

JINDAL PHOTO LIMITED

Ref: JPL/Sectt./SE/Jan-17/07

Dated 12th January, 2017

The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1
Block – G, Bandra-Kurla Complex
Bandra (East),
Mumbai – 400 051.

The Deptt. of Corporate Services
The BSE Ltd
25, PJ Towers, Dalal Street
Mumbai – 400001.

Code : JINDALPHOT / 532624 Series : Eq
Re: Postal Ballot Notice dated 6th January, 2017.
Disclosures under SEBI (LODR) Regulations, 2015.

Dear Sirs,

In terms of Regulation 30 of SEBI (LODR) Regulations, 2015, we would like to inform you that the Company is seeking shareholders' approval through Postal Ballot in respect of Agenda items stated therein. The copy of postal ballot notice dated 6th January, 2017 along with explanatory statement, postal ballot form and a Self-Addressed postage prepaid Business Reply Envelop has been dispatched to the eligible shareholders (cut-off date 6th January, 2017) through permitted mode on 12th January, 2017. A Copy of Postal Ballot Notice and Postal Ballot Form is enclosed.

The postal ballot Notice contains the following resolutions:

Sr.No.	Type of Resolution	Particulars
1.	Special	Shifting of registered office of the company from The Union Territory of Dadra and Nagar Haveli to the State of Uttar Pradesh
2.	Special	Alteration of the Object clause of the Memorandum of Association of the company in order to insert three new sub clauses after sub-clause 4 of Clause III-A and to make it compliant with the provisions of Companies Act, 2013
3.	Special	Alteration of Liability clause of Memorandum of Association of company to make it compliant with provisions of Companies Act, 2013
4.	Special	Authorization for further issuance of shares by subsidiary and/or to sell or disposal of investment held in subsidiary - Jindal India Powertech Limited

In terms of Section 110 of the Companies Act, 2013 read with rules 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, Company is also providing facility of remote e-voting. The remote e-voting period commences on 13th January, 2017 (9.00 a.m. IST) and ends on 11th February, 2017 (5.00 p.m IST).

This is for your information and records. Kindly acknowledge it and place on your portal.

Yours truly,

For Jindal Photo Limited


(Ashok Yadav)
Company Secretary
Encl: as above

Head Office: Plot No. 12, Local Shopping Complex, Sector B-1, Vasant Kunj, New Delhi-110 070, Ph.: 011-26139256-65, Fax: 011-26121734

Regd. Office: 260/23, Sheetal Industrial Estate, Demeni Road, Dadra - 396193, UT (D&NH), Ph.: 0260-2668371, 72, 79, Fax: 0260-2668354

CIN: L33209DN2004PLC000198, E-mail: cs_jphoto@jindalgroup.com, Website: www.jindalphoto.com

JINDAL PHOTO LIMITED

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Head Office: Plot No. 12, Local Shopping Complex, Sector B-1, Vasant Kunj, New Delhi-110070

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Ph.: 0260-2668371, 72, 79 Fax:0260-2668354

E-mail: cs_jphoto@jindalgroup.com ; Website: www.jindalphoto.com

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given pursuant to section 110 of the Companies Act, 2013 ("the Act") read with rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), and read with regulation 44(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), including any statutory modification(s) or re-enactment thereof, for the time being in force, for obtaining assent of the Shareholders of the Company by means of Postal Ballot and voting through electronic means ("Remote e-voting") on the Resolutions set out in this Notice.

Pursuant to section 102 of the Companies Act, 2013, the explanatory statement pertaining to the resolutions, stating the material facts and the reasons thereof is set out below for your consideration and the postal ballot form is annexed with this notice.

The Company has appointed Ms. Akarshika Goel, Practicing Company Secretary (Membership No. ACS 29525 and CP No. 12770), as Scrutinizer for conducting the voting including e-voting in a fair and transparent manner.

Voting through postal ballot/ remote E-Voting shall commence from **Friday, 13th January, 2017 at 9:00 A.M (IST) and end on Saturday, 11th February, 2017 at 5:00 P.M (IST)**. The scrutinizer's decision on the validity of votes shall be final. If a member votes via both mode votes given via E-voting shall be finally considered by the scrutinizer.

Shareholders desiring to exercise their vote by postal ballot:

- Read carefully instructions given on the back side of postal ballot form.
- Send duly filled form to The Scrutinizer not later than 5:00 P.M (IST) on 11th February, 2017.

Shareholders desiring to exercise their vote by E-Voting:

- Read carefully instructions for E-voting given on the back side of postal ballot form.
- Voting shall be closed by CDSL on 11th February, 2017 at 5:00 P.M (IST).

The Scrutinizer after completing the scrutiny of postal ballot forms (Including E-Voting) will submit his report to the Chairman on or before 13th February, 2017 and results will be announced by the Chairman on Monday, 13th February, 2017 at 5:00 P.M (IST).

The results together with the scrutinizer's report will be posted on the Company's website viz. www.jindalphoto.com and also on the website of CDSL viz. www.cdslindia.com besides being communicated to the BSE and NSE where the company's shares are listed.

The date of declaration of the result of the postal ballot and remote e-voting shall be treated as the date on which the appended resolutions would be deemed to have been passed, if approved by requisite majority.

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), those shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

SPECIAL BUSINESS

ITEM NO. 1

SHIFTING OF REGISTERED OFFICE FROM THE UNION TERRITORY OF DADRA AND NAGAR HAVELI TO THE STATE OF UTTAR PRADESH

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

"RESOLVED THAT pursuant to the provisions of sections 13 read with rule 30 of the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and subject to the approval of Central Government (Powers delegated to Regional Director) the consent of the members of the company be and is hereby accorded to shift the Registered Office of the Company from the **Union Territory of Dadra and Nagar Haveli to the State of Uttar Pradesh.**"

"RESOLVED FURTHER THAT the clause-II of Memorandum of Association of the Company be and is hereby substituted to the following:

"II. The Registered office of the Company shall be situated in the State of Uttar Pradesh."

"RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the **Union Territory of Dadra and Nagar Haveli to the State of Uttar Pradesh.**"

"RESOLVED FURTHER THAT Mr. Manoj Kumar Rastogi, Managing Director and/or Mr. Shiv Kumar Mittal, Director and/or Mr. Vinumon K. Govindan, Director and/or Ms. Geeta Gilotra, Director and/or the Company Secretary and/or Chief Financial Officer of the Company or any other person(s) duly authorised by any Director or Company Secretary or Chief Financial Officer of the Company be and are hereby authorized (along with the power of delegation) to appear before the concerned Regional Director/Registrar of Companies or any other Statutory Authority, to plead for the aforesaid application, to file the necessary vakalatnama and/or Memorandum of Appearance with the concerned Authority, to sign, authenticate and make any kind of declaration and submit all kind of documents, papers, deeds, petition, forms relating to aforesaid application and to act for every purpose connected with the proceedings of the application and to take such other steps as may be required by the concerned Regional Director/Registrar of Companies or any other statutory authority or otherwise become necessary in the regard."

ITEM NO. 2

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

"RESOLVED THAT pursuant to the provisions of sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the headings of Clause III (A) and Clause III (B) of the Memorandum of Association of Company in following manner:

III (A). "The objects to be pursued by the Company on its incorporation are: "

III (B). "Matters which are necessary for furtherance of the objects specified in clause III (A) are:":

"RESOLVED FURTHER THAT clause III (A) of the Memorandum of Association of the company be altered by inserting following sub-clauses after sub-clause 4:

5. To act as a holding Company and to give guarantees and indemnities to invest monies in Companies and to acquire and either in the name of the Company or in that of any nominee, shares, debentures, debentures stocks, bonds, notes, obligations and securities issued by any Companies in the Group as per Core Investment Companies guideline/regulation issued by Reserve Bank of India from time to time.
6. To invest in, acquire and hold either in the name of the Company or in that of any nominees of the Company, shares, stocks, debentures, debenture stock, bonds, notes, obligations or other securities issued and guaranteed by any company, body corporate and debentures, debentures stock, bonds, notes, obligations or other securities issued and guaranteed by any Government, public body or authority or corporation whether central, state or municipal, local or otherwise whether in India or elsewhere in the Group as per Core Investment Companies guideline/regulation issued by Reserve Bank of India from time to time.
7. To provide investment advisory services and Management Consultancy Services in the field of Financing, Corporate Planning, Legal & Human Resource Development Services, Merger & Acquisition matters and matters relating to Information technology or other matters incidental thereto.

"RESOLVED FURTHER THAT the Clause III (C) of the Memorandum of Association of Company having heading "The Other Objects are" be deleted completely and consequently there shall be no Other Objects."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution."

ITEM NO. 3

ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the members of the Company be and is hereby accorded to substitute the Liability Clause IV of Memorandum of Association of company with following Clause IV:

"IV: The Liability of members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

ITEM NO. 4

AUTHORISATION FOR FURTHER ISSUANCE OF SHARES BY SUBSIDIARY AND/OR TO SELL OR DISPOSAL OF INVESTMENT HELD IN SUBSIDIARY

To consider and, if thought fit, to give assent or dissent to pass the following resolution as special resolution through postal ballot process:

"RESOLVED THAT in accordance with Regulation 24(5) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("LODR") and further pursuant to Section 110 and any other applicable provision of the Companies Act, 2013, the rules made thereunder, including any statutory modifications and amendments thereto and subject to the Memorandum and Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as "**Board**", which term shall include any committee of directors constituted by the Board) to accord authorization to Jindal India Powertech Limited ("**JIPL**") for further issuance of shares to other investors, if required and to sell or transfer or otherwise dispose off its investment in its material subsidiary, Jindal India Powertech Limited ("**JIPL**")."

RESOLVED FURTHER THAT the Board of directors (including Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorised to do all such acts, deeds and things as may be necessary from time to time for giving effect to the above resolution."

**By order of the Board
For Jindal Photo Limited**

**Sd/-
Ashok Yadav
Company Secretary
ACS- 14223**

**Date: 06th January, 2017
Place: New Delhi**

Notes:

1. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and reasons annexed herewith.
2. In compliance with Regulation 44 of SEBI (LODR) Regulations, 2015, Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the ballot form by post. The company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
3. Resolutions passed by the shareholders through postal ballot and remote E-voting is deemed to have been passed at a general meeting of the shareholders of the company.
4. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the postal ballot notice is being sent by permitted mode (i.e. through registered or speed post or through courier), along with a postage prepaid self addressed business reply envelope.
5. The postal ballot notice are being sent to all the eligible shareholders of the company whose names appear in the register of members / list of Beneficial Owners as received from Registrar and Share Transfer Agent (RTA) as on 6th January, 2017 (closing business hours). The notice will be displayed on the website of the Company (www.jindalphoto.com) and website of CDSL.
6. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the members as on end of day of Friday, 6th January, 2017.
7. Ms. Akarshika Goel, Practicing Company Secretary (Membership No. ACS 29525 and CP No. 12770) has been appointed as the Scrutinizer to conduct the postal ballot and remote E-voting process in fair and transparent manner.
8. Postal ballot form can also be downloaded from the website of the company i.e www.jindalphoto.com or seek duplicate postal ballot form from the company.
9. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed pre-paid business reply envelope to the scrutinizer so as to reach on or before 5:00 P.M. on Saturday, 11th February, 2017. Any postal ballot form received after the said date and time period shall be treated Invalid.
10. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio / client ID irrespective of the number of joint members.
11. The postal ballot form should be completed and signed by the shareholder (as per specimen signature registered with the Company and / or furnished to CDSL/NSDL). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named

member. Holder(s) of Power of Attorney ("PoA") on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution / authorisation giving the requisite authority to the person voting on the postal ballot form.

12. A Member cannot exercise his/her vote by proxy on postal ballot.
13. Members having any queries relevant to voting via postal ballot/E-Voting may mail to Company Secretary cs_jphoto@jindalgroup.com or Call at 011-26139256-65 (10 lines).
14. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with :
 - i) Our Registrar Link Intime India Private Limited or mail at delhi@linkintime.co.in (If having shares in Physical Form)
 - ii) their respective depository Participant (If having shares in Demat Form) for receiving all future communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.

15. The procedure and instructions for remote e-voting are as under:

- A. (i) The voting period begins on Friday, 13th January, 2017 at 9:00 A.M (IST) and end on Saturday, 11th February, 2017 at 5:00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 6th January, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth. (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ● If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this notice.
- (xi) Click on the EVSN for the relevant Company i.e **Jindal Photo Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App store or Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. For members who receive the notice of postal ballot in physical form :

- i. Members holding shares either in demat or physical mode who are in receipt of Notice in physical form, may cast their votes. Please refer instructions below for more details.

ii. Members may opt for e-voting. Please follow all steps from Sl. No. A (i) To Sl. No. A (xx) above, to cast vote.

In the event, a member casts his votes through both the processes i.e. e-voting and ballot form, the votes in the electronic system would be considered and the ballot form would be ignored.

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

ITEM NO. 1

SHIFTING OF REGISTERED OFFICE FROM THE UNION TERRITORY OF DADRA AND NAGAR HAVELI TO STATE OF UTTAR PRADESH

Presently, the registered office of the company is situated in the Union territory of Dadra and Nagar Haveli while head office of the Company is situated in New Delhi. Company's operational activities are mainly handled at Head office of the Company and registered office being at very distant place, there comes operational difficulties. Besides, Your Company is able to find out new office in the State of Uttar Pradesh at very reasonable lease rent. Hence, in overall interest of the Company, your directors recommend shifting of registered office from the Union Territory of Dadra and Nagar Haveli to the State of Uttar Pradesh.

Further, alteration in Clause-II of the Memorandum of Association of the Company will also be required as to mention that registered office be situated in the state of Uttar Pradesh.

In terms of Section 12, 13 and other applicable provisions of the Companies Act, 2013 read with Rule made thereunder, shifting of Registered Office from one state to another and consequent alteration of the Memorandum of Association requires the approval of the members by way of Special Resolution.

After obtaining shareholders approval, a petition is required to be made under Section 13(4) of the Companies Act, 2013, to the Central Government (Powers delegated to the Regional Director) for approval of the alteration of the Memorandum of Association of the Company pursuant to shifting of the registered office from the Union Territory of Dadra and Nagar Haveli to the State of Uttar Pradesh.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 1 except to the extent to their shareholding in the Company, if any.

Hence, the Board members hereby recommend and seek approval of members by way of special resolution for Item No. 1 of the notice.

ITEM NO. 2

ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

This is to inform the members that there is need to alter the object clause of Memorandum of Association of Company in order to make it compliant with the provisions of the Companies Act, 2013, therefore the headings of Clause III(A) and III (B) are recommended for change and Clause III (C) Other Objects for deletion.

Further, post de-merger of manufacturing division, your company shall also be pursuing investment business whereby it shall be holding investments in securities of group companies/mutual Funds etc.. Your company shall also be looking into ventures/prospects whereby it can provide investment advisory services or management consultancy services. Hence, there is need to add three more sub-clauses after sub-clause 4 of Clause III (A) bearing Serial No. 5, 6 and 7.

Your directors hereby recommend resolution set out in Item No. 2 for member's approval as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 2 except to the extent to their shareholding in the Company, if any.

ITEM NO. 3

ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

This is to inform the members that there is need to alter the Liability Clause of Memorandum of Association of the Company in order to make it compliant with the provisions of the Companies Act, 2013 whereby liability of members shall be limited to the amount unpaid, if any, on the shares of the company.

Your directors hereby recommend resolution set out in Item No. 3 for member's approval as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the special resolution set out in Item No. 3 except to the extent to their shareholding in the Company, if any.

ITEM NO. 4

AUTHORISATION FOR FURTHER ISSUANCE OF SHARES BY SUBSIDIARY AND/OR TO SELL OR DISPOSAL OF INVESTMENT HELD IN SUBSIDIARY

Jindal India Powertech Limited ("JIPL") is a material subsidiary of the Company. JIPL is looking into prospects in overall interest of company whereby it can find out new Investors/buyers who may invest in the securities of the JIPL, consequent to which the company stake may reduce in its material subsidiary. Hence, members of company hereby requested to authorize board of directors to provide authorization to JIPL as and when required for further issuance of shares.

Besides, your company is also looking for prospective Investors/buyers to whom it can sell or transfer or otherwise dispose off investment held by it in its material subsidiary JIPL at reasonable price which in no case shall be less than the fair market value of shares of JIPL. Hence, members of the company are hereby requested to consider the matter and provide authorization to board of directors to sell, transfer or otherwise dispose off its stake in said subsidiary in overall interest of company as and when it gets any prospective investors/buyers.

In terms of applicable provisions of the Companies Act, 2013 (including rules made thereunder) and in terms of Regulation 24(5) of the SEBI (LODR), Regulations, 2015, approval of members by way of special resolution is required for the matter set out in Item No. 4 of the notice.

Your directors hereby recommend resolution set out in Item No. 4 for member's approval as special resolution.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way, concerned or interested, financially or otherwise in the Special Resolution set out in Item No. 4 except to the extent to their shareholding in the Company, if any.

Hence, the board of directors of your company hereby recommends and seek approval of members by way of special resolution for resolution set out in Item No. 4 of the Notice.

**By order of the Board
For Jindal Photo Limited**

**Sd/-
Ashok Yadav
Company Secretary
ACS- 14223**

**Date: 06th January, 2017
Place: New Delhi**

JINDAL PHOTO LIMITED

CIN : L33209DN2004PLC000198

Head Office: Plot No. 12, Local Shopping Complex, Sector B-1, Vasant Kunj, New Delhi-110070

Ph.: 011-26139256-65, Fax : 011-26121734

Regd. Office: 260/23, Sheetal Industrial Estate, Demeni Road, Dadra-396193, UT (D& NH)

Ph.: 0260-2668371, 72,79 Fax:0260-2668354

E-mail: cs_jphoto@jindalgroup.com ; Website: www.jindalphoto.com

POSTAL BALLOT FORM

1. Postal Ballot Form No. :

2. Name and Registered Address of the sole/first named Member :

3. Name of the joint holder(s) if any :

4. Registered Folio No./ *DP ID No. / :
Client ID No. (*Applicable to investors holding share(s) in dematerialized form)

5. Number of Share(s) held :

I / We hereby exercise my / our vote in respect of the following Special Resolutions to be passed through Postal Ballot/Remote E-Voting for the Special Business stated in the Notice dated 6th January, 2017 of Jindal Photo Limited by sending my / our assent (**FOR**) or dissent (**AGAINST**) to the said resolutions by placing the tick mark [✓] in the appropriate box below:

Item No.	Brief Particulars of Special Resolutions	No. of Shares Held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Shifting of registered office of the company from The Union Territory of Dadra and Nagar Haveli to the State of Uttar Pradesh			
2.	Alteration of the Object clause of the Memorandum of Association of the company in order to insert three new sub clauses after sub clause 4 of clause III (A) and to make it compliant with the provisions of Companies Act, 2013			
3.	Alteration of Liability clause of Memorandum of Association of company to make it compliant with provisions of Companies Act, 2013			
4.	Authorization for further issuance of shares by subsidiary and/or to sell or disposal of investment held in subsidiary i.e Jindal India Powertech Limited			

Place :

Date :

(Signature of Share Holder)

E Voting Facility is available at link <https://www.evotingindia.com> and E-Voting details are as follows:

EVSN (E-voting Sequence Number)	User ID	Password

Notes:

- Please read the instructions printed overleaf and in the notice of the postal ballot carefully before exercising your vote.
- Last date for receipt of Postal Ballot Form by the Scrutinizer : Saturday, 11th February, 2017 (5:00 PM IST)

INSTRUCTIONS:

1. A Member desirous of exercising his/her vote by postal ballot may complete this postal ballot form and send it to the following address of the Scrutinizer by prepaid BR Envelope enclosed or by post/courier to: **The Scrutinizer, Jindal Photo Limited, Plot No. 12, Sector-B-1, Vasant Kunj, New Delhi-110070.**
2. This form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint holding, this form must be completed and signed by the first named member and in his/her absence, by the next named Member.
3. Unsigned, incomplete or incorrectly ticked postal ballot forms shall be rejected.
4. The postal ballot/e-voting shall not be exercised by a proxy.
5. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Member as on Friday, 6th January, 2017.
6. There will be one postal ballot form for every Folio/Client ID, irrespective of the number of joint holders.
7. The Members can opt for only one mode of voting i.e., either by physical postal ballot form or e-voting. The voting, both through postal ballot and through electronic mode shall commence from Friday, 13th January, 2017 (9:00 AM IST) and shall end on Saturday, 11th February 2017 (5:00 PM IST). In case, member(s) cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.

8. PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

- (i) The voting period begins on Friday, 13th January, 2017 at 9:00 A.M (IST) and end on Saturday, 11th February, 2017 at 5:00 P.M (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 6th January, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth. (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company i.e. **Jindal Photo Limited** on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows Phone users can download the app from the App store or Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non-Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses with :

- i) Our Registrar Link Intime India Private Limited or mail at delhi@linkintime.co.in (If having shares in Physical Form)
- ii) their respective depository Participant (If having shares in Demat Form)

for receiving all future communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.