



JINDAL COTEX LTD.

REGD. OFFICE: VPO JUGIANA, G.T. ROAD, LUDHIANA-141 420.

NOTICE

NOTICE is hereby given that the Fourteenth Annual General Meeting of the Members of JINDAL COTEX LIMITED will be held on Friday, 30th day of September, 2011 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, 2011 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 Mr. Ramesh Kumar Jindal, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Rajinder Kumar Jindal, who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Vijesh Gupta, who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint a director in place of Mr. Nirmal Kumar Jain, 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. M/s. Aggarwal Garg & Co., Chartered Accountants, the retiring Auditors are eligible for reappointment.

SPECIAL BUSINESS

7. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-
“**RESOLVED THAT** Mr. Aman Jindal, who was appointed as Additional Director 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** Mr. Sahil Jindal, who was appointed as Additional Director 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.”
9. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-
“**RESOLVED THAT** Mr. Vinay Shrivastav, who was appointed as Additional Director 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.”
10. To consider, and if thought fit, to pass with or without modifications, the following resolution as an ordinary resolution:-
“**RESOLVED THAT** Mr. Satish Kumar Gupta, who was appointed as Additional Director 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.”
11. To consider, and if thought fit, to pass with or without modifications(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 appointment and payment of remuneration to Mr. Aman Jindal, as Wholetime Director of the company for a period of five years w.e.f. 25th October, 2010 at a monthly remuneration of Rs. 25,000/- including perquisites, if any, in the scale of Rs. 25,000- Rs.50,000/-.

Resolved further that Mr. Aman 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 authorized to alter and vary, from time to time, the remuneration or perquisites which Mr. Aman Jindal is entitled to receive in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII of the Act".

12. To consider, and if thought fit, to pass with or without modifications(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 appointment and payment of remuneration to Mr. Sahil Jindal, as Wholetime Director of the company for a period of five years w.e.f. 25th October, 2010 at a monthly remuneration of Rs. 25,000/- including perquisites, if any, in the scale of Rs. 25,000- Rs.50,000/-.

Resolved further that Mr. Sahil 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 authorized to alter and vary, from time to time, the remuneration or perquisites which Mr. Sahil Jindal is entitled to receive in accordance with the provisions of the Companies Act, 1956 read with Schedule XIII of the Act".

13. To consider, and if thought fit, to pass with or without modifications(s) the following resolution:-

"RESOLVED THAT pursuant to Section 81(1A) and all other applicable provisions of the Companies Act, 1956 (including any modification or re-enactment thereof, for the time being in force), subject to all applicable laws and in accordance with all relevant provisions of the Memorandum and Articles of Association of the Company, issue of Foreign Currency convertible Bonds and Ordinary shares (through Depository Receipt Mechanism) Scheme, 1993 and the listing agreements entered into by the Company with the Stock Exchanges where the Company's shares are listed and subject to any necessary guidelines, regulations, approval, consent, permission and/or sanction of the Central Government, Reserve Bank of India, Ministry of Finance, Securities and Exchange Board of India (SEBI), Foreign Exchange Management Act (FEMA), Foreign Investment Promotion Board (FIPB) and/ or any other authorities, including banks, financial institution etc., (hereinafter referred to as "the appropriate authorities"), and subject to such conditions/ modifications as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) or sanction(s) (hereinafter referred to as "the requisite approvals") and which may be agreed to by the Board of Directors of the company (hereinafter referred to as the "Board") which term shall be deemed to include any duly authorized committee thereof constituted or which the Board may hereinafter constitute, to exercise its powers including the power conferred by this resolution, the Board be and is hereby authorized to create, offer, issue and allot, in the course of, domestic and/or international offering(s) in one or more foreign markets, equity shares/ securities, other financial instruments, including Global Depository Receipts (GDRs) and/ or American Depository Receipts (ADRs) convertible into equity shares, Foreign Currency Convertible Bonds (FCCBs), with or without green shoe option, or any instrument or securities representing convertible securities such as convertible debentures, bonds or warrants etc. convertible into equity shares, whether optionally or otherwise or any combination there of (hereinafter referred to as 'Securities') to such investors including domestic/ foreign investors, institutions, financial institutions and/or corporate bodies, mutual funds, banks, insurance companies, foreign institutional investors, trusts, Mutual Funds, Venture Capital Funds, Non-Resident Indians and/ or individuals or otherwise, to Qualified Institutional Buyers ("QIBs") under Qualified Institutional Placement ("QIP") under Chapter VIII of the SEBI ICDR Regulations or a combination of the foregoing, whether or not such persons/entities/investors are members of the company, as the Board may, in its sole discretion deem appropriate, by way of circulation of an offering circular or prospectus or by way of public issue, rights offering, private placement/



Institutional placement, memorandum or any offering memorandum and/or any other permitted nature of offering, with or without an over-allotment option, or a combination thereof, upto an aggregate amount not exceeding Rs. 200.00 Crores (Rs. Two Hundred Crores) only or any equivalent thereof in foreign currency, (inclusive of such premium as may be determined by the Board and as permitted by the prescribed authorities etc.) to be subscribed in Indian and/or foreign currency(ies). Such issue(s) and allotment(s) shall be made at such time or times in one or more tranche or tranches, at such price or prices, at a discount or premium to market price or prices in such manner and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of such issue or allotment considering the prevalent market conditions and other applicable laws/factors in this regard.

RESOLVED FURTHER THAT in case of allotment of Securities by way of Qualified Institutional Placement (QIP) as per the provisions of Chapter VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time, the relevant date for the determination of applicable price for the issue of the Securities means the date of the meeting in which the Board of the Company or the Committee of Directors decides to open the proposed issue or such date, if any, as may be notified by SEBI or the RBI or any appropriate authority from time to time.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms in accordance with international practices including but not limited to conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debts service payments whatsoever and all such terms/matters as are provided in offering of this nature, including terms for issue of additional equity shares or variation of the conversion price of the Securities during the duration of the Securities and the Board is also entitled to enter into and execute all such arrangements/agreements as the case may be with any lead managers, managers, underwriters, bankers, financial institutions, solicitors, advisors, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including the payment of commissions, brokerage, fees or the like, and also to seek the listing of any or all such Securities or securities representing the same in one or more Stock Exchanges including International Stock Exchanges, wherever permissible.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the market and/or at the place of issue of the Securities in the international market and may be governed by applicable laws.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of Securities in registered or bearer form with such features and attributes as are prevalent in capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the securities markets.

RESOLVED FURTHER THAT the Board or any committee thereof be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred to herein above or as may be necessary in accordance with the terms of the offering, all such shares shall rank pari-passu with the existing shares of the Company in all respects, excepting such right as to dividend as may be provided under the terms of the issue and in the Offer Document.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, as described herein above, the Board or any committee thereof be and is hereby authorized on behalf of the company to do all such acts, deeds, matters and things as it may at its discretion deem necessary or desirable for such purpose, including without limitation the entering into underwriting, marketing, listing and depository arrangement and institution/trustees/agents and similar agreements.

RESOLVED FURTHER THAT for the aforesaid purpose, the Board be and is hereby authorized to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to the offer, issue or allotment of Securities and utilization of the issue proceeds including but without limitation to the creation of such mortgage/charges under Section 293(1)(a) of the Companies Act, 1956 in respect of the aforesaid Securities either on pari passu basis or otherwise as the Board 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 Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT such of these Securities as are not subscribed may be disposed off by the Board in its absolute discretion in such a manner as the Board may deem fit and as is permissible by applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Director or any director(s) or Officer(s) of the Company to give effect to this resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to resolve and settle all questions and difficulties that may arise in the proposed issue/offer. Allotment and conversion of any of the aforesaid Securities, utilization of the issue proceeds and to do all such acts, deeds, matters and things as it may,



in its absolute discretion, deem necessary, desirable or expedient, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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

Place: Ludhiana

Date : 12th August, 2011

**(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 Tuesday, 27th September, 2011 to Friday, 30th September, 2011 (both days inclusive).
- c. Members desiring any other information on the Annual 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 at the meeting.
- d. Members are requested to bring their copy of Annual Report alongwith them to the Annual General Meeting.
- e. Explanatory Statement pursuant to the provisions of Section 173(2) of the Companies Act, 1956 for items No.7 to 13 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 12 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. Members interested to receive various notices/documents including Annual Report of the company through electronic mode at their e-mail addresses are requested to inform Registrar & Share Transfer Agents of our company at their E-mail Id. info@bigshareonline.com as "Green Initiative in Corporate Governance" taken by Ministry of Corporate Affairs.

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

Item No. 7

During the year, the Board of Directors of the company appointed Mr. Aman Jindal, as Additional Director of the company. The Board has benefited from his appointment and received very valuable & timely advices from him. The company has received notice from a member proposing his candidature for the appointment as Director of the company liable to retire by rotation along with a deposit of Rs. 500/-.

Hence the proposed resolution. Board recommends the adoption of this resolution.

None of the Directors except Mr. Yash Paul Jindal, Mr. Rajinder Kumar Jindal, Mr. Ramesh Jindal, Mr. Sahil Jindal and Mr. Sandeep Jindal being the relatives of Mr. Aman Jindal are interested in this resolution.

Item No. 8

During the year, the Board of Directors of the company appointed Mr. Sahil Jindal, as Additional Director of the company. The Board has benefited from his appointment and received very valuable & timely advices from him. The company has received notice from a member proposing his candidature for the appointment as Director of the company liable to retire by rotation along with a deposit of Rs. 500/-.

Hence the proposed resolution. Board recommends the adoption of this resolution.

None of the Directors except Mr. Yash Paul Jindal, Mr. Rajinder Kumar Jindal, Mr. Ramesh Jindal, Mr. Aman Jindal and Mr. Sandeep Jindal being the relatives of Mr. Sahil Jindal are interested in this resolution.

Item No. 9

During the year, the Board of Directors of the company appointed Mr. Vinay Shrivastav, as Additional Director of the company. The Board has benefited from his appointment and received very valuable & timely advices from him. The company has received notice from a member proposing his candidature for the appointment as Director of the company liable to retire by rotation along with a deposit of Rs. 500/-.

Hence the proposed resolution. Board recommends the adoption of this resolution.

None of the Directors except the appointee himself is interested in this resolution.

**Item No. 10**

During the year, the Board of Directors of the company appointed Mr. Satish Kumar Gupta, as Additional Director of the company. The Board has benefited from his appointment and received very valuable & timely advices from him. The company has received notice from a member proposing his candidature for the appointment as Director of the company liable to retire by rotation along with a deposit of Rs. 500/-.

Hence the proposed resolution. Board recommends the adoption of this resolution.

None of the Directors except the appointee himself is interested in this resolution.

Item No. 11

Mr. Aman Jindal was appointed as Wholetime Director of the company for a period of 5 years w.e.f. 25th October, 2010 on the terms and conditions as set out in the resolution at a monthly remuneration of Rs. 25,000/- per month. Further, the remuneration committee of the Board of Directors has vide its resolution dated 12th August, 2011 increased the remuneration payable to Mr. Aman Jindal from Rs. 25000/- to Rs. 50000/- w.e.f. 25th October, 2011 for the remaining period of his tenure, subject to the approval of the shareholders of the company.

Mr. Aman Jindal is a Commerce Graduate and Master of Science in International Business & Management from Manchester Business School, U.K.. He is having specialization in Corporate finance and development strategy. The Board has benefited from his appointment and received very valuable & timely advices from him.

As per the provisions of Section 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956, the appointment and remuneration to a Whole Time Director requires the approval of the shareholders in General Meeting.

Hence the proposed resolution. Board recommends the adoption of this resolution.

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

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

Item No. 12

Mr. Sahil Jindal, was appointed as Wholetime Director of the company for a period of 5 years w.e.f. 25th October, 2010 on the terms and conditions as set out in the resolution at a monthly remuneration of Rs. 25,000/- per month. Further, the remuneration committee of the Board of Directors has vide its resolution dated 12th August, 2011 increased the remuneration payable to Mr. Sahil Jindal from Rs. 25000/- to Rs. 50000/- w.e.f. 25th October, 2011 for the remaining period of his tenure, subject to the approval of the shareholders of the company.

Mr. Sahil Jindal is a Graduate in Business Administration and having specialization in marketing management. The Board has benefited from his appointment and received very valuable & timely advices from him.

As per the provisions of Section 198, 269 and 309 read with Schedule XIII to the Companies Act, 1956, the appointment and remuneration to a Whole Time Director requires the approval of the shareholders in General Meeting.

Hence the proposed resolution. Board recommends the adoption of this resolution.

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

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

Item No. 13

The Special Resolution contained in the Notice at Item No.13 relates to a proposal by the Company to raise capital through issue of shares/Securities including Global Depository Receipts ("GDRs"), American Depository Receipts ("ADRs"), Foreign Currency Convertible Bonds ("FCCBs") or any such financial instrument convertible into equity shares (hereinafter referred to as "Securities") including by means of a issue of Securities to Qualified Institutional Buyers ("QIBs") under Qualified Institutional Placement ("QIP") under the Securities & Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations").

The Company proposes to enhance and strengthen its equity capital base by way of inclusion of further equity capital by issue of equity shares or such other security which would be later on converted into equity shares or give right to the holders of the securities to subscribe to the equity capital at a later date.

The Special Resolution also seeks to empower the Board to undertake a qualified institutional placement with qualified institutional buyers as defined under the SEBI ICDR Regulations apart from other options of private/public placements. The Board may in its discretion adopt this mechanism, as prescribed under chapter VIII of the SEBI ICDR Regulations. The pricing of the Securities to be issued to qualified institutional buyers pursuant to chapter VIII of the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Securities in other mode of placements would be as per applicable statutory provisions. With constant support from the members, the company aspires to consistently better



the previous performance and accelerate the growth rate by taking on challenges on a larger plank. Such objectives could be met, through expansions, overseas acquisitions/investment whether directly or through subsidiaries/joint ventures etc. To strengthen its business plans as well as to augment long term working capital/general corporate requirements, the company is proposing to raise funds by issue of securities in India and/or International market, facilitating implementation of the plans with speed and economy. As such, in order to finance the Company's expansion plans, and to expand its market reach globally, to meet out the Capital expenditure and working capital requirements, the Company proposes to raise funds for the Company, in one or more tranches by issue of any one or more kind(s) of securities or combination thereof as detailed in the resolution at item no.13 of the notice. The funds as raised would also improve the net worth of the Company and give greater financial strength for implementing its expansion plans.

It is accordingly proposed to obtain an enabling resolution from the Members of the Company so as to issue securities in domestic/international market(s) as contemplated in the resolution set out above at such time and on such terms, in one or more tranche or tranches, as may be decided by the Board and found to be expedient and in the interests of the Company.

The proposed issue will be subject to the approval of the appropriate authorities and within the frame works of the guidelines issued by the SEBI etc. in this regard.

The pricing of the issue will be a free market pricing and may be at a premium or discount to market price in accordance with prevalent practice. Since the pricing of the offering cannot be decided except at a later stage, it is not possible to state the price or the exact number of securities or shares to be issued. For reasons aforesaid, an enabling resolution is being passed to give adequate flexibility and discretion to the Board to finalize their terms. Securities issued pursuant to the offer may be listed on Domestic/International Stock Exchanges as would be applicable and may be represented by Depository Receipts or other securities.

The detailed terms and conditions of the Issue as and when made will be determined by the Board of Directors in consultation with the merchant bankers, lead managers, advisors, underwriters and other experts and in accordance with the terms of approval of the Government of India, Reserve Bank of India, and other appropriate authorities as may be required.

The proposed issue of Securities upto an aggregate amount not exceeding Rs.200.00 Crores (Rs. Two Hundred Crores) only or any equivalent thereof in foreign currency, shall be made in one or more tranches. The issue price of the securities to be issued in the proposed offerings will be determined by the Board of Directors at the time of the offer depending on the then prevailing market conditions and as per the applicable rules/guidelines, provisions of applicable law(s) and as per the rules/guidelines etc. issued by Securities and Exchange Board of India (SEBI) in this regard. The Securities will be listed on such International/Indian Stock Exchanges as the Board may be advised and as may be applicable.

The said Securities may, if necessary, be secured by way of mortgage/hypothecation on the Company's assets in favor of the security holders/trustees for the holders of the said Securities.

Section 81 of the Companies Act, 1956 provides, inter alia, that where it is proposed to increase the Subscribed Share Capital of the Company by allotment of further shares, such further shares shall be offered to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion to the capital paid up on those shares as of that date unless the Shareholders decide otherwise. The listing agreements executed by the Company with the stock exchanges also provide that the Company shall issue or offer in the first instance all securities to the existing Equity shareholders of the company unless the shareholders decide otherwise.

Since, the Special Resolution proposed in the business of the Notice may result in the issue of shares of the Company otherwise than to the shareholders of the Company, as such the consent of the members is being sought under Section 81(1A) of the Companies Act, 1956 and other applicable provisions, if any, and in terms of the provisions of the Listing Agreement(s) executed by the Company with the Stock Exchange(s) where the company's shares are listed. This Special Resolution gives adequate flexibility and discretion to the Board to finalize the terms of the issue, in consultation with lead managers, underwriters, legal advisors and experts and/ or such other authority or authorities as need to be consulted including in relation to the pricing of the issue and powers to issue and market any securities pursuant to the offer including the power to issue such securities in tranche or tranches.

Memorandum of Interest:

None of the Directors is, in any way, interested or concerned in the proposed resolutions except to the extent of shares held by them in the Company.

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

**Place: Ludhiana
Date: 12th August, 2011**

**(Sandeep Jindal)
Chairman and Managing**



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	Vijesh Gupta	Nirmal Kumar Jain
Date of Birth	27.08.1960	23.05.1958	07.03.1974	11.05.1954
Date of Appointment	10.12.1998	30.09.2000	10.07.2008	10.07.2008
Expertise in specific functional area	29 years of experience in various Business & Industries.	33 years of experience in the trading and manufacturing of cycle parts.	13 years of experience in the field of Internal as well as Statutory Audit.	35 Years of experience in the Iron and Steel Industry.
Qualification	Science Graduate	Commerce Graduate	C.A.	B Sc.
Directorship of other companies	<ul style="list-style-type: none"> ● 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 	<ul style="list-style-type: none"> ● 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 	Nil	<ul style="list-style-type: none"> ● Jindal Medicot Limited
Chairmanships/ Memberships of Committees of other companies	Nil	Nil	Nil	Nil
Number of shares held	3606576	3642216	Nil	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	Not related to any Director	Not related to any 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
Date of Birth	25.07.1988	24.12.1988	01.01.1956	01.04.1952
Date of Appointment	25.10.2010	25.10.2010	25.10.2010	25.10.2010
Expertise in specific functional area	He is having specialization in Corporate finance and development strategy.	He is having specialization in marketing management.	26 years of experience in profession of Tax consultancy and Auditing.	27 years of experience in the field of Tax Audit, Company Law & Labour Law matters and also Central Excise.
Qualification	Commerce Graduate & Master of science in International Business & Management from Manchester Business School, U.K	Graduate in Business Administration	C.A.	C.A.
Directorship of other companies	<ul style="list-style-type: none"> ● 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 	<ul style="list-style-type: none"> ● 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 	Nil	Nil
Chairmanships/ Memberships of Committees of other companies	Nil	Nil	Nil	Nil
Number of shares held	845640	810000	Nil	Nil
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