



# JINDAL POLY FILMS LTD

Corp office: Plot no. 12, Local Shopping Complex, Sector B-1, Vasant Kunj, New Delhi - 110070 (India)  
Phone: +91-011-40322100  
Web : www.jindalgroup.com

Date: April 10, 2026

To,  
The Manager,  
National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra East, Mumbai – 400051  
Symbol: JINDALPOLY

To,  
The Manager  
BSE Limited  
P. J. Towers, Dalal Street  
Mumbai – 400001

Scrip Code: 500227

**Subject: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”)**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III (Part A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice dispatched to the members for seeking approval for following matter:

Item No.	Description of the Resolution	Type of Resolution
1.	To consider and approve Material Related Party Transactions	Ordinary Resolution
2.	To consider and approve Put Option	Ordinary Resolution

In compliance with various General Circulars issued by the Ministry of Corporate Affairs as disclosed in the Notice, companies are permitted to conduct Postal Ballot through e-voting process. Accordingly, this Postal Ballot Notice has been sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories and whose names appear in the Register of Members received from the Registrar & Share Transfer Agent (“RTA”), NSDL and CDSL as on the cut-off date. The schedule of events for the Postal Ballot is as given under:

S. No.	Activity	Date
1.	Cut-off date (for dispatch and e-voting)	Friday April 03, 2026
	Completion date of sending of Postal Ballot Notice through email	Friday, April 10, 2026
2.	E-voting start date/time	Saturday, April 11, 2026 at 9.00 AM
3.	E-voting end date/time	Sunday, May 10, 2026 at 5.00 PM
4.	Date of declaration of results	On or before Tuesday, May 12, 2026

The said Postal Ballot Notice and further details may also be accessed on the Company's website, viz., <https://www.jindalpoly.com> and on the website of KFin Technologies Limited (“KFin”) at <https://evoting.kfintech.com>

The above is for your information and records.

Thanking you,

Yours Faithfully

**For Jindal Poly Films Limited**

**Rashmi Gupta**  
Company Secretary  
FCS: 8616  
Encl: As Above



**JINDAL POLY FILMS LIMITED**

**(CIN: L17111UP1974PLC003979)**

**Regd. Office : 19<sup>th</sup> K.M., Hapur - Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr- 245408, Uttar Pradesh**  
**Corporate Office: Plot no. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110070**  
**Phone: (011) 40322100**  
**Email: cs\_jpoly@jindalgroup.com, Website: [www.jindalpoly.com](http://www.jindalpoly.com)**

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

To,

The Members,

Notice is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings / conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, read with other relevant circulars, General Circular No. 09/2023 dated September 25, 2023 including General Circular No. 09/2024 dated September 19, 2024 and General Circular No. 03/ 2025 dated September 22, 2025 issued by the MCA (collectively the “MCA Circulars”), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, that the resolutions appended below are proposed for the approval of the members of Jindal Poly Films Limited (the “Company”) to be passed as Ordinary Resolutions by way of Postal Ballot through electronic voting only (“Postal Ballot”).

In compliance with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on **Friday, 3<sup>rd</sup> April, 2026** (“Cut-off date”). Members may note that the Notice of Postal Ballot is uploaded on the Company’s website <https://www.jindalpoly.com/> and may be accessed by the Members and will also be available on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. In compliance with the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the remote e-voting system only. For this purpose, the Company has engaged services of KFin Technologies Limited as the Authorised Agency to provide E-voting facility.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by remote e-voting facility provided by the Company. Members are requested to read the instructions in the Notes under the section “INSTRUCTIONS FOR E-VOTING” in this Postal Ballot Notice (“Postal Ballot Notice”) to cast their vote electronically.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on April 10, 2026, has appointed Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) and in case of failing him Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No. 4936), both being Partners of M/s DMK Associates, Company Secretaries, New Delhi, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09.00 a.m. (IST) on Saturday, 11<sup>th</sup> April, 2026 and ends at 05.00 p.m. (IST) on Sunday, 10<sup>th</sup> May, 2026. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Tuesday, 12<sup>th</sup> May, 2026. The said results will be

intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website <https://www.jindalpoly.com/> and also on the website of KFin Technologies Limited, Registrar and Share Transfer Agent ('KFinTech') (<https://evoting.kfintech.com/>). The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of e-voting i.e, Sunday, 10<sup>th</sup> May 2026, in terms of SS-2 issued by the Institute of Company Secretaries of India.

#### **ITEMS OF SPECIAL BUSINESS:**

##### **ITEM NO. 1- TO CONSIDER AND APPROVE MATERIAL RELATED PARTY TRANSACTIONS**

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

**“RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (“LODR Regulations”), other applicable laws/ statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, such other approval(s), consent(s), permission(s) as may be necessary from time to time and at the recommendation of Audit Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to authorize the Board to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s)/ any financial assistance including Loans (with or without conversion into securities)/ Investments/ Corporate Guarantee/ Undertaking for Support/ Comfort Letter/ Documents for extending support on recourse basis at a commission/ fee as mutually agreed/ assignment of existing Loan or financial assistance to the Company/ acquiring, subscribing or purchasing Securities etc. with JPFL Films Private Limited, Subsidiary of the Company being the entity falling within the definition of 'Related Party' under Regulation 2(1)(zb) of LODR Regulations for an amount up to **Rs. 2000 Crores (Rupees Two Thousand Crores Only)** over and above the Related Party Transactions limits as approved by the Audit Committee and the Board as multi-year approvals till date and in subsequent financial years till validity of this limit of Rs. 2000 crores (i.e. 31.03.2029) in compliance of the threshold specified in Listing Regulations at arm's length and in the ordinary course of business of the Company (whether by way of an individual transaction or transactions taken together or series of transactions including approval & ratification of previous transactions entered).

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Company and any duly constituted/ to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the Members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Audit Committee/Board of Directors in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

##### **ITEM NO. 2- TO CONSIDER AND APPROVE PUT OPTION**

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

**“RESOLVED THAT** pursuant to applicable provisions of the Companies Act 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable rules notified thereunder, and Regulations 23(4) and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended from time to time), and in accordance with the memorandum and articles of association of the Company, in connection with the investment of INR 20,000,000,000 (Indian Rupees Two thousand crore only) (by way of a combination of primary and secondary investment) by Project Holdings Fourteen (DIFC) Limited, a special purpose vehicle of the Special Investment Fund of Brookfield (“Investor”) in JPFL Films Private Limited ('JPFL'), for

acquisition of non-controlling minority stake (“**Transaction**”), the consent of the members of the Company be and is hereby accorded to the Company to undertake the obligation to purchase the entire shareholding of the Investor in JFPL (as held by the Investor on the relevant date) at a price determined as per, in the circumstances, and on the terms and conditions set out in the transaction documents approved by the board of directors of the Company, as amended from time to time (“**Transaction Documents**”). Once this is approved, this will be in addition to the approval made/ sought from the shareholders under Regulation 23 of the Listing Regulations or other applicable laws for other transactions, from time to time separately.

**RESOLVED FURTHER THAT** the Board (including any committee of the Board thereof) be and is hereby authorized, in its sole and absolute discretion, to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and without further reference to the shareholders, to give effect to this resolution, and to delegate all or any of the powers or authorities herein conferred to any director(s) or other official(s) of the Company, or to engage any advisor, consultant, or agent to assist in connection with the transactions contemplated herein.”

**By order of the Board  
For Jindal Poly Films Limited**

Sd/-  
**Rashmi Gupta**  
**Company Secretary**  
**Membership No. – FCS 8616**  
**Address: Plot no. 12, Sector B-1,**  
**Local Shopping Complex,**  
**Vasant Kunj, New Delhi – 110070**

Date: 10<sup>th</sup> April, 2026

Place: New Delhi

**NOTES AND INSTRUCTIONS:**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act and SS-2 and information pursuant to SEBI, vide its circular dated 26<sup>th</sup> June 2025 and 13<sup>th</sup> October 2025, in respect of the Special Businesses is given in the Notice.
2. In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on cut-off date i.e. Friday, 3<sup>rd</sup> April 2026, received from the Depositories and whose e-mail address is registered with the Registrar and Transfer Agent or Depository Participants and who will register their e-mail address in accordance with the process outlined in this Notice. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Pursuant to the provisions of Sections 110, 108 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, as amended from time to time (“SEBI Master Circular”), and SS-2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolutions electronically through KFinTech. The instructions for e-voting are provided as part of this Notice.
4. This Notice will also be available on the Company’s website at , website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.jindalpoly.com](http://www.jindalpoly.com), [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFinTech at <https://evoting.KfinTech.com>.
5. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form.

6. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the cut-off date i.e. Friday, 3<sup>rd</sup> April 2026, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the cut-off date i.e. Friday, 3<sup>rd</sup> April 2026, should treat this Notice for information purpose only.

7. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 3<sup>rd</sup> April 2026.

8. The remote e-voting period shall commence on Saturday, 11<sup>th</sup> April 2026, at 9:00 A.M. (IST) and ends on Sunday, 10<sup>th</sup> May 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

9. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Sunday, 10<sup>th</sup> May 2026.

10. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Hindi newspaper, each with wide circulation in the district, where the registered office of the Company is situated, and also be published on the Company's website at [www.jindalpoly.com](http://www.jindalpoly.com).

11. All the documents referred to in this Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to the Company Secretary of the Company at [cs\\_jpoly@jindalgroup.com](mailto:cs_jpoly@jindalgroup.com) or on [einward.ris@KfinTech.com](mailto:einward.ris@KfinTech.com).

12. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date i.e. Friday, 3<sup>rd</sup> April 2026 shall be eligible to cast their votes through postal ballot by remote e-Voting. Shareholders are requested to provide their assent or dissent through remote e- Voting only.

13. It is however, clarified that all members of the Company as on the Cut-off Date, i.e. Friday, 3<sup>rd</sup> April 2026 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.

14. It is clarified that if a member fails to provide or update the relevant email ID to the Company or to the Depository Participants, as the case may be, the Company will not be in default for not delivering the Notice via email. The availability of this Notice on the Company's website at [www.jindalpoly.com](http://www.jindalpoly.com) and on the website of the Stock Exchanges shall be deemed to be the issuance of this Notice to all the Shareholders whose email IDs are not registered with the Company.

15. Members are advised to update their PAN, KYC (Address, Email ID, Mobile Number, Bank Account Details, Specimen Signature, etc.) and Nomination details as mandated by SEBI vide circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated September 26, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 as per below:

a) Members holding shares in physical form need to provide documents to the Company's RTA, in prescribed form ISR-1 and other forms as per the instructions mentioned in the form. The formats can be downloaded from the RTA's website at Corporate Registry Services | Business Registry | Companies Registry | KFinTech or from the Company's.

b) Members holding shares in dematerialized form need to provide the requisite documents to their respective Depository Participants as per the procedure prescribed by them.

16. Further, SEBI vide notification dated January 24, 2022, has amended Regulation 40 of SEBI Listing Regulations and has mandated that all requests for transmission of securities as well as transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are therefore advised to dematerialize the shares held by them in physical form.

17. Procedure for E-voting:

(i) E-voting Facility:

a. The Company is providing e-voting facility of KFinTech to its Members to exercise their right to vote on the proposed resolutions by electronic means.

b. The remote e-voting period shall commence on Saturday, 11<sup>th</sup> April, 2026 at 9:00 A.M. (IST) and end on Sunday, 10<sup>th</sup> May, 2026 at 5:00 P.M. (IST). The e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

c. The manner of e-voting by (i) individual shareholders holding shares of the Company in demat mode, (ii) Shareholders other than individuals holding shares of the Company in demat mode, (iii) Members who have not registered their e-mail address, is explained in the instructions given hereinbelow.

(ii) Information And Instructions Relating To E-Voting:

a. Once the vote on a resolution is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.





b. Information and instructions for e-voting by Individual shareholders holding shares of the Company in demat mode:

As per the SEBI Master Circular, all “individual shareholders holding shares of the Company in demat mode” can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

I. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	<p>1. For OTP based login you can click on <a href="https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2. <b>Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:</b></p> <p>i. Visit the e-services website of NSDL <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a personal computer or on a mobile.</p> <p>ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.</p> <p>iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.</p> <p>iv. Click on company name or e-voting Service Provider (ESP) i.e. KFinTech.</p> <p>v. Members will be re-directed to KFinTech’s website for casting their vote during the remote e-voting period.</p> <p>3. <b>Those not registered under IDeAS:</b></p> <p>i. Visit <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> for registering.</p> <p>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a>.</p> <p>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</p> <p>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</p>

	<p>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</p> <p>vii. Click on company name or ESP name i.e KFinTech after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</p> <p>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div>
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Type of Member	Login Method
Individual Members holding securities in demat mode with CDSL	<p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/ Easiest”) facility:</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>ii. Click on New System Myeasi.</p> <p>iii. Login to Myeasi option under quick login.</p> <p>iv. Login with the registered user ID and password.</p> <p>v. Members will be able to view the e-voting Menu.</p> <p>vi. The Menu will have links of KFinTech e-voting portal and will be redirected to the e-voting page of KFinTech to cast their vote without any further authentication.</p> <p><b>2. User not registered for Easi/ Easiest</b></p> <p>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/EasiRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiRegistration</a> or <a href="https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration</a> for registering.</p> <p>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</p> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <p>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</p> <p>ii. Provide demat account number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</p> <p>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, or select KFinTech.</p> <p>v. Members will be re-directed to the e-voting page of KFinTech to cast their vote without any further authentication.</p>

Type of Member	Login Method
Individual Members login through their demat accounts / website of DPs	i. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility. ii. Once logged-in, Members will be able to view e-voting option. iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature. iv. Click on options available against the Company name or KFinTech. v. Members will be redirected to e-voting website of KFinTech for casting their vote during the remote e-voting period without any further authentication.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL**

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: <b>1800 22 55 33</b> or <b>022-62343625, 022-62343626, 022-62343259</b>

**II. Access to KFinTech e-voting system in case of members holding shares in physical and non-individual members in demat mode.**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFinTech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 9582, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFinTech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘9582’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. Friday, April 3, 2026 under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you

have voted on the resolution, 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.

**General Guidelines for Members:**

1. Institutional members (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. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with the subject line “Jindal Poly Films Limited – Postal Ballot – April 2026”.
2. In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFinTech at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to special business mentioned in the accompanying notice and shall be taken as forming part of the notice.

**Item No. 1: Approval for Material Related Party Transactions**

Pursuant to the provisions of Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) the Company is required to obtain prior approval of the members by way of Ordinary resolution, in case transactions with related parties, individually or taken together with previous transactions entered during a financial year, exceeds the threshold specified in the Schedule XII of Listing Regulations.

The Board of Directors of the Company on the basis of recommendation of the Audit Committee, in their various meetings had approved to undertake multi-year Related Party Transaction(s) for providing Loans, security/ undertakings/ any other letters, deeds, documents in respect of loan(s) availed/ to be availed by JPFL Films Private Limited from any Banks/ Financial Institution or any other persons/corporates from time to time on recourse basis at a commission/ fee as mutually agreed, and/or to invest the funds of the Company in JPFL Films Private Limited by way of purchase/ subscribe in any other instruments, conversion of loan(s) including accrued interest thereon, if any, availed/ to be availed into shares/debentures or any other securities amounting to multi-year limit for total Rs. 1720 crores (Rupees One Thousand Seven Hundred and Twenty Crores Only) out of total aggregate limit of Rs. 1983 crores (Rupees One Thousand Nine Hundred and Eighty Three Crores Only) during financial year 2022-23 to 2025-26 pursuant to Regulation 23 (1) of Listing Regulations. During the relevant period, the Company has undertaken various financial transactions amounting to Rs. 1551 crores (Rupees One Thousand Five Hundred and Fifty one Crores Only) (including principal loan amounting to Rs. 1421 crores (Rupees One Thousand Four Hundred and Twenty One Crores Only) being utilization against aforesaid multi-year approvals of Rs. 1720 crores) on aggregate basis till 6<sup>th</sup> April, 2026. In addition, during the current Financial year, the Audit Committee and the Board has further approved multi-year limit of Rs. 200 crores (Rupees Two Hundred crore only) amounting to aggregate multi-year approved limit to Rs. 1920 crores (Rupees One Thousand Nine Hundred and Twenty Crores Only) during financial year 2022-23 to 2026-27 (till 10<sup>th</sup> April, 2026) pursuant to Regulation 23 (1) of Listing Regulations.

There was an unfortunate fire incident at the Nasik Plant of our subsidiary M/S JPFL Films Private Limited and the subsidiary company is undergoing for rebuilding and revival of its business. As per its revival plan and discussions, the subsidiary company may require urgent funds and/or any kind of other business support caused by contingencies of timelines in getting funds from insurance claims and borrowings from banks. Thus, there may arise a situation when total value of transactions entered/to be entered may be in excess of the limits prescribed under above regulations. Being a statutory requirement, to take approval on spot is time taking and any delay may cause significant business loss. Hence to protect our existing investments in the subsidiary, revival and support to its business will be essential and hence it is proposed to empower the Board to evaluate and take such decisions time to time.

Hence, on the recommendations of Audit Committee and the Board of Directors in their respective meetings, the Company has proposed to enter into material related party transactions with JPFL Films Private Limited up to Rs. 2000 crores (Rupees Two thousand crore) (over and above the aforesaid existing Related Party Transactions limits of Rs. 1920 crores available against various multi-year approvals made by the Audit committee and the Board till date. Further this to clarify that this limit of Rs. 2000 crores will be in addition to the yearly limits allowed as per the threshold limits specified in the Listing Regulations and approved by the Audit Committee and Board in coming Financial Years till validity of this multi-year limit of Rs. 2000 Crore at arm's length and in the ordinary course of business of the Company) for approval of shareholders as set out in the notice.

The Management has provided the Audit Committee with relevant details of the proposed RPTs in terms of SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD- 11 PoD-2/P/CIR/2025/93) on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135), including material terms and basis thereof. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPT(s).

According to Regulation 23 of the Listing Regulations, all entities falling under the definition of Related Parties as per Regulation 2(zb) of the Listing Regulations, shall not vote to approve the relevant transaction, irrespective of whether the entity is directly involved in the particular transaction or not. Consequently, all related parties of the Company shall not vote on the resolution.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their directorship/ shareholding in the Company, if any. Accordingly, the consent of the members is, therefore, being sought to pass the aforementioned resolution of the notice as an Ordinary Resolution.

The necessary disclosures as per the SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD- PoD-2/P/CIR/2025/93) on Industry Standards on "Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions" ("RPT Industry Standards"), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135) are set out below for the reference of the Members.

S. NO.	DESCRIPTION	DETAILS
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee as specified in the RPT Industry Standards is enclosed as Annexure I.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	To protect our existing investments in the subsidiary, revival and support to its business.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors	The proposed material related party transaction has been approved by the Audit Committee and the Board on 10 <sup>th</sup> April, 2026. The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be

	recommends the proposed transaction to the shareholders for approval	in the best interest of the Company and hence, the Board recommends Item No. 1 for your approval by way of an Ordinary Resolution.
5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	NA
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not applicable
7.	Any other information that may be relevant	None

#### **Item No. 2: Approval for Put option**

The Transaction Documents entered into with the Investor, contain several time-linked exit options available to the Investor, such as provisions relating to listing the securities of JPFL Films Private Limited ('JPFL'). In the event such exit is not achieved in the manner set out in the Transaction Documents, JFPL shall initiate a series of steps to inter alia enable the Investor to liquidate its investment in JFPL.

In a scenario where the shareholder of the Company do not approve steps required for providing, *inter alia* exit to the Investor, in the manner contemplated under the Transaction Documents, the Investor shall have the right to require the Company to purchase the entire shareholding of the Investor in JFPL at a price determined as per, and on terms and conditions set out in the Transaction Documents ("**Put Option**").

While the price per share at which the Put Option will be exercised cannot be determined upfront, the sale of the shares held by the Investors will be consummated at a price at the time of the exercise of the Put Option by the Investor, to be determined in accordance with the terms and conditions of the Transaction Documents. Once this is approved, this will be in addition to the approval made/ sought from the shareholders under Regulation 23 of the Listing Regulations or other applicable laws for other transactions, from time to time separately.

In this regard, it may be noted that pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) ("**SEBI LODR**"), any material transaction entered into between related parties is to be approved by the Shareholders of the company by way of passing an ordinary resolution. In this regard, it may be noted the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, defines 'related party transactions' to mean, *inter alia*, a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand. Additionally, Regulation 23(1) of the SEBI LODR further provides the threshold for considering a transaction as material related party transaction.

Given that the Put Option includes the Company (which is a listed entity), JFPL (a material subsidiary of the Company) and the Investor (which is a shareholder of JFPL), and the value of such transaction is likely to exceed the materiality threshold for the financial year in which the Investor contemplates to sell its shareholding in the Company, therefore, approval of the shareholders / members of the Company, under the provisions of Regulation

23 of the SEBI LODR (as amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021), is sought by way of an ordinary resolution to approve the right of the Investor to exercise the Put Option in relation to the entire shareholding of the Investor in JFPL on terms and conditions set out in, the Transaction Documents.

The Management has provided the Audit Committee with relevant details of the proposed RPTs in terms of SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD- 11 PoD-2/P/CIR/2025/93) on Industry Standards on “Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135), including material terms and basis thereof. The Audit Committee, after reviewing all necessary information, has granted its approval for entering into the below mentioned RPT(s).

According to Regulation 23 of the Listing Regulations, all entities falling under the definition of Related Parties as per Regulation 2(zb) of the Listing Regulations, shall not vote to approve the relevant transaction, irrespective of whether the entity is directly involved in the particular transaction or not. Consequently, all related parties of the Company shall not vote on the resolution.

None of the Directors and Key Managerial Personnel or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their directorship/ shareholding in the Company, if any. Accordingly, the consent of the members is, therefore, being sought to pass the aforementioned resolution of the notice as an Ordinary Resolution.

The necessary disclosures as per the SEBI Master Circular dated November 11, 2024 (SEBI/HO/CFD/PoD2/CIR/P/0155) read with SEBI Circular dated June 26, 2025 (SEBI/HO/CFD/CFD- PoD-2/P/CIR/2025/93) on Industry Standards on “Minimum information to be provided to the Audit Committee and shareholders for approval of Related Party Transactions” (“RPT Industry Standards”), (effective from September 1, 2025), read with SEBI Circular dated October 13, 2025 (SEBI/HO/CFD/CFDPoD-2/P/CIR/2025/135) are set out below for the reference of the Members.

S. NO.	DESCRIPTION	DETAILS
1.	Information as placed before the Audit Committee in the format as specified in the RPT Industry Standards, to the extent applicable	Information as placed before the Audit Committee as specified in the RPT Industry Standards is enclosed as Annexure II.
2.	Justification as to why the proposed transaction is in the interest of the listed entity, basis for determination of price and other material terms and conditions of RPT	To protect our existing investments in the subsidiary, revival and support to its business.
3.	Disclosure of the fact that the Audit Committee has reviewed the certificates provided by the CEO/Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee has reviewed the certificate issued by the MD & CFO, as required under the RPT Industry Standards.
4.	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval	The proposed material related party transaction has been approved by the Audit Committee and the Board on 10 <sup>th</sup> April,2026. The Board is of the opinion that based on the reasons elucidated in this Explanatory Statement, the proposed transaction is expected to be in the best interest of the Company and hence, the Board recommends Item No. 2 for your approval by way of an Ordinary Resolution.

5.	Web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT	NA
6.	Affirmation that the Audit Committee and Board of Directors, while providing information to the shareholders, have redacted the commercial secrets and such other information that would affect competitive position of listed entity and in its assessment, the redacted disclosures still provide all the necessary information to the public shareholders for informed decision making	Not applicable
7.	Any other information that may be relevant	All information in this regard have been provided in the foregoing paragraphs of the explanatory statement.

**Annexure I**

**Minimum Information to be provided to the shareholders for approval of Material RPTs:**

S. NO.	DESCRIPTION	DETAILS
<b>A(1). Basic details of the related party</b>		
1.	Name of Related Party	M/s JPFL Films Private Limited (“JPFL”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of flexible poly films
<b>A(2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>	JPFL Films Private Limited is a material Subsidiary of the Company.

	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	NA																																													
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	Nil																																													
<p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>																																															
<p><b>A(3). Details of previous transactions with the related party</b></p>																																															
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p> <p style="text-align: right;"><b>Amt. in Lakhs</b></p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Half year 1 of FY 2024-25 (01.04.2024 to 30.09.2024)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Receipt of Corporate Guarantee fee</td> <td>45.805</td> </tr> <tr> <td>2</td> <td>Interest income</td> <td>442.127</td> </tr> <tr> <td>3</td> <td>Loan</td> <td>1500</td> </tr> <tr> <td>4</td> <td>Shared service income</td> <td>36.237</td> </tr> <tr> <td>5</td> <td>Business transfer consideration</td> <td>587.876</td> </tr> <tr> <td>6</td> <td>Claims paid</td> <td>149.396</td> </tr> </tbody> </table> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Half year 2 of FY 2024-25 (01.10.2024 to 31.03.2025)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Consultancy fee</td> <td>302.5</td> </tr> <tr> <td>2</td> <td>Sale of goods and services</td> <td>105.92</td> </tr> <tr> <td>3</td> <td>Interest income</td> <td>5602.58</td> </tr> <tr> <td>4</td> <td>Loan</td> <td>8600</td> </tr> <tr> <td>5</td> <td>Sale of goods and services</td> <td>0.21</td> </tr> <tr> <td>6</td> <td>Receipt of Corporate Guarantee fee</td> <td>69.32</td> </tr> <tr> <td>7</td> <td>Purchase of goods and services</td> <td>143.88</td> </tr> </tbody> </table> <p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary</p>		Sr. No.	Nature of Transactions	Half year 1 of FY 2024-25 (01.04.2024 to 30.09.2024)	1	Receipt of Corporate Guarantee fee	45.805	2	Interest income	442.127	3	Loan	1500	4	Shared service income	36.237	5	Business transfer consideration	587.876	6	Claims paid	149.396	Sr. No.	Nature of Transactions	Half year 2 of FY 2024-25 (01.10.2024 to 31.03.2025)	1	Consultancy fee	302.5	2	Sale of goods and services	105.92	3	Interest income	5602.58	4	Loan	8600	5	Sale of goods and services	0.21	6	Receipt of Corporate Guarantee fee	69.32	7	Purchase of goods and services	143.88
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2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p> <p style="text-align: right;"><b>Amt. in Lakhs</b></p> <table border="1"> <thead> <tr> <th>Sr. No.</th> <th>Nature of Transactions</th> <th>Half year 1 of FY 2025-26 (01.04.2025 to 30.09.2025)</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Management consultancy income receivable</td> <td>297.58</td> </tr> <tr> <td>2</td> <td>Sale of goods and services</td> <td>15.95</td> </tr> </tbody> </table>		Sr. No.	Nature of Transactions	Half year 1 of FY 2025-26 (01.04.2025 to 30.09.2025)	1	Management consultancy income receivable	297.58	2	Sale of goods and services	15.95																																				
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3	Interest income receivable	7341.42
4	Loan	50954.17
5	Sale of goods and services	0.45
6	Corporate Guarantee fee	187.74
7	Business purchase consideration receivable	80.71
<b>Sr. No.</b>		
<b>Nature of Transactions</b>		<b>Half year 2 of FY 2025-26 (basis unaudited data) (01.10.2025 to 31.03.2026)</b>
1	Management consultancy income receivable	303.53
2	Corporate Guarantee fee	187.74
3	Sale of Services	81.96
4	Interest income receivable	6126.23
5	Loan	36,620.42
6	Purchase of Goods	10.28
7	Business purchase consideration receivable	4.75
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
<b>A(4). Amount of the proposed transaction(s)</b>		<b>Amt in INR Crores</b>
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	up to Rs. 2000 crores (Rupees Three thousand crore) (over and above the Related Party Transactions limits already approved / to be approved by the Audit Committee and the Board as multi-year approvals in subsequent financial years till validity of this limit of Rs. 2000 crores (i.e. 31.03.2029) in compliance of the threshold specified in Listing Regulations)
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPTs	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Approx. 37.5%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover	Approx. 51.6%

	is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.									
6.	Financial performance of the related party for the immediately preceding financial year Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>3875.26</td> </tr> <tr> <td>Profit After Tax</td> <td>(305.55)</td> </tr> <tr> <td>Net worth</td> <td>(1570.07)</td> </tr> </tbody> </table>	Particulars	FY 2024-25	Turnover	3875.26	Profit After Tax	(305.55)	Net worth	(1570.07)
Particulars	FY 2024-25									
Turnover	3875.26									
Profit After Tax	(305.55)									
Net worth	(1570.07)									
<b>A(5). Basic details of the proposed transaction</b>		<b>Amt in INR Crores</b>								
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Financial assistance by way of Loans (with or without conversion into securities)/ Investments/ Corporate Guarantee/ Undertaking for Support/ Comfort Letter/ assignment of existing Loan / acquiring, subscribing or purchasing Securities								
2.	Details of each type of the proposed transaction									
3.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Basis business requirement, aforesaid amount of Rs. 2000 crore can be utilised during one or more financial years (till 31.03.2029).								
4.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Multi-year (3 years till 31.03.2029)								
5.	Whether omnibus approval is being sought?	No								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	To protect our existing investments in the subsidiary, revival and support to its business.								
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  Explanation: Indirect interest shall mean interest held through any person over which an individual has control. a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the Promoter/ Directors/ Key Managerial Personnel are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their directorship/ shareholding in the Company, if any.								
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA								
9.	Other information relevant for decision making.	None								
<b>B(2). Disclosure only in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity or its subsidiary</b>										

1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies</i>	Funds from investment
2.	Where any financial indebtedness is incurred to give loan, inter-corporate deposit or advance, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders. <i>Note: (1) This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies. (2) Disclosure shall be made of borrowings undertaken by the listed entity with a comparable maturity profile to the loan/ICD being granted by the listed entity.</i>	As per the prevailing market rate (at arm's length)
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	As per the prevailing market rate (at arm's length)
5.	Maturity / due date	6 years (which may be extended on mutual agreement)
6.	Repayment schedule & terms	One or more instalments on or before the due date
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	For meeting future business requirements of JPFL Films Private Limited.
<b>B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary</b>		
1.	Source of funds in connection with the proposed transaction.	Funds from investments

	<i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	For meeting future business requirements of JPFL Films Private Limited.
4.	Material terms of the proposed transaction	All the information has been disclosed hereinabove forming part of resolution and Explanatory Statement.
<b>B(4). Disclosure only in case of guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee ), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary.</b>		
1.	a) Rationale for giving guarantee, surety, indemnity or comfort letter	Guarantee/ surety/ indemnity/ comfort letter will be issued to arrange loan from third party and Loan to be extended by the Company will be reduced to that extent
	b) Whether it will create a legally binding obligation on listed entity?	Yes (in case, Guarantee/ surety/ indemnity is issued)
2.	Material covenants of the proposed transaction including:  (i) commission, if any to be received by the listed entity or its subsidiary; (ii) contractual provisions on how the listed entity or its subsidiary will recover the monies in case such guarantee, surety, indemnity or comfort letter is invoked.	Guarantee commission will be charged on arm's length basis.
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary.  Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	We don't anticipate any provision

<b>B(5). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
1.	Material covenants of the proposed transaction	Transaction between holding and subsidiary company. Hence, no covenant is applicable.
2.	Interest rate ( <i>in terms of numerical value or base rate and applicable spread</i> )	At prevailing market rate (on arm's length)
3.	Cost of borrowing <i>Note: This shall include all costs associated with the borrowing</i>	
4.	Maturity / due date	Maturity/ due date: 6 years (which may be extended on mutual agreement)
5.	Repayment schedule & terms	Repayment schedule & terms: One or more instalments on or before the due date
6.	Whether secured or unsecured	Unsecured
7.	If secured, the nature of security & security coverage ratio	Not Applicable
8.	The purpose for which the funds will be utilized by the listed entity / subsidiary	For meeting future business requirements of JPFL Films Private Limited.
<b>C(1). Disclosure only in case of transactions relating to any loans and advances (other than trade advances), inter-corporate deposits given by the listed entity or its subsidiary</b>		
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any</i>	Long term rating – Crisil A/ Watch Negative Short term rating – Crisil A1/ Watch Negative
2.	Default on borrowings, <b>if any</b> , over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.  <i>Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</i>  <b>In addition, state the following:</b>  Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;  Whether the related party has been declared:  a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;	None

	<p>b. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>c. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p><i>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</i></p>	
	FY 2024-25	NA
	FY 2023-24	NA
	FY 2022-23	NA
<b>C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary</b>		
1.	<p>Latest credit rating of the related party</p> <p><i>Note:</i>  <i>Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i>  This shall be applicable in case of investment in debt securities.</p>	<p>Long term rating – Crisil A/ Watch Negative</p> <p>Short term rating – Crisil A1/ Watch Negative</p>
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	None
<b>C(3). Disclosure only in case of transactions relating to any guarantee (including performance guarantee in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter, by whatever name called, made or given by the listed entity or its subsidiary</b>		
1.	<p>If guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee), surety, indemnity or comfort letter is given in connection with the borrowing by a related party, provide latest credit rating of the related party</p> <p><i>Note:</i>  <i>a. Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any.</i>  <i>b. This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request</i></p>	<p>Long term rating – Crisil A/ Watch Negative</p> <p>Short term rating – Crisil A1/ Watch Negative</p>
2.	Details of solvency status and going concern status of the related party during the last three financial years:	

	FY 2024-25	Solvent and going concern
	FY 2023-24	
	FY 2022-23	
3.	The value of obligations undertaken by the listed entity or any of its subsidiary, for which a guarantee, performance guarantee (in nature of security/contractual commitment or which could have an impact in monetary terms on the issuer of such guarantee)surety, indemnity or comfort letter has been provided by the listed entity or its subsidiary. Additionally, any provisions required to be made in the books of account of the listed entity or any of its subsidiary shall also be specified.	It shall depend upon the nature of the document.
4.	<p>Default on borrowings, if any, over the last three financial years, by the related party from the listed entity or any other person. Note: This information may be provided to the extent it is available in the public domain or as may be provided by the related party upon request.</p> <p>In addition, state the following:</p> <p>a) Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;</p> <p>b) Whether the related party has been declared a “wilful defaulter” by any of its bankers and whether such status is currently subsisting;</p> <p>c) Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;</p> <p>d) Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.</p> <p>Note: Past defaults that are no longer subsisting and have been cured or regularized need not be disclosed.</p>	None
	FY 2024-25	NA
	FY 2023-24	NA
	FY 2022-23	NA
<b>C(4). Disclosure only in case of transactions relating to borrowings by the listed entity or its subsidiary</b>		
1.	Debt to Equity Ratio of the listed entity or its subsidiary based on last audited financial statements	

	Note: This shall not be applicable to listed banks/NBFC/insurance companies/housing finance companies.	
	a. Before transaction	5.23
	b. After transaction	13
2.	Debt Service Coverage Ratio of the listed entity or its subsidiary based on last audited financial statements Note: This shall not be applicable to listed banks/NBFC/insurance companies/ housing finance companies.	
	a. Before transaction	0.65
	b. After transaction	0.65

**Annexure II**

**Minimum Information to be provided to the shareholders for approval of Material RPTs:**

S. NO.	DESCRIPTION	DETAILS
<b>A(1). Basic details of the related party</b>		
1.	Name of Related Party	JPFL Films Private Limited (“JPFL”)
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	Manufacturing of flexible poly films
<b>A(2). Relationship and ownership of the related party</b>		
1.	Relationship between the listed entity / subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	
	<ul style="list-style-type: none"> <li>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</li> </ul>	JPFL Films Private Limited is a material Subsidiary of the Company.

	<ul style="list-style-type: none"> <li>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	NA																								
	<ul style="list-style-type: none"> <li>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</li> </ul>	Nil																								
<p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control. While calculating indirect shareholding, shareholding held by relatives shall also be considered.</p>																										
<p><b>A(3). Details of previous transactions with the related party</b></p>																										
1.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</p>																									
<p><b>Amt. in Lakhs</b></p>																										
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<p>Explanation: Details need to be disclosed separately for listed entity and its subsidiary</p>																										
2.	<p>Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</p>																									

<b>Amt. in Lakhs</b>		
<b>Sr. No.</b>	<b>Nature of Transactions</b>	<b>Half year 1 of FY 2025-26 (01.04.2025 to 30.09.2025)</b>
1	Management consultancy income receivable	297.58
2	Sale of goods and services	15.95
3	Interest income receivable	7341.42
4	Loan	50954.17
5	Sale of goods and services	0.45
6	Corporate Guarantee fee	187.74
7	Business purchase consideration receivable	80.71
<b>Sr. No.</b>	<b>Nature of Transactions</b>	<b>Half year 2 of FY 2025-26 (basis unaudited data) (01.10.2025 to 31.03.2026)</b>
1	Management consultancy income receivable	303.53
2	Corporate Guarantee fee	187.74
3	Sale of Services	81.96
4	Interest income receivable	6126.23
5	Loan	36,620.42
6	Purchase of Goods	10.28
7	Business purchase consideration receivable	4.75
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
<b>A(4). Amount of the proposed transaction(s)</b>		
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	Will be determined basis Transaction Documents
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPTs	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Will be determined basis Transaction Documents
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving	NA

	the subsidiary and where the listed entity is not a party to the transaction)									
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Will be determined basis Transaction Documents								
6.	Financial performance of the related party for the immediately preceding financial year Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	<b>Rs in Crore</b>								
		<table border="1"> <thead> <tr> <th>Particulars</th> <th>FY 2024-25</th> </tr> </thead> <tbody> <tr> <td>Turnover</td> <td>3875.26</td> </tr> <tr> <td>Profit After Tax</td> <td>(305.55)</td> </tr> <tr> <td>Net worth</td> <td>(1570.07)</td> </tr> </tbody> </table>	Particulars	FY 2024-25	Turnover	3875.26	Profit After Tax	(305.55)	Net worth	(1570.07)
Particulars	FY 2024-25									
Turnover	3875.26									
Profit After Tax	(305.55)									
Net worth	(1570.07)									
<b>A(5). Basic details of the proposed transaction</b>										
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	The Company to undertake the obligation to purchase the entire shareholding of the Investor in JFPL (as held by the Investor on the relevant date) at a price determined as per, in the circumstances, and on the terms and conditions set out in the transaction documents approved by the board of directors of the Company, as amended from time to time ("Transaction Documents")								
2.	Details of each type of the proposed transaction									
3.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise	Basis Transaction documents and business decision								
4.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	Multi-year (3 years till 31.03.2029)								
5.	Whether omnibus approval is being sought?	No								
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	To protect our existing investments in the subsidiary, revival and support to its business.								
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.  Explanation: Indirect interest shall mean interest held through any person over which an individual has control. c. Name of the director / KMP d. Shareholding of the director / KMP, whether direct or indirect, in the related party	None of the Promoter/ Directors/ Key Managerial Personnel are in any way, concerned or interested, financially or otherwise, in the said resolution except may be deemed to be concerned or interested in the proposed resolution to the extent of their directorship/ shareholding in the Company, if any.								

8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	None
<b>B(3). Disclosure only in case of transactions relating to investment made by the listed entity or its subsidiary</b>		
1.	Source of funds in connection with the proposed transaction. <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/ housing finance companies.</i>	Funds from investment
2.	Where any financial indebtedness is incurred to make investment, specify the following: <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	Not Applicable
	a. Nature of indebtedness	
	b. Total cost of borrowing	
	c. Tenure	
	d. Other details	
3.	Purpose for which funds shall be utilized by the investee company.	Business requirements of the investee company
4.	Material terms of the proposed transaction	As per executed Transaction document
<b>C(2). Disclosure only in case of transactions relating to any investment made by the listed entity or its subsidiary</b>		
1.	Latest credit rating of the related party <i>Note: Standalone rating to be provided while option to provide structured obligation rating (SO rating) and credit enhancement rating (CE rating), if any. This shall be applicable in case of investment in debt securities.</i>	Long term rating – Crisil A/ Watch Negative Short term rating – Crisil A1/ Watch Negative
2.	Whether any regulatory approval is required. If yes, whether the same has been obtained.	None

**By order of the Board  
For Jindal Poly Films Limited**

Sd/-  
**Company Secretary**  
**Membership No. – FCS 8616**  
**Address: Plot no. 12, Sector B-1,**  
**Local Shopping Complex,**  
**Vasant Kunj, New Delhi – 110070**

Date: 10<sup>th</sup> April, 2026

Place: New Delhi