

**NOTICE**

Notice is hereby given that the 41st Annual General Meeting of the members of **JINDAL POLY FILMS LIMITED** will be held as scheduled below :-

Date : **Tuesday, 29th September, 2015**
Time : **11:30 A.M.**
Venue : **Company's Registered Office at:
19th K.M., Hapur-Bulandshahr Road, P.O.-Gulaothi, Distt-Bulandshahr (U.P.)**

To transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the audited financial statement of Company for the financial year ended March, 31, 2015, the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated financial statement of Company for the financial year ended March 31, 2015.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Mr. Sanjay Mittal (DIN 01327274), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s. Kanodia Sanyal & Associates, Chartered Accountants (firm registration no. 008396N) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to conclusion of next Annual General Meeting at a remuneration of Rs.14,50,000/- (Rupees fourteen lac fifty thousand only) plus out of pocket expense."

SPECIAL BUSINESS:**5. Appointment of Mr. Suresh Dattatraya Gosavi as a Director**

To consider and, if thought fit to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT due notice in writing signifying the intention of a member to propose Mr. Suresh Dattatraya Gosavi (DIN: 07015202) as a Director having been received pursuant to Section 160 of the Companies Act, 2013, Mr. Suresh Dattatraya Gosavi be and is hereby appointed as Director of the Company liable to retire by rotation."

6. Appointment of Mr. Suresh Dattatraya Gosavi as Whole-time Director

To consider and, if thought fit to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of **Mr. Suresh Dattatraya Gosavi** (DIN: 07015202) as Whole-time Director of the Company, for a period of 3 (three) years with effect from 14th November, 2014, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board") which term shall be deemed to include any committee of the Board to alter, change and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to **Mr. Suresh Dattatraya Gosavi**, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the perquisites as 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.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay

remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule-V to the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT if, at any time the appointee ceases to be a Director of the Company for any cause whatsoever, he shall cease to be Whole-time Director as the case may be.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. Revision of Remuneration of Mr. Sanjay Mittal-Whole time Director.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded for payment of remuneration of **Mr. Sanjay Mittal** (DIN: 01327274), Whole-time Director of the Company, from 1st October, 2014 for remainder of duration of appointment upto 24th September, 2018, as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board") which term shall be deemed to include any committee of the Board to alter vary, change by way of increase the remuneration or restructuring the existing remuneration in such manner as may be agreed between the Board of Directors and appointee Mr. Sanjay Mittal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. Ratification of Remuneration to the Cost Auditors

To consider and if thought fit, to pass, with or without modification(s), 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 and the Companies (Audit and Auditors) Rules, 2014, **M/s. R.J. Goel & Co.**, Cost Accountants (Firm Registration No. 00026) appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year 2015-16 at a remuneration of Rs. 1.50 Lacs plus service tax, travelling and other out-of-pocket expenses incurred by them in connection with the audit.

By order of the Board of Directors

Place : New Delhi

Dated: 13th August, 2015.

Sanjeev Kumar
Company Secretary
ACS: 18087
House No. 1, VPO,
Samaspur (Sector-51),
Gurgaon, Haryana

Notes:

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

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person cannot act as a proxy for any other person or shareholder. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

2. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorising their representative(s) to attend and vote on their behalf at the Meeting.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business at Item Nos. 5, 6, 7 and 8 of the accompanying Notice are annexed hereto.



4. The Register of Members and the Share Transfer books of the Company will remain closed from 22.09.2015 to 29.09.2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Annual General Meeting.
5. The dividend on Equity Shares, if declared at the Annual General Meeting, will be payable on or after September 30, 2015 to those members:
 - (a) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/ Registrar and Transfer Agent on or before September 21, 2015; and
 - (b) Whose names appear as Beneficial Owners in the list of Beneficial Owners on September 21, 2015 furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for this purpose.
6. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars can not act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrars and Transfer Agents M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32 , Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India or mail to suresh.d@karvy.com.
7. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred Rs192,602.00/- being the unpaid and unclaimed dividend amount pertaining to Dividend, 2006-2007 to the Investor Education and Protection Fund of the Central Government.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Electronic copy of the Annual Report containing the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) or have given their positive consent to receive the same through electronic means. Members other than above, physical copies of Annual Report containing the Notice of the 41st Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days during normal working hours (except Saturdays, Sundays and Public Holidays) upto the date of this Annual General Meeting.
13. The Members are requested to bring their copies of notice of the meeting, and handover the attendance slips at the entrance hall of the meeting.
14. The Company has paid the Annual Listing Fees for the year 2015-2016 to the following Stock Exchanges, viz. BSE Limited and National Stock Exchange of India Limited on which the Company's Securities are presently listed.
15. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by M/s. Karvy Computershare Private Limited-E Voting.
16. It may be noted that this e-voting facility is optional.
17. The remote E-voting facility will be available during the following voting period:

18. **Commencement of E-voting:** From 9:00 a.m. (IST) on 26th Sept, 2015 and **End of E-voting:** Up to 5:00 p.m. (IST) on 28th Sept, 2015.
19. E-voting shall not be allowed beyond 5 p.m. on 28th Sept, 2015 and shall be disabled by Karvy Computershare Private Limited for voting thereafter.
20. During the e-voting period, shareholders of the company, holding shares either in physical form or in Dematerialised form, as on 22nd Sept, 2015 may cast their vote electronically.
21. Initial password is provided through separate loose sheet communication containing following:

“EVENT (EVOTING EVENT NUMBER), USER ID, Password /PIN”

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:

1. A. In case a Member receives an email from Karvy (for Members whose email Ids are registered with the Company/ Depository Participant(s):
 - I) Launch internet browser by typing the URL: <https://evoting.karvy.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - II) Enter the login credentials (I.e. User ID and password mentioned over leaf). Your Folio No.DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
 - III) Retrieve password and that you take utmost care to keep your password confidential.
 - IV) You need to login again with the new credentials
 - V) On successful login, the system will prompt you to select the E-Voting Event Number for Jindal Poly Films Limited.
 - VI) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the “FOR/ AGAINST” option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
 - VII) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - VIII) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - IX) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - X) A confirmation box will be displayed Click “OK” to confirm else “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - XI) Corporate/ Institutional Members (i.e other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **deepak.kukreja@dmkassociates.in** or and 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”.
 - B. In case a Member receives physical copy of the Annual General Meeting Notice by post (for members whose email Ids are not registered with the Company/Depository Participant(s).
 - i. User ID and initial password are provided overleaf.
 - ii. Please follow all steps from Sr. No.(I) to (XI) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is casted by a Member, the Member shall not be allowed to change it subsequently, further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.



3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. The facility for voting through electronic means (Insta Poll) shall be made available at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote E-voting shall be able to vote at the AGM through "INSTA Poll or vote through Ballot Paper.
5. The members who have cast their vote by remote E-voting may also attend AGM, but shall not be entitled to cast their vote again.
6. The Board of Directors has appointed Mr. DEEPAK KUKREJA (FCS-4140), Practicing Company Secretary (CP No. 8265) – Partner of M/s DMK ASSOCIATES, Company Secretaries, as a Scrutinizer to conduct the e-voting process (including ballot-voting) in a fair and transparent manner.
7. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being 22nd September, 2015.
8. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on 22nd September, 2015. shall be entitled to avail the facility of remote E-voting/ INSTA Poll or Ballot Process at AGM
9. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e 22nd September, 2015, may obtain the User Id and password by in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DPID Client ID, the member may send SMS:
 - MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399
 - Example for NSDL : MYEPWD<SPACE>IN12345612345678
 - Example for CDSL : MYEPWD<SPACE>1402345612345678
 - Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - b. 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.
 - Member may Call Karvy's Toll free number 1-800-3454-001.
 - Member may send an e-mail request to evoting@karvy.com
10. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of AGM shall unblock the votes cast by remote E-voting and Insta-Poll, in the presence of at least two (2) witness not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the meeting.
12. The Results on resolutions shall be declared at the General Meeting of the Company and the resolutions will be deemed to be passed on the General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
13. 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.
14. To reach the venue of Annual General Meeting (AGM) a route map has been given on back side of Attendance Slip.

By order of the Board of Directors

**Place : New Delhi
Dated: 13th August, 2015.**

**Sanjeev Kumar
Company Secretary**
ACS: 18087
House No. 1, VPO,
Samaspur (Sector-51),
Gurgaon, Haryana

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 5.**

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. Suresh Dattatraya Gosavi (DIN 07015202) as an Additional Director on the Board of the Company w.e.f 14th November,2014.

In term of the provision of section 161 (1) of the Companies Act, 2013), Mr. Suresh Dattatraya Gosavi 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 Act proposing the candidature of Mr. Suresh Dattatraya Gosavi for the office of Director of the Company. Mr. Suresh Dattatraya Gosavi 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.

Mr. Suresh Dattatraya Gosavi, aged about 60 years, is a Commerce Graduate and has around 39 years of industrial experience in Commercial and BOPP Films Production and Management. It is expected that his appointment on the Board will be beneficial to the Company.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Suresh Dattatraya Gosavi under section 190 of the Act, Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

ITEM NO. 6.

The Board of Directors in their meeting held on 14th November, 2014 has, subject to approval of members appointed Mr. Suresh Dattatraya Gosavi (DIN 07015202) as Whole-time Director of the Company for a period of 3 (three) years w.e.f 14th November,2014.

Mr. Suresh Dattatraya Gosavi aged about 60 years, is a Commerce Graduate and has around 39 years of industrial experience in Commercial and BOPP Film Production and Management. It is expected that his appointment on the Board will be beneficial to the Company.

The principal terms of appointment are as under:-

Sr. No.	Particulars	Amount in Rs. (per month)
1	Basic Salary	78120/-
2	Factory Allowance	75975/-
3	Conveyance (Car) allowance	16500/-
4	Bonus (will be paid on yearly Basis)	30819/-
	Total	201414/-

RESOLVED FURTHER THAT besides the above he is also entitled for:

1. Annual increment as per the policy of the Company subject to maximum of Rs. 15,000/ - per month for a year.
2. Ex-Gratia as per company's HR Policy.
3. Payment, if any, upto Rs. 7 Lac (Seven Lac) in a financial year on account of performance based incentive as per policy of the company.
4. Company's contribution to provident fund to the extent, the same is not taxable under the Income-Tax Act Gratuity payable as per 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.
5. Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule-V to the Companies Act, 2013, as may be amended from time to time.
6. The terms and conditions of said appointment may be altered, changed and varied in such manner as may be agreed between Appointee and Board of Directors.



7. If at any time the appointee ceases to be a Director of the Company for any cause whatsoever, he shall cease to be Whole-time Director as the case may be.
8. The terms and conditions of said appointment may be altered and varied in such manner as may be agreed between the Board of Directors and appointee.
9. In compliance with the provisions of Section 196 and 197 of the Companies Act, 2013, the terms of remuneration specified above are now being placed before the General Meeting for your approval.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

ITEM 7.

The Board of Directors in its meeting held on 25th September, 2013 had appointed Mr. Sanjay Mittal (DIN: 01327274) as Whole-time Director of the Company for a period of 5 (Five) years w.e.f 25th September, 2013 and his appointment including remuneration was approved by the Shareholders in its General Body Meeting held on 20th Sept,2014. Further his remuneration was increased w.e.f 1st Oct, 2014 and again revised on 13th August, 2015 as mentioned here under

Sr. No	Particulars	(w.e.f 1 st Oct, 2014), Amount in Rs. (per month)
1	Basic Salary	2,49,093
2	HRA	5,000
3	Other Allowance	40,000
4	Special Allowance	67,788
	Total	361881

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

- A. Ex-Gratia payment for each year as per policy of the company subject to a maximum of 20 percent of the basic salary and Special allowance earned during the preceding year.
- B. 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.
- C. 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.
- D. 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.
- E. 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.
- F. half yearly increment as per the policy of the Company subject to maximum of Rs. 11,620/-- Per month.
- G. 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
- H. Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of the tenure of the appointee, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified in Section II of Part II of Schedule-V to the Companies Act, 2013, as may be amended from time to time.
- I. If at any time the appointee ceases to be a Director of the Company for any cause whatsoever, he shall cease to be Whole-time Director as the case may be.
- J. The terms and conditions of said appointment may be altered varied, changed by way of increase the remuneration or restructuring the existing remuneration in such manner as may be agreed between the Board of Directors and appointee.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

The Board commends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

ITEM 8.

The Board of Directors on the recommendation of Audit Committee re- M/s. R.J. Goel & Co., Cost Accountants (Firm Registration No. 00026), Delhi, Cost Auditors for the Financial Year 2015-16. As per Rule 14 of Companies (Audit and Auditors) Rules 2014, the appointment and remuneration payable to the Cost Auditors is to be ratified by the Shareholders. The Board accordingly recommends the Ordinary resolution set out at Item No. 8 of the accompanying notice for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested financial or otherwise in the said Ordinary Resolution. The Board commends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the shareholders.

Details of the Directors seeking Appointment / re-appointment in Annual General Meeting fixed on 29th September, 2015.

Name of the Directors	Mr. Sanjay Mittal	Mr. Suresh Dattatraya Gosavi
Director Identification Number (DIN)	01327274	07015202
Date of Birth	17/10/1964	07/05/1955
Date of Appointment	25/09/2013	14/11/2014
Expertise in specific functional area	26 years of experience in Accounts, Taxation and Management	39 years of industrial experience in Commercial and BOPP Film Production and Management.
Qualification	B.Com, CA (Inter)	Commerce Graduate
List of outside Directorship	Jindal Films India Ltd.	NIL
Committee Membership of the Company	<ol style="list-style-type: none"> 1. Audit Committee. 2. Stakeholders Relationship Committee. 3. Corporate Social Responsibility (CSR) Committee. 	NIL
Shareholding in the Company	NIL	NIL
Committee Membership of the other Company	NIL	NIL



JINDAL POLY FILMS LIMITED

[CIN No. L17111UP1974PLC003979]

Registered Office: 19th K.M., Hapur-Bulandshahr Road

P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh

Tel No. 0573 2228057

(Corporate Office: Tel No. (011) 26139256-65; Fax No (011) 26125739)

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

Form No. MGT - 11

PROXY FORM

(Pursuant to Section 105 (6) of Companies Act, 2013 and Rules 19(3) of Companies (Management and Administration) Rules, 2014)

Name of the member(s) _____

Registered Address: _____

Email id _____ Folio Id _____ DP Id _____

I/We, being the member(s) holding _____ shares of the above named company, hereby appoint

1. Name _____ address _____

E.mail Id _____

Signature _____ or failing him

2. Name _____ address _____

E.mail Id _____

Signature _____ or failing him

3. Name _____ address _____

E.mail Id _____

Signature _____ as my/our Proxy to attend and vote (on a poll) for me/us and on my /

our behalf at the Annual General Meeting of the Company to be held on Tuesday, 29th September, 2015 at 11.30 AM. At 19th K.M. Hapur – Buandshahr Road, P.O.: Gulaothi, Distt. Bulandshahr, Uttar Pradesh. And ant any adjournment thereof in respect of such Resolutions as are indicated below:

Sl No	Special Business	Resolutions	
		For	Against
Ordinary Resolution			
1	1. To receive, consider and adopt: (a) the audited financial statement of the Company for the financial year ended March, 31, 2015, the reports of the Board of Directors and Auditors thereon; and b. The audited consolidated financial statement of the Company for the financial year ended March 31, 2015		
2	To declare a dividend on Equity shares.		
3	Appoint a Director in place of Mr. Sanjay Mittal (DIN 01327274), who retires by rotation and being eligible, offers himself for reappointment.		
4	Appointment of Auditors and fix their remuneration		
5	Appointment of Mr. Suresh Dattatraya Gosavi (DIN: 07015202) as a Director		
6	Appointment of Mr. Suresh Dattatraya Gosavi (DIN: 07015202) as Whole Time Director		
7	Revision of Remuneration of Mr. Sanjay Mittal (DIN 01327274) Whole time Director.		
8	Ratification of Remuneration to the Cost Auditors		

Signed this _____ day of _____ 2015



Signature of Proxy holder(s) _____

Signature of Shareholder(s) _____

Note:

- The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
- For resolutions, Explanatory statements and Notes, please refer to the notice of General Meeting of the Company.
- It is optional to put "X" in the appropriate column against the resolutions indication in the box, if you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
- Please complete all details including detail of Member(s) in above box before submission.



JINDAL POLY FILMS LIMITED

[CIN No. L17111UP1974PLC003979]

Registered Office: 19th K.M., Hapur-Bulandshahr Road

P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh

Tel No. 0573 2228057

(Corporate Office: Tel No. (011) 26139256-65; Fax No (011) 26125739)

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

ATTENDANCE SLIP

Regd.Folio/DPID-ClientID.No. _____ No.of Share(s) _____

I certify that I am a Registered shareholder/ Proxy for the registered shareholder of the Company. I hereby record my presence at Annual General Meeting of the Company being held on Tuesday 29th September, 2015 at 11.30 AM. At 19th K.M. Hapur – Buandshahr Road, P.O.: Gulaothi, Distt. Bulandshahr, Uttar Pradesh – 254508 and any adjournment thereof.

Member's Name: _____

Proxy's Name: _____

Member's /Proxy's Signature

Note:

1. Please fill the attendance slip and hand it over at the entrance of meeting hall.
2. Members / Proxy Holders / authorized Representative are requested to show there photo id proof for attending the meeting.
3. Authorised Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

JINDAL POLY FILMS LIMITED
ROUTE MAP FOR VENUE OF THE AGM

41ST ANNUAL GENERAL MEETING (AGM) ON TUESDAY 29TH SEPTEMBER, 2015
AT THE REGISTERED OFFICE AT 11:30 A.M
AT 19TH K.M., HAPUR-BULANDSHAHR ROAD, P.O.-GULAOTHI, DISTT-BULANDSHAHR (U.P.)

DELHI TO GULAOTHI

FROM AKSHAR DHAM



HAZIPUR

↓(NH-24)

NH-24 **INDIRA PURAM**

NH-24 ↓

NH-24 **MASURI TOLL PLAZA**

NH-24 ↓

NH-24 **PILAKHUA**

NH-24 ↓

NH-24 **NIZAM PUR**

NH-24 ↓

NH-24 **HAPUR BYE PASS**

NH-24 ↓

NH-24 ↓



SERVICE LANE(TAKE LEFT)AFTER 3 KM(APPROX) HAPUR BYE PASS



NOW TAKE U-TURN FOR BULANDSHAHR



GULAOTHI (MARKET)



MEWATI FARM (MEETHEY PUR)



JINDAL POLYFILMS LTD 19 KM HAPUR BULANDSHAHR ROAD GULAOTHI (UTTAR PRADESH)

