



JINDAL POLY FILMS LIMITED

(CIN: L17111UP1974PLC003979)

Regd. Office: 19thK.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr – 203408 Uttar Pradesh
Tel No. (0573) 2228057

Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070

Phone: (011) 26139256-65, Fax: (011) 26125739

Email: cs_jpoly@jindalgroup.com , Website: www.jindalpoly.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Companies M&A Rules”) for obtaining assent of the Shareholders of the Company by means of Postal Ballot and Remote-E-Voting on the Resolutions set out in this Notice. In terms of Rule 22 of the Companies M&A Rules read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 -SEBI (LODR), 2015, Shareholders are also provided with the facility of voting through electronic means (“Remote e-voting”).

Pursuant to Section 102 of Companies Act, 2013, Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot Form is annexed with this Notice.

Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed herein and return the Postal Ballot Form duly completed in the enclosed self-addressed Business Reply Envelope.

Postal Ballot Form can also be sent by courier/speed post at the expense of the Shareholders or be deposited personally at the address given on the self-addressed Business Reply Envelope.

Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through electronic means’. References to Postal Ballot in this Notice include votes received electronically.

The Company has engaged Karvy Computershare Private Limited (“Karvy”) to offer E-voting facility to all its members to enable them to cast their votes electronically.

The Board of Directors of the Company has appointed Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) Partner of M/s DMK Associates, Company Secretaries, New Delhi and in case of failing him Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936) Partner of M/s DMK Associates, Company Secretaries, New Delhi, as scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the completed Physical Postal Ballot Forms from the Shareholders.

The remote E-voting facility will be available during the following voting period:

Commencement of E-voting: From 9:00 a.m. (IST) on Thursday 5th October, 2017 and End of E-voting: Up to 5:00 p.m. (IST) on Friday, 3rd November, 2017.

E-Voting shall not be allowed beyond 5 p.m. (IST) on Friday, 3rd November, 2017, and shall be disabled by Karvy Computershare Private Limited.

During the e-voting period, shareholders of the company, holding shares either in physical form or in Dematerialized form, as on **Friday, 22nd September, 2017** may cast their vote electronically.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholders opts for), they shall be deemed to have been passed as Special Business at a General Meeting.

PROPOSED RESOLUTIONS:

Item No. 1: TO APPOINT MR. RATHI BINOD PAL (DIN 0092049) AS A DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 read with and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the SEBI (LODR), Regulation, 2015, Mr. Rathi Binod Pal (DIN-0092049), who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he is liable to retire by rotation.

Item No. 2 TO APPOINT MR. PRAKASH MATAI (DIN 07906108) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Provision of SEBI (LODR) Regulations, 2015 of the Listing Agreement, Mr. Prakash Matai (DIN 07906108), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire

by rotation and to hold office for 5 (five) consecutive years for a term up to 12th September, 2022.

Item No. 3 TO APPOINT MR. SANJEEV SAXENA (DIN 07899506) AS A DIRECTOR

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Sections 152, 160 and 161 read with and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable provisions of the SEBI (LODR), Regulation, 2015, Mr. Sanjeev Saxena (07899506) who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company and he is liable to retire by rotation.

Item No. 4 TO APPOINT MR. SANJEEV SAXENA (DIN 07899506) AS A WHOLE-TIME DIRECTOR.

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and applicable rules framed thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Sanjeev Saxena (DIN 07899506) as Whole-time Director of the Company for a period of Five years commencing from 13th September, 2017 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits in any financial year (as recommended by the Nomination & Remuneration Committee and the Board) as set out in the Explanatory Statement to this Notice with the authority to the Board of Directors/Committee to grant increments within the range stated therein and to alter and vary from time to time, the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors/Nomination and Remuneration Committee and Mr. Sanjeev Saxena (07899506)

RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution

Item No. 5 TO GRANT INTER CORPORATE LOANS

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution:**

“RESOLVED THAT in supersession of all earlier resolutions and pursuant to the provisions of Section 186 of the Companies Act, 2013 (the “Act”) read with the Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 and other

applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the articles of association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary and provisions of other applicable laws, consent of the Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board”, which expression shall include any Committee thereof and/or any person(s) authorised by the Board/such committee (“Authorised Person(s)”) to approve (from time to time) the following on behalf of the Company:

- (a) giving of any loan(s) to any person or other body corporate; and/or
- (b) creation of security by the Company on any asset(s) (including any rights, title and/or interests therein) in connection with any loan(s) by any lender(s) to any body corporate or person.

Subject to such terms and conditions as the Board may deem fit and proper, notwithstanding that the aggregate of all loans already given and proposed to be given and/or the amounts for which security is already provided and proposed to be provided by the Board shall not exceed a sum of Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) at any point of time subject that the same may exceed sixty per cent of paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said loan(s) and security(ies) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT in order to give effect to this resolution, the Board of Directors of the Company or any Committee thereof, any Director of the Company and/or any person(s) as may be authorised by Board be severally authorised to:

- (a) negotiate/agree/accept/approve/finalise/execute/re-execute on behalf of the Company all agreements, deeds, confirmations, documents and/or undertakings (including any amendment(s) or modification(s) thereto) as may be necessary or required for the aforesaid purposes; and/or
- (b) sign, file, deliver, admit execution and/or present for registration all documents/forms with any statutory authority, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all other acts, deeds and things (including right to further delegate any of the aforesaid powers) as may be required in connection with the aforesaid purposes.”

**By Order of the Board
For JINDAL POLY FILMS LIMITED**

**Sd/-
Sanjeev Kumar
Company Secretary**

Place : New Delhi
Dated : 13th Sept, 2017

ACS: 18087
House No. 1, VPO, Samaspur (Sector-51),
Gurgaon -122001, Haryana

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013, setting out the material facts and reasons for the proposed resolutions are annexed hereto.
2. The Notice is being sent to all the Shareholders (as defined under Rule 2 of the Securities Contracts (Regulation) Rules, 1957), whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on Friday, **22nd September, 2017** in accordance with the provisions of the SEBI Circular and voting rights shall be reckoned on the paid up value of shares registered in the name of Shareholders as on the said date.
3. Any person who is not a Shareholder as on Friday, **22nd September, 2017** shall not have any right to cast vote through Postal Ballot.
4. The Notice is also placed on the Company’s website, www.jindalpoly.com
5. The Physical Postal Ballot Form together with the self-addressed Business Reply Envelope are enclosed for use of Shareholders.
6. As required under Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, advertisements will be published in the Indian Express newspaper in English language and Jansatta newspaper in Hindi language circulating in the State of Uttar Pradesh, specifying the relevant matters therein.

The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-Voting), shall be deemed to have been duly passed at a general meeting convened in that behalf on the date of the announcement of the result as aforesaid on Tuesday, 7th November, 2017. The Scrutiniser’s decision on the validity of a completed Postal Ballot Form shall be final.
7. The scrutinizer will submit the report to the Chairman and in his absence, to whole-time Director on Saturday, 4th November, 2017, after completion of the scrutiny of the Physical Postal Ballots Form as well as E-voting.
8. The results of the postal ballot and remote e-voting will be announced by the Chairman and in his absence by a Whole-time Director or any Key managerial person, duly authorised by him on 7th November, 2017 at 5.00 PM at the registered office of the Company at 19th K.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr – 203408 Uttar Pradesh and Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070.
9. The Results declared along with the Scrutinizer’s Report(s) will be available on website of the Company (www.jindalpoly.com) and on Karvy’s website (<https://evoting.karvy.com>). The results shall simultaneously be communicated to Stock Exchanges.

10. Pursuant to Regulation 44 of SEBI Regulations and provisions of Section 110 of Companies Act, 2013, the Company is pleased to offer remote e-voting facility to the Shareholders, as an alternate to voting by dispatching the Physical Postal Ballot Form to the Company, to enable them to cast their votes electronically. For remote e-voting, please read carefully “the instructions for voting” enumerated in para 13 (B) below.
11. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs (MCA) have been sent Postal Ballot Notice by e-mail and who have not registered e-mail have been sent by Courier.
12. Members have an option to request for physical copy of Postal Ballot Form from Company’s Registrar and Transfer Agent viz M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032. Request can also be sent through an email to einward.ris@karvy.com or cs_jpoly@jindalgroup.com by mentioning their Folio / DP ID and Client ID No. A copy of Postal Ballot Form can also be obtained from the Company’s Registered Office: 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh or Corporate office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070.
13. **The instructions for members for voting are as under:-**
 - A) Voting through physical Postal Ballot Form:**
 1. A shareholder desiring to exercise vote by postal ballot may complete this Postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
 2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
 3. The self-addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
 4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
 5. Unsigned postal ballot or incomplete postal ballot forms will be rejected.
 6. Duly signed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 PM, (IST) on Friday, 3rd November, 2017**. All postal ballot forms received after this date will be strictly treated as if, reply from such shareholder has not been received.
 7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 6. (Above this point).



8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. **Friday, 22nd September, 2017.**
9. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
10. In case of the postal ballot is signed by the holder of power of attorney with reference to the power of attorney registered with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company also offers e-voting option to all the members. For this purpose, the Company has engaged Karvy Computershare Private Limited (“Karvy”) for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form.
13. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid..

B) Remote e-voting facility:

In pursuance of the SEBI Circular, Regulation 44 of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013, the Company is pleased to offer e-voting facility as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical postal ballot form. The instructions for members for voting electronically are as under:

Instruction relating to remote e-voting are as under:

- a) Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
- b) Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio / DP Client ID will be your User-ID.

User-ID	For members holding shares in Demat Form: a) For NSDL:- 8 character DP ID followed by 8 digits Client ID b) For CDSL:- 16 digits beneficiary ID For members holding shares in Physical Form:- Even (E-voting Event Number) following by Folio Number registered with the Company.
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice.
Captcha	Enter the Verification code i.e. enter the alphabets and the numbers in the exact way as they are displayed for security reasons.

- a) Members can cast their vote online from: **on Thursday 5th October, 2017 at 9.00 A.M. (IST) till Friday, 3rd November, 2017, at 5.00 P.M. (IST).**
- b) After entering these details appropriately, click on “LOGIN”.
- c) Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - i. You need to login again with the new credentials.
 - ii. Select “EVENT” i.e. Jindal Poly Films Limited.
 - iii. Now you are ready for e-voting as Cast Vote page opens.
 - iv. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - v. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - vi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- d) On the voting page, you will see Resolution Description and against the same the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’.

Institutional member (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Power of Attorney/ Board Resolution / Authority letter etc., together with attested



specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail address deepak.kukreja@dmkassociates.in with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO".

- e) In case forget the password then, if, e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of

<https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

- a) Member may call 1800-3454-001 or Member may send an e-mail request to evoting@karvy.com for any further clarifications.
- b) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting@karvy.com>. or contact as the following details:-

<p>E-Voting agency</p> <ul style="list-style-type: none"> Member may Call Karvy's Toll free number 1800-3454-001. Member may send an e-mail request to evoting@karvy.com 	<p>Compliance Officer</p> <p>Mr. Sanjeev Kumar</p> <ul style="list-style-type: none"> Member may Call 011-26139256 Member may send an e-mail request to CS_jpoly@jindalgroup.com
---	--

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

ITEM NO 1 TO APPOINT MR. RATHI BINOD PAL (DIN 0092049) AS A DIRECTOR

Pursuant to the provisions of section 161 (1) of the Companies Act, 2013) and the Articles of Association of the Company, the Board of Director has appointed Mr. Rathi Binod Pal (DIN 0092049) as an Additional Director on the Board of the Company w.e.f 13th Sept, 2017, in terms of the provisions of section 161 (1) of the Companies Act, 2013, Mr. Rathi Binod Pal (DIN 0092049) would hold office upto the date of the ensuing Annual General Meeting. The Company has received a notice in writing from a member along with the deposit of requisite amount under section 160 of the companies Act, 2013 proposing the candidature of Mr. Rathi Binod Pal for the office of Director of the Company. Mr. Rathi Binod Pal is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director.

Notice under 160 of the Companies Act, 2013 together with requisite deposit has been received from a member proposing the appointment of Mr. Rathi Binod Pal as Director of the Company liable to retire by rotation.

The details as required under Regulation 36(3) of SEBI (LODR), Regulations, 2015 are given at the end of this Notice.

The Board recommends the **Ordinary Resolution** as set out at Item No.1 of the Notice for the approval of the shareholders.

None of the Directors, Key managerial personnel of the Company or their relatives is concerned or interested in the said resolution.

ITEM NO 2 TO APPOINT MR. PRAKASH MATAI (DIN 07906108) AS AN INDEPENDENT DIRECTOR

Mr. Prakash Matai (DIN 07906108) was appointed as Independent director under category of Additional Director in Board meeting held on 12th August, 2017 and as per section 161 his period of office has come to end on the date of Annual General Meeting i.e. 19th August, 2017.

As per provisions of section 149(10) of the Companies Act,

2013, any independent Director for second term can be appointed only with approval of shareholders by Special Resolution. Accordingly the company proposes to take shareholders' approval for appointment of Mr. Prakash Matai for second term as independent director by passing a **SPECIAL RESOLUTION**. through Postal Ballot Process.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of requisite amount proposing the candidature of Mr. Prakash Matai (DIN 07906108) for the office of independent director, to be appointed as such under the provisions of Section 149, 152 of the Companies Act, 2013. The Company has received (i) consent in writing from Mr. Prakash Matai to act as director in Form DIR 2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR 8 in terms of The Companies (Appointment & Qualification of Directors) Rules, 2014, from Mr. Prakash Matai to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013. The resolution seeks the approval of Members for the appointment of Mr. Prakash Matai as an independent director of the Company for a period of 5 (Five) years i.e. up to 12th September, 2022 pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation. In the opinion of the Board of Directors, Mr. Prakash Matai, the independent director proposed to be appointed, fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for the appointment of Mr. Prakash Matai as an independent director setting out the terms and conditions is available for inspection without any fee by the Members at the Company's registered office during normal business hours on working days up to Friday 3rd November, 2017.

Accordingly, the Board recommends the **Special Resolution** for the approval by the shareholders of the Company in relation to appointment of Mr. Prakash Matai (DIN 07906108) as an Independent Director.

Except Mr. Prakash Matai being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the aforesaid resolution as set out at Item No. 2 for the approval of the members as a **Special Resolution**.

The details as required under Regulation 36(3) of SEBI (LODR), Regulations, 2015 are given at the end of this Notice.

ITEM NO. 3 & 4 TO APPOINT MR. SANJEEV SAXENA (DIN 07899506) AS A DIRECTOR AND A WHOLE-TIME DIRECTOR OF THE COMPANY.

The Board of Directors at their meeting held on 13th September 2017, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Sanjeev Saxena (07899506) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) w.e.f. 13th September 2017 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sanjeev Saxena for the office of Director of the Company. Mr. Sanjeev Saxena is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Further, the Board of Directors at the same meeting, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders appointed Mr. Sanjeev Saxena as Whole-time Director of the Company in his professional capacity in accordance with Section II (B) of Part II of Schedule V of the Act, for a period of Five years commencing from 13th September 2017 on the following terms and conditions including remuneration;

Sr. No.	Monthly Remuneration	From the date of Appointment (Amount in Rs.)
1	Basic	1,70,947
2	Other Allowance	1,57,088
3	Attire Allowance	1,250
	Total	3,28,035

FURTHER besides the above he is also entitled for the following:

- Ex-Gratia payment for each year as per policy of the company subject to a maximum of 20 percent of the basic salary and other allowance earned during the preceding year.
- Leave Travel Allowance for self and family subject to a ceiling of one month's basic salary and Special allowance in a year in accordance with the rules of the Company.
- Medical reimbursement for the expenses incurred for self and family subject to a ceiling of one month's basic salary and Special allowance in a year.
- The perquisites as mentioned above shall be evaluated as per Income-tax Rules wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual

cost. Provision for use of Company's Car for official duties, Reimbursement of Conveyance, Maintenance and Driver Expenses under the Car Scheme of the Company and Telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites.

- Company's contribution to provident fund to the extent, the same is not taxable under the Income-Tax Act Gratuity payable as per the rules of the Company and Encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- Annually/ Half yearly increment as per the policy of the Company as may be decided by the Board.
- Incentive, if any, upto Rs. 25,00,000/- (Twenty Five Lacs) in a financial year on account of performance based incentive as per policy of the Company
- Notwithstanding anything to the contrary herein contained in case of absence of or inadequacy of profits in any year the Whole-time Director shall be eligible to remuneration comprising salary, perquisites, benefits and any other allowances which shall be governed by the provisions of the Companies Act 2013, as specified in Section II of Part II of Schedule-V to the said Act, and rules made thereunder including any statutory amendments thereto or such other limit as may be prescribed by the Government from time to time as minimum remuneration and subject to such approvals as may be required.
- The Nomination & Remuneration Committee (NRC) /Board of Directors shall have liberty to alter and vary the terms of remuneration from time to time at its discretion within the limits set hereinabove (excluding commission) and subject to the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto.
- The aforesaid appointment is subject to termination with notice from either side as per the clauses mentioned in the Appointment Letter/ Agreement entered into between the Company and the Whole-time Director.

Except Mr. Sanjeev Saxena being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 & 4 of the Notice.

The Board recommends the **Ordinary Resolutions** as set out at Item No.3&4 of the Notice for the approval of the shareholders.

The details as required under Regulation 36(3) of SEBI (LODR), Regulations, 2015 are given at the end of this Notice.

Item No. 5 INTER CORPORATE LOANS

Section 186(2) of the Companies Act, 2013 ("the Act") provides that Board of Directors of the Company is permitted to, directly or indirectly give any loan to any person or other body corporate; or give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by



way of subscription, purchase or otherwise, the securities of any other body corporate, upto sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more without the approval of Shareholders.

Section 186(3) of the Act read with Rule 13 of the Companies (Meetings of Board and its Powers) Rules, 2014 provides that where the aggregate of the loans and investments so far made and the amount for which guarantees or securities so far provided to in all other bodies corporate along with the investment, loan, guarantee or security proposed to be made or given by the Board of Directors of a Company exceeds the limits specified under Section 186(2) of the Act, no investment or loan is permitted to be made or given or guarantee/security permitted to be provided unless previously authorised by a Special Resolution.

In this regard, members have already approved the granting of loans upto Rs.500 (Five Hundred) Crores over and above the existing loans by way of special resolution passed on 1st August, 2015.

Further approval of the Shareholders is now sought pursuant to the provisions of Section 186 of the Companies Act, 2013 enabling the Board of Directors or any duly constituted Committee thereof or any person(s) duly authorized by the Board, for providing loans or providing securities in connection with any loan by any lender to anybody corporate or person for an amount not exceeding Rs. 1000,00,00,000/- (Rupees One Thousand Crores Only) at any point of time to achieve long term strategic and business objectives.

As per the provisions of Rule 22(16)(j) of the Companies (Management and Administration) Rules, 2014, the resolution for giving loan or providing security in excess of the limit as specified under Section 186(2) of the Act can be passed only through Postal Ballot process.

The Board recommends the special Resolution as set out at item no. 5 of the Notice for your approval. None of the Directors, Key Managerial Personnel of Company and their relatives except to the extent of their shareholdings in Company is in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 5 of the Notice.

Details of the Directors seeking Appointment / reappointment through Postal Ballot Notice dated 13th Sept, 2017

Name of the Director	Mr Rathi Binod Pal	Mr. Prakash Matai	Mr. Sanjeev Saxena
Date of Birth	18-03-1969	30/04/1969	01/07/1968
Date of Appointment	13-09-2017	13-09-2017	13-09-2017
Expertise in specific functional area	Apx. 25 years experience in Commercial, Accounts and Management	Apx. 25 years industrial experience in Procurement, Commercial & Supply Chain.	Apx. 24 years industrial experience in manufacturing of BOPET Film and PET Resin, in maintenance, EHS, Production Planning, administration of activities related with manufacturing in respect of commercial aspect of business.
Qualification	B.Com, C.A. (Inter)	Science Graduate with MBA and PGDM in Material Management	B.Tech Electrical
List of outside Directorship	NIL	NIL	NIL
Committee Membership of the Company	1. Audit Committee 2. CSR Committee	1. Audit Committee 2. Shareholders Committee 3. CSR Committee 4. Executive Committee	NIL
Committee Membership of other companies,	NIL	NIL	NIL
Shareholding in the Company	NIL	NIL	NIL

**By Order of the Board
For JINDAL POLY FILMS LIMITED**

**Sd/-
Sanjeev Kumar
Company Secretary**

ACS: 18087

House No. 1, VPO, Samaspur (Sector-51),
Gurgaon -122001, Haryana

Place : New Delhi

Dated : 13th Sept, 2017

