



JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED
(U52100UP2008PLC035862)

Registered Office: Bhartiagram, Gajraula, District Amroha - 244 223, Uttar Pradesh, India

NOTICE

NOTICE is hereby given that the Seventh Annual General Meeting of members of Jubilant Agri and Consumer Products Limited will be held as under:

DAY : **Monday**
DATE : **December 21, 2015**
TIME : **11:00 A.M.**
VENUE : **Registered Office:**
Bhartiagram, Gajraula,
District Amroha - 244223,
Uttar Pradesh, India

to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Shamit Bhartia (DIN: 00020623) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint the Statutory Auditors and to authorize the Board of Directors of the Company to fix their remuneration and for that purpose, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any modification(s) and re-enactment thereof for the time being in force), M/s. K. N. Gutgutia & Co., Chartered Accountants (Firm Registration Number 304153E with the Institute of Chartered Accountants of India), the Statutory Auditors of the Company, who retire but being eligible, offer themselves for re-appointment, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of twelfth Annual General Meeting (subject to the ratification by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be mutually determined between the Statutory Auditors and the Board of Directors of the Company.”

SPECIALBUSINESS

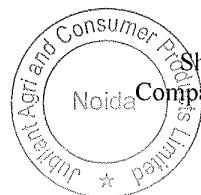
4. To ratify the remuneration of Cost Auditor appointed by the Board of Directors and for that purpose, to consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s J K Kabra & Co., Cost Accountants (Registration No: 09 with the Institute of Cost Accountants of India), appointed by the Board of Directors of the Company as the Cost Auditors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, be paid remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) excluding out of pocket expenses and service tax.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all things, acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

By Order of the Board
For Jubilant Agri and Consumer Products Limited

Dated : October 28, 2015
Place : NOIDA



Sheetal
Sheetal Kapoor
Company Secretary

Notes:

1. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of Resolutions set out under Item No. 4 above, is annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF /HERSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. MEMBERS /PROXIES SHOULD FILL THE ATTENDANCE SLIP FOR ATTENDING THE MEETING.

3. Corporate Members intending to send their authorized representative(s) to attend the Meeting are requested to send certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
4. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. upto the date of the AGM.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.4

The Board of Directors, at its meeting held on April 30, 2015, on recommendation of the Audit Committee, approved the appointment of M/s J. K. Kabra & Co., Cost Accountants, as the Cost Auditors at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand only) in addition to reimbursement of out of pocket expenses, if any, and applicable taxes to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2016 in accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including amendment thereof.

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 including amendment thereof, remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, your Directors commend the resolution for ratification of remuneration of M/s J. K. Kabra & Co., Cost Auditors for the Financial Year ending March 31, 2016 by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE
ANNUAL GENERAL MEETING**

Name of Director	Mr. Shamit Bhartia
Date of Birth	April 27, 1979
Relationship with other Directors and Key Managerial Personnel	Brother of Mr. Priyavrat Bhartia, Director
Date of Appointment	January 18, 2012
Experience and expertise in specific functional areas	Business Financial Analysis and Planning
Qualification	Bachelor in Economics from Dartmouth College (USA)
Terms and conditions of appointment / re-appointment	Director, liable to retire by rotation
No. of Equity Shares of Rs. 10/- each held in the Company	Nil
List of other companies in which Directorship are held*	<ul style="list-style-type: none"> • The Hindustan Times Limited • HT Media Limited • HT Learning Centers Limited • Hindustan Media Ventures Limited • Firefly E-Ventures Limited • HT Digital Media Holdings Limited • Jubilant Industries Limited
List of the Committee of Board of Directors (across all companies) in which Chairmanship/ Membership is held#	Member of Audit Committee of HT Media Limited
Number of Board Meetings attended during Financial Year 2014-15	Three Meetings

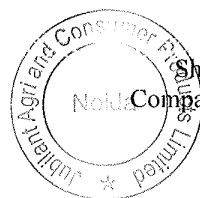
*As per latest disclosures received from the Directors, the directorship(s) mentioned above do not include directorship(s) of Foreign companies, Section 8 Companies and Private Limited Companies.

Only two Committees viz. Audit Committee and Stakeholders' Relationship Committee have been considered.

By Order of the Board
For Jubilant Agri and Consumer Products Limited

Dated : October 28, 2015

Place : NOIDA



Sheetal Kapoor
Company Secretary