



Jindal Poly Films Limited

[CIN No. L17111UP1974PLC003979]

Registered Office: 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh
Tel No. (0573) 2228057

Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070

Tel No. (011) 26139256-65; Fax No. (011) 26125711

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

Postal Ballot Notice

Dear Member(s),

NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) ("the Rules"), Clause 35B of Listing Agreement with Stock Exchanges and all other applicable Laws and Regulations, to the Members of Jindal Poly Films Limited ("the Company") to consider and if thought fit, to pass the resolutions set out below by way of e-voting / Postal Ballot.

1. **To authorise Board of Directors in the matter relating to issue of securities to Qualified Institutional Buyers (as defined in the SEBI regulations) (QIB's) and matter incidental thereto.**
2. **Amendment of the Main Objects Clause of the Memorandum of Association of Company.**
3. **To approve the Re-Classification of the Authorized Share Capital.**
4. **Deletion of the Other Objects Clause of the Memorandum of Association of Company;**
5. **Adoption of New Set of Articles of Association of the Company in pursuance to the provisions of Companies Act, 2013.**
6. **Appointment of Mr. Amit Jain (DIN: 0028335) as Independent Director of the company.**

The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting or Postal Ballot (whichever method the Shareholders opts for), they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

The date of the announcement of result of Postal Ballot shall be considered as the date of passing of the said resolution.

The Board of Directors has appointed Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) – Partner of M/s DMK Associates, Company Secretaries, New Delhi and in case of failing him Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936) Partner of M/s DMK Associates, Company Secretaries, New Delhi, as a Scrutinizer to conduct Postal ballot voting process (including e-voting) in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 PM (IST) on **Saturday 5th December, 2015**. The Scrutinizer's decision on the validity of Postal Ballot shall be final.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in the Postal Ballot Form.

The Scrutinizer after completing the scrutiny of the Postal Ballot Forms (including E-voting) will submit his report to the Chairman or any Whole-time Director on or before **7th December, 2015**. The result of postal ballot process (including e-voting) shall be declared on or before **8th December, 2015** at the Company's Registered Office.

In addition to the results being communicated to the BSE Limited and the National Stock Exchange of India Limited, it shall also be displayed at the Company's Registered Office and would also be displayed on the Company's website at **www.jindalpoly.com** in the Investor Relations section.

SPECIAL BUSINESS: Proposed Resolution(s)

ITEM NO. 1: TO AUTHORISE BOARD OF DIRECTORS IN THE MATTERS RELATING TO FURTHER ISSUE OF SECURITIES TO QUALIFIED INSTITUTIONAL BUYERS (as defined in the SEBI Regulations) (QIBs) AND MATTER

INCIDENTAL THERETO.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution** through

Postal Ballot Process:

“RESOLVED THAT pursuant to the provisions of Section 23, 41, 42, 62 and 63 and other related and applicable provisions, if any, of the Companies Act, 2013 and the applicable rules made thereunder (including any amendment(s) thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time) and also including any relevant provisions of the Companies Act, 1956 to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 (the “Companies Act”), the provisions of the Memorandum of Association and Articles of Association of the Company, and in accordance with any other applicable law or regulation, in India or outside India, including without limitation, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ('SEBI Regulations') and the provisions of the Foreign Exchange Management Act, 1999 ('FEMA') and the rules and regulations made thereunder, as amended, including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India), Regulations, 2000, , the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, and such other statutes, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time and issued by the Government of India ('GOI'), the Reserve Bank of India ('RBI'), the Foreign Investment Promotion Board ('FIPB'), the Securities and Exchange Board of India ('SEBI') including regulation for Qualified Institutions Placement ('QIP') contained in Chapter VIII of SEBI Regulations, the Stock Exchanges where the equity shares of Jindal Poly Films Ltd. (hereinafter mentioned as Company) of face value of Rs.10/- only ('Equity Shares') are listed ('Stock Exchange') and any other appropriate authorities, institutions or bodies, as may be applicable in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and the equity listing agreements entered into by the Company with each of the Stock Exchanges ('Listing Agreements'), and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, and in accordance with the approvals, consents, permissions and sanctions, as required from third parties, and subject to such conditions as might be prescribed by them while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors (hereinafter referred to as the 'Board' which shall be deemed to include a duly constituted committee thereof), the consent of the shareholders be and is hereby accorded to permit the Board, in its absolute discretion, to create, offer, issue and allot (including with provision for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company, as maybe permitted) from time to time, on private placement basis, in one or more tranches, in the course of one or more domestic and/or international offerings in one or more foreign markets or domestic markets to one or more eligible investors, whether or not they are members of the Company or are residents or non-residents of India, including but not limited to Qualified Institutional Buyers ('QIBs') as defined under the SEBI Regulations through a Qualified Institutions Placement within the meaning of Chapter VIII of the SEBI Regulations or otherwise, foreign/resident investors (whether Institutions, Incorporated Bodies, Mutual Funds, Individuals or otherwise), Venture Capital Funds (Foreign or Indian), Foreign Portfolio Investors, Indian and/or multilateral financial institutions, mutual funds, pension funds, and/or any other categories of investors, as maybe decided by the Board at its discretion and permitted under applicable laws; Equity Shares, non-convertible debt instruments along with warrants and convertible securities other than warrants, or by way of an issuance of equity shares or Global Depository Receipts ('GDRs') or Foreign Currency Convertible Bonds ('FCCBs') or through preferential issue of securities, whether or not to be listed on any Stock Exchange in India or overseas, to eligible investors including Foreign Institutions, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pension Funds or individuals, whether Rupee denominated or denominated in any foreign currency (such securities, 'Securities'), for an aggregate amount not exceeding Rs. 800 crores (Rupees Eight Hundred Crore only) (including premium) or an equivalent thereof in a foreign currency, at such price or prices, at market price(s) or at a permissible discount or premium to market price(s) in terms of applicable regulations to be determined by the Board at the time of issue, at its absolute discretion, including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and / or underwriter(s) and / or other advisor(s) for such issue, without requiring any further approval or consent from the shareholders of the Company and subject to the applicable regulations/guidelines time being in force.

RESOLVED FURTHER THAT in the event that the Equity Shares are issued to QIBs under Chapter VIII of the SEBI Regulations, the relevant date (“Relevant Date”) for the purpose of the pricing of the t the Equity Shares shall be the date of the meeting in which the Board or the Committee decides to open the proposed issue and in the event of convertible securities (as defined under the SEBI regulations) are issued to QIBs under Chapter VIII of the SEBI Regulations, the Relevant Date for the purpose of pricing of such securities shall be the date of the meeting in which the Board or the Committee decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the Equity Shares, as provided under applicable law, or such other time as may be prescribed by applicable law from time to time.

RESOLVED FURTHER THAT in the event of a QIP, in accordance with Regulations 86(1)(a) of the SEBI Regulations, a minimum of 10% of the Securities shall be allotted to Mutual Funds and if the Mutual Funds do not subscribe to the said minimum percentage or part thereof, such minimum portion or part thereof, may be allotted to other QIBs and that no allotment shall be made directly or indirectly to any QIB who is a promoter or any person related to promoters of the Company.

RESOLVED FURTHER THAT in case of a QIP, in terms of the provisions of the SEBI Regulations, the Board may at its absolute discretion issue Equity Shares (including upon conversion of the Securities) at a discount of not more than 5 (five) percent or such other discount as may be permitted under the applicable law on such price as determined in terms of the pricing formula provided in Chapter VIII of the SEBI Regulations.

RESOLVED FURTHER THAT the issue of Securities shall be subject to the following terms and conditions:

(i) The Equity Shares that may be issued and allotted directly or on conversion of other convertible or exchangeable securities that may be issued as aforesaid shall rank *pari-passu* with the then existing Equity Shares in all respects including dividend;

(ii) The number and/or conversion price in relation to Equity Shares that may be issued and allotted on conversion of other convertible securities that may be issued as aforesaid shall be appropriately adjusted for corporate actions such as Bonus Issue, Rights Issue, Stock Split and Consolidation of Share Capital, Merger, De-merger, Transfer of Undertaking, Sale of Division or any such Capital or Corporate Restructuring;

(iii) The allotment of the Securities, or any combination of Securities as may be decided by the Board shall be completed within 12 (twelve) months from the date of approval of the shareholders of the Company by way of a special resolution for approving the QIP or such other time as may be allowed under the SEBI Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI Regulations;

(iv) In case Securities other than Equity Shares are issued pursuant to a QIP as aforesaid, such Securities shall be converted into Equity Shares within 60 (sixty) months from the date of allotment and the aggregate of all QIPs made by the Company in the same financial year shall not exceed five times the net worth of the Company as per the audited balance sheet of the previous financial year; and

(v) In the event of a QIP as aforesaid, no subsequent QIP shall be made until the expiry of 6 (six) months from the date of the prior QIP approved by way of this Special Resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities as described above, the Board, where required in consultation with the lead managers and/or other advisors, be and is hereby authorised on behalf of the Company, to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to the selection of QIBs to whom the Securities are to be offered, issued and allotted, and matters related thereto, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT subject to the applicable laws, for the purpose of giving effect to the issuance of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds and things thereof in its absolute discretion as it deems necessary or desirable in connection with the issue of the Securities, including, without limitation to the following:

(a) decide the date for the opening and closing of the issue of Securities, including determining the form and manner of the issue, issue structure, including the class of investors to whom the Securities are to be issued and allotted, number of Securities to be allotted, issue price (including the premium or discount to the floor price, as the case may be), face value, delivery and execution of all contracts, agreements and all other documents, deeds and instruments as may be required or desirable in connection with the issue of Securities by the Company;

(b) Finalisation of the allotment of the Securities on the basis of the subscriptions received;

(c) finalisation of an arrangement for the submission of the preliminary and final offering circulars / prospectus(es) / offer document(s)/placement document(s), and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required;

(d) approval of the preliminary and final offering circulars/placement document/prospectus/offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalised in consultation with the Lead Manager(s)/ Underwriter(s)/ Advisor(s), in accordance with all applicable rules, regulations and guidelines;

(e) appoint/engage, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, stabilizing agent, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad, and to remunerate them by way of commission, brokerage, fees, or the like and also entering into or execution of all such agreements/ arrangements/ MOUs/ documents with any such agencies, in connection with the proposed offering of the Securities;

(f) approval of the Deposit Agreement(s), the Purchase/Underwriting Agreement(s), the Trust Deed(s), the Indenture(s), the Master/Global GDRs/FCCBs/other Securities, letters of allotment, listing application, engagement letter(s), memorandum of understanding and any other agreements or documents, as may be necessary in connection with the issue/offering (including amending, varying or modifying the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines;

(g) Finalisation of the basis of allotment in the event of over-subscription;

(h) authorisation to any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;

(i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consent that may be required in connection with the issue and allotment of the Securities;

(j) seeking the listing of the Securities on any Indian or International Stock Exchange, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;

(k) deciding the pricing and terms of the Securities, and all other related matters, including taking any action on two-way fungibility for conversion of underlying equity shares into FCCBs/GDRs, as per applicable laws, regulations or guidelines;

(l) Open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India and/or such foreign countries or Demat Accounts as may be required in connection with the aforesaid issue;

(m) all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such person(s) as the Board of Directors, may deem fit and proper in its absolute discretion to be most beneficial to the Company; and

(n) to affix the Common Seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in the presence of any Director of the Company, who shall sign the same in token thereof.

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and /or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of Securities into equity shares or issue of equity shares during the period of the Securities or terms pertaining to voting rights or option(s) for early redemption of Securities.

RESOLVED FURTHER THAT the Company and /or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other Securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India).

RESOLVED FURTHER THAT for the purpose of giving effect to any creation, issue, offer or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorized on behalf of the Company, to do all such acts, deeds, matters, and things as it may, in its absolute discretion, deem necessary or desirable for such purposes, including without limitation, the entering into arrangement for managing, underwriting, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to issue any offer document and sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotment(s) and utilization of the issue proceeds as it may, in its absolute discretion deem fit without being required to seek any further consent or approval of the member or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company."

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any whole-time Director or directors or any other officer or officers of the Company to give effect to the aforesaid resolutions."

ITEM NO. 2: AMENDMENT OF THE MAIN OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF COMPANY.

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot Process:

RESOLVED THAT pursuant to provision of Section 13(8) of Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approval as may be necessary if any, from the competent authorities, Clause III A of the Main object of the Memorandum of Association of the Company be altered by adding the following new clauses as (9) & (10), after existing clause (8) therein.

09. To carry on the business of consultants, advisors, agents, assemblers, dealers, distributors, developers, resellers, retailers, repairers, installers, buyers, sellers, lesser, importers, exporters of products related to processed goods of all types in India as well as abroad and including relating to polyethylene, polypropylene, polymethyl, polystyrene, polyvinyl-acetate, methacrylate, epoxy resins, alkide resins melamine, polyesters such as polyethylene, terephthalate and polyethylene, isophthallate, or any other or new substances being improvements upon, modifications of or being derived from additions to petrochemicals or other products or resulting from any process and white photographic papers, roll films, cinema film, X-ray film, graphic art film, other film and allied products like photographic chemicals, reagents, substances, equipment, instruments, accessories, raw materials and things for audio-visual communications, film production, image and document production, copying and information gathering, recording and processes related to photography, motion pictures.
10. To deal in, purchase, sell, exchange and/or transfer securities, shares, debentures and all other forms of Investment either for ready or forward transactions and to carry on all kinds of investment business and to carry on business of underwriters, film financing, hire-purchase financing, financing of industrial enterprises, trade and business financing and deal in bills, notes, warrant coupons, import entitlement and other negotiable or transferable securities or documents, to guarantee or become liable for the payment of money or for the performance of any obligations, and generally to transact all kinds of guarantee business provided the company shall not carry on banking business as defined by Banking Regulations Act, 1949.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.”

ITEM NO. 3: TO APPROVE THE RE-CLASSIFICATION OF AUTHORIZED SHARE CAPITAL.

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot Process:

“**RESOLVED THAT** pursuant to the provisions, Sections 13 and 61 and other applicable provisions of the Companies Act, 2013, and subject to the approval of the shareholders of the Company, the authorized share capital of the Company comprising of Rs. 180,00,00,000 (Rupees One Hundred eighty Crores) divided into 8,00,00,000 Equity Shares of Rs. 10 each and 10,00,00,000 Preference shares of Rs. 10 each be and is hereby reclassified into 15,00,00,000 equity shares of Rs. 10 each and 3,00,00,000 cumulative redeemable Preference shares of Rs. 10 each aggregating to Rs. 180,00,00,000 (Rupees One Hundred eighty Crores) with power to increase, reduce, divide and/or sub-divide the share capital of the Company or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganize shares or issue shares of higher or lower denominations;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company or the Company Secretary be and are hereby authorised severally to take all such steps and actions and give such directions as they may in their absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by authority of this resolution.”

II. RESOLVED THAT in order to reflect the reclassified in authorised share capital of the Company, and in order to conform to the requirements of the Companies Act, 2013, the consent of the Members be and are hereby accorded to amend the existing Clause

V (a) of Memorandum of Association of the Company with the following:

“ Clause ...V The Authorised Share Capital of the Company shall be Rs. 180,00,00,000 (Rupees One Hundred Eighty Crores) divided into 15,00,00,000 Equity Shares of Rs. 10/- each and 3,00,00,000 cumulative redeemable Preference shares of Rs. 10/- each with power to increase, reduce, divide and/or sub-divide the share capital of the Company or reclassify them into several classes and attach thereto respectively such preferential, priority, deferred, qualified or special rights, privileges, conditions or restrictions, whether in regard to dividend, voting, return of capital, distribution of assets or otherwise, as may be determined in accordance with the laws, rules and regulations from time to time and to vary, modify or abrogate such rights, privileges, conditions or restrictions in such manner as may from time to time be provided by the regulations/ resolutions of the Company or are provided for in the Articles of Association of the Company and to consolidate or sub-divide or reorganize shares or issue shares of higher or lower denominations.

ITEM NO. 4: DELETION OF THE OTHER OBJECTS CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF COMPANY.

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot Process.

RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Sub-clause [C] of Clause III of the Memorandum of Association be deleted.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.”

ITEM NO. 5: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY IN PURSUANCE TO THE PROVISIONS OF COMPANIES ACT, 2013.

To consider and if thought fit, to give assent or dissent to pass, the following resolution as a **Special Resolution** through Postal Ballot process:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Shareholders be and is hereby accorded for the adoption of the draft regulations contained in the new set of Articles of Association of Company in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company”.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and take such steps as may be required to give effect to the above resolution.”

ITEM NO. 6: APPOINTMENT OF SHRIAMIT JAIN (DIN: 00028335) AS INDEPENDENT DIRECTOR.

The Following Resolution is recommend to the Shareholders for their approval as **Ordinary Resolution** through Postal Ballot Process.

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Clause 49 of the Listing Agreement, Shri Amit Jain (DIN: 00028335), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing alongwith requisite deposit under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 28th September, 2020.”

For Jindal Poly Films Limited

Place: New Delhi
Date: 29th Sept, 2015

Sd/-
Sanjeev Kumar
Company Secretary
(ACS-18087)

NOTES:-

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business specified above is annexed.
2. In terms of Section 110 of the Companies Act, 2013 read with the Rule 22 of the Companies(Management and Administration) Rules, 2014, the items of business as set out in the Notice are sought to be passed by e-voting & Postal Ballot process.
3. Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) – Partner of M/s DMK Associates, Company Secretaries, New Delhi and in case of failing him Mrs. Monika Kohli (FCS-5480), Practicing Company Secretary (CP No.4936) partner of M/s DMK Associates, Company Secretaries, New Delhi, as a Scrutinizer to conduct the Postal ballot voting process (including e-voting) in a fair and transparent manner.
4. The Company has engaged Karvy Computershare Private Limited (“Karvy”) to offer E-voting facility to all its members to enable them to cast their votes electronically.
5. This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the Friday 23rd Day October, 2015 i.e “cut-off date”. Voting Rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the cut-off date. E-voting is optional for members. The Postal Ballot Notice is sent electronically to all the shareholders who have registered their email addresses with the Company/Depositories and to other shareholders by Courier.
6. The Postal Ballot Form together with the self-addressed Business Reply Envelope is enclosed for the use of the members. Please read carefully the instructions printed on the enclosed Postal Ballot form before exercising your vote and return the same duly completed signifying your assent/ dissent, in the attached self-addressed business reply envelope, so as to reach the Scrutinizer on or before 5.00 PM on Saturday 5th December, 2015.
7. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot Form only.
8. Members desiring to exercise their vote by using e-voting facility, should carefully follow the instructions for e-voting printed in this notice. A member can log in any number of times till the votes are casted on all there solutions or till the end of the Voting Period whichever is earlier.
9. Members have an option to request for physical copy of Postal Ballot Form from Company's Registrar and Transfer

Agent viz M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32 , Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032. Request can also be sent through an email to einward.ris@karvy.com by mentioning their Folio / DP ID and Client ID No.

However, the duly completed Postal Ballot Forms should reach the scrutinizer not later than 5.00 PM on Saturday 5th Day, December, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the members has not been received.

10. The Scrutinizer will submit the report of the votes polled through e-voting/Postal Ballot, to the Chairman or Whole-time Director.

The Chairman will, or in his absence, any Whole-time Director will announce the results of voting by Postal Ballot on or before 8th Day of December, 2015 and the resolutions if passed will be taken effective on the date of announcement of the results by Chairman or Whole-time Director as the case may be.

The Scrutinizer's decision on the validity of the votes cast through e-voting/ Postal Ballot shall be final. The results of e-voting / Postal ballot will be displayed at the Registered Office, posted on the website of the Company www.jindalpoly.com in the Investor Relations Section and intimated to the Stock Exchange on which the shares of the Company are listed.

INSTRUCTIONS FOR VOTING THROUGH POSTAL BALLOT:

1. A shareholder desiring to exercise vote by postal ballot may complete this Postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
3. The self-addressed envelope contains the address of the scrutinizer appointed by the Board of Directors.
4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
5. Unsigned postal ballot or incomplete postal ballot forms will be rejected.
6. Duly signed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 PM**, Hours (IST) on **Saturday, 5th, December 2015**. All postal ballot forms received after this date will be strictly treated as if reply from such shareholder has not been received.
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 6. (Above this point).
8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. Friday 23rd October, 2015.
9. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
10. In case of the postal ballot is signed by the holder of power of attorney with reference to the power of attorney registered with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014, the Company also offers e-voting option to all the members. For this purpose, the Company has engaged Karvy Computershare Private Limited ("Karvy") for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form.

If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through physical ballot shall prevail and voting done by e-voting shall be treated as invalid.

INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:

The instructions for Members for e-voting are as under:

Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

- a. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your **folio/DP Client ID will be your User-ID.**
- | | |
|----------|--|
| User-ID | For members holding shares in Demat Form:-
a) For NSDL:- 8 character DP ID followed by 8 digits Client ID
b) For CDSL:- 16 digits beneficiary ID |
| | For members holding shares in Physical Form:-
Even followed by Folio Number registered with the Company |
| Password | Your Unique password is printed on the Postal Ballot form/ via email forwarded through the electronic notice. |
| Captcha | Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons. |
- b. Please contact Karvy toll free No. **1-800-34-54-001** for any further clarifications.
- c. Members can cast their vote online from **6th November 2015 @ 9.00 AM to 5th December, 2015 @ 5.00 P.M.**
- d. After entering these details appropriately, click on “LOGIN”.
- e. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) You need to login again with the new credentials
- (ii) Select “EVENT” i.e Jindal Poly Films Limited.
- (iii) Now you are ready for e-voting as Cast Vote page opens
- (iv) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed
- (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- f. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN'.
- g. 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail **deepak.kukreja@dmkassociates.in** with a copy marked to **evoting@karvy.com**. The file scanned image of the Board Resolution/Authority letter etc. should be in the naming format “Corporate Name- Jindal Poly Films Ltd.” In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of **www.evoting@karvy.com** or contact Karvy at the following **Telephone No: 04067162222**.
- h. If you are holding shares in Demat form and had logged on to “**https://evoting.karvy.com**” and casted your vote earlier for any Company, then your existing login id and password are to be used. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
13. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), Registrars and Transfer Agents M/s.Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot number 31 & 32 , Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India or mail to **suresh.d@karvy.com** or from the Company at its Registered Office/Corporate office or mail to **Cs_Jpoly@jindalgroup.com** and fill in the details and send the same to the Scrutinizer by Post at the address given at above.

EXPLANATORY STATEMENT

(Pursuant to the Provisions of Section 102 of the Companies Act, 2013)

ITEM NO. 1.

The resolution contained in the attached Notice pertain to a proposal by the Company to create, offer, issue and allot equity shares, as stated therein in one or more tranches (referred to as "Securities"). The intention is to raise additional capital to meet the funding requirements and business objectives of the Company. For this purpose, the Company seeks your approval through Postal Ballot process as per the resolution stated in the notice of Postal Ballot.

The Company requires adequate capital to meet the needs of growing business, expansion in the existing business at existing and new location for inorganic growth opportunities, value added products manufacturing and related products. While it is expected that the internal generation of funds would partially finance the need for capital and debt raising would be another source of funds, it is thought prudent for the Company to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities in Indian or international markets. The fund raising may be through a mix of equity/equity-linked instruments, as may be appropriate. Members' approval is sought for the issue of securities or securities linked to or convertible into Equity Shares or depository receipts of the Company. The Listing Agreement executed by the Company with the Stock Exchanges also provides that the Company shall, in the first instance, offer all Securities for subscription pro-rata to the existing Shareholders unless the Shareholders in a general meeting decide otherwise. Members' approval is sought for issuing any such instrument as the Company may deem appropriate to parties other than the existing shareholders. Whilst no specific instrument has been identified at this stage, in the event the Company issues any equity linked instrument, the issue will be structured in a manner such that the additional share capital that may be issued would not be more than specified Percentage (as permissible under applicable Laws time being in force) of the paid-up capital of the Company (as at the date when the Board recommended passing of the Special Resolution). The equity shares, if any, allotted on issue, conversion of Securities shall rank in all respects paripassu with the existing Equity Shares of the Company.

The Company may also opt for issue of securities through Qualified Institution Placement. Issue of securities of the Company through a Qualified Institution Placement (QIP), would be less time consuming and more economical than other modes of raising capital.

Accordingly, the Company may issue securities by way of a QIP in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ('SEBI Regulations'). These securities will be allotted only to Qualified Institutional Buyers (QIBs) in accordance with the SEBI Regulations and there will be no issue to retail individual investors and existing retail shareholders. The resolution proposed is an enabling resolution and the exact price, proportion and timing of the issue of the securities will be decided by the Board based on an analysis of the specific requirements after consulting all concerned. Therefore the proposal seeks to confer upon the Board the absolute discretion to determine the terms of issue in consultation with the Lead Managers to the Issue.

The Shareholder of the Company may approve to raise funds not exceeding Rs. 800 Crores (Eight Hundred Crore) (including premium) or its equivalent in one or more foreign currencies, by issue of equity shares and/or any other financial instruments convertible into equity on private placement basis, through Qualified Institutions Placement (QIP) under SEBI Regulations and/or through preferential issue of securities and/or through issuance of securities in the Domestic/International markets by way of FCCBs/GDRs etc in one or more tranches.

As per Chapter VIII of the SEBI Regulations, an issue of securities on QIP basis shall be made at a price not less than the average of the weekly high and low of the closing prices of the related shares quoted on the stock exchange during the two weeks preceding the "relevant date".

"The Board may, at its absolute discretion, issue equity shares at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the 'floor price' as determined in terms of the SEBI (ICDR) Regulations, 2009, subject to Section 53 of the Companies Act, 2013.

As the pricing of the offer cannot be decided except at a later stage, it is not possible to state the price of shares to be issued. However, the same would be in accordance with the provisions of the SEBI (ICDR) Regulations, 2009, the Companies Act, 2013, or any other guidelines/regulations/consents as may be applicable or required.

In case of issue of convertible bonds and/or equity shares through depository receipts the price will be determined on the basis of the current market price and other relevant guidelines

The "relevant date" for the above purpose, shall be –

- i) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue
- ii) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares, as may be determined by the Board.

The Stock Exchange for the same purpose is the Bombay Stock Exchange Limited/National Stock Exchange of India Limited.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or

interested in this Resolution.

The Directors recommends this Resolution as set out at Item No.1 of the accompanying Notice for the approval of the Members of the Company as **Special Resolution**.

ITEM NO. 2.

The Company (JPFL) is presently engaged in the business Polyester and BOPP films (plain, metalized and coated) mainly used for the flexible packaging industry. After acquiring the BOPP films division of ExxonMobil, JPFL has become the largest producer of BOPP films in the world with a combined capacity of 4,45,000 TPA. The Company presently having five manufacturing locations - two in U.S.A. and three in Europe in Italy, Belgium and Netherlands. Now the Company has become a leading supplier of specialty BOPP films and top coated BOPP films to the leading global brand owner in food, beverage and confectionery.

Now your Company intends to expand its present scope of operations and in quest for newer opportunities, the Company is proposing to enter into consultancy Businesses including packaging film investors.

Consultancy Business are having good potential and future prospects of the Company and also in alignment with existing Main Objects.

Further the company is also investing surplus Fund in mutual funds and share capital of other companies for which approval of shareholder was taken and the provision for the same is mentioned under other Object Clause which now needs to bring in main Object Clause, as New Companies Act, 2013 does not permit to have other Object clause.

Further these activates can be done only if, main Object Clause permits for the same. At present this provision is mentioned in Other Object Clause of the Company, however after implementation of New Companies Act, 2013, other object is not permissible.

The Board of Directors, at its Meeting held on 29th September, 2015, has approved the alteration of Objects Clause of Memorandum of Association subject to the approval of the Members.

The proposed new draft Memorandum of Association is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors, Key Managerial Personnel of Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special resolution as set out at Item No. 2 of the Notice.

The Board recommends the resolution as set out at Item No. 2 of the Notice for approval by the shareholders as a **Special Resolution**.

ITEM NO. 3.

The Authorised Capital of the Company at present is Rs. 180,00,00,000 (Rupees One Hundred eighty Crores) divided into 8,00,00,000 Equity Shares of Rs. 10 each and 10,00,00,000 Preference shares of Rs.10 each.

As the Company plans to issue further shares as recommended by the Board of Directors at their meeting held on September, 29, 2015, for approval of the Shareholders, the share capital is proposed to be reclassified to enable the issue of shares.

Your Board of Directors are in the view that instead of increasing the Authorised Share Capital of the Company, it is prudent to reclassify part of the existing Preference Shares into Equity Shares of the Company i.e. 15,00,00,000 equity shares of Rs.10 each and 3,00,00,000 cumulative redeemable Preference shares of Rs. 10 each aggregating to Rs. 180,00,00,000 (Rupees One Hundred eighty Crores) with power to increase, reduce, divide and/or sub-divide the share capital of the Company or reclassify them into several classes.

The alterations proposed in the Memorandum and Articles of Association of the Company are only consequential to reflect the reclassification of the Authorized Share Capital of the Company.

The Directors, Key Managerial Personnel of Company and their relatives may be deemed to be concerned or interested in this resolution to the extent of their shareholdings in the Company.

The Board recommends the resolution as set out at Items 3 above for approval of the members as **Special Resolution**.

ITEM NO. 4.

In order to comply with the provisions of Section 4(1) (c), Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the Company needs to delete the Other Objects Clause from the Memorandum of Association.

The modification in Memorandum of Association is carried out to give effect to provisions of the Companies Act, 2013.

The Act provides that resolution for amending Memorandum has to be done via Postal Ballots Process only. Hence your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of Section 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The entire set of proposed Memorandum of Association is available on the website of the Company. A copy of the proposed set of new Memorandum of Association of the Company as aligned under Companies Act, 2013, would be available for inspection for the members at the Registered Office of the Company during the office hours on any working day, except Saturday and Sunday, between 10.00 A.M. to 5.00 P.M. The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office of the Company.

None of the Directors, Key Managerial Personnel or their relatives, is interested or concerned in this resolution.

The Board recommends the aforesaid resolution as set out at **ITEM No. 4** for the approval of the members as **Special Resolution**.

ITEM NO. 5.

The Articles of Association ("AOA") of the Company is presently in force since its incorporation of the Company and as further amended from time to time. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the set of existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 29th Sept, 2015 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of **Special Resolution** is required for adoption of new set of Articles of Association of the Company.

Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of inter-alia, Section 14 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014.

The entire set of proposed articles of association is available in the website of the Company "www.jindalpoly.com". A copy of the proposed set of new Articles of Association of the Company would be available for inspection by the members at the Registered Office of the Company during the office hours on any working day, except Saturday and Sunday, between 10.00 A.M. to 5.00 P.M.

The shareholders of the Company can also obtain a copy of the same from the Secretarial Department at the Registered Office/Corporate Office of the Company.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in this said resolution.

The Board recommends the aforesaid resolution as set out at Item No. 5 for the approval of the members as a **Special Resolution**.

ITEM NO. 6.

Mr. Amit Jain (DIN 00028335) is an Independent Director of the Company. He was appointed as an Additional Director by the Board with effect from September 29, 2015. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Amit Jain will hold office up to the date of the Next Annual General Meeting of the Company. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Amit Jain for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Mr. Amit Jain, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder.

Mr. Amit Jain, aged about 35 yrs., holds a BSc. in Industrial Engineering from Purdue University, USA and MSc. Finance and Management from Cranfield University, UK. He has several years' experience in managing varied businesses ranging from product distribution and marketing to chemical and paper manufacturing.

Copy of the draft letter for appointment of Mr. Amit Jain as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till 5th December, 2015 up to end of Voting through Postal Ballot/E-voting. The Board considers that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Amit Jain as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Amit Jain as an Independent Director, for the approval by the shareholders of the Company. Except Mr. Amit Jain being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. This Explanatory Statement may also be regarded as a disclosure under revised Clause 49 of the Listing Agreement with the Stock Exchange.

The Board recommends the aforesaid resolution as set out at Item No. 6 for the approval of the members as a **Ordinary Resolution**.

Details of the Directors seeking Appointment / re-appointment through Postal Ballot Process.

Name of the Directors	Mr. Amit Jain
Director Identification Number (DIN)	00028335
Date of Birth	19/02/1979
Date of Appointment	29/09/2015
Expertise in specific functional area	Marketing, Management
Qualification	B.Sc, M.Sc (Finance and Management)
List of outside Directorship	1. Goldstone Imaging Private Limited 2. Shiva Medicare Limited 3. Convex Imaging & Chemicals Private Limited 4. Jindal India Thermal Power Limited 5. Mandakini Coal Company Limited 6. Opus Conbuild Private Limited 7. Opus Propbuild Private Limited 8. Xeta Properties Private Limited 9. Mandakini Exploration and Mining Limited 10. Consolidated Mining Limited 11. Jindal Operation and Maintenance Limited 12. Jindal Poly Investment And Finance Company Limited
Committee Membership of Company	1. Nomination and Remuneration Committee 2. Stakeholders Relationship Committee
Committee Membership of Other Companies	Jindal India Thermal Power Limited – Audit Committee In Jindal Poly Investment And Finance Company Ltd. he is member of the following Committees: 1. Audit Committee 2. Corporate Social Responsibility Committee 3. Nomination and Remuneration Committee 4. Stakeholders Relationship Committee
Shareholding in the Company	Nil

For **Jindal Poly Films Limited**

Sd/-

Sanjeev Kumar
Company Secretary
(ACS-18087)

Place: New Delhi
Date : 29th Sept, 2015