



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 and 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.

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 Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary (CP No.12030) - proprietor of M/s Pragnya Pradhan & Associates Company Secretaries & Associates, as a Scrutinizer to conduct the 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 Thursday, 30th July, 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 Friday, 31st July, 2015. The result of postal ballot process (including e-voting) shall be declared on Saturday, 1st August, 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

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

"RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Listing Agreement for the time being in force, consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give guarantees and / or to provide security in connection with a loan/any other form of debt to any other body corporate whether Indian or overseas or any person up to a maximum amount of Rs. 2,000 Crores (Rupees two Thousand Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed guarantees and/or securities to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the above proposed Guarantees and/or Securities will be in addition to existing Loans, Guarantees, Investments and Securities already given/made or already approved and consent accorded by the Shareholders as on date of this notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above guarantees and securities including the timing, amount and other terms and conditions of such guarantees and securities and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

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

RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Listing Agreement for the time being in force, consent of members be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or other body corporate, whether Indian or overseas up to maximum amount of Rs. 500 Crores (Rupees Five hundred Crores only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the above proposed Loan will be in addition to existing Loans, Securities, Investments and Guarantees already given/made or already approved and consent accorded by the Shareholders as on date of this Notice.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above proposed loans including the timing, amount and other terms and conditions and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds,

matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

For **Jindal Poly Films Limited**

Sd/-

Sanjeev Kumar

Company Secretary
(ACS-18087)

Place: New Delhi
Date: 15th June , 2015

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.
3. Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary (CP No.12030) - proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries 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.

This notice is being sent to all the members, whose names appear in the Register of Members/Records of Depositories as on the Friday 19th June, 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 Registered Post/Courier.

5. 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 30th July, 2015.
6. The shareholders are requested to exercise their voting rights by using the attached original Postal Ballot Form only.
7. 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 the resolutions or till the end of the Voting Period whichever is earlier.
8. 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 30th July, 2015. Postal Ballot Forms received after this date will be strictly treated as if the reply from the members has not been received.

9. 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 Saturday, 1st August, 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, ported 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.

EXPLANATORY STATEMENT

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

ITEM NO. 1 and 2.

Pursuant to Section 186 of the Companies Act, 2013 and the Companies (meeting of Board and its Power) Rules, 2014, the Board of Directors is authorized to give loans, guarantees and provide securities in connection with a loan to any person or other body corporate, and acquire by way of subscription, purchase or otherwise, the securities of any other body(ies) corporate upto an amount the aggregate of which should not exceed 60% of the paid up share capital, free reserves and security premium account or 100 % of free reserves and security premium account of the Company, whichever is higher.

In case the above limits are exceeded then, prior approval of shareholders by way of special resolution will be required. Members may note that in order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantees and / or provide securities in connection with a loan / any other form of debt to any other body corporate or person in excess of the limits prescribed under the Companies Act, 2013 and rules made thereunder.

It is therefore necessary to obtain prior approval of the shareholders by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to the maximum amount as mentioned below:

- I). GUARANTEES AND/OR SECURITIES UPTO RS. 2000 CRORE (RUPEES TWO THOUSAND CRORE).
- II) LOANS UPTO RS. 500 CRORE (RUPEES FIVE HUNDRED CRORE).

Outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees/ securities / exceeds the prescribed limits under the Companies Act, 2013.

In view of same it is proposed to pass enabling resolutions authorizing Board of Directors of the company to give Guarantees, Securities and Loans up to the limits as mentioned above.

However, the proposed Guarantees, Securities and Loans will be in addition to existing Investments, Guarantees, Securities and Loans already made or already approved and consent accorded by the Shareholders as on date of this Notice. The Board of Directors had, in its meeting held on 15th June, 2015 considered and approved this proposal, subject to the approval of Shareholders through Postal Ballot process (including E-voting).

The Board of Directors of your Company accordingly recommends the Resolutions as set out in Item Nos. 1 and 2 of the accompanying Notice for the approval of members of the Company as Special Resolutions.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

For Jindal Poly Films Limited

Sd/-

Sanjeev Kumar

Company Secretary

(ACS-18087)

Place : New Delhi

Date : 15th June , 2015