

DMK ASSOCIATES

COMPANY SECRETARIES

COMBINED SCRUTINIZER REPORT FOR E-VOTING & INSTA POLL

To,

The Board of Directors
M/s Jindal Poly Films Limited
19TH K M, Hapur- Bulandshahr Road
P O Gulaothi, Bulandshahr,
Uttar Pradesh -245408

Sub: Combined Scrutinizer Report in respect of passing of Resolution(s) through electronic mode and Insta Poll conducted at the 41st Annual General Meeting of M/s Jindal Poly Films Limited (the Company) held on 29th day of September, 2015

Dear Sir,

The Board of the Company at its meeting held on 13th August, 2015 has appointed us as Scrutinizer pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the e-voting process held between Saturday, the 26th day of September, 2015 at 09.00 A.M. to Monday, the 28th day of September, 2015 upto 05.00 P.M.

The Chairman of the Annual General Meeting (AGM) has appointed us as the scrutinizer pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, for the Instapoll held at the 41st Annual General Meeting of the Company on September 29, 2015.

The Company has engaged Karvy Computershare Private Limited as the service provider, for extending the facility of electronic voting to the shareholders of the Company.



At the 41st Annual General Meeting of the Company held on September 29, 2015, the Chairman of the Company had suo-moto called for Insta poll to facilitate the members present in the meeting who could not participate in the remote e-voting to record their votes through the Insta poll process. As on 22nd September, 2015, the cut-off date there were **25861** Shareholders of the Company which were entitled to vote on the resolutions placed for the approval of the shareholders through e voting as well as Insta Poll conducted at the 41st Annual General Meeting of the Company. The e-voting result was unblocked by us after the conclusion of instapoll at the Annual General Meeting.

The Paid up Share Capital of the Company as on cut-off date was Rs. 42,04,77,130/- divided into 4,20,47,713 equity shares of Rs.10/- each.

The result of the E- voting together with that of the Insta poll is as under:

ORDINARY BUSINESS

Resolution No. 1 To consider and adopt:(a) the Audited Financial Statements 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

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
31	26018897	37	5030970	31049867	99.9999%	73.84%



(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	20	0	0	20	0.0001%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352

RESULT

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

Resolution No. 2 – To declare a Dividend on Equity Shares.

(I) VOTED IN FAVOUR THE RESOLUTION:



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
32	26018917	37	5030970	31049887	100%	73.84%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
0	0	0	0	0	0.00%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 3 – To appoint a Director in place of Mr. Sanjay Mittal (DIN 01327274), who retires by rotation and being eligible, has offered herself for re-appointment.

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
8	25071528	37	5030970	30102498	96.95%	71.59%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
24	947389	0	0	0	3.05%	2.25%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 4 – To appoint M/s Kanodia Sanyal & Associates, Chartered Accountant as Statutory Auditors and fix their remuneration

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
31	26018897	37	5030970	31049867	99.9999%	73.84%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	20	0	0	20	0.0001%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

SPECIAL BUSINESS

Resolution No. 5 – To Appoint Mr. Suresh Dattatraya Gosavi as a Director of the company by an Ordinary Resolution:

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
31	26018897	37	5030970	31049867	99.9999%	73.84%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	20	0	0	20	0.0001%	0.000%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 6 – To Appoint Mr. Suresh Dattatraya Gosavi as Whole-time Director of the company by an Ordinary Resolution:

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
31	26018897	37	5030970	31049867	99.9999%	73.84%

(II) VOTED AGAINST THE RESOLUTION:



No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted - Poll	No. of votes cast (Shares) – Poll	Total no. of votes cast through E-voting and poll	% of total number of valid votes cast	% of total no. of shares of the Company
1	20	0	0	20	0.0001%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 7 – To Revise the Remuneration of Mr. Sanjay Mittal, Whole time Director of the company by an Ordinary Resolution:

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
31	26018897	37	5030970	31049867	99.9999%	73.84%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of share of the Company
1	20	0	0	20	0.0001%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352

RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Resolution No. 8 – To Ratify the remuneration of M/s R.J.Goel & Co., Cost Auditor of the company by an Ordinary Resolution:



(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
30	26018886	37	5030970	31049856	99.9999%	73.84%

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Insta Poll	No. of votes cast (Shares) – Insta Poll	Total no. of votes cast(shares) through E-voting and Insta poll	% of total number of valid votes cast	% of total no. of shares of the Company
2	31	0	0	31	0.0001%	0.00%

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted –Insta Poll	No. of votes cast (Shares) – InstaPoll	Total no. of votes cast through E-voting and poll
0	0	1	35352	35352



RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

A list of equity shareholders who voted "**For**"/ "**Against**" and those whose votes were declared invalid for each resolution is enclosed.

The relevant records relating to E – Voting and Insta Poll were sealed and handed over to the Company Secretary for safe keeping.

Thanking you

Yours Sincerely

**For DMK ASSOCIATES
COMPANY SECRETARIES**



**DEEPAK KUKREJA
SCRUTINIZER**

**(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265**

Date : September 29, 2015

Place : New Delhi

**Signed by Chairman of the Meeting
(Radha Krishna Pandey)
DIN: 00190017**