration of Dividend on Ordinary and DVR Equity Shares for the financial year 2013-14	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
3	Re-appointment of Shri Ajit B. Jain (DIN 00053299) as Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
4	Re-appointment of Shri Atul B. Jain (DIN 00053407) as Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
5	Re-appointment of Statutory Auditors of the Company	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
6	Appointment of Shri D R Mehta (DIN 01067895) as an Independent Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
7	Appointment of Shri Ghanshyam Dass (DIN 01807011) as an Independent Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
8	Appointment of Shri Arun Kumar Jain (DIN 03507083) as an Independent Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-


  
CHAIRMAN'S INITIALS

Held AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

9	Appointment of Smt. Radhika Pereira (DIN 00016712) as an Independent Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
10	Appointment of Shri V.V. Warty (DIN 00701010) as an Independent Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-
11	Appointment of Shri H. P. Singh (DIN 06387125) as an Independent Director	1188	-	5,61,94,323	5,60,97,985	9,634	100%	100%	56,107,619	-

**c) Composite Voting Results:**

The Chairman requested Company Secretary to announce the composite voting results for all the Agenda items of the 27<sup>th</sup> Annual General Meeting, in detail (item wise) & send the composite e-voting and poll result to Stock Exchanges along with e-voting Scrutinizer's and Poll Scrutinizer's Reports and upload the same on Company's website.

Item No.	Particulars	Mode of voting	Type of Resolution	Result
1	Adoption of the Audited Accounts (Standalone and consolidated) for the year ended 31 <sup>st</sup> March, 2014	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
2	Declaration of Dividend on Ordinary and DVR Equity Shares for the financial year 2013-14	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
3	Re-appointment of Shri Ajit B. Jain (DIN 00053299) as Director	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
4	Re-appointment of Shri Atul B. Jain (DIN 00053407) as Director	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
5	Re-appointment of Statutory Auditors of the Company	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
6	Appointment of Shri D R Mehta (DIN 01067895) as an	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

	Independent Director			
7	Appointment of Shri Ghanshyam Dass (DIN 01807011) as an Independent Director	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
8	Appointment of Shri Arun Kumar Jain (DIN 03507083) as an Independent Director	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
9	Appointment of Smt Radhika Pereira (DIN 00016712) as an Independent Director	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
10	Appointment of Shri V.V.Warty (DIN 00701010) as an Independent Director	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority
11	Appointment of Shri H. P. Singh (DIN 06387125) as an Independent Director	E-voting, Ballot & Poll	Ordinary	Passed with requisite majority

The Chairman announced & declared that as a result of composite summarized report of e-voting Scrutinizer and Poll Scrutinizer, all resolutions at 27<sup>th</sup> AGM were passed with requisite majority as proposed in Notice dated 14.08.2014.

### 13. Postal Ballot:

The Chairman placed Report dated 25<sup>th</sup> September 2014 of Postal Ballot Scrutinizer i.e. Mr. Aaron Solomon, Partner, Solomon & Co, Solicitors regarding the result of e-voting and Postal ballot taken for 1 item and requested the Company Secretary to read summary of the voting results.

Resolution considered for composite voting results of e-voting, physical ballot and Poll at AGM.

**“RESOLVED THAT** consent of the Company be and is hereby accorded to the Board of Directors of the Company in terms of Section 293(1)(a) and, any other applicable provisions of the Companies Act, 1956, the provisions contained in Memorandum and Articles of Association of Company and subject to such other requisite approvals, consents and clearance from the Company's Bankers, Financial Institutions, Trustees to the Debenture holders and/or other Institutions /bodies, if and wherever necessary, to the sale, transfer, hiving-off and disposal of the Company's Wind Power Undertaking along with all related assets and liabilities to a third party and at such price/consideration, being not lower than the net book value of the undertaking to be transferred, and on such terms and conditions and with effect from such date as the Board of Directors of the Company may think fit and proper and that the Board of Directors of the Company be and is hereby authorised to complete the sale, transfer, hiving-off and disposal of the said Wind Power Undertaking on such terms and with such modifications as may be required by any of the concerned authorities or which it may deem to be in the interest of the Company and do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in the interest of the Company

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to finalise the manner and method of disposal and execute all necessary agreements, deeds and documents and subsequent modifications thereto, and things as may be deemed necessary and/or

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

expedient in the interest of the Company including further delegation to individuals of the power to give effect to this resolution.”

The Company Secretary announced the following results:

Sl. No.	Particulars of business/Resolution	Particulars of Voting methods	Total voted Equity Shares	Total Voted DVR Shares	Total VR Shares (4+10% of 5)	Valid VR in favour		Valid VR Against		Invalid	
						No. of Shares	% of Total VR	No. of Shares	% of Total VR	No. of Shares	% of Total VR
1	2	3	4	5	6	7	8	9	10	11	12
1	Authority for charge by way of mortgage hypothecation of undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013 in favour of specified Lenders /Security Trustee s.	E-voting	115,932,530	505,866	115,082,746	115,082,746	99.22	900,371	0.78	-	0.00
		Postal Ballot	167,041,793	6,057,131	167,647,506	167,633,729	99.99	1,697	0.00	12,080	0.01
		<b>Total</b>	<b>282,974,323</b>	<b>6,562,997</b>	<b>283,630,623</b>	<b>282,716,475</b>	<b>99.68</b>	<b>902,068</b>	<b>0.32</b>	<b>12,080</b>	<b>0.00</b>

The Chairman declared that the Postal Ballot resolution was passed as Special Resolution by Postal Ballot as per provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014. The Company disseminated the information to the Stock Exchange(s).

**14. National Anthem:**

Meeting concluded with the National Anthem by all those present.

**15. Vote of Thanks**

The Meeting concluded with vote of thanks to Chairman proposed by Shri Ashok B Jain, Vice Chairman and adopted by the meeting wholeheartedly.

Date : 10.10.2014

Place: Jalgaon

  
CHAIRMAN

CHAIRMAN'S INITIALS

HELD AT \_\_\_\_\_ ON \_\_\_\_\_ TIME \_\_\_\_\_

CHAIRMAN'S INITIALS

MINUTE BOOK

NEW

OF J.

C.B.A.

PROS

A) D

1

2

3

4

5

6

7

8

9

10

B) Me

Attend

Partic

Stare

Presy

Endor

C) Me

C) Co

Partic

E) Wat

Ballet

Total

Conde

The me

Kalam

natural

2004 to

Quar

The qu

order