

JINDAL POLY FILMS LIMITED

(CIN: L17111UP1974PLC003979)

Regd. Office: 19thK.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr – 245408 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@jindalgroupp.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/shareholders 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 Members/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 Tuesday, 10th January, 2017 and End of E-voting: Up to 5:00 p.m. (IST) on Wednesday 8th February, 2017.

E-Voting shall not be allowed beyond 5 p.m. (IST) on Wednesday 8th February, 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 Monday, 26th December, 2016** may cast their vote electronically.

In the event the 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 an Extraordinary General Meeting.

PROPOSED RESOLUTIONS :

Item No. 1: APPROVAL FOR INCREASE IN BORROWING LIMITS OF THE COMPANY TO RS. 5000 CRORE

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED THAT in supersession to the Special Resolution passed through the postal Ballot Process on 29th November, 2013, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Meetings of Board and its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approval, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted/to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the Members of the Company be and is hereby accorded to the Board to borrow from time to time any sum or sums of money at its discretion on such terms and conditions as the Board may deem fit, notwithstanding that the moneys to be borrowed by the Company together with monies already borrowed (apart from temporary loans and other credit facilities obtained from the Company's Bankers in the ordinary course of business), whether secured or unsecured, will or may exceed the aggregate of the paid up capital and free reserves that is to say, reserves not set apart for any specific purpose, provided that the maximum amount of money so borrowed and outstanding at any time shall not exceed the sum of Rs. 5000 Crores (Rupees Five Thousand Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time."

Item No. 2 AUTHORIZATION TO CREATE CHARGE/MORTGAGE THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE OF COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

"RESOLVED THAT in supersession to the Special Resolution passed through postal Ballot Process on 29th November 2013, pursuant to the Provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Meetings of Board and its Powers) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred on the Board by this resolution and /or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution) to mortgage and /or to create charge in any manner, on all or any of the immovable and/or moveable assets including outstanding monies, receivables, claims, bills, documents, contracts, engagements, securities, investments and rights of the Company, both present and future, for securing any loan obtained or as may be obtained from any Bank or any Consortium of Banks or Financial Institutions or funds or any person or body(ies) together with interest, cost, charges, expenses and any other money(ies) payable by the Company or to create charge to secure any loan taken by other entities/bodies corporate, on such terms and conditions as the Board may deem fit in the interest of the Company provided that the total amount at any point of time so secured/mortgaged, shall not exceed the limits of Rs. 5000 crore (Rupees Five Thousand Crore Only) as approved under Section 180(1)(c) of the Companies Act, 2013.

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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds as may be required to give effect to the above resolution from time to time.

Item No. 3 APPROVAL FOR ISSUE OF FURTHER SHARES BY M/S JPF NETHERLANDS B.V., A SUBSIDIARY OF JINDAL POLY FILMS LTD.

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT in accordance with Regulation 24(5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (“LODR”) and applicable provisions of the Companies Act, 2013, if any, the rules made thereunder, including any statutory modifications and amendments to each of the foregoing, and applicable notifications, clarifications, circulars, issued by various statutory authorities, approval of Members/Shareholders of the Company be and is hereby accorded for proposal of issue of further shares to various other investors by M/S JPF Netherlands B.V., a subsidiary of Jindal Poly Films Limited and consequent cessation of its subsidiary status.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

Item No. 4 APPROVAL FOR ISSUE OF NON - CONVERTIBLE DEBENTURES ON PRIVATE PLACEMENT BASIS.

To consider and if thought fit, to pass the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI (LODR), 2015, SEBI (Issue and Listing of Debt Securities) Regulations, 2008, Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and applicable notifications, clarifications, circulars, issued by various Statutory Authorities in this regard and subject to provisions of Articles of Association of the Company, consent of the Members/ Shareholders be and is hereby accorded to the Board of Directors (herein after referred to as the “Board”, which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this Resolution) of the Company to offer/Issue for Secured or Unsecured, Rated or Unrated, Listed or Unlisted, Non-Convertible, Cumulative or Non-Cumulative, Redeemable Debentures(NCD), in one or more series /tranches, on private placement, issuable / redeemable at par or at premium aggregating up to Rs.500 Crores (Rupees Five Hundred Crores), from such persons and on such terms and conditions as the Board of Directors/ Finance Committee of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorised to finalise with the Investors and the trustees the documents for creating the mortgages, charges, pledges and/or hypothecations and to negotiate, modify, finalise and sign the documents, including without limitation the offer letter, debenture trust deed, pledge agreement and any other security documents, in connection with the NCD Issue by the Company of such NCDs and to do all such acts, deeds, matters and things as may be necessary or ancillary or incidental thereto to execute all such documents as may be necessary for giving effect to the above resolutions:

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

**Sd/-
Sanjeev Kumar
Company Secretary**

Place : New Delhi

Dated : 26th December, 2016

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

NOTES:

1. The Explanatory Statements 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 Monday, 26th December, 2016 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 26th December, 2016 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 Business Standard newspaper in English language and Rastriya Sahara 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 Member/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 Friday, 10th February, 2017. The Scrutinizer’s decision on the validity of a completed Postal Ballot Form shall be final.
7. The scrutinizer will submit the report to the Company on Thursday, 9th February, 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 Whole-time Director and any Key managerial person, duly authorised by him on Friday, 10th February, 2017 at 5.00 PM. at the registered office of the Company at 19th K.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr – 245408 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 2013 Act, 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 the 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 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, VasantKunj, New Delhi – 110 070 or cs_jpoly@jindalgroup.com and fill in the details and send the same to the scrutinizer by post.

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 Member/Shareholders 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 Wednesday 8th February, 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. Monday, 26th December, 2016.
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 evoting 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.

- c) Members can cast their vote online from: **on Tuesday, 10th January, 2017 at 9.00 A.M.(IST) till Wednesday 8th February, 2017, at 5.00 P.M. (IST)**.
- d) After entering these details appropriately, click on “LOGIN”.
- e) 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. 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.
- f) 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”.

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- g) 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.
- h) Members/Shareholders may call 1800-3454-001 or send an e-mail request to evoting@karvy.com for any further clarifications.
- i) 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:-

E-Voting agency • Member may Call Karvy's Toll free number 1800-3454-001. • Member may send an e-mail request to evoting@karvy.com	Compliance Officer Mr. Sanjeev Kumar v Member may Call 011-26139256 v Member may send an e-mail request to cs_jpoly@jindalgroup.com
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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 1 & 2.

In terms of the provisions of Section 180(1) (c) & 180(1) (a) of the Companies Act, 2013, the Company needs to take approval of Members/ Shareholders of the Company for increasing the borrowing powers and authority to create charge/ mortgage on assets of the Company to secure the money(ies) borrowed from financial institutions, banks and others entities from time to time.

In terms of the provisions of Section 180(1)(c) and 180 (1) (a) of the Companies Act, 2013 the Company has taken approval of Shareholders through postal Ballot process on 29th November, 2013, for the borrowings up to Rs. 4000 Core (Rupees Four thousand Crore) and authority for creation of Charge against the same amount borrowed or to be borrowed from financial institutions, banks and others entities from time to time.

Subsequent to the above approval, A Scheme of Arrangement between Jindal Photo Limited (Demerged Company) and Jindal Poly Films Limited (Resulting Company) and their respective shareholders and creditors, were sanctioned by Hon'ble High Courts of Allahabad and Mumbai and the Company on 30th May, 2016, allotted 17,38,700 Equity Shares to the shareholders of Jindal Photo Ltd. Hence it is proposed to take a fresh approval from shareholders. At the same time, in view of increase in business of the Company, It is proposed to increase the borrowing limits and authority to create charge/mortgage upto Rs. 5000 crores (Rupees Five thousand Crore).

The Board recommends the Special Resolutions as set out at item nos.1 & 2 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 resolutions.

ITEM NO 3.

M/S JPF Netherlands B.V., a 51% Subsidiary of Jindal Poly Films Ltd. may consider expansion/diversification of its business in future and for its funds requirement, it may issue further share capital to other entities including Private Investors/Body(ies) Corporates/other person(s) as may be required.

After raising the share Capital by M/s JPF Netherlands, there may be reduction in the shareholding of Jindal Poly Films Limited from present 51% and M/S JPF Netherlands BV may not remain a subsidiary of the Company.

In terms of Regulation 24(5) of SEBI(LODR), Regulations, 2015, listed entity shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than fifty percent or cease the exercise of control over the subsidiary without passing a special resolution. M/s JPF Netherlands B.V. is a "Material Subsidiary" of the Company.

The Shareholders in their Extra-ordinary General Meeting held on 22nd July, 2015 have accorded their approval for the said matter under erstwhile Listing Agreement which is now no more in force and is replaced with SEBI (LODR) Regulation, 2015. Hence, it is desirable to take fresh approval.

Also a Scheme of Arrangement between Jindal Photo Limited (Demerged Company) and Jindal Poly Films Limited (Resulting Company) and their respective shareholders and creditors, were sanctioned from Hon'ble High Courts of Allahabad and Mumbai and the Company on 30th May, 2016, allotted 17,38,700 Equity Shares to the shareholders of Jindal Photo Ltd. Hence, it will be further desirable that the new shareholders should also give their approval to the said proposal.

The Board recommends the Special Resolution as set out at item no.3 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 4.

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 and other applicable provisions, if any, of the Companies Act, 2013 of the Act, inter alia, deals with private placement of Securities by a company.

Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for Non-convertible Debentures (NCDs) on private placement, the company shall obtain previous approval of its Members by means of a special resolution once in an year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures.

The Company's business is growing and for the expansion, the company needs more funds which the company proposes to raise through various available resources including internal accruals and issue of NCDs.

In order to augment long term resources for financing, inter alia, for the strategic business expansion in future and for general corporate purposes including part payment of existing costly loans besides to meet the Capex requirement, the Board may at an appropriate time, offer or invite subscription for secured/unsecured, redeemable Non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Hence, it is proposed to have approval from the shareholders to issue Non-convertible Debentures and the proposed amount will be upto Rs 500 Crores (Rupees Five Hundred Crores) with the tenure period upto 10 years and the shareholders' Resolution will be valid upto one year from the date of approval of the shareholders.

The Board recommends the Special Resolution as set out at item no.4 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.

**By Order of the Board
For JINDAL POLY FILMS LIMITED
Sd/-**

**Sanjeev Kumar
Company Secretary**

ACS: 18087

Place : New Delhi
Dated : 26th December, 2016

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