

MINUTES OF THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF JAI CORP LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT A-3, M.I.D.C. INDUSTRIAL AREA, NANDED – 431 603, MAHARASHTRA ON FRIDAY THE 23RD DAY OF SEPTEMBER, 2011 AT 10:00 A.M.

Present:

Mr. Gaurav Jain	Managing Director & Member
Mr. K.M.Doongaji	Director, Chairman – Audit Committee & Member
Mr. V.S.Pandit	Director- Works
Mr. R. Korja	Partner Messrs Chaturvedi & Shah

(i) Members Present in person and as authorized representatives of Bodies Corporate as per the Attendance Register:

Mr. Gaurav Jain	
Mr. K.M. Doongaji	
Mr. S.P. Jain	
Mr. B.K.Shrivastava	
Mr. Vinod Chavare	Representing Sparsh Trading Pvt. Ltd.
Mr. G.P. Reddy	Representing Somerset Trading Pvt. Ltd.
Mr. V.S.Pandit	Representing Hide- N- Chic Furniture Pvt. Ltd.
Mr. A. Datta	Representing Pet Fibres Ltd
Mr. A.N. Dubey	Representing Kasturi Trading Co. Pvt. Ltd.
Mr. D.K.Lunawat	Representing Ridhi Synthetics Ltd.
Mr. R.K.Sharma	Representing Nidhi Polyester Ltd.
Mr. D. Bohara	Representing Richmond Traders Co. Pvt. Ltd.

(ii) Proxies present as per Attendance Register:

There were 43 proxies present as per the Attendance Register.

1. Chairman :

Mr. Gaurav Jain proposed the name of Mr.K.M.Doongaji as the Chairman which was seconded by Mr. D.K. Lunawat. The motion was carried by voice vote. Mr. K.M.Doongaji took the Chair.

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2. **Quorum :**

The Chairman declared that the requisite quorum was present and called the meeting to order.

3. **Welcome Address :**

The Chairman made a welcome address to the Members.

4. **Proxies:**

The Chairman informed the Members that the Company has received 48 valid proxies representing 13,89,61,512 equity shares. The Chairman stated that these were available for inspection by the Members present.

5. **Notice:**

With the consent of the Members present, the Notice convening the meeting was taken as read.

6. **Auditors' Report:**

At the request of the Chairman, the Company Secretary, Mr. A. Datta read out the Auditors' Report to the Members of the Company for the year ended 31st March, 2011.

7. **Agenda:**

The Chairman then proceeded with the business to be transacted at the meeting.

7.1. **Ordinary Business:**

Item No. 1:

Mr. K.M. Doongaji proposed the following as an Ordinary Resolution which was seconded by Mr. Gaurav Jain:

“ **RESOLVED THAT** the audited Balance Sheet as at 31st March, 2011 and the Profit and Loss Account for the year ended on that date together with the Reports of the Directors and Auditors thereon be and are hereby considered, approved and adopted.”

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Before putting the resolution to vote, the Chairman invited the Members present to seek clarification, if any, on the accounts of the Company. As no member sought any clarification, the resolution was then put to vote and on a show of hands was declared as passed *nem con.*

Item No. 2:

Mr. D. Bohra proposed the following as an Ordinary Resolution which was seconded by Mr. A. Datta:

“RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of 1% per annum (i.e. Re. 0.01) per Preference Share of Re. 1/- each face value to the Preference Shareholders of the Company for the financial year ended 31st March, 2011, whose names appear in the Register of Members at close of business on 12th September, 2011 be and is hereby declared to be paid out of the current profits of the Company for the financial year ended 31st March, 2011.”

The resolution was put to vote and on a show of hands was declared as passed *nem con.*

Item No. 3:

Mr. V.S.Pandit proposed the following as an Ordinary Resolution which was seconded by Mr. D. Bohra:

“RESOLVED THAT pursuant to the recommendations made by the Board of Directors of the Company, a dividend at the rate of 50% (i.e. Re. 0.50) per Equity Share to the non- promoter Equity Shareholders of the Company holding 4,81,67,010 Equity Shares and to the exclusion of promoter Equity Shareholders holding 13,02,82,400 Equity Shares, for the financial year ended 31st March, 2011, whose names appear in the Register of Members at close of business on 12th September, 2011 be and is hereby declared to be paid out of the current profits of the Company for the financial year ended 31st March, 2011.”

The resolution was put to vote and on a show of hands was declared as passed *nem con.*

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Item No. 4:

Mr. D.K. Lunawat proposed the following as an Ordinary Resolution which was seconded by Mr. V.S.Pandit:

“RESOLVED THAT Mr. Jai Kumar Jain, Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed a Director of the Company.”

The resolution was put to vote and on a show of hands was declared as passed *nem con.*

Item No. 5:

Mr. G.P. Reddy proposed the following as an Ordinary Resolution which was seconded by Mr. R.K. Sharma:

“RESOLVED THAT Mr. Anand Jain, Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed a Director of the Company.”

The resolution was put to vote and on a show of hands was declared as passed *nem con.*

The Chairman, Mr. K.M. Doongaji, disclosed his interest in the next Item of the Agenda and stepped down as the Chairman. The members elected Mr. V.S. Pandit as the Chairman for Item No. 6 of the Agenda.

Item No. 6:

Mr. Vinod Chavare proposed the following as an Ordinary Resolution which was seconded by Mr. G.P. Reddy:

“RESOLVED THAT Mr. Khurshed Minocher Doongaji, Director of the Company who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed a Director of the Company.”

The resolution was put to vote and on a show of hands was declared as passed *nem con.*

After passing of this resolution, Mr. V.S. Pandit stepped down as the Chairman and Mr. K.M. Doongaji resumed as the Chairman.

Item No. 7:

Mr. A.N. Dubey proposed the following as an Ordinary Resolution which was seconded by Mr. Vinod Chavare:

“RESOLVED THAT Messrs Chaturvedi & Shah, Chartered Accountants (Registration No. 101720W issued by the Institute of Chartered Accountants of India), and Messrs S.R. Batliboi & Co., Chartered Accountants (Registration No. 301003E issued by the Institute of Chartered Accountants of India), be and are hereby appointed as the joint auditors of the Company under Section 224 of the Companies Act, 1956 and other applicable provisions, if any, to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting on such remuneration as may be mutually agreed upon between the said Messrs Chaturvedi & Shah, Messrs S.R. Batliboi & Co. and the Board of Directors of the Company.”

The resolution was put to vote and on a show of hands was declared as passed *nem con*.

7.2. Special Business:

Item No. 8:

Mr. R.K. Sharma proposed the following as a Special Resolution which was seconded by Mr. A.N. Dubey:

“RESOLVED THAT in accordance with the provisions of Section 80 and all other applicable provisions, if any, of the Companies Act, 1956, and Article 8 and all other enabling provisions of the Articles of Association of the Company and the applicable laws, rules, regulations, guidelines, clarifications and approvals issued by any statutory body or regulatory authority and subject to such approvals/consents/permissions/sanctions as may be required in accordance with applicable laws, rules, regulations and guidelines and subject to such conditions as such bodies or authorities may impose at the time of granting their approvals/consents/permissions/sanctions and which may be agreed to by the Board of Directors of the Company (the ‘Board’ which term

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shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this Resolution), consent of the members be and is hereby accorded to the Board to roll over 99,99,900 (ninety-nine lakhs ninety-nine thousand and nine hundred) 1percent non-cumulative non-participating redeemable preference shares of face value Re. 1/- (Rupee one only) each of the Company issued at a price of Rs. 1,000/- (Rupees one thousand only) each i.e. at a nominal value of Re. 1/- (Rupee one only) and a premium of Rs. 999/- (Rupees nine hundred and ninety- nine only) per share allotted on 26.11.2007 to certain members of the promoter group which are due for redemption on 25.11.2011 to the intent that the said preference shares will be redeemed at a later date as hereafter stated;

RESOLVED FURTHER THAT the said preference shares shall continue to carry a preferential right to dividend of 1 percent (one per cent) per annum;

RESOLVED FURTHER THAT the said preference shares shall in respect of capital, on a winding-up or repayment of capital, carry a preferential right for repayment in priority to the equity shares to the Company but shall not carry any further or other right to participate either in the profits or assets of the Company;

RESOLVED FURTHER THAT the said preference shares shall be redeemable on the expiry of 2 (two) years from the date of roll over (i.e. two years from 26.11.2011) with an option to the Company/ preference shareholders to redeem the same any time earlier;

RESOLVED FURTHER THAT the redemption of the said preference shares shall be at a premium of 6 percent (six per cent) per annum from the date of allotment over and above the total issue price of Rs.1,000/- (Rupees one thousand only) per share and the premium will be proportionate to the period of holding of these shares;

RESOLVED FURTHER THAT for the purpose of giving effect to the above , the Board be and is hereby authorized to take all actions and do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient to the issue and allotment of the said shares and to resolve and settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of shares and utilization of proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the

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members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred in such manner as it may deem fit.”

The resolution was put to vote and on a show of hands was declared as passed *nem con*.

8. **Vote of Thanks:**

Mr. Gaurav Jain proposed a vote of thanks to the Chair which was seconded by Mr. A. Datta. Thereafter, the Chairman declared the meeting as concluded.

Place: Mumbai,
Dated: 30th September, 2011.

sd/-
K.M. Doongaji
Chairman