JINDAL PHOTO LIMITED

[Corporate Identity No.L33209DN2004PLC000198]
Registered Office: 260/23, Sheetal Industrial Estate, Demani Road, Dadra – 396193, Dadra & Nagar Haveli (U.T.)
Phone Nos.: 0260-2668371,372,308,379 Fax No: 0260-2668354
Head Office: 11/5-B, Basement, Opp. Telephone Exchange, Pusa Road, New Delhi – 110005.
Phone No.: 011-25767000 Fax No: 011-25767029 Email: cs_jphoto@jindalgroup.com, Website: www.jindalphoto.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling this form)

Sl. No.

1. Name(s) of the public shareholder
   (in block letters)
   (including joint holders, if any)

2. Registered Address of the
   Sole / First named public shareholder/
   Beneficial Owner

3. Registered Folio No./DP-ID No. & Client-ID No.*
   (*Applicable to shareholders holding shares in dematerialized form)

4. Number of Shares held

5. I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of Postal Ballot dated 3rd July, 2015 of the Company by conveying/sending my/our assent or dissent to the said Ordinary Resolution by placing tick (✓) mark at the appropriate box below:

Item	No. of shares held	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
Approval of the Scheme of Arrangement among Jindal Photo Limited and Jindal Poly Films Limited and their respective Shareholders and Creditors.			

Place :

Date :

(**Signature of the Shareholder(s)**)

ELECTRONIC VOTING PARTICULARS

E- Voting Event Number (EVEN)	USER ID	PASSWORD

Note: Please read the instructions carefully printed overleaf before exercising your vote. Last date for receipt of the Postal Ballot Forms by Scrutinizer is Monday, 10th August, 2015 (not later than 5.00 P.M.).

P.T.O.

INSTRUCTIONS

1. A public shareholder desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached stamped self addressed envelope. Envelope containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the public shareholder(s) will also be accepted.
2. Please convey your assent/ dissent in this Postal Ballot Form. The assent or dissent received in any other form will not be considered valid.
3. The stamped self addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. The Postal Ballot Form should be completed and signed by the public shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialized form respectively). In case of joint holding, this Form must be completed and signed by the first named public shareholder and in his /her absence, by the next named public shareholder.
5. Unsigned, incomplete, incorrectly ticked, defaced, torn, mutilated or overwritten Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballots will be final.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Monday 10th August, 2015(not later than 5.00 P.M.) Postal Ballot Form received after this date will be strictly treated as if the reply from such Public Shareholders(s) has not been received.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authorization together with the specimen signature(s) of the duly authorized signatories.
8. A Public 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 close of working hours on Monday 10th August, 2015 (not later than 5.00 P.M.).
9. The Postal Ballot will not be exercised by a proxy.
10. Public Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by erasable writing medium/s like pencil).
11. Voting rights will be reckoned on the paid-up value of the shares registered in the name(s) of the public shareholder(s) on the cut-off date i.e., 3rd July 2015. Shareholders holding equity shares shall have one vote per share as shown against their holding.
12. Public Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed stamped self addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of joint holders.
14. The Company has engaged National Securities Depository Limited (NSDL) to offer e-voting facility as an alternate to all the Public Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated as follows:

Commencement of E-Voting	End of E-voting
12th July, 2015 at 9.00 AM (IST)	10th August, 2015 at 5.00 PM (IST)

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):
   i. Open the e-mail and also open PDF file namely "JPL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
   ii. Open the Internet browser and type the following URL: https://www.evoting.nsdl.com
   iii. Click on Shareholder — Login.
   iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password cast your vote.
   v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
   vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. On first login the system will prompt you to change your password and update your contact details like mobile number, email id etc. in the user profile of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. 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.
   vii. You need to login again with the new credentials. Home page of e-voting will open.
   viii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
   ix. Select "EVEN" (E-Voting Event Number) of Jindal Photo Limited. Now you are ready for e-voting as Cast Vote page opens.
   x. Cast your vote by selecting appropriate option “For” or “Against” and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote and click on "Submit". Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
   xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
   xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to ravi.grover@corporateconsultant.in with a copy marked to evoting@nsdl.co.in.
   xiii. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential. Please note that login to e-Voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to re-set the same.

B. For members who receive the notice of Postal Ballot in physical form
   i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes using the Postal Ballot Form enclosed to this Notice.
   ii. Members may alternatively opt for e-voting, for which the initial password is provided in the enclosed Ballot Form along with EVEN (E-Voting Event Number), USER ID and PASSWORD/PIN. Please follow all steps from SI. No. A (ii) To SI. No. A (xii) above, to cast vote.

15. The Company has appointed Mr. Ravi Grover of Grover Ahuja & Associates, Practicing Company Secretaries (Membership No. FCS 6048 CP No. 3448) as Scrutinizer and Ms.Pragnya Parimita Pradhan of Pragnya Pradhan & Associates, Practicing Company Secretaries (Membership No. ACS 32778 CP No. 12030) as alternate Scrutinizer, for conducting the entire Postal Ballot process in a fair and transparent manner.
16. Kindly note that the Public Shareholders can opt only one mode of voting i.e., either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case a public shareholder has voted both through physical postal ballot as well as e-voting, then voting done through valid e-voting will prevail and voting done by physical postal ballot will be treated as invalid. For this purpose, the Company has signed an agreement with NSDL for facilitating e-voting.
17. The Postal Ballot Forms received after10th August, 2015 will be treated as if reply from the Public Shareholder has not been received.
18. The Scrutinizer will submit his report addressed to the Chairman of the Company or to any other person duly authorized in this behalf by the Chairman, after completion of scrutiny of Postal Ballot (including e-voting) in a fair and transparent manner. The results of the Postal Ballot will be announced by the Chairman appointed by the Company in this regard or by the Director of the Company authorized in this behalf by the Chairman on Wednesday 12th August, 2015 at 11:00 hours at the Registered Office of the Company. The results shall also be displayed at Head Office of the Company and also communicated to the Stock Exchanges where the Company’s shares are listed. The results of the E-Voting and Postal Ballot along with the Scrutinizer’s report will also be displayed on the Company’s website i.e www.jindalphoto.com and on the website of NDSL i.e. www.evoting.nsdl.com
19. Mr. Ashok Yadav, Company Secretary and Mr. Manoj Kumar Rastogi, Chief Financial Officer of the Company, has been appointed as the person responsible for the entire Postal Ballot process. He will be responsible to address the grievances connected with the Postal Ballot at telephone no. 011-25767000.
20. Documents specifically stated in the Statement pursuant to Section 102 of 2013 Act are open for inspection at the Registered Office of the Company between 10:00 hours and 17:00 hours on all working days (except Saturdays, Sundays and Public Holidays) up to the date of announcement of result of Postal Ballot.