

# DMK ASSOCIATES

## COMPANY SECRETARIES

To,

The Chairman  
M/s Jindal Poly Films Limited  
19th K M Hapur, Bulandshahr Road,  
P O Gulaothi, Bulandshahr  
Uttar Pradesh-245408

**SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT**

Dear Sir,

The Board of the Company at its meeting held on September 29, 2015 has appointed us as Scrutinizer pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement {(now Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}, to conduct the Postal Ballot process for E voting and Physical Ballot Form in a fair and transparent manner in respect to the following Six (6) Resolutions:

Resolution Number	Type of Resolution	For
1.	Special Resolution	To authorize Board of Directors in the matter relating to issue of securities to Qualified Institutional Buyers (as defined in the SEBI regulation) (QIB's) and matter incidental thereto.
2.	Special Resolution	Amendment of the Main Objects Clause of Memorandum of Association.
3.	Special Resolution	To approve the Re-Classification of the Authorized Share Capital.
4	Special Resolution	Deletion of the Other Objects Clause of the Memorandum of Association of the Company.



5	Special Resolution	Adoption of New Set of Articles of Association of the Company in pursuance of Companies Act, 2013.
6	Ordinary Resolution	Appointment of Mr. Amit Jain (DIN:0028335) as Independent Director of the Company.

**WE SUBMIT OUR REPORT AS UNDER:**

1. The Company has completed the dispatch of postal ballot notice(s), forms and electronic ballot on December 5, 2015 along with postage prepaid envelope to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on October 23, 2015.
2. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with clause 35B of Listing Agreement, the company has provided e-Voting facility to all its Members (including companies /FIs/FIIs etc.) to enable them to cast their votes electronically.
3. The Company has engaged Karvy Computershare Private Limited ("Karvy") as the service provider, for extending the facility of electronic voting to the Members of the Company.
4. The e-voting results were blocked on December 5, 2015 at 5:00P.M.
5. No physical postal ballot form has been received from the Members and electronic ballot report generated from Karvy has been entered in a register separately maintained for the purpose.
6. We have downloaded the E-voting report from the Karvy website in respect of members who voted through e-voting.
7. All the postal ballot forms and e votes received upto 5:00 pm on 5<sup>th</sup> December, 2015 i.e. last date and time fixed by the company for receipt of the same, were considered and none of the envelope /postal ballot forms received after due date were considered for the purpose of this report.
8. The Postal ballot forms and electronic ballots were matched with Register of members of the Company/ list of beneficiaries as on 23<sup>rd</sup> October, 2015.



9. There were 683 envelopes containing postal ballot form along with Postal Ballot notice, which were returned undelivered. These envelopes have not been opened and are kept separately.
10. We did not find any defaced or mutilated ballot paper.
11. The Members exercised their voting either by electronic or physical mode. There was no case wherein a Member opted for both facilities.
12. The total paid up shares capital of the Company as on cut-off date was Rs. 420,477,130 /- divided into 420,477,13 equity shares of Re. 10/- .
13. After our scrutiny, the summary of postal ballot forms and E voting is given below:-

**Resolution No. 1 - To authorize Board of Directors in the matter relating to issue of securities to Qualified Institutional Buyers (as defined in the SEBI regulation) (QIB's) and matter incidental thereto (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
15	30066071	95.92	71.50

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
35	1278540	4.08	3.04



**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members voted –Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	0	0	0

**RESULT**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 1 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

**Resolution No. 2 - Amendment of the Main Objects Clause III of Memorandum of Association (Special Resolution)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
46	31343825	99.99	74.54

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
3	743	0.00	0.00



