



JINDAL COTEX LIMITED

REGD. OFFICE: V.P.O. JUGIANA, G.T. ROAD, LUDHIANA – 141 420

NOTICE

NOTICE is hereby given that the Sixteenth Annual General Meeting of the Members of JINDAL COTEX LIMITED will be held on Monday, 30th day of September, 2013 at 10.00 A.M. at the Registered Office of the Company at V.P.O. Jugiana, G.T. Road, Ludhiana, to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the company as at 31st March, 2013 and Profit & Loss Account for the year ended on that date together with the reports of the Director's and Auditor's thereon.
2. To appoint a director in place of Sh. Aman Jindal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Sh. Sahil Jindal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Sh. Satish Kumar Gupta, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Sh. Vinay Shrivastav, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

"RESOLVED THAT M/s Raj Gupta & Co., Chartered Accountants, be and are hereby appointed as Statutory Auditors of the company in place of retiring Auditors, M/s Aggarwal Garg & Co., Chartered Accountants, who have shown their unwillingness to continue as auditors, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a such remuneration and out of pocket expenses as may be mutually agreed upon between the Auditors and Board of Directors of the company.

SPECIAL BUSINESS

7. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-
"RESOLVED THAT Sh. Rajesh Sharma, who was appointed by the Board of Directors as Additional Director of the company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who by virtue of the provisions of the said section holds office upto the date of ensuing annual general meeting and in respect whom the company has received notice from a member under section 257 of the Companies Act, 1956 proposing his name for the appointment as Director of the company liable to retire by rotation be and is hereby appointed as a Director liable to retire by rotation."
8. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-
"Resolved that in supersession of the earlier resolution passed by the Board of Directors and then by members in the Annual General Meeting held on 04.07.2008 and pursuant to the provisions of Sections 198, 269, 309 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the recommendations and approval of the remuneration committee of the Board, the consent of the members of the company is accorded to the reappointment and payment of remuneration to Sh. Yash Paul Jindal as Wholetime Director of the company for a period of 1(One) year w.e.f. 1st July, 2013 upto 30th June, 2014 at a monthly remuneration of Rs. 1,00,000/- (Rs. One Lac) including perquisites, if any.
Resolved further that Sh. Yash Paul Jindal shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:
 - a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
 - b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
 - c) encashment of leave at the end of tenure.Resolved further that the Board of Directors be and is hereby authorised to vary, increase, expand or enhance the scope of remuneration and perquisites to the extent to which they may be enhanced, enlarged, widened, altered or varied in accordance with any provisions regarding payment of managerial remuneration under the companies Act, 1956 together with any amendments effected in further from time to time and that the terms and conditions as specified above be suitably amended to give effect to the same subject to the approval of the members."
9. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-
"Resolved that in supersession of the earlier resolution passed by the Board of Directors and then by members in the Annual General Meeting held on 04.07.2008 and pursuant to the provisions of Sections 198, 269, 309 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the recommendations and approval of the remuneration committee of the Board, the consent of the members of the company is accorded to the reappointment and payment of remuneration to Sh. Rajinder Jindal as Wholetime Director of the company for a period of 1(One) year w.e.f. 1st July, 2013 upto 30th June, 2014 at a monthly



remuneration of Rs. 1,00,000/- (Rs. One Lac) including perquisites, if any.

Resolved further that Sh. Rajinder Jindal shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
- c) encashment of leave at the end of tenure.

Resolved further that the Board of Directors be and is hereby authorised to vary, increase, expand or enhance the scope of remuneration and perquisites to the extent to which they may be enhanced, enlarged, widened, altered or varied in accordance with any provisions regarding payment of managerial remuneration under the companies Act, 1956 together with any amendments effected in further from time to time and that the terms and conditions as specified above be suitably amended to give effect to the same subject to the approval of the members."

10. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-

"Resolved that in supersession of the earlier resolution passed by the Board of Directors and then by members in the Annual general Meeting held on 04.07.2008 and pursuant to the provisions of Sections 198, 269, 309 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the recommendations and approval of the remuneration committee of the Board of Directors, the consent of the members of the company be and is hereby accorded to the re-appointment and payment of remuneration to Sh. Ramesh Jindal as Wholetime Director of the company for the period of 1(One) year w.e.f. 1st July, 2013 upto 30th June, 2014 at a monthly remuneration of Rs. 1,00,000/- (Rs. One Lac) including perquisites, if any.

Resolved further that Sh. Ramesh Jindal shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
- c) encashment of leave at the end of tenure.

Resolved further that the Board of Directors be and is hereby authorised to vary, increase, expand or enhance the scope of remuneration and perquisites to the extent to which they may be enhanced, enlarged, widened, altered or varied in accordance with any provisions regarding payment of managerial remuneration under the companies Act, 1956 together with any amendments effected in further from time to time and that the terms and conditions as specified above be suitably amended to give effect to the same subject to the approval of the members."

11. To consider, and if thought fit, to pass with or without modification(s) the following resolution as a special resolution:

"Resolved that pursuant to the provisions of Section 198, 269, 309 read together with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the recommendations and approval of the remuneration committee of the Board of Directors, the consent of the members of the company be and is hereby accorded to the re-appointment and payment of remuneration to Sh. Sandeep Jindal, as Managing Director of the company for a period of three years w.e.f. 1st October, 2013 upto 30th September, 2016 at a monthly remuneration of Rs. 2,50,000/- including perquisites, if any.

Resolved further that Sh. Sandeep Jindal shall also be eligible to the following benefits which shall not be included in the computation of the ceiling on remuneration:

- a) contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961,
- b) gratuity payable at a rate not exceeding half a month's salary for each completed year of service and,
- c) encashment of leave at the end of tenure.

Resolved further that the Board of Directors be and is hereby authorised to vary, increase, expand or enhance the scope of remuneration and perquisites to the extent to which they may be enhanced, enlarged, widened, altered or varied in accordance with any provisions regarding payment of managerial remuneration under the companies Act, 1956 together with any amendments effected in further from time to time and that the terms and conditions as specified above be suitably amended to give effect to the same subject to the approval of the members."

**By order of the Board
For Jindal Cotex Limited**

**Place: Ludhiana
Date: 14th August, 2013**

**(Sandeep Jindal)
Chairman and Managing Director**



NOTES FOR THE MEMBER'S ATTENTION

- a. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to vote on his/her behalf at the meeting. The proxy need not be a member of the company. The proxy in order to be effective must be deposited at the Registered Office of the Company at least 48 hours before the time for the meeting. The blank Proxy form is enclosed.**
- b. The Register of Members and Share Transfer Books of the Company shall remain closed from 28th September, 2013 to 30th September, 2013 (both days inclusive).
- c. Members desiring any information as regards accounts are requested to write to the company at its Registered Office at least 10 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
- d. Members are requested to bring their copy of Annual Report to the Annual General Meeting as the practice of handling out copies of annual report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing.
- e. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 for item No.7 to 11 of the notice is annexed.
- f. The relevant details regarding the Directors seeking appointment/re-appointment in the Annual General Meeting as proposed in Item Nos. 2 to 5 and 7 to 11 of the notice, as required by Clause 49 of the Listing Agreement is also being annexed hereto separately and forms part of the notice.
- g. The Ministry of Corporate Affairs has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliances by the company and has issued circulars allowing service of notices/documents including Annual Report by e-mail to its members. To support this Green Initiative of the government in full measure, members who have not registered their e-mail addresses so far, are requested to register the same in respect of electronic holdings with the depository through their depository participants. Members who are holding shares in physical form are requested to get their e-mail addresses registered with the Registrar & Transfer Agent, M/s BIGSHARE SERVICES PRIVATE LIMITED, Mumbai.
- h. The Shareholders are requested to notify change of address, if any, immediately to the Registrar & Transfer Agent, M/s BIGSHARE SERVICES PRIVATE LIMITED, Mumbai mentioning their Folio Number.
- i. Annual accounts and related details of the subsidiary companies i.e. Jindal Medicot Limited, Jindal Specialty Textiles Limited, Himachal Textile Park Limited, Jindal Infrabiz Limited, Jindal Metalex Limited and Jindal International FZE are kept for inspection at the Registered Office of the company and at the subsidiary companies. Copy of the same will be provided to the members whenever required.

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

Item No. 7

The Board of Directors of the company has appointed Sh. Rajesh Sharma, as Additional Director of the company with effect from 23rd November, 2013. In terms of section 260 of the Companies Act, 1956, Sh. Rajesh Sharma, holds office of Director up to the date of ensuing annual general meeting. Pursuant to the provisions of section 257 of the Companies Act, 1956, the company has received a notice together with requisite deposit from a member signifying his intention to propose the appointment of Sh. Rajesh Sharma as a candidate for the office of Director of the company, liable to retire by rotation.

The Board of Directors are of the view that the appointment of Sh. Rajesh Sharma will be beneficial to the operations of the company.

The Board recommends the passing of the resolution.

None of the director is interested in the resolution.

Item No. 8, 9 & 10

Sh. Yash Paul Jindal, Sh. Rajinder Jindal and Sh. Ramesh Jindal have been appointed as Wholetime Directors of the company w.e.f. 1st July, 2013 for a period of one year up to 30th June, 2014. Since the company has progressed well during their tenure as Wholetime Directors of the company, the Board of Directors propose to reappoint Sh. Yash Paul Jindal, Sh. Rajinder Jindal and Sh. Ramesh Jindal as Whole Time Directors of the company, in super session of the earlier resolution passed by the Directors and by the members in Annual General Meeting of the Company held on 4th July, 2008 and in accordance with the recommendations and approval of the remuneration committee of the Board of Directors and as per applicable provisions of the Companies Act, 1956 on the terms and conditions as contained in the resolution. The Board proposes to pay the remuneration even in the case of loss or inadequacy of the profits as per Schedule XIII and other applicable provisions if any, of the Companies Act, 1956.

These details may also be treated as the abstract of the terms and conditions for the appointment of the Wholetime Directors in compliance of section 302(1) of the Companies Act, 1956.

Hence the proposed resolutions are put for your consideration and approval.

Besides the appointees themselves, Sh. Sandeep Jindal, Chairman and Managing Director, Sh. Aman Jindal and Sh. Sahil Jindal, Wholetime Directors of the company being the relatives of the appointees are interested in the resolution.

Item No. 11

Sh. Sandeep Jindal, was appointed as Managing Director w.e.f. 1st October, 2010 for a period of 3 years at a monthly remuneration of Rs.2,50,000/-. Accordingly, the term of his office will expire on 30th September, 2013. The Board of Directors on the recommendation and approval of the remuneration committee of the Board of Directors has approved the



re-appointment of Sh. Sandeep Jindal for a further period of 3 years w.e.f. 1st October, 2013 at a monthly remuneration of Rs.2,50,000/- in accordance with provisions of the Companies Act, 1956 subject to the approval of the members of the company. As required by provisions contained in Schedule XIII of the Companies Act, 1956 the additional information is as under:-

1. General information

- i) Nature of industry : Textile
- ii) Date of commencement of commercial production : 17.05.1999
- iii) Financial performance of the company: The turnover of the company is Rs. 296.61 crores and Profit after tax is Rs.4.41 crores for the year ending 31.03.2013.
- iv) Export performance: The Company has achieved direct export turnover of Rs.10.50 crores for the year ending 31.03.2013.
- v) Foreign collaboration & investment: There is no foreign collaboration in the company. Foreign Institutional Investors (FIIs) are holding 0.83% in the share capital as on 31.03.2013.

2. Information about the Appointee

- i) Background details: Sh. Sandeep Jindal is the promoter director of the company. He is a dynamic commerce graduate of 36 years. He belongs to a reputed industrialist family of this region.
- ii) Past remuneration: Rs. 2,50,000/- per month.
- iii) Recognition or awards : NIL
- iv) Job profile & his suitability: He is looking after the day to day affairs of the company He has business acumen and thus is suitable for this designation. He has been instrumental in devising company's diversification strategy and also looking at adding the value added textile products to the product portfolio of company. With the same view, the company he has set up technical textile project through its 100% subsidiaries.
- v) Remuneration proposed: Rs. 2,50,000/- per month inclusive of perks, if any.
- vi) Comparative remuneration: The proposed remuneration is in line with the remuneration prevailing in the Industry.
- vii) Relationship with the managerial personnel: He being promoter Director is the relative of the Wholetime Directors of the company.

3. Other information:

- i) Reasons of loss or inadequate profits: The Company proposes to give remuneration as minimum remuneration. The company is a profit making company. The Company has adequate profits as far as the total remuneration is concerned as the maximum permissible limit is 10% to all the managerial personnel together.
- ii) Steps taken/ to be taken for improvement: The company is successfully running 52272 spindles at its 100% capacity. Further, the 100% subsidiaries of the company namely Jindal Medicot Ltd & Jindal Specialty Textiles Ltd has set up their technical textiles project at Himachal Pradesh and these projects has commenced its production.
- iii) Expected increase in the productivity and profit in measurable terms: Since the company successfully running its 52272 spindles, the company estimates around 50 to 60% increase in the revenues and profits.

4. Disclosure:

The remuneration payable to Sh. Sandeep Jindal is as detailed in the resolution.

These details may also be treated as the abstract of the terms and conditions for the appointment of the Managing Director in compliance of section 302 (1) of the companies act, 1956.

Hence the proposed resolution is put for your consideration and approval.

Besides the appointee himself, Sh. Yash Paul Jindal, Sh. Ramesh Jindal, Sh. Rajinder Jindal, Sh. Aman Jindal and Sh. Sahil Jindal being the relatives of the appointee are interested in the resolution.

**By order of the Board
For Jindal Cotex Limited**

**Place: Ludhiana
Date: 14th August, 2013**

**(Sandeep Jindal)
Chairman and Managing Director**



Information pursuant to Corporate Governance Clause of the Listing Agreement(s) regarding the Directors seeking appointment/re-appointment in the Annual General Meeting

Name of the Director	Aman Jindal	Sahil Jindal	Vinay Shrivastav	Satish Kumar Gupta	Yash Paul Jindal
Date of Birth	25.07.1988	24.12.1988	01.01.1956	01.04.1952	23.09.1955
Date of Appointment	25.10.2010	25.10.2010	25.10.2010	25.10.2010	10.12.1998
Expertise in specific functional area	3 years of experience in corporate finance and development strategy.	3 years of experience in marketing management.	28 years of experience in profession of Tax consultancy and Auditing.	29 years of experience in the field of Tax Audit, Company Law & Labour Law matters and also Central Excise.	35 years of experience in various Business & Industries.
Qualification	Commerce Graduate & Master of science in International Business & Management from Manchester Business School, U.K	Graduate in Business Administration	Chartered Accountants	Chartered Accountants	Graduate in Arts
Directorship of other companies	-Jindal Medicot Limited -Jindal Specialty Textiles Limited -Himachal Textile Park Limited -Jindal Holding and Investments Limited -Jindal Infrabiz Limited -Jindal Metalex Limited -Leader Cycles Limited -Jindal International FZE	-Jindal Medicot Limited -Jindal Specialty Textiles Limited -Himachal Textile Park Limited -Jindal Holding and Investments Limited -Jindal Infrabiz Limited -Jindal Metalex Limited -Leader Cycles Limited -Jindal International FZE	Nil	Nil	-Jindal Cycles Private Limited -Jindal Medicot Limited -Jindal Specialty Textiles Limited -Himachal Textile Park Limited -Jindal Holdings and Investment Limited -Jindal Infrabiz Limited -Jindal Metalex Limited -Leader Cycles Limited
Chairmanships/ Memberships of Committees of other companies	Nil	Nil	Nil	Nil	Nil
Number of shares held	845640	810000	Nil	Nil	2711918
Relationship with other Directors	Related to Sh. Sandeep Jindal, Sh. Rajinder Jindal, Sh. Yash Paul Jindal, Sh. Ramesh Jindal and Sh. Sahil Jindal	Related to Sh. Sandeep Jindal, Sh. Rajinder Jindal, Sh. Yash Paul Jindal, Sh. Ramesh Jindal and Sh. Aman Jindal	Not related to any Director	Not related to any Director	Related to Sh. Rajinder Jindal, Sh. Ramesh Jindal, Sh. Sandeep Jindal, Sh. Aman Jindal, and Sh. Sahil Jindal



Information pursuant to Corporate Governance Clause of the Listing Agreement(s) regarding the Directors seeking appointment/re-appointment in the Annual General Meeting

Name of the Director	Rajinder Jindal	Ramesh Jindal	Sandeep Jindal	Rajesh Sharma
Date of Birth	27.08.1960	23.05.1958	02.03.1977	23.11.1973
Date of Appointment	10.12.1998	30.09.2000	18.02.1998	23.11.2012
Expertise in specific functional area	31 years of experience in various Business & Industries.	35 years of experience in the trading and manufacturing of cycle parts.	14 years of experience in Business & Industries.	18 Years of experience in the Textile and Steel Industries.
Qualification	Science Graduate	Commerce Graduate	Commerce Graduate	Chartered Accountants, Company Secretary and Cost Accountants
Directorship of other companies	-Jindal Cycles Private Limited -Jindal Medicot Limited -Jindal Specialty Textiles Limited -Himachal Textile Park Limited -Jindal Holding and Investments Limited -Jindal Infrabiz Limited -Jindal Metalex Limited -Leader Cycles Limited	-Jindal Cycles Private Limited -Jindal Medicot Limited -Jindal Specialty Textiles Limited -Himachal Textile Park Limited -Jindal Holding and Investments Limited -Jindal Infrabiz Limited -Jindal Metalex Limited -Leader Cycles Limited	-Jindal Medicot Limited -Jindal Specialty Textiles Limited -Himachal Textile Park Limited -Jindal Holdings and Investment Limited -Jindal Infrabiz Limited -Jindal Metalex Limited -Jindal Info Media Private Limited -Jindal International FZE	Vallabh Tinplate Private Limited
Chairmanships/ Memberships of Committees of other companies	Nil	Nil	Nil	Nil
Number of shares held	2830926	2886008	1312998	Nil
Relationship with other Directors	Related to Sh. Yash Paul Jindal, Sh. Ramesh Jindal, Sh. Sandeep Jindal, Sh. Aman Jindal, and Sh. Sahil Jindal	Related to Sh. Sandeep Jindal, Sh. Rajinder Jindal, Sh. Yash Paul Jindal, Sh. Aman Jindal, and Sh. Sahil Jindal	Related to Sh. Ramesh Jindal, Sh. Rajinder Jindal, Sh. Yash Paul Jindal, Sh. Aman Jindal, and Sh. Sahil Jindal	Not related to any Director



JINDAL COTEX LIMITED
REGISTERED OFFICE: V.P.O. JUGIANA, G.T. ROAD, LUDHIANA – 141 420

ATTENDANCE SLIP

Ref. Folio _____ DP ID* _____

No. of shares held _____ Client ID _____

Name and Address of Shareholders:

I/We hereby record my /our presence at 16th Annual General Meeting of the Company held on Monday, 30th September, 2013 at 10.00 A.M. at its Registered Office at V.P.O. Jugiana, G.T. Road, Ludhiana – 141 420.

Name of the Shareholder/Proxy _____ Signature of the Shareholder/Proxy _____
 (In Block Letter)

*Applicable for shareholders holding shares in Electronic form.
Note: Please fill the attendance slip and hand it over at the entrance of meeting venue. Joint shareholders may obtain additional attendance slip on request.
 Shareholder/Proxy desiring to attend the meeting should bring his copy of the Annual Report at the Annual General Meeting.



JINDAL COTEX LIMITED
REGISTERED OFFICE: V.P.O. JUGIANA, G.T. ROAD, LUDHIANA – 141 420

PROXY

Ref. Folio _____ DP ID* _____

No. of shares held _____ Client ID _____

I/We _____ of _____

In the district of _____ being a member(s) of the company hereby appoint
 _____ of _____

in the district of _____ or failing him/her _____
 of _____ in the district of _____

as my/our proxy to attend and vote for me/us on my/our behalf at the 16th Annual General Meeting of the Company to be held on Monday, 30th September, 2013 at 10.00 A.M. and at any adjournment thereof.

Signed this _____ day of _____ 2013.

Signature -----

Affix Revenue Stamp

- Note:**
- 1) The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting.
 - 2) Those Members who have more than one folios may use photocopy of this Attendance Slip/Proxy.