NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS

Jindal Poly Films Limited

JINDAL POLY FILMS LIMITED

Corporate Identity Number: L17111UP1974PLC003979
Registered Office: 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi,
Distt. Bulandshahr (UP-203408)
Corporate office: Plot No. 12, Sector B-1, Local Shopping Complex,
Vasant Kunj, Delhi-110070
Tel: 011-40322100; **Fax**: 011-40322129; **E-mail:** cs_jpoly@jindalgroup.com
Website: www.jindalpoly.com

NOTICE OF NATIONAL COMPANY LAW TRIBUNAL CONVENED MEETING OF EQUITY SHAREHOLDERS OF JINDAL POLY FILMS LIMITED

Day	:	Friday
Date	:	June 21, 2019
Time	:	11:00 a.m.
Venue	:	Hotel Natraj, Delhi Road, Kala Aam, Civil Lines, Bulandshahr, Uttar Pradesh 203001

INDEX

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT ALLAHABAD

ORIGINAL COMPANY JURISDICTION

IN

COMPANY APPLICATION NO. 97/ALD/2019
[Under Section 230 to 232 of the Companies Act, 2013]

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT OF

JINDAL POLY FILMS LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408 having corporate identification number L17111UP1974PLC003979 within the jurisdiction of this Tribunal.

...Applicant Transferor Company/ Demerged Company

AND

JINDAL PHOTO IMAGING LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408 having corporate identification number U22222UP2011PLC103611 within the jurisdiction of this Tribunal.

...Applicant Transferee Company/ Resulting Company

NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDES OF
JINDAL POLY FILMS LIMITED, THE APPLICANT TRANSFEROR COMPANY

To,

The Equity Shareholders of Jindal Poly Films Limited ("**Applicant Transferor Company**"/ "**Demerged Company**").

Notice is hereby given that by an order dated April 30, 2019, the Hon'ble National Company Law Tribunal, Allahabad Bench ("**NCLT**") Company Application No. 97/ALD/2019 has directed that a meeting of equity shareholders of the Demerged Company, be convened and held for the purpose of considering and if thought fit, with or without modification, approving the scheme of arrangement ("**Scheme**") for demerger of Photo Film Business ("**Demerged Undertaking**") of Jindal Poly Films Limited ("**Applicant Transferor Company/ Demerged Company**") with and into Jindal Photo Imaging Limited ("**Applicant Transferee Company/ Resulting Company**") and their respective shareholders and creditors under the provisions of sections 230 to 232 of the Companies Act, 2013 ("**Act**").

In pursuance of the said order and as directed therein, further notice is hereby given that a meeting of equity shareholders of the Demerged Company will be held on June 21, 2019 at 11:00 a.m. at Hotel Natraj, Delhi Road, Kala Aam, Civil Lines, Bulandshahr, Uttar Pradesh-203001, at which time and place the equity shareholders of the Demerged Company are requested to attend.

Copies of the Scheme and of the statement under section 230 of the Act can be obtained free of charge at the registered office and corporate office of the Demerged Company at 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408 and the corporate office of the Demerged Company at Plot No. 12, Sector B-1, Vasant Kunj, Local Shopping Complex, New Delhi-110070 or at the office of the authorized representative Mr. Satwinder Singh at Vaish Associates Advocates, 11th Floor, Mohan Dev Building, 13, Tolstoy Marg, New Delhi-110001 and Mr, S.K. Gupta, Practicing Company Secretary at 9, Roland Complex, Upper Floor, 37/17, Westcott Building, The Mall, Kanpur, Uttar Pradesh-208001. Persons entitled to attend and vote at the meeting, may vote in person or through proxy or through authorized representative, provided that all proxies in the prescribed form are deposited at the registered office of the Demerged Company at 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408 not later than 48 hours before the meeting.

Forms of proxy(enclosed herewith as **Annexure N**) can be obtained from the registered office of the Demerged Company.

In compliance with the provisions of Rule (6)(3)(xi) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Demerged Company has provided the e-voting facility so as to enable maximum participation of equity shareholders.

The Hon'ble NCLT has appointed Mr. Arun Saxena as Chairperson and Mr. Anand Prakash Mishra as Alternate Chairperson of the said meeting. The Hon'ble NCLT has also appointed Mr. Pramod Kumar as scrutinizer for the said meeting. The abovementioned Scheme, if approved by the equity shareholders of the Demerged Company at the meeting, will be subject to the subsequent approval of the Hon'ble NCLT.

Sd/-

Date: May 9, 2019 **Arun Saxena**

Place: New Delhi **Chairperson appointed by the NCLT**

Registered Office:
19th K.M. Hapur- Bulandshahr Road,
P.O. Gulaothi, Distt. Bulandshahr,
Uttar Pradesh-203408.

NOTES:

1. In compliance with the Order of NCLT, the provisions of Section 230(4) read with Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Demerged Company has provided the facility to its shareholders to cast their votes either by way of remote e-voting facility, prior to the meeting or by way of e-voting at the venue of the meeting.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE DEMERGED COMPANY. The Proxy Form duly completed should, however, be deposited at the registered office of the Demerged Company not later than 48 hours before the scheduled time of the commencement of the meeting.

3. All alterations made in the Proxy Form should be initialed.

4. Only registered equity shareholders of the Demerged Company may attend and vote (either in person or by proxy or by authorized representative) at the meeting. The authorized representative of a body corporate which is a registered equity shareholder of the Demerged Company may attend and vote at the meeting provided that a certified true copy of the resolution of the Board of Directors or other governing body of the body corporate authorizing such representative to attend and vote at the meeting is deposited at the registered

office of the Demerged Company not later than 48 hours before the scheduled time of the commencement of the Meeting.

5. According to the provisions of section 105 of the Act, a person can act as a proxy on behalf of shareholders not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Demerged Company carrying voting rights. A shareholder holding more than 10% of the total share capital of the Demerged Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

6. The Proxy(ies) should carry any of their identity proof i.e. a Pan Card / Aadhaar Card / Passport / Driving License / Voter ID Card/ employee id card or such other proof at the venue of the meeting.

7. A registered equity shareholder or his Proxy or authorized representative is requested to bring copy of the notice to the meeting and produce the attendance slip duly completed and signed at the entrance of the meeting venue.

8. A joint notice convening the meetings of the equity shareholders, secured creditors and unsecured creditors of the Demerged Company will be published through advertisement in Allahabad editions having circulation in Bulandsharhr in the newspapers namely, 'Business Standard' (English) and 'Rashtriya Sahara' (Hindi).

9. Shareholders who hold shares in dematerialized form are requested to produce their Client ID and DP ID for easy identification of attendance at the meeting.

10. Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of the Company/ list of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") /Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**") in respect of such joint holding will be entitled to vote.

11. In compliance with the Order passed by the NCLT, the Notice is being sent to all the members whose names appear in the Register of Members/Beneficial Owners as per the details furnished by the Depositories as on May 3, 2019 i.e. cut-off date for dispatch of Notice. This notice of the NCLT convened meeting of members of the Company is also displayed/ posted on the website of the Company at https://www.jindalpoly.com/download-reports.

12. The equity shareholders holding equity shares as on May 3, 2019, being the cut-off date, will be entitled to exercise their right to vote on the resolutions in respect of the approval of the Scheme.

13. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders as on May 3, 2019. Persons who are not equity shareholders of the Demerged Company as on the cut-off date i.e. May 3, 2019 should treat this notice for information purposes only.

14. In accordance with the provisions of sections 230 to 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority in number representing three fourths in value of the equity shareholders of the Demerged Company, voting in person or by proxy or by authorized representative, agree to the Scheme.

15. The Voting period for remote e-voting shall commence on and from May 22, 2019 to June 20, 2019, both days inclusive.

16. It is clarified that votes may be cast by shareholders by remote e-voting and casting of votes by e-voting at the venue of the meeting does not disentitle them or their proxies or authorized representatives from attending the meeting. The shareholder or his/her proxy or its authorized representatives shall not be allowed to vote by way of e-voting at the venue of the meeting, if such equity shareholder has exercised his/her right to vote through remote e-voting.

17. Mr. Pramod Kumar has been appointed by order of the NCLT, as the Scrutinizer to scrutinize the voting by remote e-voting and e-voting at the venue of the meeting.

18. The Scrutinizer will submit his consolidated report to the Chairperson of the meeting after scrutinizing the

voting made by members/proxies through remote e-voting and e-voting at the venue of the meeting. The result of the voting on the resolutions in respect to the approval of the Scheme shall be announced by the Chairperson of the meeting or any person authorized by him within 30 (Thirty) days of the conclusion of the meeting. The results shall be posted on the Demerged Company's website https://www.jindalpoly.com/download-reports and on the website of Karvy https://evoting.karvy.com/ as well as on the notice board of the Demerged Company at its registered office and corporate office besides being notified to National Stock Exchange of India Limited and BSE Limited, the stock exchanges, where shares of the Demerged Company are listed.

19. Relevant documents referred in the notice and the explanatory statement are open for inspection by the shareholders at the registered office of the Demerged Company on all working days, except Saturdays and Sundays, upto the date of the meeting and at the meeting during the Meeting hours.

20. Pursuant to Section 101 of the Companies Act, 2013 read with the Rules made thereunder, (including any statutory modification(s), clarification(s), exemption(s) or re-enactment(s) thereof for the time being in force) the notice is being sent by electronic mode to those shareholders whose e-mail address are registered with the Depositories or the Registrar and Transfer Agent of the Demerged Company. However, in case a shareholder wishes to receive a physical copy of the notice he/she is requested to send an e-mail from their registered e-mail id to cs_jpoly@jindalgroup.com or suresh.d@karvy.com by duly quoting his/her DP ID and Client ID or the Folio number, as the case may be. For shareholders who have requested for physical copy of the Notice or whose e-mail address is not registered, the physical copy of the Notice is being sent by the permitted mode.

21. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact Mr. Suresh Babu, (Unit: Jindal Poly Films Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040-6716 1518 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

22. Instructions and guidelines for voting through remote e-voting:

    a) In compliance with the Order of NCLT, the provisions of section 230(4) read with section 108 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Demerged Company has provided the facility to the equity shareholders to cast their votes either by way of remote e-voting facility, prior to the meeting or by way of e-voting at the venue of the meeting.

    b) The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on May 3, 2019, being the cut-off date.

    c) The instructions for shareholders voting through remote e-voting are as under:

    I. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by Companies (Management and Administration) Rules, 2015 and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company is providing e-voting facility through Karvy Fintech Private Limited.

        (i) The remote e-voting period commences on Wednesday**, 22nd May, 2019 at 9:00 a.m. (IST) and End of E-voting: Up to 5:00 p.m. (IST) on Thursday, 20th June, 2019**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. May 3, 2019,** may cast their votes electronically. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

        (ii) Visit the E-voting website of Karvy, open web browser by typing the following URL: https://

evoting.karvy.com/either on a Personal Computer or on a mobile. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

(iii) After entering these details appropriately, click on "LOGIN".

(iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password.

(v) You need to login again with the new credentials.

(vi) On successful login, the system will prompt you to select the "EVENT" i.e., Jindal Poly Films Ltd. i.e. name of the Company.

(vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

(viii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio/demat accounts.

(ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any.

(x) You may then cast your vote by selecting an appropriate option and click on "Submit", specific item, it will be treated as abstained.

(xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(xii) Body Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email pramodkrca2002@yahoo.com in with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name Event No." The documents should reach the Scrutinizer on or before 5:00 pm on June 20, 2019.

II. **In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants(s)]:**

(i) E -Voting Event Number-(EVEN), User ID and Password is provided in the Attendance Slip.

(ii) Please follow all steps from Sl. No. (i) to (xii) above I to cast your vote by electronic means.

III. **Voting at Meeting:** The shareholders, who have not cast their vote through remote e-voting can exercise their voting rights at the NCLT convened meeting. We have made the necessary arrangements in this regard at the meeting venue.

The facility for voting through e-voting system shall be made available at the Meeting. Members who have already cast their votes by remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through remote e-voting or e-voting at the venue of the meeting. If a Member casts votes by both modes then voting done through remote e-voting shall prevail and e-voting at the meeting shall be treated as invalid.

IV. The scrutinizer shall immediately after the conclusion of voting at the meeting, count the votes cast at the meeting and thereafter unblock the votes in the presence of at least two witnesses not in employment of the Company. The Scrutinizer's shall submit a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, within a period of not exceeding thirty (30) working days from the conclusion of the voting to the Chairman of the meeting or a person authorised by him in writing who shall countersign the same.

V. The Chairman or a person authorised by him in writing shall declare the result of voting forthwith.

VI. The results of the e-voting along with the scrutinizer's report shall be communicated immediately to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Demerged Company's website http://www.jindalpoly.com and on the website of Karvy https://evoting.karvy.com / immediately after the result is declared by the chairman or any other person authorised by the chairman.

OTHER INSTRUCTIONS:

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact Mr. Suresh Babu, (Unit: Jindal Poly Films Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1518 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b. 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).

c. The remote e-voting period commences on **Wednesday, 22nd May, 2019 at 9:00 a.m. (IST) and End of E-voting: Up to 5:00 p.m. (IST) on Thursday, 20th June, 2019**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. May 3, 2019**, may cast their votes electronically. A person who is not a shareholder as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

d. The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. May 3, 2019.

ATTENDANCE REGISTRATION PROCEDURE FOR THE NCLT CONVENED MEETING (MEETING) IS A FOLLOWS:

- Shareholders are requested to tender their attendance slips at the registration counters at the venue of the Meeting and seek registration before entering the meeting hall.
- Alternatively, to facilitate smooth registration/entry, the Company has provided a web-check in facility through Karvy's website. This will enables the shareholders to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

- The Web Check-in (i.e. Online Registration facility) is available during e-voting period only i.e., **Wednesday, 22nd May, 2019 at 9:00 a.m. (IST) and End of E-voting: Up to 5:00 p.m. (IST) on Thursday, 20th June, 2019**.

WEB CHECK-IN PROCEDURE IS AS FOLLOWS:

- Log on to https://karisma.karvy.com and click on “Web Check-in for General Meetings
- Select the name of the Company: Jindal Poly Films Limited
- Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission button.
- The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.
- The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.
- The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
BENCH AT ALLAHABAD

ORIGINAL COMPANY JURISDICTION

IN

COMPANY APPLICATION NO. 97/ALD/2019
[Under Section 230 to 232 of the Companies Act, 2013]

IN THE MATTER OF THE COMPANIES ACT, 2013

AND

IN THE MATTER OF SCHEME OF ARRANGEMENT OF

JINDAL POLY FILMS LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408 having corporate identification number L17111UP1974PLC003979 within the jurisdiction of this Tribunal.

Applicant Transferor Company/ Demerged Company

AND

JINDAL PHOTO IMAGING LIMITED, a company incorporated under the Companies Act, 1956 having its registered office at 19th K.M. Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408 having corporate identification number U22222UP2011PLC103611 within the jurisdiction of this Tribunal.

Applicant Transferee Company/ Resulting Company

EXPLANATORY STATEMENT UNDER SECTION 230(3), 232(1), 232(2) AND SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 TO THE SCHEME OF ARRANGEMENT BETWEEN JINDAL POLY FILMS LIMITED AND JINDAL PHOTO IMAGING LIMITED AND THEIR RESPECTIVE MEMBERS AND CREDITORS.

1. Pursuant to the order dated April 30, 2019, passed by the Hon'ble National Company Law Tribunal, Allahabad Bench ("**NCLT**")in Company Application No. 97/ALD/2019, a meeting of the equity shareholders of Jindal Poly Films Limited ("**Applicant Transferor Company/ Demerged Company**") is being convened on June 21, 2019 at 11:00 a.m. at Hotel Natraj, Delhi Road, Kala Aam, Civil Lines, Bulandshahr, Uttar Pradesh 203001, for the purpose of considering and if thought fit, approving the scheme of arrangement ("**Scheme**") for demerger of Photo Film Business ("**Demerged Undertaking**") of Jindal Poly Films Limited with and into Jindal Photo Imaging Limited and their respective shareholders and creditors under section 230 to 232 of the Companies Act, 2013.

2. The resolution to be submitted at the said meeting is as follows:

   ***"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal, Allahabad Bench ("**NCLT**") and/or other competent authorities, if any, the scheme of arrangement between Jindal Poly Films Limited and Jindal Photo Imaging Limited and their respective shareholders and creditors (hereinafter referred to as the "**Scheme**"), as circulated along with the notice of the meeting be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."*

3. All the capitalized terms used in this explanatory Statement and defined in the Scheme shall have the same meaning ascribed to them in the Scheme

4. The details of the Applicant Transferor Company/ Demerged Company are given as under:

(a) **Corporate Identification Number (CIN):** L17111UP1974PLC003979;

(b) **Permanent Account Number:** AAACJ7650E;

(c) **Name:** Jindal Poly Films Limited;

(d) **Date of incorporation:** September 9, 1974;

(e) **Type of company**: Public limited company, the shares of the Demerged Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") ;

(f) **Registered Office:** 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408;

(g) **Email-id:** cs_jpoly@jindalgroup.com;

(h) **Details of capital structure:** The share capital as on December 31, 2018, is as follows:

Particulars	Amount (in Rs.)
Authorized Share Capital:	
23,20,00,000 equity shares of Rs. 10/- each	2,32,00,00,000
3,00,00,000 cumulative redeemable preference shares of Rs. 10/- each	30,00,00,000
Total	**2,62,00,00,000**
Issued, Subscribed and Paid-up Share Capital Fully Paid up:	
4,37,86,413 equity shares of Rs. 10/- each	43,78,64,130
Total	**43,78,64,130**

Subsequent to the aforesaid date, there has been no change in the authorized and issued, subscribed and paid up share capital of the Demerged Company till the date of issue of this notice.

A copy of provisional financial statement of the Demerged Company for the period April 1, 2018 to December 31, 2018 is annexed herewith and marked as **Annexure I.**

(i) **Main objects as per the Memorandum of Association of the Demerged Company:**

The main objects of Demerged Company as set out in Clause III (A) of the Memorandum of Association are as under:

1. "To carry on business as manufactures, importers, exporters of and dealers in polymers, monomers, elastomers and resins of all types, grades and copolymer formulations and in all forms such as resins/ chips, powder, flakes, granuales, fllms sheets, tubes, pipes, fibers, laminates or as processed goods and including specifically polyethelene, polypropylene, polymethyl, ploystyrene, polyvinyle-acetate, *methacrylate, expoxy resins, alkide resins melamine, polyesters such as ployethelene, terephthallate and polyethelene, lsophthallate, 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.*

2. *To carry on the business of manufacturers, spinners, weavers, doublers, ginners, pressers, packers, balers, importers, exporters, buyers, sellers and dealers of polyester resins/ships, polypropylene resin/ chips, nylon chips/mouldlng powder, polyester yarn of all kinds, polypropylene yam of all kinds, nylon yam of all kinds, polymers, chemical and synthetic fibres, staple fibre, and any other man made f!bre, rayon yarn namely viscose, filament rayon, continuous filament yam or artificial silk yarn, acrylic fibre or alcohol fibre, synthetic and/or natural fibres and fibrous materials and the production thereof and all by products of substances and the business of bleaching, printing, dyeing, combing, knitting, cleaning and dealing in yam, fabric cloth, linen and other goods, and fabrics whether textile, netted or looped and other goods or merchandise made therefrom, and to transact all manufacturing or curing, finishing and preparing process in connection therewith.*

3. *To carry on the business of manufacturing, producing, processing, buying, selling, importing exporting, distributing and otherwise dealing in all kinds of films, tapes, discs, cassettes and other electronic products including but not limited to Audio, Video and Computer tapes, floppy discs, U-Matic tapes/ Cassettes and to carry on the processes of metallising, lacquering, coating, laminating, printing, micro-slitting, substraction, conversion and develop various accessories equipment and allied products including alt ancillaries and auxiliaries concerning the aforesaid activities and all types, grades, kinds, sizes and descriptions of photographic products like colour/black and white photographic papers, roll films, cinema film, X-ray film, graphic art film, other film and allied products like photographic chemicals. reagents, substances, equipments, Instruments, raw materials, image and document production colour photo machines, colour photo lab equipments and machines and all kind of spares, parts, accessories, components, tools, equipments, and apparatuses.*

4. *To promote, establish, acquire and run or otherwise carry on the business of plastic industry or business of manufactures, processors and finishers and dealers of plastic products and materials, thermoplastic and thermosetting and other articles of things and similar or allied products or processes and to sell, purchase or otherwise acquire or deal in materials or things m connection with such trade, Industry or manufacture and to do all things as are usua1 or necessary in relation to or in connection with business or Industry or manufacture.*

5. *To carry on the business as manufacturers, processors, refiners, smelters, makers, converters, furnishers, rerollers, importers, exporter, agents, merchants, buyers, sellers or dealers in all kind of Steel including mild, high carbon, spring, high speed, tool, alloy steel, stainless and special steels, strips, sheets, coils, wires, flats, plates, blooms, bars, slabs, squares, structural, tubes, poles, pipes, castings, ingots, pillets, billets and other materials made wholly or partly of steel, steel alloys and metals.*

6. *To purchase or otherwise acquire, manufacture, refine, treat, reduce, distill, blend, purify and pump for mine, bore, extract process, buy, market, distribute, exchange, supply, sell and otherwise dispose off, import, export and trade and generally deal in all kinds of petroleum and other mineral oils, whether crude or refined, petroleum products, petrochemicals, gases and other volatile substances, sulphur, asphalt, clays, bitumen, bituminous substances, carbon, carbon black and all other hydrocarbon and mineral substances, hutylenes, propylenes, ethylenes, Liquefied Petroleum Gases, Aromatic Hydrocarbons, lubricating oils and waxes, butadienes, phosphates, nitrates, coal ores and minerals and in general sub oil products and subsurface deposits of every nature and description and the products or the bye products which may be derived, produced, prepared, developed, compounded, made or manufactured therefrom or therewith and substances obtained by mixing any of the foregoing with other substances.*

7. *To carry on the business of manufactures or processors and/or importers, exporters, buyers, sellers, stockists and distributors of and/or dealers in styrene Butadiene Rubber (SBR), Poly Butadiene Rubber*

(PBR), Acrylonitrile Butadiene Copolymer Rubber (NER), Elastomers including Thermo Plastic Elastomers (TPE), natural rubber, latexes, chemicals, raw materials, intermediates, wastes and recycle stream required for manufacture of SBR, PBR, NBR, TPE and all other type of synthetic rubber including carbon black master batches and carbon black, all kinds of articles and merchandise manufactured from synthetic rubber and chemicals including tyres, conveyor belts, transmission belts, rubber moulded products, rubber based footwear, microcellur sheets plantation of natural rubber, port facilities of storage and handling of styrene, Butadine, Acrylonitrile and all other chemicals and liquid petroleum gases; all kinds of plant and machinery utilities; equipments required for manufacture of one or more types of synthetic rubber and products thereof.

8. *(a) To establish, operate and maintain power generating stations and tie Lines, sub-stations and main transmission lines connected therewith and/or to carry on in India or elsewhere the business to generate, receive, produce, Improve, buy, sell, resell, acquire, use, transmit,; accumulate, employ, distribute, develop, handle, protect,· supply, and/or to act as agent, broker, representative, consultant, collaborator or otherwise to deal in electric power at such place or places as may be permitted by law.*

   (b) To operate and maintain such generating stations, tie Lines, sub-stations and main transmission Lines as assigned to it by the competent Government or Governments.

9. *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, ploystyrene, polyvinyle-acetate, methacrylate, expoxy 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 that the company shall not carry on banking business as defined by Banking Regulations Act, 1949.*

11. *Carry on the business of manufacturers, dealers, importers and exporters of Non-woven items such as interlining, disposable fabrics and fabrics for industrial applications.*

12. *To carry on the business of combing, blending, weaving, knitting, spinning, bleaching, processing and dying of Polyester, Rayon or any other type of manmade fibers, silk wool, cotton and natural fibres."*

(j) **Nature of the business carried on by the Demerged Company:**

The Demerged Company has three business segments namely, flexible packaging films, photo films and nonwoven fabric products. The Demerged Company is the manufacturer of Polyester (BOPET) and BOPP films, CPP films thermal lamination films, medical films, and non-woven products such as interlining, disposable fabrics and fabrics for industrial applications, etc.

(k) **Names of the present Promoters along with their residential addresses:**

S. No	Name	Address
1.	Soyuz Trading Company Limited	16 B Shakespeare Sarani Kolkata WB 700071
2.	Jindal Photo Investments Ltd.	Plot No. 12, Local Shopping Complex, Sector B-1, Vasant Kunj New Delhi South Delhi DL 110070
3.	Rishi Trading Company Ltd	16-B Shakespeare Sarani, 2nd Floor Kolkata-700071
4.	Consolidated Finvest And Holdings Ltd	19 Km Hapur Bulandshahr Road, PO Guloathi Distt Bulandshahr UP 203408
5.	Consolidated Photo & Finvest Ltd	Plot No. 12, Local Shopping Complex, Sector B-1, Vasant Kunj New Delhi South Delhi DL 110070
6.	SSJ Trust	12-A Green Avenue, D-III, Vasant Kunj, New Delhi
7.	Aakriti Trust	12-A Green Avenue, D-III, Vasant Kunj, New Delhi
8.	Bhavesh Trust	12-A Green Avenue, D-III, Vasant Kunj, New Delhi
9.	Ms. Aakriti Ankit Agarwal	12-A Green Avenue, Sector D Pocket III, Vasant Kunj, New Delhi
10.	Mr. Bhavesh Jindal	12-A Green Avenue, Sector D Pocket III, Vasant Kunj, New Delhi

(l) **Names of present Directors along with their DIN and residential addresses:**

S. No	Name	DIN	Address
1.	Mr. Rathi Binod Pal	00092049	D-301, Ishwar Apartments, Plot No.4, Sector-12, Dwarka New Delhi-110078.
2.	Mr. Radha Krishna Pandey	00190017	L-277, Sarita Vihar New Delhi-110076
3.	Mr. Sagato Mukerji	06465901	Flat No 301, Tower-15, Unitech Fresco, Nirvana Country, Sector-50 Gurgaon, Haryana-122018
4.	Ms. Shakshi Gupta	07388012	House No-154, A2 Block, 2nd Floor, Main Bhagat Colony, Sant Nagar, Burari, Opp. Goppeshwar Nath Mandir, North Delhi 110084
5.	Mr. Sanjeev Saxena	07899506	GM Block-C/2,28 KM Stone Nasik, Igatpuri Road, Mundegaon, Igatpuri, Maharashtra-422403
6.	Mrs. Sonal Agarwal	08212478	House No. 57 / 1 Guru Govind Singh Marg, Lal Kuan Road, Lucknow, Uttar Pradesh-226001

(m) **Details of change of name of the Demerged Company in the last five years:**

There is no change in the name of the Demerged Company in last five years.

(n) **Details of change of registered office of Demerged Company in the last five years:**

There is no change in the address of the Demerged Company in last five years.

(o) **Details of change of Objects of the Demerged Company in the last five years:**

The Demerged Company has added clause 9 and 10 in the main objects in its memorandum of association with effect from December 8, 2015. Further clause 11 and 12 were inserted pursuant to sanctioning of the scheme of amalgamation between the Demerged Company and Global Nonwovens Limited vide order passed by Hon'ble National Company Law Tribunal at Mumbai. The said clauses are reproduced hereunder for your reference:

"9. 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, ploystyrene, polyvinyle-acetate, methacrylate, expoxy 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 that the company shall not carry on banking business as defined by Banking Regulations Act, 1949.

11. Carry on the business of manufacturers, dealers, importers and exporters of Non-woven items such as interlining, disposable fabrics and fabrics for industrial applications.

12. To carry on the business of combing, blending, weaving, knitting, spinning, bleaching, processing and dying of Polyester, Rayon or any other type of manmade fibers, silk wool, cotton and natural fibres."

(p) **Date of Board Meeting at which the Scheme was approved:** November 12, 2018.

(q) **The directors who gave their assent/ dissent:** Scheme was approved unanimously by all the directors of the Demerged Company.

(r) **Amount due to Secured Creditors of the Demerged Company as on January 31, 2019:**

Amount due to the secured creditors of the Demerged Company As on January 31, 2019 is Rs. 10,22,41,57,005/- *(Rupees One Thousand Twenty Two Crore Forty One Lakh Fifty Seven Thousand and Five only).*

(s) **Amount due to Unsecured Creditors of the Company as on January 31, 2019:**

Amount due to the unsecured creditors of Demerged Company as on January 31, 2019 is Rs 3,73,70,49,143/- *(Rupees Three Hundred and Seventy Three Crores Seventy Lakhs Forty Nine Thousand One Hundred and Forty Three only)*.

(t) **The Net Worth of the Demerged Company as on December 31, 2018:**

Particulars	Amount (Rs. in Lakh)
Equity Share Capital	4,378.654
Surplus in Profit and Loss Account	1,78,943.45
Net worth	**1,83,322.104**

A copy of provisional financial statement of the Demerged Company for the period April 1, 2018 to December 31, 2018 is annexed herewith and marked as **Annexure I**.

(u) **Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:**

Kindly refer the report adopted by the board of directors of Resulting Company held on November 12, 2018 annexed herewith as **Annexure E.**

5. **Details of the Applicant Transferee Company/ Resulting Company:**

(a) **Corporate Identification Number (CIN):** U22222UP2011PLC103611;

(b) **Permanent Account Number:** AACCJ7344R;

(c) **Name:** Jindal Photo Imaging Limited;

(d) **Date of incorporation:** November 12, 2011;

(e) **Type of company**: unlisted public company;

(f) **Registered Office:** 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408;

(g) **Email-id:** cs_jpoly@jindalgroup.com;

(h) **Details of capital structure:** The share capital as on December 31, 2018, is as follows:

Particulars	Amount (in Rs.)
Authorized Share Capital:	
20,00,000 Equity Shares of Rs. 10/- each	2,00,00,000
Total	**2,00,00,000**
Issued, Subscribed and Paid-up Share Capital Fully Paid up:	
50,000 equity Shares of Rs. 10/- each	5,00,000
Total	**5,00,000**

Subsequent to the aforesaid date, there has been no change in the authorized share capital and issued, subscribed and paid up share capital of the Resulting Company till the date of issue of this notice.

(i) **Main objects as per the Memorandum of Association of the Resulting Company:**

The main objects of the Resulting Company as set out in Clause III (A) of the Memorandum of Association are as under:

1. *To carry on the business of manufacturing, converting, producing, processing, assembling, treating, making, taking on hire, otherwise acquiring, blending, formulating, packing, finishing, buying, selling, distributing, marketing, importing, exporting, fabricating or otherwise dealing in au types, grades, kinds, sizes and descriptions of photographic products like colour /black and white photographic papers, roll films, cinema film, AMC of printers, photographic equipments, Medical equipments, X-ray film and devices Computed Radiography, Digital Radiography, cassettes, printers, imagers etc, Orthopedic implants & Trauma fixation devices, spine, joint replacement & implants, Screw, plates, mesh, Orthobiologics, biomaterial and regenerative biological products, bone cement, drill machines, Dental imaging, films & equipment, craniomaxill of acial equipments and devices, reconstruction surgery equipments and instruments, Soft tissue and peripheral nerve repair products, Endoscopy devices machines, capsules, recorder, reader, printers, equipments and consumables, PH devices, capsules, image recorder, monitors, printers and consumables, Cardiovascular implants like stents, balloons, wires, catheters, inflation devices and other related implants, products & accessories. Cardiac valves (tissue & mechanical) Infusion devices like syringe & infusion pumps, OR products (equipments, devices and instruments), Printer, tab, physiotherapy and decompression equipments and consumables, Surgical & examination Gloves, Bopet Films, graphic art films, PS plates, CTP, & other plates, other film and allied products like photographic chemicals, photographic papers, reagents, substances, equipments, instruments, accessories, raw materials and things for audiovisual communications, films production, image and document production, copying and information, copying and information gathering, recording and processes related to photography, motion pictures.*

2. *To carry on the business of manufacturing, buying, selling, importing, exporting, assembling, creating, producing, preparing, repairing, converting, treating, altering, letting on hire, marketing, distributing and otherwise dealing in an types and descriptions of cameras, movie cameras, flash guns, lighting sets sound recording and reproducing machines and equipments, cinema overhead projectors, mini projectors, portable projectors, sound and film projection systems, colour photo machines, colour photo lab equipments and machines and all kind of spares, parts, accessories, components, tools, equipments and apparatuses.*

3. *To carry on the business of manufacturing, converting, producing, processing, assembling, treating, making, blending, finishing, repairing, distributing, marketing or otherwise dealing in all types and descriptions of video cassettes both blank as well as recorded, video cassette recorders/players, editing tables, video cameras, multi cassette recording decks, video studios and the equipments thereof, colour television sets. videoscopes, video-scope screens, monitors and an kinds of accessories, spares, parts, components, tools, equipments, and apparatuses.*

4. *To carry on the business of manufacturing, buying, selling, converting, assembling, preparing, repairing, packing, blending, marketing, distributing and otherwise dealing in all kinds, descriptions and types of electrical/ electronic/ mechanical/ automatic photocopying machines, electrostate machine, zerox copying machines, typewriters ribbons, teleprinter ribbons and rolls, continuous stationary, intercom and other communication machines and au types of chemicals, substances, spares, components, accessories, tools, equipments, instruments, apparatuses and the like used with or in connection to any of the above things."*

(j) **Nature of the business carried on by the Resulting Company:**

That Resulting Company was set-up for carrying on the business of manufacturing, selling, distributing, converting and producing, medical equipment's, x-ray films and devices computed radiography, cassettes, printers etc.

(k) **Names of the present Promoters along with their residential addresses:**

The Resulting Company is the wholly owned subsidiary of the Demerged Company.

S. No	Name	Address
1.	Jindal Poly Films Limited	19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408

(l) **Names of present Directors along with their DIN and residential addresses:**

S. No	Name	DIN	Address
1.	Mr. Rathi Binod Pal	00092049	D-301, Ishwar Apartments, Plot No.4, Sector-12, Dwarka New Delhi-110078.
2.	Mr. Sagato Mukerji	06465901	Flat No 301, Tower-15, Unitech Fresco, Nirvana Country, Sector-50, Gurgaon, Haryana-122018.
3.	Mr. Sanjiv Kumar Agarwal	01623575	FE-35, Third Floor Shivaji Enclave, Rajouri Garden, New Delhi 110027

(m) **Details of change of name of the Resulting Company in the last five years:**

There is change in the name of the Resulting Company in last five years. Earlier the Company name was "Jindal Photo Investment and Finance Limited" and changed to "Jindal Photo Imaging Limited" as on March 25, 2014.

(n) **Details of change of registered office of Resulting Company in the last five years:**

There is change in the address of the Resulting Company in last five years. The registered office of the resulting company was changed from 260/23, Sheetal Industrial Estate, Demni Road, Dadra and Nagar Haveli to 19th K.M., Hapur, Bulandshahr Road, PO Gulaothi, Bulandshahr, Uttar Pradesh-203408 with effect from March 21, 2018.

(o) **Details of change of Objects of the Resulting Company in the last five years:**

Memorandum and Article of Association of the Companies have been aligned in February, 2018 to meet the requirement of the Companies Act, 2013.

(p) **Date of Board Meeting at which the Scheme was approved:** November 12, 2018.

(q) **The directors who gave their assent/ dissent:** Scheme was approved unanimously by all the directors of the Resulting Company.

(r) **Amount due to Secured Creditors of the Resulting Company as on January 31, 2019:**

As on January 31, 2019 the Resulting Company has no secured creditors.

(s) **Amount due to Unsecured Creditors of the Resulting Company as on January 31, 2019:**

Amount due to the unsecured creditors of Resulting Company as on January 31, 2019 is Rs. 1,52,295/- (*Rupees One Lakh Fifty-Two Thousand Two Hundred and Ninety-Five only)*.

(t) **Net worth of the Resulting Companyas on December 31, 2018:**

Particulars	Amount (in Rs.)
Equity Share Capital	5,00,000
Surplus in Profit and Loss Account	(5,97,000)
Net-worth	**(97,000)**

A copy of provisional financial statement of the Resulting Company for the period April 1, 2018 to December 31, 2018 is annexed herewith and marked as **Annexure J.**

(u) **Disclosure about the effect of Scheme on the material interests of Directors/ KMP etc.:**

Kindly refer the report adopted by the board of directors of Resulting Company held on November 12, 2018 annexed herewith as **Annexure F**.

6. The relationship between the companies who are parties to the Scheme:

The Resulting Company is a wholly owned subsidiary of the Company.

7. The salient features of the Scheme are set out hereunder:

A. Appointed Date of the Scheme is **April 1, 2019**;

B. Effective Date shall be last of the following dates on which:

(i) the Companies have received observation letters/ no-objection letters from the Stock Exchanges (more particularly defined hereinafter in Clause 2.24 of this Scheme), pursuant to Regulation 37 of the Listing Regulations (more particularly defined hereinafter in Clause 2.16 of this Scheme) read with SEBI Circulars (more particularly defined hereinafter in Clause 2.23 of this Scheme);

(ii) the requisite consent, approval or permission of the sectoral regulators, if any, as may be required under Applicable Laws;

(iii) the requisite approval of respective shareholders and creditors of the Companies is obtained under section 230 of the Act; and

(iv) the certified copies of the order of Tribunal (more particularly defined hereinafter in Clause 2.25 of this Scheme), under section 232 of the Act, sanctioning this Scheme, is filed by the Companies with ROC (more particularly defined hereinafter in Clause 2.20 of this Scheme).

Provided that references in this Scheme to the date of "upon coming into effect of the Scheme" or "upon the scheme becoming effective" or "effectiveness of the Scheme" shall mean Effective Date;

C. Upon coming into effect of this Scheme and with effect from Appointed Date and subject to provisions of the Scheme, all property (ies), being movable or immovable, tangible or intangible, belonging to the Demerged Undertaking (as defined in the Scheme) and rights, titles and interest therein, if any, shall pursuant to provisions of section 232(4) of the Act be transferred and stand vested to the Resulting Company.

D. Upon coming into effect of this Scheme and with effect from Appointed Date and subject to provisions of the Scheme, all current assets but not limiting to sundry debts, outstanding loans, advances receivable in cash or kind, belonging to the Demerged Undertaking and rights, titles and interest therein, if any, shall pursuant to provisions of section 232(4) of the Act be transferred and stand vested to the Resulting Company.

E. Upon coming into effect of this Scheme and with effect from Appointed Date and subject to the provisions of the scheme, all past and present investments (in India or overseas), if any, including but not limited to the strategic investment in JPF Netherlands BV and investments in other quoted and unquoted equity shares, preference shares, optionally convertible preference shares, debentures and other securities of all descriptions of anybody corporate (whether in India and elsewhere), mutual funds etc. belonging to Demerged Undertaking (as defined in the Scheme annexed herewith) shall be transferred to the Resulting Company.

F. Upon coming into effect of this Scheme and with effect from Appointed Date, all plant and machinery and fixed assets pertaining to the Demerged Undertaking installed are movable in nature and shall in no case be classified as benefits to arise out of land and things attached to the earth, or permanently fastened to anything attached to the earth.

G. Upon coming into effect of this Scheme and with effect from Appointed Date, all consents, permissions, licenses, approvals, certificates, assignment, allotments, power of attorney given by, issued to or executed in favour of the Demerged Undertaking of the Demerged Company, shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favour of the Resulting Company.

H. Upon coming into effect of this Scheme and with effect from Appointed Date, all liabilities including loans and borrowings present, future, and contingent liabilities and obligations of the Demerged Company allocable or pertaining to the Demerged Undertaking, shall without any further act or deed, become liabilities, loans and borrowings of the Resulting Company, and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in and shall be exercised by or against the Resulting Company.

I. Upon the Scheme becoming effective, all legal and other proceedings by or against the Demerged Company, or which may be instituted any time in future and in each case relating or pertaining to the Demerged Undertaking shall be continued and enforced by or against the Resulting Company after the Effective Date to the extent legally permissible;

J. Upon coming into effect of this Scheme, all contracts, deeds, bonds, schemes, if any, of Demerged Undertaking to which the Demerged Company is a party or to the benefit of which the Demerged Undertaking may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall be in force and effect against or in favour of, as the case may be, the Resulting Company, and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or oblige thereto.

K. Upon the Scheme becoming effective, all the staff & employees of the Demerged Undertaking shall stand transferred to the Resulting Company with effect from Appointed Date on the basis that:

i. terms and conditions of their employment after such transfer shall not in any way be less favourable than to them immediately preceding the said transfer; and

ii. their employment shall be deemed to have been continuous and not been interrupted by reasons of the said transfer.

L. Upon the Scheme becoming effective, it is clarified that all the taxes and the duties payable by the Demerged Company and relating to the Demerged Undertaking, including all advance taxes, tax deducted at source, tax liabilities, or any refunds or claims shall, for all purpose, be treated of the Resulting Company. Accordingly, upon the Scheme becoming effective, the Demerged Company, is expressly, permitted to revise and file and the Resulting Company is expressly permitted to revise and file their respective income tax returns including tax deduction at source certificates, sales tax/value added tax returns, excise return, service tax returns, GST returns and other tax returns, and to claim refund/credit, pursuant to the provisions of this Scheme.

M. In terms of clause 13 of the Scheme, upon effectiveness of this Scheme and in consideration for the transfer and vesting of the Demerged Undertaking of Demerged Company into the Resulting Company, Resulting Company shall, without any further application or deed, issue and allot, to all shareholders of the Company whose name is recorded in the register of members as on Record Date:

"1 *(One)* Equity Share of the face value of Rs. 10/- each fully paid up of the Resulting Company for every 4 *(Four)* Equity Share of the face value of Rs. 10/- fully paid-up held in the Demerged Company."

Any fractional entitlement arising on account of issuance of shares shall be dealt as per the procedure provided in Clause 13.3 of the Draft Scheme.

N. In view of the above the Resulting Company shall allot 1,09,46,604 (One Crore Nine Lakhs Forty Six Thousand Six Hundred and Four) fully paid equity shares of Rs. 10/- each to the shareholders of the Demerged Company.

O. Further, with the issue and allotment of new shares by Resulting Company to the shareholders of Company as consideration, all the equity shares issued by Resulting Company to the Demerged Company and its nominee and held by them shall stand cancelled, extinguished and annulled, without any further act, instrument or deed. Such cancellation of share capital of the Resulting Company shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act.

P. Upon this Scheme becoming effective and before issuance of shares in terms of clause 15 of the Scheme, the Resulting Company shall increase its authorized share capital by Rs.10,00,00,000/- (Rupees Ten Crores only) and reclassify the same as necessary, in terms of the Applicable Laws and no further resolution under sections 13, 14, 61 and 64 of the Act or any other applicable provisions of the Act would be required to be separately passed. However, the Resulting Company shall file the relevant e-forms with the Registrar of Companies, Kanpur and amended copy of its memorandum of association and articles of association within a period of 30 days from the Effective Date and the Registrar of Companies, Kanpur take the same on record.

Q. The assets and liabilities of the Demerged Undertaking shall be transferred to the Resulting Company at their values as appearing in the books of account of the Demerged Company at the close of business day immediately preceding the Appointed Date. In determining the value of the assets referred to hereinabove, any change in value of assets consequent to their revaluation shall be ignored in terms of section 2(19AA) of the Income Tax Act, 1961.

R. The Scheme is and shall be conditional upon and subject to requisite sanction and orders of the Hon'ble Tribunal being obtained.

S. The Resulting Company shall file application to the BSE and NSE for the listing of the equity shares to be issued in pursuance to the Scheme. The equity shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange. There shall be no change in the shareholding pattern of the Resulting Company between the Record Date and the listing which may affect the status of the approval of the BSE and NSE.

T. The Demerged Company and Resulting Company will file necessary intimations with the Reserve Bank of India through authorized dealer bank under the provisions of Foreign Exchange Management Regulations for transfer and vesting of overseas investments of the Demerged Undertaking belonging to the Demerged Company into Resulting Company in accordance with the provisions of the Scheme.

The aforementioned are only the salient features of the Scheme. For more details please refer to the 'Annexure C' Scheme.

8. The rationales and benefits of the Scheme:

a. The Demerged Company has three business segments namely, Packaging Films Business, Photo Films Business and Nonwoven fabric Business. The Resulting Company, a wholly owned subsidiary of the Demerged Company, is also carrying on business which is similar to the Photo Films Business of the Demerged Company. In order to manage both the business segments of the Demerged Company efficiently and effectively, the management of the Demerged Company has considered it necessary to demerge the Photo Films Business of the Demerged Company, as a going-concern, into the Resulting Company.

b. The Demerger of Photo Films Business or the Demerged Undertaking of the Demerged Company into the Resulting Company will enable both companies to focus on their respective businesses, efficient management and control and to exploit business opportunities more efficiently and effectively.

c. The proposed Scheme is in line with the current global industry practice to achieve size, scalability, integration, greater financial strength and flexibility thereby maximizing shareholder value and to achieve higher long-terms financial returns.

d. Pursuant to the demerger of the Photo Films Business of the Demerged Company into the Resulting Company, the shareholding of the Demerged Company in the Resulting Company will be cancelled. The Resulting Company will issue and allot its shares to the shareholders of the Demerged Company in the following proportion:

For every 04 (Four) equity shares of face value of Rs. 10 (Rupees Ten only) each held in Demerged Company as on the record date, 01 (One) equity shares of face value of Rs. 10 (Rupees Ten only) each fully paid up shall be issued by Resulting Company to the shareholders of Demerged Company, i.e., a mirror image of the shareholding structure will be created in both the Companies. Thus, the rights and interests of the shareholders of the Demerged Company are safeguarded.

9. Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending:

a) The Applicant Company had made applications, in terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for seeking Observation Letter or No Objection Letter from the BSE and NSE. Both BSE and NSE have issued "No Adverse" observation letter certificate to the Scheme on March 11, 2019.

Copies of the said observation letters are annexed herewith as **Annexure D.**

b) Further, the Demerged and the Resulting Company may be required to seek further approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme such as the concerned Registrar of Companies, Regional Director, Reserve Bank of India, Income Tax Authority etc. and will obtain the same at the relevant time.

10. Pre and post scheme shareholding pattern of the Applicant Transferor Company and Applicant Transferee Company is attached herewith and marked as **Annexure L and M**, respectively.

11. Pre and post scheme capital structure:

Pre-Scheme capital structure of the Applicant Transferor Company and Applicant Transferee Company is detailed in clause 4(h) and 5(h) above. The post-scheme capital structure of the Applicant Transferor Company shall be same as the pre-scheme capital structure. The post-scheme capital structure of the Applicant Transferee Company is as follows:

Particulars	Amount (in Rs.)
Authorized Share Capital:	
1,20,00,000 Equity Shares of Rs. 10/- each	12,00,00,000
Total	**12,00,00,000**
Issued, Subscribed and Paid-up Share Capital Fully Paid up:	
1,09,46,604 equity Shares of Rs. 10/- each	10,94,66,040
Total	**10,94,66,040**

12. The proposed Scheme is not intended to bring any beneficial effect or any material interests in any manner to any person(s) who is/are for the time being directors, key managerial personnel of the Transferee Company involved in the Scheme except to the extent of their shareholding, if any, in the Demerged Company.

13. The Scheme will be in the best interests of Demerged Company and Resulting Company, their respective shareholders and creditors. The said Scheme will not adversely affect the rights of any of the shareholders and creditors of the Demerged Company and Resulting Company in any manner whatsoever.

14. That the Demerged Company and Resulting Company are not governed by any sectoral regulator.

15. The proposed Scheme does not involve any capital debt restructuring.

16. The proposed Scheme will take effect from the date on which the certified copy of the order of the Hon'ble NCLT is filed with the Registrar of Companies, Kanpur by the Demerged Company and Resulting Company as required by the Act.

17. The Ministry of Corporate Affairs has asked for inspection of certain documents/ information from the Demerged Company which has been duly provided. Final report of the Ministry of Corporate Affairs is awaited. There is no proceeding under sections 235 to 251 of the Companies Act, 1956 or under sections 210 to 226 of the Act are pending against the Applicant Transferee Company/ Resulting Company.

18. No winding up proceedings are pending against the Demerged Company and Resulting Company as on date.

19. The Scheme and other attachments with the notice of meeting ordered in order dated April 30, 2019 by the Hon'ble NCLT in the Company Application No. 97/ALD/2019 shall be filed with the Registrar of Companies, Kanpur in prescribed form.

20. The following documents will be open for inspection by the equity shareholders at the registered office of the Demerged Company at 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408 on all working days during business hours from 11:30 a.m.to 1:30 p.m. upto the date of the ensuing Meeting and at the Meeting during the Meeting hours:

a) Scheme of Arrangement;

b) Report obtained on share entitlement ratio obtained from M/s S.S. Kothari Mehta & Co., Chartered Accountants, Firm Regn. No. 000756N dated November 12, 2018;

c) Fairness Opinion dated November 12, 2018 issued by M/s 3Dimension Capital Services Limited, SEBI registered Merchant Banker for the proposed Scheme of Arrangement;

d) Copy of the Statutory Auditors' certificate of the Demerged Company dated November 11, 2018 to the effect that the accounting treatment in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013;

e) Copy of the Statutory Auditors' certificate of the Resulting Company dated November 11, 2018 to the effect that the accounting treatment in the Scheme is in conformity with the Accounting Standards prescribed under section 133 of the Companies Act, 2013;

f) Copy of the order passed by the Hon'ble NCLT dated April 30, 2019 in Company Application No. 97/ALD/2019;

g) Copies of the Memorandum of Association and Articles of Association of the Demerged Company and Resulting Company;

h) Copy of annual report and audited financial results of the Demerged Company for the year ended on March 31, 2018 and provisional financial statements for period from April 1 , 2018 to December 31, 2018;

i) Copy of audited financial statements and provisional financial statements of Resulting Company for the year ended on March 31, 2018 and provisional financial statements for period from April 1, 2018 to December 31, 2018;

j) Other documents displayed on the Stock Exchanges and Demerged Company's website, in terms of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended by circular no. CFD/DIL3/CIR/2017/105 and CFD/DIL3/CIR/2018/2 dated September 21, 2017 and January 3, 2018.

k) Copy of Audit Committee Report dated November 12, 2018 recommending Scheme of the Company.

l) Copies of the resolutions passed by the respective Board of Directors of the Company and Resulting Company on November 12, 2018, approving the Scheme of Arrangement; and

m) Report adopted by the Board of Directors of Demerged Company and Resulting Company pursuant to the provisions of section 232(2)(c) of the Act.

Sd/-

Date: May 9, 2019 **Arun Saxena**

Place: New Delhi **Chairperson appointed by the NCLT**

Registered Office:
19th K.M. Hapur- Bulandshahr Road,
P.O. Gulaothi, Distt. Bulandshahr,
Uttar Pradesh-203408.

SCHEME OF ARRANGEMENT
BETWEEN
JINDAL POLY FILMS LIMITED
AND
JINDAL PHOTO IMAGING LIMITED
AND
THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS
(UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013)

INTRODUCTION

A. This scheme of arrangement *(hereinafter referred to as "Scheme", as more particularly defined in Clause 2.21 of this Scheme)* provides for demerger of Photo Films Business *(more particularly defined hereinafter in Clause 2.7 of this Scheme) (hereinafter also referred to as **"Demerged Undertaking"**)* of Jindal Poly Films Limited into Jindal Photo Imaging Limited, on a going-concern basis.

B. This Scheme is made in terms of provisions of section 230 to 232 read with section 66 and other relevant provisions of the Act *(more particularly defined hereinafter in Clause 2.1 of this Scheme)* together read with 2(19AA) and other relevant provisions of the IT Act *(more particularly defined hereinafter in Clause 2.15 of this Scheme)* as applicable.

C. Jindal Poly Films Limited *(hereinafter referred to as the **"Demerged Company"**)* is a public limited listed company duly incorporated under provisions of the Companies Act, 1956 *(hereinafter referred to as **"1956 Act"**)* on September 9, 1974, bearing corporate identity number L17111UP1974PLC003979 and having its registered office situated in the State of Uttar Pradesh at Bulandshahr. Demerged Company is primarily engaged in the following businesses:

(i) manufacturing of photographic, and medical films. Demerged Company has also invested in JPF Netherland BV, Amsterdam for carrying on business in overseas, mutual funds units and other money market instruments *(i.e. the **"Photo Films Business"** or **"Demerged Undertaking"**, as more particularly defined hereinafter in Clause 2.7 of this Scheme)*; and

(ii) manufacturing of BOPET Films and BOPP films (plain, metalized and coated) which are mainly used in flexible packaging industry and is a leading supplier of such films to leading global brand owners in food, beverages and confectionery *(herein after referred to as **"Packaging Films Business"** or **"Remaining Undertaking"** as more particularly defined in Clause 2.18 of this Scheme)*.

(iii) NONWOVEN MATERIAL FABRICATION: Nonwoven roll goods used for manufacture of consumer products catering to hygiene and medical end uses. The hygiene segment end-products primarily consist of diapers, sanitary napkins, adult incontinence and wipes whereas the medical segment end-products consist of masks, caps, drapes, gowns, covers and shoe covers made of polypropylene spun bond fabric & spun melt (non-woven fabric)"

D. Jindal Photo Imaging Limited *(hereinafter referred to as the **"Resulting Company"**)* is a public limited unlisted company duly incorporated under provisions of the 1956 Act on November 12, 2011 bearing corporate identity number U22222UP2011PLC103611 and having its registered office situated in the state of Uttar Pradesh at Bulandshahr. The Resulting Company was set-up for carrying on the business of manufacturing, selling, distributing, converting and producing, medical equipment's, x-ray films and devices computed radiography, cassettes, printers etc. The business activities of Resulting Company compliments the business activities of Demerged Undertaking. The Resulting Company is a wholly owned subsidiary company of the Demerged Company.

PARTS OF THIS SCHEME

This Scheme is divided into following parts:

PART I - This Part of the Scheme deals with rationale, definitions and share capital of the Companies;

PART II - This Part of the Scheme deals with transfer and vesting, legal proceedings, employees, consideration, accounting treatment etc. for demerger of Demerged Undertaking of Demerged Company into Resulting Company, on a going- concern basis; and

PART III - This Part of the Scheme deals with other general terms and conditions applicable to this Scheme.

PART I

1. RATIONALE FOR THE SCHEME:

1.1 The Demerged Company has three business segments namely, Packaging Films Business, Photo Films Business and Nonwoven fabric Business. The Resulting Company, a wholly owned subsidiary of the Demerged Company, is also carrying on business which is similar to the Photo Films Business of the Demerged Company. In order to manage both the business segments of the Demerged Company efficiently and effectively, the management of the Demerged Company has considered it necessary to demerge the Photo Films Business of the Demerged Company, as a going-concern, into the Resulting Company.

1.2 The Demerger of Photo Films Business or the Demerged Undertaking of the Demerged Company into the Resulting Company will enable both companies to focus on their respective businesses, efficient management and control and to exploit business opportunities more efficiently and effectively.

1.3 The proposed Scheme is in line with the current global industry practice to achieve size, scalability, integration, greater financial strength and flexibility thereby maximizing shareholder value and to achieve higher long-terms financial returns.

1.4 Pursuant to the Demerger of the Photo Films Business of the Demerged Company into the Resulting Company, the shareholding of the Demerged Company in the Resulting Company will be cancelled. The Resulting Company will issue and allot its shares to the shareholders of the Demerged Company in the same proportion in which they hold shares in the Demerged Company, i.e, a mirror image of the shareholding structure will be created in both the Companies subject to consolidation of fractions arising in terms of clause 13 of this Scheme. Thus, the rights and interests of the shareholders of the Demerged Company are safeguarded.

2. (A) DEFINITIONS

In the Scheme, unless repugnant to meaning or context thereof, following expressions shall have meanings as given below:

2.1 **"Act"** means the Companies Act, 2013 and applicable rules made there under and includes any amendments, statutory re-enactments and modifications thereof for the time being in force;

2.2 **"Applicable Law(s)"** means any relevant statute, notification, by-laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, schemes, notices, treaties, judgments, decree, approvals, orders or instructions enacted or issued or sanctioned by any Governmental and Registration Authority *(more particularly defined hereinafter in Clause 2.13 of this Scheme)*, having the force of law and as applicable to both companies;

2.3 **"Appointed Date"** for purposes of this Scheme means April 1, 2019;

2.4 **"Board" or "Board of Directors"** means board of directors of respective companies to this Scheme, as the case may be and shall, unless it is repugnant to the context, include committees of directors or any person authorized by board of directors;

2.5 **"Companies"** shall mean Demerged Company and Resulting Company referred collectively;

2.6 **"Demerged Company"** shall have a meaning as ascribed to it under Recital C of this Scheme above;

2.7 **"Demerged Undertaking" or "Photo Films Business"** means the Photo Films Business of the Demerged Company which would be transferred on a going concern basis to the Resulting Company on and from the Appointed Date. Without prejudice to the generality of the above, the Demerged Undertaking shall mean and include:

a) all assets pertaining to Photo Films Division of every kind, nature and description including movable property or immovable property (whether freehold, leasehold, leave and licensed, tenancies and otherwise), tangible or intangible assets, including strategic investment in JPF Netherland BV, Amsterdam, investments in the units of mutual funds and other money market instruments, Intellectual Property Rights *(more particularly defined hereinafter in Clause 2.14 of this Scheme)*, computers and accessories, software and related data, leasehold improvements, plant and machinery, offices, capital work-in-progress, vehicles, furniture, fixtures, office equipment, electrical appliances, cash and cash equipment's and accessories pertaining to Photo Films Business of the Demerged Company;

b) All agreements, rights, contracts, entitlements, permits, licenses, approvals, consents, engagements, arrangements, activities, operations, approvals granted by the Reserve Bank of India **("RBI")** related to overseas investments and all other privileges and benefits of every kind, if any, nature and description whatsoever relating to the Photo Films Business;

c) all debts (whether secured or unsecured) including but not limited to long-term and short-term borrowings, trade payables, trade creditors, long-term and short-term provisions, deferred tax liabilities, current liabilities (including contingent liabilities), cash credit, duties and obligations of the Photo Films Business of every kind, nature and description whatsoever and howsoever accruing or arising out of, and all loans and borrowings raised or incurred and utilized for its businesses, activities and operations, if any, pertaining to Photo Films Business and shall also include all other liabilities of whatsoever nature, amounts of which are categorized as general or multi-purpose borrowings of the Demerged Company to be transferred to the Resulting Company in the same proportion by which the value of assets to be transferred bear to the total value of assets of the Demerged Company immediately before the Demerger;

d) all accumulated business and tax losses and unabsorbed depreciation of the Demerged Company pertaining to the Photo Films Business, if any, in terms of provisions of Section 72A (4) of the IT Act *(more particularly defined hereinafter in Clause 2.15 of this Scheme)* and shall also comprise of all accumulated business and tax losses and unabsorbed depreciation, if any, of the Demerged Company which do not directly pertain to the Photo Films Business, to be apportioned between the Demerged Company and the Resulting Company in terms of the provisions of Section 72A(4) (b) of the IT Act *(more particularly defined hereinafter in Clause 2.15 of this Scheme)*.

e) all legal proceedings of whatsoever nature by or against the Demerged Company, if any, pending as on the Appointed Date and relating to the Photo Films Business;

f) all employees engaged in or relating to the Photo Films Business of the Demerged Company; and

g) all the past track records relating to the Photo Films Business, including without limitation, the profitability, production volumes, experience, credentials, certifications, accreditations and market share pertaining to or relating to the Photo Films Business.

The details of the asset and liabilities comprising of the Demerged Undertaking or the Photo Films Business of the Demerged Company as appearing in the financial statements of the Demerged Company as at 30th Sept,2018 is annexed as Schedule-I to this Scheme.

2.8 **"Demerger"** means the transfer and vesting of the Demerged Undertaking or the Photo Films Business of the Demerged Company on a going-concern basis to the Resulting Company in terms of this Scheme in its present form or with any modification(s) as approved by the Tribunal *(more particularly defined hereinafter in Clause 2.25 of this Scheme)*;

2.9 **"Effective Date"** shall be last of the following dates on which:

(i) the Companies have received observation letters/ no-objection letters from the Stock Exchanges (more particularly defined hereinafter in Clause 2.24 of this Scheme), pursuant to Regulation 37 of the Listing Regulations *(more particularly defined hereinafter in Clause 2.16 of this Scheme)* read with SEBI Circulars *(more particularly defined hereinafter in Clause 2.23 of this Scheme)*;

(ii) the requisite consent, approval or permission of the sectoral regugulators, if any, as may be required under Applicable Laws;

(iii) the requisite approval of respective shareholders and creditors of the Companies is obtained under section 230 of the Act; and

(iv) the certified copies of the order of Tribunal *(more particularly defined hereinafter in Clause 2.25 of this Scheme)*, under section 232 of the Act, sanctioning this Scheme, is filed by the Companies with RoC *(more particularly defined hereinafter in Clause 2.20 of this Scheme)*.

Provided that references in this Scheme to the date of "upon coming into effect of the Scheme" or "upon the scheme becoming effective" or "effectiveness of the Scheme" shall mean Effective Date;

2.10 **"Encumbrance"** means (i) any mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance of any kind securing, or conferring any priority of payment in respect of any obligation of any person, including any right granted by a transaction which in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Laws; (ii) any proxy, power of attorney, voting trust agreement, interest, option, right of first offer, refusal or transfer restriction in favor of any person; and (iii) any adverse claim as to title, possession or use;

2.11 **"FEMA"** means the Foreign Exchange Management Act, 1999 along with the rules and regulations made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force;

2.12 **"FEMA Regulations"** means Foreign Exchange Management (Transfer or Issue of Any Foreign Security) Regulations, 2004 issued by the RBI under Notification No. FEMA 120/RB-2004 dated July 7, 2004, as amended from time to time;

2.13 **"Governmental and Registration Authority"** means any relevant Central, State or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, quasi-judicial body, bureau or instrumentality thereof or arbitral body having jurisdiction over the Companies;

2.14 **"Intellectual Property Rights"** means, whether registered or not, in the name of or recognized under Applicable Laws as being intellectual property of Demerged Company, or in the nature of common law rights of Demerged Company, all domestic and foreign (a) trademarks, service marks, brand names, internet domain names, websites, online web portals, trade names, logos, trade dress and all applications and registration for the foregoing and all goodwill associated with the foregoing and symbolized by the foregoing; (b) confidential and proprietary information and trade secrets; (c) published and unpublished works of authorship and copyrights therein, and registrations and applications therefor, and all renewals, extensions, restorations and reversions thereof; (d) computer software, programs (including source code, object code, firmware, operating systems and specifications) and processes; (e) designs, drawings, sketches; (f) tools, databases, frameworks, customer data, proprietary information, knowledge, any other technology or know-how, licenses, software licenses and formulas; (g) ideas and all other intellectual property or proprietary rights; and (h) all rights in all of the foregoing provided by Applicable Laws;

2.15 **"IT Act"** means the Income Tax Act, 1961 and the rules made there under and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force;

2.16 **"Listing Regulations"** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall include any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force as applicable to the Scheme;

2.17 **"Record Date"** means the date fixed by Board of Companies in respect of allotment/issuance of shares to the shareholders of Demerged Company as consideration for the transfer and vesting of Demerged Undertaking into the Resulting Company;

2.18 **"Remaining Business or Remaining Undertaking"** means Packaging Films Business and all undertakings, businesses, activities and operations of the Demerged Company other than the Demerged Undertaking or the Photo Films Business;

2.19 **"Resulting Company"** shall have a meaning as ascribed to it under Recital D of this Scheme;

2.20 **"ROC" or "Registrar of Companies"** means the Registrar of Companies for Kanpur;

2.21 **"Scheme" or "this Scheme" or "the Scheme"** means this scheme of arrangement in its present form as submitted to the Tribunal or this Scheme with such modification(s), if any, as may be directed by members and/or creditors of respective Companies or such modifications(s) as may be imposed by any Governmental and Registration Authority and accepted by Board of Companies and/or directed to be made by the Tribunal while sanctioning the Scheme;

2.22 **"SEBI"** means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

2.23 **"SEBI Circulars"** means Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Circular No. CFD/DIL3/CIR/2017/105 dated September 21, 2017 and CFD/DIL3/CIR/2018/2 dated January 3, 2018 each issued by SEBI, as amended or replaced from time to time;

2.24 **"Stock Exchanges"** means BSE Limited and National Stock Exchange of India Ltd. referred collectively; and

2.25 **"Tribunal"** means the National Company Law Tribunal, Allahabad Bench or such other court, tribunal, forum or authority having jurisdiction over Companies to sanction the Scheme involved in the Scheme, depending on the context and applicability.

2. (B) INTERPRETATION

Terms and expressions which are used in this Scheme but not defined herein shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, and if not defined therein then under the relevant Applicable Laws. In this Scheme, unless the context otherwise requires:

a) references to "persons" shall include individuals, bodies corporate (wherever incorporated), unincorporated associations and partnerships;

b) heading, sub-heading and bold typeface are only for convenience and shall not affect the construction or interpretation of this Scheme;

c) the term "Clause" refers to the specified clause of this Scheme;

d) references to one gender includes all genders;

e) Any phrase introduced by the terms "including", "include", "in particular" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms;

f) words denoting singular shall include the plural and vice versa;

g) reference to any legislation, statute, regulation, rule, notification or any other provision of law means and includes references to such legal provisions as amended, supplemented or re-enacted from time to time, and any reference to a legal provision shall include any subordinate legislation made from time to time under such a statutory provision.

h) unless otherwise defined, the reference to the word "days" shall mean calendar days; and

i) references to dates and times shall be construed to be references to Indian dates and times.

3. SHARE CAPITAL

3.1 The authorized, issued, subscribed and paid up share capital of Demerged Company as on March 31, 2018 is as under:

Authorized Share Capital	**Amount (Rs.)**
23,20,00,000 Equity Shares of Rs. 10 /- each	232,00,00,000
3,00,00,000 Cumulative Redeemable Preference Shares of Rs 10/- each	30,00,00,000
Total	**262,00,00,000**
Issued, Subscribed and fully Paid up Share Capital	**Amount (Rs.)**
4,37,86,413 Equity Shares of Rs. 10/- each fully paid up.	43,78,64,130
Total	**43,78,64,130**

3.2 The authorized, issued, subscribed and paid up share capital of Resulting Company as on March 31, 2018 is as under:

Authorized Share Capital	**Amount (Rs.)**
20,00,000 Equity Shares of Rs. 10/- each	2,00,00,000
Total	**2,00,00,000**
Issued, Subscribed and fully Paid up Share Capital	**Amount (Rs.)**
50,000 Equity Shares of Rs. 10/- each fully paid up.	5,00,000
Total	**5,00,000**

3.3 It is expressly clarified that until this Scheme becomes effective, Companies are free to alter their authorized, issued, subscribed or paid up share capital as may be required for their respective business requirements, subject to the necessary approvals obtained from their respective Boards and shareholders, if required.

PART II

4. TRANSFER AND VESTING OF ASSETS

4.1 Upon coming into effect of this Scheme and with effect from Appointed Date and subject to provisions of this Scheme including in relation to mode of transfer or vesting, the entire business and undertaking, all property(*ies*), being movable or immovable, tangible or intangible *(whether under development or otherwise)*, pertaining to Demerged Undertaking or the Photo Films Business of the Demerged Company including but not limited to property, plant and equipment, furniture and fixtures, land and building, *(whether freehold, leasehold, leave and licensed, right of way, tenancies and/or otherwise)*, any leasehold properties, all documents of title, rights and easements in relation thereto or improvements, bank balances, bank deposits against bank guarantees, interest accrued but not due on bank deposits, interest accrued on deposits, security deposits, cash and cash equivalents, cash imprest, sundry debtors, inter-branch balances, outstanding loans and advances *(short-term and long-term)*, if any, recoverable in cash or in kind or for value to be received including but not limited to loans and advances to suppliers, vendors, customers, staff, employees, others, balance with Governmental and Registration Authorities, service export scrips, prepaid expenses *(current and non-current)*, fixed assets, inventories, advances, income tax receivables and refund, service tax credit receivables and refunds, Goods and Service Tax **("GST")** receivables and refunds *(current and non-current)*, capital advances, trade receivables, any unbilled revenue, accrued interest, other current and non-current assets, deferred tax assets, contribution to gratuity fund, permits, approvals, authorizations, telephone connections, telex, facsimile connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of all agreements that are in force on the Effective Date and all other interests, benefits, any other permits, approvals or authorizations under the applicable provisions of the tax laws *(including under the IT Act, Customs Act, 1962, Central Excise Act, 1944, State Sales Tax laws, Central Sales Tax Act, 1956, Value Added Tax, Service tax, Goods and Service Tax Act, 2016 and all other Applicable Laws)*, all past and present investments *(in India or overseas)*, if any, including but not limited to strategic investment in JPF Netherlands BV and investments in other quoted and unquoted equity shares, preference shares, optionally convertible preference shares, debentures and other securities of all descriptions of anybody corporate *(whether in India and elsewhere)*, mutual funds etc. belonging to Demerged Undertaking or the Photo Films Business of Demerged Company and other assets such as computer software and hardware, peripherals, tools and dies, fan coolers, air conditioners, vehicles *(whether freehold or encumbered)*, office equipment, lending contracts, benefit of any security arrangements, reversions, powers, authorities, allotments, approvals, consents, licenses, registrations, contracts, agreements, engagements, arrangements of all kind, rights, titles, interests, benefits, easements, if any, and privileges of whatsoever nature and wherever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favor of or enjoyed by Demerged Company which are pertaining to the Demerged Undertaking or the Photo Films Business *(hereinafter referred to as **"Said Assets"**)* and all documents of titles, receipts and easements in relation thereto, all rights, covenants, continuing rights, titles and interest in connection with Said Assets shall, unless otherwise agreed amongst Companies specifically, be transferred to and stand vested in and/or be deemed to be transferred to and stand vested in Resulting Company in the mode and manner as prescribed in this Scheme on a going concern basis pursuant to provisions of section 230 to 232 of the Act and all other applicable provisions of the Act and pursuant to the orders of the Tribunal sanctioning the Scheme, without any further act, instrument, deed, matter or thing so as to become on and from Appointed Date, the Said Assets of the Resulting Company.

It is expressly clarified that, in so far leasehold, leave and licensed properties pertaining to Demerged Undertaking or the Photo Films Business of the Demerged Company are concerned, if any, and subject to terms and conditions of the respective lease, leave and license agreements that have already been entered into between Demerged Company with any other third party before the Effective Date, the Resulting Company is expressly permitted to enter into fresh lease agreements and/or leave and license agreements, novate the existing lease agreements and/or leave and license agreements or terminate any lease agreements and/or leave and license agreements that are already in existence with any third party.

4.2 In respect of Said Assets pertaining to Demerged Undertaking which are movable in nature or incorporeal property or are otherwise capable of being transferred by manual delivery or possession or by endorsement and/or by way of a delivery protocol, the same shall stand transferred to Resulting Company upon coming into effect of this Scheme pursuant to an order being made thereof by the Tribunal under section 232 of the Act without any further act, instrument, deed or need of executing any other instrument of conveyance.

It is further expressly clarified that all plant and machinery and fixed assets pertaining to the Demerged Undertaking installed at; (i) Unit No. I; (ii) Roll Film Unit No. II; and (iii) PPD (Photographic Papers Division) Unit located at Demani Road, Dadra - 396193, Dadra & Nagar Haveli (U.T.) are movable in nature and shall in no case be classified as benefits to arise out of land and things attached to the earth, or permanently fastened to anything attached to the earth.

4.3 Upon this Scheme becoming effective and with effect from the Appointed Date, all statutory licenses including but not limited to sponsor license, permits, quotas, approvals, permissions, clearances, incentives and all other business certifications and all other registration certificates issued to Demerged Company pertaining and to Demerged Undertaking or the Photo Films Business under Applicable Laws including without limitation, the Payment of Bonus Act, 1965, Contract Labour (Regulation and Abolition) Act, 1970, Payment of Gratuity Act, 1972, Employees Provident Fund and Miscellaneous Provisions Act, 1952, FEMA Regulations etc. or any subsidies, concessions, grants, special reservations, rights, claims, leases, tenancy rights, liberties, benefits under applicable provisions of the IT Act and other benefits or privileges, if any, *(hereinafter referred to as **"Said Rights and Interests"**)* enjoyed or conferred upon or held or availed of and all rights and benefits that have accrued or which may accrue to Demerged Undertaking or the Photo Films Business, shall, pursuant to provisions of section 232(4) of the Act and other applicable provisions of Applicable Laws, for the time being in force, without any further act, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in and be available to Resulting Company so to become the Said Rights and Interests of the Resulting Company on and from Appointed Date, effective and enforceable on the same terms and conditions to the extent permissible under Applicable Laws for the time being in force and shall be duly and appropriately mutated or endorsed by the concerned Governmental and Registration Authorities including the RBI therewith in favor of Resulting Company.

4.4 Upon this Scheme becoming effective and with effect from the Appointed Date, all Said Assets and Said Rights and Interests pertaining to the Demerged Undertaking of Demerged Company accrued to and/or acquired by Resulting Company after Appointed Date and prior to Effective Date shall have been or deemed to have been accrued to and/or acquired for and on behalf of Resulting Company and shall upon coming into effect of this Scheme, pursuant to the provisions of section 232 of the Act, without any further act, instrument or deed be and stand transferred to and vested in or be deemed to have been transferred to and vested in Resulting Company to that extent and shall become Said Assets and Said Rights and Interests of Resulting Company.

4.5 Upon coming into effect of this Scheme:

(i) All vehicles *(whether freehold or encumbered)*, of any nature whatsoever, belonging to Demerged Undertaking of the Demerged Company, shall stand transferred to and vested in and/ or be deemed to be transferred and vested in Resulting Company without any further act, instrument or deed or any further payment of fees, charge or securities and upon application being made by Resulting Company, the relevant Governmental and Registration Authorities shall mutate and register the said vehicles in the name of Resulting Company as if the vehicles had originally been registered in the name of Resulting Company without recording that the Resulting Company is the second or subsequent owner of such vehicles; and

(ii) All Intellectual Property Rights pertaining to the Demerged Undertaking shall stand transferred to and vested in and be deemed to be transferred to and vested in the name of Resulting Company without any further act, instrument or deed. Resulting Company, however, shall after the effectiveness of this Scheme, file the relevant intimations with the concerned Governmental and Registration Authorities in relation to Demerger, if required, who shall take them on record.

4.6 The past track record of the Demerged Company relating to the Photo Films Business, including without limitation, the profitability, production volumes, experience, credentials and market share, shall be deemed to be the track record of the Resulting Company for all commercial and regulatory purposes including for the purpose of eligibility, standing, evaluation and participation of the Resulting Company in all existing and future bids, tenders and contracts of all authorities, agencies and clients.

5. TRANSFER AND VESTING OF LIABILITIES

5.1 Upon coming into effect of this Scheme and with effect from Appointed Date all secured and unsecured liabilities, borrowings *(long-term and short-term)*, including liabilities of every kind, nature and description, whatsoever and howsoever arising, whether present or future, including contractual liabilities, guarantees, *(long-term and short term)*, security deposits received, loans, contingent liabilities, deferred tax liabilities, non-trade payables, creditors of fixed assets, letters of credit, etc., if any, statutory liabilities/dues *(whether disputed or undisputed)*, any kind of commitment or any other advances received *(whether disclosed or undisclosed)*, duties, term loans from banks and financial institutions, bank overdraft, long term loan and advances from customers, statutory dues payable, government dues for taxes, outstanding contribution to provident fund, outstanding labour welfare funds, outstanding trade payables, outstanding trade creditors dues of micro and small enterprises, staff and other creditors, employee benefit payable, long term or short term provisions, advance from customers, sales invoice discounting, short term provisions including but not limited to gratuity, leave encashment and bonus, expenses payable, taxes and obligations, other current and non-current liabilities, if any, along with any charge, encumbrance, lien or security thereon, if any, and those arising out of proceedings of any nature *(hereinafter referred to as* ***"Said Liabilities"****)* of Demerged Company relating to the Demerged Undertaking shall also be transferred to and vested in or be deemed to be transferred to and stand vested, without any further act, instrument or deed in Resulting Company pursuant to provisions of section 230 to 232 of the Act and all other applicable provisions of Act and other Applicable Laws so as to become Said Liabilities of Resulting Company.

Further, it expressly clarified that it shall not be necessary to obtain separate consent of any third party or any person who is a party to any contract or arrangement by virtue of which such Said Liabilities may have arisen and are to be transferred to Resulting Company unless specific permission is required under the provisions of the Act.

5.2 Upon coming into effect of this Scheme and with effect from Appointed Date, if there are any general or multipurpose borrowings in the books of account of the Demerged Company, so much of the amount of the general or multipurpose borrowings, as standing in the same proportion in which the value of the assets transferred pursuant to the Scheme bears to the total value of the assets of the Demerged Company immediately before the Demerger, shall also stand transferred to the Resulting Company pursuant to the Scheme.

5.3 Upon coming into effect of this Scheme and with effect from Appointed Date, all loans raised and used and Said Liabilities incurred in respect of the Demerged Undertaking, if any, by the Demerged Company after Appointed Date, but prior to Effective Date, shall be deemed to be transferred to and vested with Resulting Company without any further act or deed.

5.4 Upon coming into effect of this Scheme and with effect from Appointed Date, the borrowing limits of Resulting Company shall, without any further act or deed, stand enhanced by an amount being the aggregate of Said Liabilities pertaining to Demerged Undertaking of Demerged Company which are being transferred to Resulting Company pursuant to this Scheme and Resulting Company shall not be required to pass any separate resolutions in this regard.

5.5 Upon coming into effect of this Scheme and with effect from Appointed Date, vesting of said Assets shall be subject to the existing securities, charges, hypothecation and mortgages, if any, subsisting in relation to any loans or borrowings pertaining to Demerged Undertaking, provided however, any reference in any security documents or arrangements to which the Demerged Company is a party, wherein the Said Assets of the Demerged Company have been or are offered or agreed to be offered as securities for any financial assistance or obligations, shall be construed as a reference to only the Said Assets pertaining to the Demerged Undertaking as are vested in the Resulting Company as per this Scheme. Provided further that the securities, charges, hypothecation and mortgages, if any, subsisting over and in respect of the Said Assets or any part thereof of the Resulting Company shall continue with respect to such Said Assets or part thereof and this Scheme shall not operate to enlarge such securities, charges, hypothecation and mortgages.

5.6 The Resulting Company, at its own cost, shall take all steps as may reasonably be necessary to enter into new or amended loan or security agreements or instruments and the like as may be necessary with the lender, such that Resulting Company shall assume sole responsibility for repayment of borrowings.

5.7 It is expressly clarified that in case of any question that may arise as to whether any particular asset or liability and/or employee pertains or does not pertain to the Demerged Undertaking of the Demerged Company, or whether it arises out of the activities or operations of the Demerged Undertaking, the same shall be decided by mutual agreement between Board of Directors of the Companies.

5.8 With effect from Effective Date and until such time names of the bank accounts of Demerged Company which are pertaining to Demerged Undertaking are replaced with that of the Resulting Company, the Resulting Company shall be entitled to operate the existing bank accounts of the Demerged Company, in so far, as may be necessary. The banks shall also honor cheques or other bills issued in the name of Demerged Company on and from Effective Date.

5.9 All profits or incomes including interest on deposits with banks, interest income etc., accruing or arising to Demerged Undertaking or expenditure or losses arising or incurred (including the effect of taxes, if any) by the Demerged Undertaking of on and any time after Appointed Date shall, for all purposes, be treated and be deemed to be and accrue as the profits or incomes or expenditure or losses of the Resulting Company, as the case may be.

5.10 Upon the coming into effect of this Scheme and as per the provisions of section 72A(4) and other applicable provisions of the IT Act, all accumulated business and tax losses and unabsorbed depreciation, if any, of the Demerged Company pertaining to the Demerged Undertaking shall be transferred to the Resulting Company. Further, all accumulated business and tax losses and unabsorbed depreciation, if any, of the Demerged Company which do not directly pertain to the Demerged Undertaking shall be apportioned between the Demerged Company and the Resulting Company in the same proportion in which the assets of the undertakings have been retained by the Demerged Company and transferred to the Resulting Company in terms of the provisions of section 72A(4) (b) of the IT Act. It is expressly clarified that all the accumulated business and tax losses and unabsorbed depreciation as are transferred, shall be eligible to be carried forward and set off in the hands of the Resulting Company.

5.11 If any term or provision of this Scheme is found or interpreted to be inconsistent with any applicable provision of the IT Act at a later date including resulting from any amendment of Applicable Laws or for any other reason, whatsoever, then the provisions of such amended section(s) of the IT Act or any other Applicable Law shall prevail and this Scheme shall stand modified to the extent determined necessary to comply with conditions contained in Section 2(19AA) of the IT Act or any other Applicable Law, as may be amended from time to time. Such modification shall, however, not affect other parts of this Scheme.

6. LEGAL PROCEEDINGS

6.1 Upon coming into effect of this Scheme, all suits, actions and other proceedings including legal, taxation, arbitration, mediation and conciliation proceedings *(before any statutory or quasi-judicial authority or tribunal or any court or arbitral body)*, if any, by or against the Demerged Company pertaining to the business of Demerged Undertaking pending and/or arising on or before Effective Date shall be continued and/or be enforced by or against the Resulting Company as effectually and in the same manner and extent as if the same has been instituted and/or pending and/or arising by or against the Resulting Company.

6.2 It is expressly specified that the Resulting Company undertakes to have all legal, taxation or other proceedings pertaining to Demerged Undertaking initiated by or against Demerged Company referred to in Clause 6.1 above, be transferred to its name and shall have the same continued, prosecuted and enforced in its name. The Companies shall make relevant applications and take steps as may be required in this regard.

6.3 In respect of all suits, actions and other proceedings including legal, taxation, arbitration, mediation and conciliation proceedings pertaining to the Demerged Undertaking and arising against the Demerged Company on or after the Effective Date, the Demerged Company shall give notice of such proceedings to the Resulting Company and the Resulting Company shall get such proceedings transferred to its name. Also, the Resulting Company hereby indemnifies the Demerged Company against any expense or loss incurred by the Demerged Company in such proceeding.

7. INTER COMPANY TRANSACTIONS

7.1 Without prejudice to any provisions of this Scheme, upon the Scheme becoming effective and with effect from Appointed Date, all inter-company transactions between Demerged Company pertaining to Demerged Undertaking and Resulting Company including but not limited to:

(i) equity shares of Resulting Company held by the Demerged Company;

(ii) any loans, advances, and other obligations *(including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a contingent liability in whatever form)*, which are due or outstanding pertaining to the Demerged Undertaking or which may at any time in future become due between Demerged Company and Resulting Company; or

(iii) any other agreement/memorandum of understanding, executed between Demerged Company pertaining to the Demerged Undertaking and the Resulting Company;

shall stand cancelled, extinguished and be of no effect as on Effective Date and the Demerged Company and the Resulting Company shall have no further obligation outstanding in that behalf.

8. TREATMENT OF TAXES

8.1 Upon this Scheme becoming effective, all taxes and duties payable by and accruing to the Demerged Company relating to the Demerged Undertaking, including all advance taxes, tax deduction at source **("TDS")**, sales tax/value added tax, goods and service tax or any refunds or claims shall, for all purpose, be treated as advance tax payments, TDS, refunds or claims of the Resulting Company.

8.2 Upon the Scheme becoming effective, the Companies are permitted to file or revise their respective returns including but not limiting to TDS return, sales tax/value added tax returns, service tax returns, GST returns and all other relevant returns filed with the Governmental and Registration Authorities for the period commencing on and from the Appointed Date, to claim refunds and interest due, if any thereon, credits, exemptions pursuant to provisions of this Scheme, notwithstanding that the time period prescribed for filing/ revision of such return may have elapsed.

8.3 Upon this Scheme becoming effective, all unavailed credits, claims and exemptions, any refunds, interest due there on, benefit of carried forward losses and other statutory benefits, in respect of income tax *(including but not limited to TDS, tax collected at source, advance tax and tax losses etc.)*, CENVAT credit, GST credit, customs, value added tax, sales tax, service tax etc. to which Demerged Undertaking of Demerged Company is entitled to, prior to the period of Appointed Date, shall without any further act or deed be available to and vest in Resulting Company.

8.4 The obligation for deduction of TDS on any payment made by or to be made by the Demerged Company for the Demerged Undertaking under the IT Act, GST, service tax laws, or other applicable laws and/or regulations dealing with taxes, duties or levies shall be deemed to have been made and duly complied with on behalf of the Resulting Company.

8.5 All the expenses incurred by the Demerged Company and the Resulting Company in relation to the Scheme, including stamp duty expenses, if any, shall be allowed as deduction to each of the Demerged Company and the Resulting Company in accordance with Section 35DD of the IT Act over a period of 5 years beginning with the previous year in which the Scheme becomes effective.

8.6 Without prejudice to generality of aforesaid, any concessional or statutory forms under applicable tax laws or local levies issued or received by Demerged Company pertaining to Demerged Undertaking, if any, in respect of period commencing from Appointed Date shall be deemed to be issued or received in the name of Resulting Company and benefit of such forms shall be allowed to Resulting Company in the same manner and to the same extent as would have been available to Demerged Companies.

8.7 Any refund under tax laws due to Demerged Undertaking consequent to the assessments made on Demerged Company and for which no credit is taken in the accounts as on the date immediately preceding Appointed Date shall belong to and be received by Resulting Company. The concerned Governmental and Registration Authorities shall be bound to transfer to the account of and give credit for the same to Resulting Company upon the passing of the orders on this Scheme by the Tribunal upon the Scheme becoming effective.

9. TREATMENT OF EMPLOYEES

9.1. Upon coming into effect of this Scheme:

a) All staff, workmen and employees who are in employment of Demerged Company pertaining to Demerged Undertaking as on the Effective Date shall become staff, workmen and employees of Resulting Company with effect from Appointed Date on the basis that:

(i) their employment shall be deemed to have been continuous and not interrupted by reasons of the Demerger; and

(ii) terms and conditions of their employment after Demerger shall not in any way be less favorable to them than those applicable to them immediately preceding the said transfer.

b) It is expressly provided that as far as provident fund, employee state insurance plan scheme, gratuity scheme/trusts, leave encashment, superannuation scheme, compensated absences, unavailed leave scheme or any other special scheme(s) or fund(s) or trust(s), provisions for benefits created or existing, if any, for the benefit of staff/workmen/employees of Demerged Undertaking belonging to the Demerged Company are concerned, upon coming into effect of the Scheme, the Resulting Company shall stand substituted for the Demerged Company for all purposes whatsoever, related to administration or operation of such scheme(s) or fund(s) or trust(s) to the end and intent that all rights, duties, powers and obligation(s) of the Demerged Company in relation to such scheme(s) or fund(s) or trust(s) shall become those of the Resulting Company. It is clarified that employment of employees pertaining to the Demerged Undertaking of the Demerged Company will be treated as having been continuous for the purpose of the aforesaid scheme(s) or fund(s) or trust(s) including for the purposes of payment of any retrenchment compensation and other terminal benefits.

c) The Resulting Company shall file relevant intimations with the concerned Governmental and Registration Authorities who shall take the same on record and endorse the name of Resulting Company for the Demerged Company. Upon this Scheme becoming effective, all contributions to such scheme(s) or fund(s) or trust(s) created or existing for the benefit of such employees pertaining to the Demerged Undertaking of the Demerged Company shall be made by the Resulting Company in accordance with the provisions of such scheme(s) or fund(s) or trust(s) and Applicable Laws.

10. CONTRACTS, DEEDS, RESOLUTIONS, ETC.

10.1 Subject to other provisions contained in this Scheme, all contracts, deeds, understandings, bonds, guarantees, agreements, instruments and writings and benefits of whatsoever nature pertaining to Demerged Undertaking to which Demerged Company is a party and is subsisting or having effect as on the Effective Date, shall upon coming into effect of this Scheme, shall remain in full force and effect against or in favor of the Resulting Company and may be enforced by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto or beneficiary or obligee thereto or thereunder.

10.2 Without prejudice to the generality of the foregoing, it is clarified that upon this Scheme becoming effective and with effect from Appointed Date, all consents, agreements, permissions, all statutory or regulatory licences, contractual licenses, certificates, insurance covers, clearances, authorities, power of attorney given by, issued to or executed in favor of Demerged Company and which are pertaining to the Demerged Undertaking or any instrument of whatsoever nature including various incentives, subsidies, schemes, special status and other benefits or privileges pertaining to Demerged Undertaking granted by any Governmental or Registration Authorities or by any other person and enjoyed or availed by the Demerged Company shall stand transferred to the Resulting Company as if the same were originally given by, issued to or executed in favor of the Resulting Company and the Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Resulting Company. Insofar as the various incentives, subsidies, schemes, special status and other benefits or privileges pertaining to the Demerged Undertaking granted by any Governmental or Registration Authorities or by any other person, or availed by the Demerged Company are concerned, the same shall vest with and be available to the Resulting Company on the same terms and conditions as applicable to the Demerged Company as if the same had been allotted and/or granted and/or sanctioned and/or allowed to the Resulting Company.

10.3 Upon the Scheme becoming effective, all resolutions pertaining to Demerged Undertaking of Demerged Company which are valid and subsisting on Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Resulting Company and if any such resolutions have any upper monetary or any other limits imposed under provisions of the Act, then the said limits shall apply mutatis mutandis to such resolutions and shall constitute the aggregate of the said limits in Resulting Company. Further, the Resulting Company shall, in its own right, be entitled to realize all monies and complete and enforce all pending contracts and transactions in respect of the Demerged Undertaking.

11. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

11.1 On and from the Appointed Date and up to and including the Effective Date, the Demerged Company shall be deemed to carry on all the businesses and other incidental matters pertaining to the Demerged Undertaking for and on account of and in trust for the Resulting Company with reasonable diligence and due business prudence and in the same manner as carried before and shall not without the prior written consent of the Resulting Company alienate, charge, mortgage, encumber or otherwise deal with or dispose of any of such Said Assets or such Said Rights and Interests and business undertaking(s) or any part thereof, save and except in each case:

(i) If it is in the ordinary course of business of Demerged Company as on the date of filing this Scheme with the Tribunal; or

(ii) If the same is expressly permitted by this Scheme.

11.2 All Said Assets and Said Rights and Interests pertaining to the Demerged Undertaking of the Demerged Company accrued to and/or acquired by the Demerged Company after the Appointed Date and prior to the Effective Date shall have been or deemed to have been accrued to and/or acquired for and on behalf of the Resulting Company and shall upon coming into effect of this Scheme and pursuant to provisions of section 232(4) of the Act, without any further act, instrument or deed be and stand transferred to and vested in or be deemed to have been transferred to and vested in the Resulting Company to that extent and shall become the Said Assets and the Said Rights and Interests of the Resulting Company.

12. SAVING OF CONCLUDED TRANSACTIONS

12.1 Where any of the Said Liabilities pertaining to the Demerged Undertaking of the Demerged Company as on the Appointed Date transferred to the Resulting Company have been discharged by the Demerged Company after the Appointed Date and prior to the Effective Date, such discharge of Said Liabilities shall be deemed to have been for and on account of the Resulting Company.

12.2 Without prejudice to anything mentioned above or anything contained in this Scheme, transfer and vesting of the Demerged Undertaking of the Demerged Company as per this Scheme shall not affect any transactions or proceedings already concluded by the Demerged Company on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds, matters and things made, done and executed by Demerged Company as acts, deeds, matters and things made, done and executed by or on behalf of Resulting Company.

12.3 All Said Liabilities pertaining to the Demerged Undertaking incurred or undertaken by the Demerged Company after the Appointed Date and prior to the Effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Resulting Company to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and pursuant to provisions of section 232 and any other applicable provisions of the Act, shall without any further act, instrument or deed be and stand transferred to and vested in and/or be deemed to have been transferred to and vested in the Resulting Company and shall become Said Liabilities of Resulting Company.

13. CONSIDERATION

13.1 Upon the coming into effect of the Scheme, and in consideration of the demerger of the Demerged Undertaking and transfer and vesting thereof with the Resulting Company, the Resulting Company shall, without any further act or deed and without any further payment, issue and allot the equity shares at par on a proportionate basis to each member of the Demerged Company whose name is recorded in the register of members of the Demerged Company as holding equity shares on the Record Date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Demerged Company in the following proportion:

"For every 4 (four) equity shares of face value of Rs. 10/- each held in the Demerged Company, as on the Record Date, every equity shareholder of the Demerged Company shall without any application, act or deed, be entitled to receive 1 (one) equity share of face value of Rs. 10/- each of the Resulting Company, credited as fully paid-up. The allotment of equity shares of the Resulting Company shall be in the same ratio as aforesaid to all shareholders of the Demerged Company, subject to fractional entitlements which shall be dealt with as per the procedure provided for in the Scheme. Accordingly, the Resulting Company shall issue and allot to the shareholders of the Demerged Company 10946604 fully paid up equity shares of Rs 10/- each on the Scheme becoming effective."

13.2 M/s S.S. Kothari Mehta & Co., Firm Regn. No. 000756N, has issued the report on the aforementioned share entitlement ratio. M/s 3 Dimension Capital Services Limited (SEBI Regn INM000012528), Category-I, Merchant Banker, has provided its fairness opinion on the aforesaid share entitlement ratio. The aforesaid share entitlement ratio and fairness opinion have been duly considered by the Board of the Companies;

13.3 In case any member's holding in the Demerged Company is such that the member becomes entitled to a fraction of an equity share of the Resulting Company in terms of Clause 13.1 above, the Resulting Company shall not issue fractional shares to such member(s) but shall instead consolidate all such fractional entitlements to which such member(s) of the Demerged Company may be entitled on the issue and allotment of the equity shares of the Resulting Company, and thereupon the Resulting Company shall issue and allot the consolidated number of equity shares to a trustee nominated by the Demerged Company and the Resulting Company in that behalf. The trustee shall sell such shares and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders respectively entitled to the same in proportion to their fractional entitlements;

13.4 The equity shares to be issued and allotted by the Resulting Company in terms of this Scheme shall be subject to the provisions of Memorandum and Articles of Association of the Resulting Company and shall rank pari-passu for dividend, voting rights and for all other benefits and in all other respects;

13.5 The issue and allotment of equity shares, pursuant to clause 13.1 above is an integral part of this Scheme. The approval of this Scheme by the members of the Resulting Company shall be deemed to be due compliance with section 42, 62(1)(c) of the Act and other applicable provisions of the Act; and

13.6 The Resulting Company shall apply for listing of its equity shares including those issued in terms of clause 13.1 on Stock Exchanges immediately after receipt of the order of Tribunal as per applicable provisions of SEBI Circulars. The Resulting Company shall ensure that steps for listing of shares issued in terms of clause 13.1 of this Scheme are completed and trading in such shares commences within sixty days of receipt of the order of the Tribunal, simultaneously on all the Stock Exchanges.

13.7 The equity shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/ trading permission is given by the designated stock exchange.

13.8 There shall be no change in the shareholding pattern of the Resulting Company between the Record Date and the listing which may affect the status of the approval of the Stock Exchanges.

14. REDUCTION OF SHARE CAPITAL OF RESULTING COMPANY

14.1 Simultaneous with the issue and allotment of new shares by the Resulting Company to the shareholders of the Demerged Company, in accordance with Clause 13 of the Scheme, in books of the Resulting Company, all the equity shares issued by Resulting Company to the Demerged Company and its nominee and held by them shall stand cancelled, extinguished and annulled, without any further act, instrument or deed. Such cancellation of share capital of the Resulting Company shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act. The order of NCLT sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction and no separate sanction under Section 66 of the Act shall be necessary.

15. INCREASE OF AUTHORIZED SHARE CAPITAL OF THE RESULTING COMPANY

15.1 Upon this Scheme becoming effective and before issuance of shares in terms of clause 13 of this Scheme, the Resulting Company shall increase its authorized Equity share capital so as to be sufficient to issue equity shares to the shareholders of the Demerged Company. The existing authorized share capital of the Resulting Company is Rs. 2,00,00,000/- divided into 20,00,000 equity shares of Rs. 10/- each. The Resulting Company shall issue 1,09,46,604 equity shares of Rs. 10/- amounting to Rs. 10,94,66,040 in terms of clause 13.1 of this Scheme. Therefore, pursuant to clause 13.1 and 14 of this Scheme, the authorized share capital of the Resulting Company shall be increased by an amount of Rs. 10,00,00,000. Accordingly, Clause V of the memorandum of association of the Resulting Company shall stand modified.

15.2 It is hereby clarified that the Resulting Company shall pay the prescribed fee to the ROC on increase in its authorized share capital as stated in clause 15.1 of this Scheme. It is further clarified that the consent of the Board of Directors and shareholders of the Resulting Company to the Scheme shall be sufficient for purposes of effecting amendment in the Memorandum of Association and Articles of Association of the Company and no resolution to be separately passed. However, the Resulting Company shall file the relevant e-forms with the ROC and amended copy of its memorandum of association and articles of association within a period of 30 days from the Effective Date and the ROC shall take the same on record.

16. ACCOUNTING TREATMENT

16.1 Accounting treatment in the books of the Demerged Company:

Pursuant to the Scheme coming into effect, with effect from Appointed Date of 1st April 2019, the Demerged Company shall account for the Demerger, in its books of account in accordance with the applicable accounting standards prescribed under section 133 of the Act and generally accepted accounting principles adopted in India in the following manner:

(a) The Demerged Company shall transfer all assets and liabilities pertaining to the Demerged Undertaking as on the Appointed Date at the book values appearing in its books of account immediately before the Appointed Date and correspondingly reduce from its book of account, the book values appearing on such date in accordance with the provisions of section 2(19AA) of the IT Act.

(b) Inter-company balances, if any, between Demerged Company and Resulting Company pertaining to the Demerged Undertaking shall stand cancelled.

(c) Upon the scheme being effective, the investment of the Demerged Company in the Resulting Company shall stand cancelled.

(d) Any surplus or deficit arising in the books of the Demerged Company after giving effect to the provisions of sub-clause (a) of this clause above, shall be adjusted against the reserve, appearing on Appointed Date in the books of the Demerged Company, as may be decided by the Board of Directors of Demerged Company.

(e) Notwithstanding the above, the Board of Directors of the Demerged Company is authorized to account for any of these transactions/ balances in any manner whatsoever, as may be deemed fit, in accordance with applicable Indian Accounting Standard notified under The Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and generally accepted accounting principles adopted in India.

16.2 Accounting treatment in the books of the Resulting Company:

On effectiveness of the Scheme and with effect from the Appointed Date, since the Demerger involves entities which are ultimately owned by the same shareholders before and after the Demerger, the Resulting Company shall account for Demerger of the Demerged Undertaking in its books of accounts in accordance with applicable Indian Accounting Standards notified under The Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and generally accepted accounting principles adopted in India in the following manner:

(a) The Resulting Company shall recognise and measure all the identifiable assets and assumed liabilities, pertaining to the Demerged Undertaking transferred to and vested in the Resulting Company at the book value as appearing in the books of Demerged Company relating to Demerged Undertaking as on Appointed Date and in accordance with applicable Indian Accounting Standard notified under The Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and generally accepted accounting principles adopted in India.

(b) Upon issue and allotment of shares by the Resulting Company to the shareholders of the Demerged Company in consideration to the Demerger, the existing equity shares of the Resulting Company as held by the Demerged Company and by its nominee shall stand cancelled. Resulting Company shall credit its Share Capital Account with the aggregate face value of the new equity shares issued by the Resulting Company to the members of Demerged Company pursuant to Clause 13.1 of this Scheme. In respect of cancellation of shares held by Demerged Company, Resulting Company shall debit to its Equity Share Capital Account, the aggregate face value of existing equity shares held by Demerged Company in Resulting Company with a corresponding credit to the Capital Reserve of the Resulting Company.

(c) Any surplus/excess in the value of net assets of the Demerged Undertaking as transferred to the Resulting Company over the face value of the equity shares allotted by the Resulting Company shall be adjusted in accordance with applicable Indian Accounting Standards notified under The Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and generally accepted accounting principles adopted in India.

(d) Notwithstanding the above accounting treatment, the Board of Directors of the Resulting Company is authorized to account for any of these transactions/ balances in any manner whatsoever, as may be deemed fit, in accordance with applicable Indian Accounting Standards notified under The Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and generally accepted accounting principles adopted in India.

17. REMAINING UNDERTAKING OF THE DEMERGED COMPANY

17.1 The Remaining Undertaking and all the assets, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by the Demerged Company.

17.2 All legal, taxation or other proceedings whether civil or criminal *(including before any Governmental and Registration Authorities)* by or against the Demerged Company pertaining to the Remaining Undertaking under any statute, whether pending on the Appointed Date or which may be instituted at any time thereafter shall be continued and enforced by or against the Demerged Company after the Effective Date. The Resulting Company shall not in any event be responsible or liable in relation to any such legal, taxation or other proceeding against the Demerged Company and relates to the Remaining Undertaking.

17.3 If proceedings are taken against the Resulting Company in respect of the matters referred above, it shall defend the same in accordance with the advice of the Demerged Company and at the cost of the Demerged Company and the latter shall reimburse and indemnify the Resulting Company against all liabilities, damages and obligations incurred/borne by the Resulting Company in respect thereof.

17.4 With effect from the Appointed Date and up to and including the Effective Date:

a) the Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Remaining Undertaking for and on its own behalf;

b) all profits accruing to the Demerged Company thereon or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Remaining Undertaking shall, for all purposes, be treated as the profits or losses, as the case may be, of the respective Demerged Company;

c) all taxes, duties, cess, if any, paid/payable by the Demerged Company pertaining to its Remaining Undertaking including all or any refunds/credit/claim, if any, shall be treated as a liability or refunds/ credit/claim, as the case may be, of the Demerged Company; and

d) all assets and properties acquired by the Demerged Company in relation to the Remaining Undertaking on and after the Appointed Date shall belong to and continue to remain vested in the Demerged Company. It is expressly clarified that the Board of the Demerged Company on or after the Appointed Date is free to dispose *(transfer, sale or extinguish)* any of their assets forming part of the Remaining Undertaking to any other person.

18. COMPLIANCES

18.1 The Demerged Company and Resulting Company will file necessary intimations with the RBI through authorized dealer bank under the provisions of FEMA Regulations for transfer and vesting of overseas investments of the Demerged Undertaking belonging to the Demerged Company into Resulting Company in accordance with the provisions of the Scheme.

18.2 The approval to this Scheme under sections 230 to 232 and other applicable provisions of the Act, by the shareholders and/or creditors of the Demerged Company pertaining to the Demerged Undertaking and Resulting Company shall be deemed to have the approval of the shareholders and/or creditors, as the case may be, under the applicable provisions of the Act, including but not limited to sections 4, 13, 14, 61, 64 and 66 of the Act and no separate procedure is required to be carried out.

19. DIVIDEND

19.1 With effect from Appointed Date and up to and including Effective Date, Companies shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period(s) prior to Effective Date.

19.2 Until this Scheme becomes effective, shareholders of respective Companies shall continue to enjoy their existing rights under respective articles of association of such Companies including their right to receive dividend.

19.3 It is however clarified that the aforesaid provision in respect of declaration of dividend is an enabling provision only and shall not be deemed to confer any right on any shareholder of Companies to demand or claim any dividend which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Companies and subject, wherever necessary, to the approval of the shareholders of Companies, respectively.

PART III

20. MODIFICATION OR AMENDMENT TO THE SCHEME

20.1 Subject to approval by the Tribunal, Board of both the Companies may assent to any modifications / amendments including withdrawal/ termination of the Scheme or to any other conditions or limitations that the Tribunal or any Governmental and Registration Authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by their respective Boards. Each of Companies shall authorize their respective Boards to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of the Tribunal or any Governmental and Registration Authority of any other competent authority or otherwise howsoever arising out of or by virtue of the Scheme and/or to give effect to and to implement the Scheme, in part or in whole, and/or any matter concerned or connected therewith.

20.2 Further, it is clarified that the initial consent of the shareholders and creditors *(both secured and unsecured)* of Companies to this Scheme shall in itself be deemed to be sufficient to authorize the operation of Clause 20.1 of this Scheme and any subsequent alteration would not require a fresh note of consent from such shareholders and creditors.

21. REVOCATION AND WITHDRAWAL OF THIS SCHEME

21.1 Subject to order of the Tribunal, Board of Companies shall be entitled to revoke, cancel, withdraw and declare this Scheme to be of no effect at any stage including, if: (i) this Scheme is not being sanctioned by the Tribunal; (ii) if any of the consents, approvals, permissions, resolutions, agreements, sanctions and conditions required for giving effect to this Scheme are not obtained or for any other reason as Board of Companies may deem fit; (iii) in case any condition or alteration imposed by the Tribunal, Governmental and Registration Authority, shareholders and creditors of the Companies is not acceptable to the Board of the Companies; and (iv) Board of any of Companies are of view that upon coming into effect of this Scheme, in terms of the provisions of this Scheme or filing of the order with any Governmental and Registration Authority can have adverse implication on all or any of the Companies. On revocation, withdrawal, or cancellation, this Scheme shall stand revoked, withdrawn or cancelled, as the case may be, and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter-se between the Companies or their respective shareholders or creditors or employees or any other person, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with Applicable Laws and in such case, each party shall bear its own costs unless otherwise mutually agreed.

21.2 If any part of this Scheme is held invalid or is ruled illegal by the Tribunal or becomes unenforceable for any reason, whatsoever, whether under present or future laws, then it is the intention of the Companies that such part, in the opinion of the Board of any of the Companies, shall be severable from the remainder of this Scheme and the remaining part of this Scheme shall not be affected thereby, unless the deletion of such part, in opinion of Board of either of the Companies, shall cause this Scheme to become materially adverse to either of the Companies in which case the Companies shall attempt to bring about a modification in this Scheme, which will best preserve the benefits and obligations of this Scheme for the Companies, including but not limited to such part.

22. MISCELLANEOUS

22.1 In case any doubt or difference or issue arises between the Companies or any of their shareholders, creditors, employees or persons entitled to or claiming any right to any shares in any of the Companies, as to the construction of this Scheme or as to any account, valuation or apportionment to be taken or made in connection herewith or as to any other aspects contained in or relating to or arising out of this Scheme, the same shall be amicably settled among the Board of the respective Companies, and the decision arrived at therein shall be final and binding on all concerned parties.

23. COST, CHARGES AND EXPENSES

23.1 All costs, charges, taxes including duties, levies and all other expenses, if any arising out of or incurred in carrying out and implementing this Scheme and matters incidental thereto shall be borne by the Demerged Company.

For Jindal Poly Films Limited

Sd/-
[Sanjeev Kumar]
(Company Secretary)

For Jindal Photo Imaging Limited

Sd/-
[Sagato Mukerji]
(Director)

Schedule-I

Table depicting details of assets and liabilities of the Demerged Undertaking of Demerged Company to be transferred based on the financial statements available as per last quarterly reporting period as at 30th September 2018:

Particulars	Amount (Rs. in Lakhs)
Assets	
Non-Current Assets	1,150.19
Current Assets	10,169.92
Total	**11,320.11**
Equity	
Other Equity	10,081.59
Liabilities	
Non Current Liabilities	796.20
Current Liabilities	442.32
Total	**11,320.11**

Legal Consultants of the Scheme:

Vaish Associates, Advocates,
11th Floor, Mohan Dev Building,
13, Tolstoy Marg, New Delhi-110001

S S KOTHARI MEHTA & CO

CHARTERED ACCOUNTANTS

Plot No. 68,
Okhla Industrial Area, Phase-III,
New Delhi-110020
Phone : +91-11-4670 8888
E-mail : delhi@sskmin.com
Website: www.sskmin.com

To

December 28, 2018

Jindal Poly Films Limited,
Plot No. 12, Sector B1,
Vasant Kunj, New Delhi-110070

Subject: Addendum letter to our Share Entitlement Ratio Report dated November 12, 2018 in relation to the share entitlement ratio for the Scheme of Demerger for demerger of Photo Films Business of Jindal Poly Films Limited into Jindal Photo Imaging Limited

Dear Sir,

The addendum letter is being issued in relation to the observation raised by NSE, to further clarify the circular number as per which the Fair Share Exchange Ratio table shall form part of the report.

We would like to make alterations to the below mentioned line on Page-19 of the report:

Pre-Rectification:

"vi. We also reproduce the table as prescribed by the BSE through circular dated May 29, 2017:"

Post-Rectification:

"vi. We also reproduce the table as prescribed by the BSE through circular dated May 29, 2017 and by the NSE through circular dated June 01, 2017:"

S. S. KOTHARI MEHTA & CO. NEW DELHI CHARTERED ACCOUNTANTS

CA Vikram Mehta
Partner
M. No.: 094434
S. S. Kothari Mehta & Co.

ADVISORY REPORT ON SHARE ENTITLEMENT RATIO FOR DEMERGER OF PHOTO FILMS BUSINESS OF JINDAL POLY FILMS LIMITED INTO JINDAL PHOTO IMAGING LIMITED AS PER THE SCHEME OF DEMERGER BETWEEN JINDAL POLY FILMS LIMITED AND JINDAL PHOTO IMAGING LIMITED

November, 2018

Prepared by:

S. S. Kothari Mehta & Co.

Plot No. 68,

Okhla Industrial Area, Phase - III

New Delhi – 110 020

Ph.: 011- 4670 8888

CONTENTS

CHAPTER 1 - DISCLAIMER CLAUSE

This advisory Report ("**Report**") is being furnished by S. S. Kothari Mehta & Co. ("**SSKM**") at the request of the Management ("**Management**") of Jindal Poly Films Limited ("**JPFL**"/ "**Transferor**"/ "**Company**" / "**Demerged Company**"). The Management of JPFL is intending to demerge its "Photo Films Business" ("**Photo Division**") into its wholly owned subsidiary Jindal Photo Imaging Limited ("**JPIL**"/ "**Transferor**"/ "**Resulting Company**"). The said demerger has been authorized by the board of directors of JPFL. The date appointed for the determination of entitlement ratio as per this Report is 1st April, 2019. JPFL has appointed SSKM to give their Advisory Opinion on the Share Entitlement Ratio pursuant to the Scheme of Arrangement ("**SoA**") between JPFL and JPIL. Accordingly, this Report is being furnished for the purpose of providing a recommendatory Share Entitlement Ratio.

The details of our scope of work have been mentioned in Chapter 2 below. This Report must be considered in that context only and not as an advisory document for any other purpose like tax advice or investment advice. The Report shall not be distributed, reproduced, or used, without the express written consent of SSKM for any purpose other than that mentioned in Chapter 2 below.

The Report has been prepared by SSKM from information extracted from desk research, published Reports, discussions with the Management from time to time and other data provided by the Management. Our scope of work does not include verification of data submitted by the Management and we have relied upon the data provided to us. Wherever required, the information and data submitted by JPFL has been duly certified by the Management.

The factual data, business details, financial statements and financial projections have been provided by the Management. While the information provided herein is believed to be accurate and reliable to the best of our knowledge, we do not make any representations or warranties, express or implied, as to the accuracy or completeness of such information.

In furnishing the Report, SSKM reserves the right to amend or replace the Report at any time. The information contained herein is based on certain assumptions and analysis of the information available at the time the Report was prepared. SSKM does not purport to give any representation, warranty or other assurance in relation to this document.

This Report highlights the basis of arriving at the entitlement ratio pursuant to demerger of JPFL, keeping in view the circumstances prevailing at the time of preparation of this Report and arrives at the opinion on the entitlement ratio considering the facts of the case.

This Report is to be read in whole.

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CHAPTER 2 – BACKGROUND OF SCHEME OF DEMERGER AND SCOPE OF WORK

Brief background of the Scheme of Demerger

The Scheme of Arrangement provides for demerger of Photo Division of JPFL to JPIL. Under the Scheme of Arrangement, the whole of assets and liabilities relating to the Photo Division of JPFL shall be transferred to JPIL. As per the present group structure, JPFL has four wholly owned subsidiaries namely; Jindal Films India Limited ("JFIL"), Jindal Imaging Limited ("JIL"), Jindal Photo Imaging Limited ("JPIL") and Jindal Packaging Trading DMCC ("JPTD") and investments in its associate company JPF Netherlands BV.

JPFL is listed on the Bombay Stock Exchange and the National Stock Exchange and its shareholding pattern comprises of Promoters and Public with shareholdings as 74.55% and 25.45% respectively as on 31st March, 2018.

Scope of Work

We, S. S. Kothari Mehta & Co., Chartered Accountants, vide letter dated 29th September, 2018 have been engaged by the Management of JPFL to advise on the Sustainable Capital for the Transferee and Transferor company based on which Share Entitlement Ratio for the demerger is recommended. The date of determination of entitlement ratio is the appointed date of demerger i.e. 1st April, 2019.

Entitlement Ratio

The Management has proposed the ratio for the issue of equity shares to the equity shareholders of JPFL. Thus, equity shareholders of JPFL (holding one equity share of INR 10 each fully paid up) will receive 1 (one) equity share of JPIL (INR 10 each fully paid up) for every 4 (four) equity shares (INR 10 fully paid up) held in JPFL. This Report is recommendatory in nature and provides our view as to whether an entitlement ratio would be fair and equitable to all the stakeholders and is based on the sustainable equity capital in both the companies pursuant to demerger.

CHAPTER 3 - DATA RELIED UPON

For the purpose of this Report, we have relied upon the following information as authenticated and provided to us by the Management.

1. Audited financial statements of JPFL for FY 2015-16, FY 2016-17 and FY 2017-18;
2. Audited financial statements of JPIL for FY 2015-16, FY 2016-17 and FY 2017-18;
3. Management certified assets and liabilities of the Photo Division;
4. Capital structure of the group as on the date of this Report;
5. Other facts and data including financial projections considered necessary to determine the fairness of the share entitlement ratio;
6. Projected Profit & Loss Account for the FY 2018-19, and projected Balance Sheet as at 31st March, 2019.
7. Other information given to us by the Company from time to time.

CHAPTER 4 - BACKGROUND OF COMPANY

1. Jindal Poly Films Limited

Jindal Poly Films Limited is a listed company incorporated under the provisions of Companies Act, 1956 Act. It is the largest manufacturer of Polyester (BOPET) and BOPP films (plain, metalized and coated) in India which are mainly used in the flexible packaging industry. The company's manufacturing facility at Nasik is amongst the most modern facilities available and is capable of producing high quality products. The company is also engaged in manufacturing of photographic products and non-woven fabric products with plants located in Dadri and Nasik respectively.

Financial Summary

Standalone Profit and Loss Account

(INR Lakhs)

Particulars	2015-16	2016-17	2017-18
Total revenue	2,67,881.34	2,78,303.30	3,08,404.10
(-) Operating expenses (other than depreciation)	2,27,072.45	2,52,429.58	2,71,231.15
EBITDA	**40,808.89**	**25,873.72**	**37,172.95**
(-) Depreciation (including impairment loss)	5,925.25	6,966.18	10,204.82
(-) Finance cost	3,568.58	3,746.41	6,109.84
Exceptional items	(158.31)	1,653.23	(18,425.81)
Profit before tax	**31,156.75**	**16,814.36**	**2,432.48**
Profit for the year	**20,578.10**	**11,361.35**	**1,453.44**

Standalone Balance Sheet

(INR Lakhs)

Particulars	31st March 2016	31st March 2017	31st March 2018
EQUITY & LIABILITIES			
Equity Share Capital	4,378.64	4,378.64	4,378.64
Other equity	1,76,080.98	1,78,995.09	1,77,095.68
Non-Current Liabilities	56,357.00	70,929.57	89,193.78
Current Liabilities	64,219.49	60,963.35	84,852.57
Total	**3,01,036.11**	**3,15,266.65**	**3,55,520.67**
ASSETS			
Non-Current Assets	2,70,264.51	2,19,625.84	2,30,640.03
Current Assets	80,771.60	95,640.81	1,24,880.64
Total	**3,01,036.11**	**3,15,266.65**	**3,55,520.67**

Capital structure of JPFL as on 31st March, 2018:

Authorised Capital	INR Lakhs	
15,00,00,000 Equity Shares of Rs 10 Each	15,000	
3,00,00,000 Cumulative Redeemable Preference Shares Capital of Rs 10 Each	3,000	
Paid-up Share Capital	**INR**	**Percentage held**
Promoters *(3,26,41,089 Equity Shares of INR 10 each)*	32,64,10,890	74.55%
Public *(1,11,45,324 Equity Shares of INR 10 each)*	11,14,53,240	25.45%
Total	**43,78,64,130**	**100%**

2. Jindal Photo Imaging Limited

Jindal Photo Imaging Limited is an unlisted public limited company incorporated in November, 2011 under the provisions of Companies Act, 1956 Act bearing corporate identity number U22222UP2011PLC103611. JPIL's registered office is situated at Bulandshahr, Uttar Pradesh. JPIL was set-up for carrying on the business of manufacturing, selling, distributing, converting and producing, medical equipments, x-ray films and devices computed radiography, cassettes, printers etc.

The business activities of the Resulting Company compliment the business activities of the Demerged Company. The Resulting Company is currently a wholly owned subsidiary company of the Demerged Company.

Financial Summary

Statement of Profit & Loss

(INR lakhs)

Particulars	2015-16	2016-17	2017-18
Total revenue	0.01	-	-
(-) Operating expenses (other than depreciation)	0.29	0.57	0.42
EBIDTA (including other income)	**(0.28)**	**(0.57)**	**(0.42)**
Depreciation	-	-	-
Finance cost	-	-	0.24
Profit before tax	**(0.28)**	**(0.57)**	**(0.66)**
Profit for the year	**(0.28)**	**(0.57)**	**(0.66)**

Balance sheet

(INR lakhs)

Particulars	31st March 2016	31st March 2017	31st March 2018
EQUITY & LIABILITIES			
Equity Share Capital	5.00	5.00	5.00
Other equity (retained earnings)	(4.14)	(4.71)	(5.37)
Non-Current Liabilities	-	-	-
Current Liabilities	0.11	0.41	1.16
Total	**0.97**	**0.70**	**0.79**
ASSETS			
Non-Current Assets	-	-	-
Current Assets	0.97	0.70	0.79
Total	**0.97**	**0.70**	**0.79**

Capital structure of JPIL as on March 31, 2018:

Authorised Capital	INR Lakhs	
20,00,000 Equity shares of INR 10 each	200	
Paid up Share Capital of the Company	**INR**	**Percentage held**
JPFL (50,000 equity shares of INR 10 each)	5,00,000	100%
Total	**5,00,000**	**100%**

CHAPTER 5 – FACTORS AFFECTING DETERMINATION OF SUSTAINABLE CAPITAL FOR A COMPANY

The Management has proposed that every shareholder holding 4 (four) shares in JPFL will receive 1 (one) share in the JPIL. The value of each share held by a shareholder in JPFL pre-demerger will be reflected by the combined value of the shares in JPFL (post demerger) and Transferee Company JPIL. The current paid-up equity share capital of the Transferee Company of INR 5 lakhs only shall be cancelled, and the Transferee company shall have a paid-up equity share capital (face value of INR 10/-) of INR 1,094.60 lakhs post demerger. The shareholding pattern in the Transferee Company will thus be same as the shareholding pattern of JPFL; this means that the economic interests of the shareholders of JPFL will remain unchanged and the shareholders will have the same degree of control on both the companies, as they had before demerger in JPFL; so is the case regarding value on an aggregate basis.

In view of the Management the shareholders of JPFL stand to gain, for the following reasons:

- The value of their equity shareholdings pre-demerger reflected the combined value of the Photo Division and other divisions of JPFL. Pursuant to demerger, the value of all the businesses of JPFL shall be reflected by the combined value of JPFL (post demerger) and JPIL (comprising of Photo Division); but with focused single business companies.
  Therefore, the proposed share entitlement ratio provides that the shareholders of JPFL shall receive the value of the equity shares held by them pre-demerger in the form of shares of JPFL (post demerger) and JPIL (comprising of Photo Division). As focused single business companies, the market value of the holdings should go up.

- Demerger will enable both the companies to focus on their respective businesses, efficient Management, control and running and to exploit business opportunities more efficiently and effectively.

- The proposed scheme is in line with the current global industry practice to achieve size, scalability, integration, greater financial strength and flexibility thereby maximizing shareholder value and to achieve higher long-terms financial returns and will enable investors to separately hold investments which best suit their investment strategies and risk profiles.

Thus, the demerger of the Photo Division will be gainful to the shareholders owing to higher potential market value of equity shares, on an aggregate basis and focused businesses.

Need for determination of optimum share capital

Share capital of the Transferee company needs to be tested for its sustainability.

While determining the share capital of Transferee company as proposed by the Management, the important consideration is to maintain the value to the equity shareholders at large. The main factors that are required to be considered for ascertaining an appropriate equity capital of the company include:

- The profit available in the future years to service dividends
- The free cash flow available to service dividends
- The stock exchange regulations
- Protecting the interest of the public shareholders at large

We have evaluated the sustainability of share capital of the companies based on the above-mentioned parameters.

While determining the proposed share capital, the important consideration is to maintain the value to the equity shareholders at large. A number of factors are required to be considered for justifying the share capital of a company on the ground of its sustainability in the light of the company's financials/shareholding pattern etc. The main factors are as follows:

1) **Profits available to service the equity capital** – The profits, which the company will earn in future is one of the most important factors for the determination of optimum share capital. The company has to determine the amount it would want to retain to fund its future growth and the quantum of profits that are available to pay out as dividend. Thus, the capital of the company should be such that it is sustained and serviced by the company's future profits.

Furthermore, the capital of the company should be such that it is sustained and serviced by the company's future free cash flows.

2) **Cash flow availability to service the capital** - The serviceability of the equity capital is also dependent upon the capacity to generate free cash to be utilized for dividend payment to the equity holders. This is another very important factor for determination of optimum share capital. These free cash flows can be defined as the cash flow available from operations after the payment of debt obligations, funding of the capital expansion through internal accruals and funding of margin money for increased working capital finance. It's important that post demerger the companies should be able to generate positive free cash flows. This free cash flow availability will act as an ideal benchmark for the determination of the equity capital. Thus, one must see the debt service coverage ratio and thereafter the free cash flow cover.

   Based on our discussions with the Management and the information provided, the resultant entity is a zero-debt company and accordingly, there are no debt servicing obligations for the resultant entity as on date.

3) **Cash availability to fund expansion plans** - The proposed sustainable capital should not create an undue charge on the cash reserves of the company The capital should ensure that there will be enough cash available in the companies to fund any expansion plans and to meet any unforeseen circumstances after payment of dividends and repayment of loans.

   It is pertinent to note that no significant expansion plans are anticipated by the Management as on the date of this Report.

CHAPTER 6 – DETERMINATION OF SUSTAINABLE EQUITY SHARE CAPITAL FOR EACH COMPANY

In this chapter we seek to apply the tests of sustainable capital as has been elucidated in the immediately preceding chapter of this Report, on the proposed capital for the companies post demerger. We are applying these tests to JPIL.

In each of the analysis, the maximum capital that can be sustained by the subject company based on the projected PAT, the projected cash balance and cash availability criteria has been explained in point (1), (2) and (3) of the relevant section. Furthermore, the capital as proposed for the subject company has been analysed in the light of listing norms. In case of any cash flow deficiencies the Management may decide to skip the dividend for that particular year.

For the determination of the sustainable capital of both the companies, based on the PAT and free cash flow criteria's, the dividend distribution rate has been taken at 10% of the share capital.

Sustainable capital criteria as applicable to JPIL (Photo Division)

i. **Dividend servicing capacity based on profits earned**

Based on this methodology, the maximum equity capital of the JPIL that can be sustained by its projected PAT for the next year is arrived. The projections are subject to market conditions. Maximum equity capital is arrived at as in the table below:

(INR lakhs)

Particulars	31st March 2019
Profit After Tax (PAT)	1,095.61

Determination of sustainable equity capital	
Profits for the FY 2018-19	1,095.61
Proportion of dividend payout (as a percentage of profits)	25%
Distributable profits	**273.90**
Dividend distribution rate (as a percentage of paid-up capital)	10%
Total Dividend outflow (Including DDT)	12.04%
Sustainable equity share capital	**2,275.74**
Proposed equity share capital	**1,094.60**

Notes:

a) A good corporate practice is to pay out upto 25% of its profits during the year as dividend.

b) The dividend distribution rate has been taken at 10% as a percentage of the paid-up capital as this is the norm followed by JPFL generally.

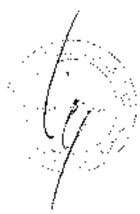
ii. Dividend servicing capacity based on cash flow

The free cash flows can be defined as the cash flow available after the payment of debt obligations and the funding of capital expansion through internal accruals. Based on this methodology, the maximum equity capital of the JPIL that can be sustained based on the undertaking's projected cash flows from the next year is arrived at as in the table below:

(INR lakhs)

Particulars	31st March 2019
Opening cash balance	535.28
Profit Before Tax (PBT)	**1,700.63**
Income tax paid	-605.02
Depreciation	111.44
Changes in working capital	-135.76
Closing cash balance (to be maintained by the company after all payouts)	**100.00**
Free cash flow available for dividend payout (before investing in treasury mutual funds and after maintaining minimum cash balance) [Refer Note a) below]	**1,506.57**

Determination of sustainable equity capital	
Free cash flow available for dividend payout for FY 2018-19	1,506.57
Distributable cash flow (25% of cash flow available)	**376.64**
Total dividend outflow (including Dividend Distribution Tax)	12.04%
Sustainable equity share capital	**3,129.36**
Equity share capital proposed	**1,094.60**



Notes:

a) Free cash flow for payment of dividend has been calculated before investing in the treasury mutual funds (since only surplus funds of the company are invested in mutual funds) and after maintaining a minimum cash balance. As per the Management, treasury mutual funds can be liquidated at any time to meet the needs of the company.

b) It has also been assumed that even after paying out 25% of the free cash flows, the company would still be able to sustain and keep the remaining cash for capital expenditures, investment purposes etc.

iii. Cash flow availability to fund expansion plans:

The Photo Division which is being transferred by JPFL to JPIL includes mutual funds amounting to INR 8,477.85 lakhs as on 1st April, 2019 as projected by the management of JPFL and some other investments which can be realized by the company in future to fund its expansion plans or for the needs of present business.

iv. Debt Service Coverage Ratio:

The Management of JPFL has stated that there are no term loans as a part of the Photo Division which are being transferred from JPFL to JPIL as a part of the Photo Division. However, post demerger very nominal amount of working capital loan will be required for operations of the Photo Division. Therefore, the debt service coverage ratio cannot be determined since there is no debt in JPIL.

v. Cancellation of investment by JPFL and 25% public shareholding

Pursuant to demerger, the current equity shares of INR 5 lakhs held by JPFL in JPIL shall stand cancelled. Further, JPIL shall issue its shares to the shareholders of JPFL in the share entitlement ratio as proposed by the Management. Thus, after the demerger of the Photo Division, the shareholding pattern in JPIL shall be a mirror image of the shareholding pattern of JPFL.

Hence, more than 25% of the shares remain with the public.

Table showing average sustainable equity capital

As mentioned earlier, the company's cash flow and dividend serviceability play a crucial role in shaping the company's sustainable capital. Since the figure of sustainable capital for the company has been computed under the aforesaid methods, an average of the sustainable capital as produced has been shown in the table given below:

Sustainable equity capital as per methods mentioned below	JPIL (INR Lakhs)
Dividend Service capacity from PAT	2,275.74
Dividend service capacity from Cash flows	3,129.36
Average sustainable equity share capital	**2,702.55**
Proposed equity share capital	**1,094.60**

This implies that the capital as proposed would be well serviced through the company's cash flows and profitability.

Notes:

a) It shall be noted that JPFL, before the demerger was paying a dividend of 10% of equity share capital. Even with the high rate of dividend payout of 25%, the average sustainable equity capital of JPIL is working out to be INR. 2,702.55 lakhs however the equity capital proposed is INR 1,094.60 lakhs.

vi. We also reproduce the table as prescribed by the BSE through circular dated May 29, 2017:

Prior to the demerger, JPIL does not have any significant business, assets or liabilities. Hence, in our view, the table given below is not applicable.

Computation of Fair Share Exchange Ratio:

Valuation Approach	Jindal Poly Films Ltd.		Jindal Photo Imaging Ltd.	
	Value per Share	Weight	Value per Share	Weight
Assets Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Fair Value	NA	NA	NA	NA
Entitlement ratio on the basis of sustainable equity capital in both the companies i.e. one share of JPIL for every four shares held in JPFL as justified by the previous table.				

Consequent to this demerger, the economic beneficial interest of the shareholders of JPFL shall remain the same. Also, there shall be no change in the shareholding pattern of Demerged Company and the Resulting Company. Hence, this is a value neutral demerger. Thereby the valuation as per above methods are not required.

CONCLUSION

- Our analysis on sustainability of the capital in the Transferee company is based on the following factors as explained in Chapter 6:
  - a) Dividend servicing capacity based on profits earned
  - b) Dividend servicing capacity based on free cash flows
  - c) Cash flow availability to fund expansion plans
  - d) Debt service coverage ratio
- Pursuant to demerger, the shares held by JPFL in JPIL shall stand cancelled. Further as a condition for demerger, JPIL shall issue its shares as consideration to the shareholders of JPFL in the share entitlement ratio as mentioned below.
- As per Section 2(19AA) of Income Tax Act, 1961 all the assets and liabilities of the undertaking (Photo Division) being transferred by the Transferor company (JPFL) are transferred at values appearing in the books of accounts immediately before the demerger.
- The share entitlement ratio as proposed by the Management for demerger as follows **"for every 4 (four) equity shares of face value of INR 10 (Rupees ten only) each held in JPFL as on the record date, the equity shares to be issued to shareholders of JPFL shall be equivalent to 1 (one) equity share of face value INR 10 (Rupees ten only) each fully paid up in JPIL"**
- Considering there is no change in the shareholding pattern of JPIL and the effective control remains with the shareholders of JPFL, we recommend that the Ratio stated above is fair and equitable for all the stakeholders of the companies involved in the Scheme of Demerger on all parameters specified in this Report.

For S. S. Kothari Mehta and Co.
Chartered Accountants
Firm Registration No.:000756N

Date: 12th November 2018
Place: New Delhi

CA K.S. Mehta
Partner
Membership No: 008883

S S KOTHARI MEHTA & CO
CHARTERED ACCOUNTANTS

Plot No. 68,
Okhla Industrial Area, Phase-III,
New Delhi-110020
Phone : +91-11-4670 8888
E-mail : delhi@sskmin.com
Website: www.sskmin.com

To
Jindal Poly Films Limited,
Plot No. 12, Sector B1,
Vasant Kunj, New Delhi-110070

December 28, 2018

Subject: Addendum letter to our Share Entitlement Ratio Report dated November 12, 2018 in relation to the share entitlement ratio for the Scheme of Demerger for demerger of Photo Films Business of Jindal Poly Films Limited into Jindal Photo Imaging Limited

Dear Sir,

The addendum letter is being issued in relation to the observation raised by NSE, to further clarify the circular number as per which the Fair Share Exchange Ratio table shall form part of the report.

We would like to make alterations to the below mentioned line on **Page-19** of the report:

Pre-Rectification:
"vi. We also reproduce the table as prescribed by the BSE through circular dated May 29, 2017:"

Post-Rectification:
"vi. We also reproduce the table as prescribed by the BSE through circular dated May 29, 2017 and by the NSE through circular dated June 01, 2017:"

S.S. Kothari Mehta & Co. Chartered Accountants New Delhi

CA Vikram Mehta
Partner
M. No.: 094434
S. S. Kothari Mehta & Co.

Annexure C

GSTIN: 07AAICS6488H1ZS
CIN: U65923DL2001PLC113191

3DIMENSION CAPITAL SERVICES LIMITED

SEBI Registered (Category - I) Merchant Banker
SEBI Registration No. INM000012528

OUR PATH YOUR SUCCESS

FAIRNESS OPINION

SCHEME OF ARRANGEMENT FOR DEMERGER

AMONGST

JINDAL POLY FILMS LIMITED
AND

JINDAL PHOTO IMAGING LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS

(UNDER SECTION 230 TO 232 OF THE COMPANIES ACT, 2013)

Prepared By:
3DIMENSION CAPITAL SERVICES LIMITED
(SEBI RECOGNISED CATEGORY-I MERCHANT BANKING COMPANY)
SEBI REGN NO: INM000012528

NOVEMBER 12, 2018

The information contained herein is of a confidential nature and is intended for the exclusive use of the persons for whom it was prepared.

3 Dimension Capital Services Limited New Delhi

H-38, LGF, Jangpura Extension, New Delhi -110014
Tel. : +91-11-40196737, E-mail : delhi@3dcsl.com, Website: www.3dcsl.com

GSTIN: 07AAICS6488H1ZS
CIN: U65923DL2001PLC113191

3DIMENSION CAPITAL SERVICES LIMITED

SEBI Registered (Category - I) Merchant Banker
SEBI Registration No. INM000012528

OUR PATH YOUR SUCCESS

November 12, 2018
Ref No: 3DCSL/FO-JPFL&JPIL/2018-19/41

To,

The Board of Directors

Jindal Poly Films Limited

And

Jindal Photo Imaging Limited

Subject: Opinion on Fairness of Valuation/ Share Entitlement Report in the proposed Scheme of Arrangement for Demerger of Photo Films Business (Demerged Undertaking) of Jindal Poly Films Limited (Demerged Company) into Jindal Photo Imaging Limited (Resulting Company).

Dear Sir,

We refer to the request made by the management of Jindal Poly Films Limited (hereinafter referred to as "**JPL**" or "**Demerged Company**") for the purpose of arriving at an opinion on the Advisory Report on share entitlement ratio dated November 12, 2018, issued by S.S Kothari Mehta & Co., Chartered Accountants (hereinafter referred to as "Valuer") in respect of the proposed 'Demerger of Photo Films Business' (Demerged Undertaking) of Jindal Poly Films Limited (Demerged Company) into Jindal Photo Imaging Limited (Resulting Company) w.e.f. appointed date i.e. April 01, 2019 pursuant to a scheme of Arrangement for Demerger to be sanctioned by the Hon'ble High National Company Law Tribunal (NCLT) of relevant jurisdiction under Section 230 read with Section 232 of the Companies Act, 2013.

In terms of our assigned engagement, we are enclosing our opinion along with this letter. Please note that this is just an opinion on the captioned subject on the basis of the documents submitted to us and does not constitute our independent valuation analysis. All comments as contained herein must be read in conjunction with the disclaimer to this opinion.

The opinion is confidential and has been prepared exclusively for the management of the "Demerged Company" and "Resulting Company". It should not be used, reproduced or circulated to any other person, in whole or in part, without the prior consent of 3Dimension Capital Services Limited, such consent will only be given after full consideration of the circumstance at the time. We are however aware that the conclusion

Page 2 of 11

H-38, LGF, Jangpura Extension, New Delhi -110014
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in this report may be used for the purpose of certain statutory disclosure and we provide consent for the same.

In case of any further clarifications, you may contact the undersigned for any further assistance.

Yours Faithfully

For 3Dimension Capital Services Limited

(SEBI REGN NO: INM000012528)

Prapti

(PRAPTI ABBEY)

SENIOR MANAGER CUM COMPANILANCE OFFICER

INDEX

New Delhi

1. CONTEXT AND BACKGROUND

1. We understand that M/s Jindal Poly Films Limited (Demerged Company) bearing CIN No. L17111UP1974PLC003979 is a listed Company, having its equity shares listed at BSE Limited and National Stock Exchange Limited. Now pursuant to a Scheme of Arrangement to demerge an undertaking i.e. Photo Films Business of Jindal Poly Films Limited (Demerged Undertaking) is proposed to be Demerged into Jindal Photo Imaging Limited (Resulting Company) pursuant to Section 230 read with Section 232 of the Companies Act, 2013.
2. The Advisory Report on Share Entitlement Ratio for the proposed "Scheme of Arrangement" for demerger has been determined by S.S Kothari Mehta & Co., Chartered Accountants vide their Report dated November 12, 2018.
3. In accordance with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "listing regulations") red with SEBI circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (circular') the Listed Company shall submit the "Fairness Opinion" obtained by a Merchant Banker on the Valuation of assets/ shares done by the Valuer for the listed entity and unlisted company.
4. With reference to the above, we, 3Dimension Capital Services Limited, a SEBI registered Category-I Merchant Banker, have been appointed by the Demerged Company, to provide the "Fairness Opinion" on the same.

2. Brief About Companies

1. ***Jindal Poly Films Limited bearing*** ('Demerged Company') is a public limited listed company duly incorporated under provisions of the Companies Act, 1956 (hereinafter referred to as "1956 Act") on September 9, 1974, bearing corporate identity number L17111UP1974PLC003979 and having its registered office situated in the State of Uttar Pradesh at Bulandshahr. Demerged Company is primarily engaged in the following businesses:

   i. manufacturing of photographic and medical films. Demerged Company has also invested in JPF Netherland BV, Amsterdam for carrying on business in overseas, mutual funds units and other money market instruments (i.e. the "Photo Films Business" or "Demerged Undertaking"); and

ii. manufacturing of BOPET Films and BOPP films (plain, metalized and coated) which are mainly used in flexible packaging industry and is a leading supplier of such films to leading global brand owners in food, beverages and confectionery.

2. ***Jindal Photo Imaging Limited*** (hereinafter referred to as the "Resulting Company")is a public limited unlisted company duly incorporated under provisions of the 1956 Act on November 12, 2011 bearing corporate identity number U22222UP2011PLC103611and having its registered office situated in the state of Uttar Pradesh at Bulandshahr. The Resulting Company was set-up for carrying on the business of manufacturing, selling, distributing, converting and producing, medical equipment's, x-ray films and devices computed radiography, cassettes, printers etc. The business activities of Resulting Company compliments the business activities of Demerged Undertaking.The ResultingCompany are a wholly owned subsidiary company of the Demerged Company.

3. Key Facts & Key Extracts of the Scheme

1. The Demerged Company has two business segments namely, Packaging Films Business and Photo Films Business. The Resulting Company is a wholly owned subsidiary Company of the Demerged Company, is also carrying on business which is similar to the Photo Films Business of the Demerged Company. In order to manage both the business segments of the Demerged Company efficiently and effectively, the management of the Demerged Company has considered it necessary to demerge the Photo Films Business of the Demerged Company, as a going-concern, into the Resulting Company.

2. The demerger of Photo Films Business or the Demerged Undertaking of the Demerged Company into the Resulting Company will enable both companies to focus on their respective businesses, efficient management and control and to exploit business opportunitiesmore efficiently and effectively.

3. The dynamic and diversified nature of the industry in which the Company operates and external factors including performance of financial markets. Exchange or interest rate fluctuations, business environment and government policies etc. have varied effects on the growth prospects of different verticals of

New Delhi

the Company. Thus, the Demerged Company would be able to revise its business plans and priorities from time to time thereby, ensuring speedy and profitable growth of the Company and enhance shareholder's wealth.

4. Value Analysis

To determine the share entitlement to the shareholders of "JPFL" the Valuer has specifically relied upon the following documents:

1. Audited financial statements of JPFL for FY 2015-16, FY 2016-17 and FY 2017-18;
2. Audited financial statements of JPIL for FY 2015-16, FY 2016-17 and FY 2017-18;
3. Management Certified assets and liabilities of Residual JPFL;
4. Management certified assets and liabilities of the Photo Division;
5. Capital structure of the Group as on the date of this report;
6. Other facts and data considered necessary to determine the fairness of the share entitlement ratio;
7. Other information given to the Valuer by the Company from time to time.

VALUER APPROACH TO VALUATION

As per the Advisory Report on Share Entitlement Ratio, the management has proposed that every shareholder holding four shares in JPFL will receive one share in the Resulting Company. The value of each share held by a shareholder in JPFL pre-demerger will be reflected by the combined value of the shares in JPFL (post demerger) and Resulting Company JPIL. The current paid-up equity share capital of the Resulting Company of INR 5 lakhs only shall be cancelled, and the Resulting company shall have a paid-up equity share capital (face value of INR 10/-) of INR 1,094.60 lakhs post demerger. The shareholding pattern in the Resulting Company will thus be same as the shareholding pattern of JPFL; this means that the economic interests of the shareholders of JPFL will remain unchanged and the shareholders will have the same degree of control on both the companies, as they had before demerger in JPFL; so is the case regarding value on an aggregate basis.

Consequent to this demerger, the economic beneficial interest of the shareholders of JPFL shall remain the same. Also there shall be no change in the shareholding pattern of

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Demerged Company and the Resulting Company. Hence, this is a value neutral demerger. Thereby the valuation is not required.

5. Basis of Forming Opinion

5.1. *Documents and Information Considered:-*

For the purpose of providing our opinion, we have reviewed:-

a) Certain publically available business and financial information relating to JPFL, including Annual Report for the financial year ended March 31, 2018, 2017 and 2016.

b) Copy of Audited Financials for the year ended March 31, 2018, 2017 and 2016 of JPIL.

c) Copy of proposed scheme of Arrangement/demerger to be approved by the Board of Directors of the respective companies. (certified true copy of JPFL)

d) Certified true copy of the Advisory Report on Share Entitlement Ratio by M/s S.S. Kothari Mehta and Co, Chartered Accountants, dated November 12, 2018 on the valuation of the proposed scheme.

e) Performed such other financial reviews and analyses as 3DCSL, in its absolute discretion, deemed appropriate.

5.2. *Assumptions and Limiting Conditions:-*

3DCSL has been engaged to provide standard services for the issuance of the Fairness Opinion and therefore have not performed any due diligence or audit of the information provided to us, nor have we made any independent valuation or appraisal of the assets or liabilities.

3DCSL has assumed and relied upon the truth, accuracy and competness of the information, data and financial terms provided to us or used by us, and has assumed that the same are not misleading and does not assume or accept any liability or responsibility for any independent verification or checking of such information or any

New Delhi
3 Dimension ... Limited

independent valuation or appraisal of any of the assets, operations or laibilities of JPFL and JPIL.

In preparing this opinion, 3DCSL has received specific confirmation from the management of JPFL and JPIL that all the information the Company has provided to 3DCSL in relation to the engagement of 3DCSL is correct and complete and no information has been withheld that could have influenced the purport of this fairness opinion.

This opinion exclusively focuses on the fairness, from a valuation point of view, of the shares/ assets done by the valuer and does not address any other issues such as the underlying business decisions to recommend the transaction or its commercial merits which are matters solely for the Board of Directors of JPFL and JPIL to address and further to be confirmed by the shareholders of all the Companies, as may be required.

3DCSL formation of fairness opinion is based on information supplied by JPFL and JPIL, representations and confirmations of its management on various issues and we have relied upon them as such without any independent verification and as such we do not hold ourselves liable if our opinion becomes flawed as a result of any shortcomings in such information, representations and confirmations given by JPFL and JPIL.

In rendering this opinion, 3DCSL has not provided legal, regulatory, tax, accounting or actuarial advice and accordingly 3DCSL does not assume any responsibility or liability in respect thereof. Furthermore 3DCSL has assumed that the proposed transaction will be consummated on the terms and conditions as set out in the proposed scheme of Arrangement, without any material changes to, or waiver of, its terms and conditions.

6. Conclusion and Opinion

Pursuant to demerger, the shares held by JPFL in JPIL shall stand cancelled. Further, as a condition for demerger, JPIL shall issue its shares as consideration to the shareholders of JPFL in the share entitlement ratio mentioned as below.

The share entitlement ratio as proposed by the management of JPFL (demerged Company) as follows "Equity shareholders of JPFL (holding one equity share of INR 10 each fully paid up) will receive 1 one equity share of JPIL (INR 10 each fully paidup) for every 4 (four) equity shares (INR 10 each fully paid-up) held in JPFL.. Considering there is no change in the shareholding pattern of JPIL and the effective control remains with the shareholders of JPFL, we recommend that the Ratio stated above is fair and equitable for all the stakeholders of the companies involved in the Scheme of Demerger on all parameters specified in this report.

Furthermore, based upon and subject to the foregoing, we are of the opinion on the date hereof, that the valuation done by the Valuer for the proposed scheme of arrangement is fair.

7. Disclaimer

- We wish to emphasize that, we have relied on explanations and information both verbal and written provided by the respective key managements, valuer and other public available information while verifying the valuation carried for determination of shares entitled. Although, we have reviewed such data for consistency and reasonableness, we have not independently investigated or otherwise verified the data provided.

- We have not made an appraisal or independent valuation of any of the assets or liabilities of the companies and neither have conducted an audit or due diligence.

- The scope of our work has been limited both in terms of the areas of the business and operations which we have reviewed and the extent to which we have reviewed them. There may be matters, other than those noted in this Report, which might be relevant in the context of the transaction and which a wider scope might uncover.

- We have no present or planned future interest in JPFL and JPIL and the fee payable for this opinion is not contingent upon the opinion reported herein.

- Our fairness opinion should not be constructed as investment advice, specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.

- The opinion contained herein is not intended to represent at any time other than the date that is specifically stated in this report. This opinion is issued on the understanding that the Management/ Valuer or JPFL or JPIL has drawn our attention to all matters of which they are aware, which, which may have an impact on our opinion upto the date of valuation. We have no responsibility to update this report for events and circumstances occurring after this valuation date.

- This fairness opinion of ours a Cat-1 Merchant Baker is subject to this disclaimer as well as the Caveats of the "Valuer" mentioned in its share entitlement report dated November 12, 2018 for valuation based on the March 31, 2018.

- This fairness opinion provided by us should not be constructed as a legal opinion on the petition to be filed u/s 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

- Our report is not, nor should it be constructed as our opining or certifying the compliance of the proposed Scheme of Arrangement for Demerger with the provisions of any law including companies, taxation, and capital market related laws or as regards any legal implications or issues arising from such proposed Demerger.

For 3Dimension Capital Services Limited
(SEBI REGN NO: INM000012528)

Prapti

(PRAPTI ABBEY)
Senior Manager cum Compliance Officer

Annexure D

EXPERIENCE THE NEW

DCS/AMAL/BA/R37/1422/2018-19 **March 11, 2019**

The Company Secretary,
JINDAL POLY FILMS LTD.
19th K.M. Hapur Bulandshahr Road, P.O. Gulaothi,
Bulandshahr, Uttar Pradesh, 245408

Dear Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement among Jindal Poly Films Limited and Jindal Photo Imaging Limited

We are in receipt of Draft Scheme of Arrangement among Jindal Poly Films Limited and Jindal Photo Imaging Limited filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated March 08, 2019 has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of Jindal Photo Imaging Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Further, Jindal Photo Imaging Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

S&P BSE SENSEX

BSE Limited (Formerly Bombay Stock Exchange Ltd.)
Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
T: +91 22 2272 1234/33 | E: corp.comm@bseindia.com | www.bseindia.com
Corporate Identity Number : L67120MH2005PLC155188

EXPERIENCE THE NEW

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of Jindal Photo Imaging Limited is at the discretion of the Exchange. In addition to the above, the listing of Jindal Photo Imaging Limited pursuant to the Scheme of Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Jindal Photo Imaging Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.
2. To publish an advertisement in the newspapers containing all the information Jindal Photo Imaging Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.
3. To disclose all the material information about Jindal Photo Imaging Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.
4. The following provisions shall be incorporated in the scheme:
   i. The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."
   ii. "There shall be no change in the shareholding pattern of Jindal Photo Imaging Limited between the record date and the listing which may affect the status of this approval."

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitinkumar Pujari
Senior Manager

NSE

National Stock Exchange Of India Limited

Ref: NSE/LIST/19332 March 11, 2019

The Company Secretary
Jindal Poly Films Limited
Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi-110070

Kind Attn: Mr. Sanjeev Kumar

Dear Sir,

Sub.: Observation Letter for Scheme of Arrangement between Jindal Poly Films Limited and Jindal Photo Imaging Limited and their respective shareholders and creditors

We are in receipt of Scheme of Arrangement between Jindal Poly Films Limited (Demerged Company) and Jindal Photo Imaging Limited (Resulting Company) and their respective shareholders and creditors vide application dated November 29, 2018.

Based on our letter reference no Ref: NSE/LIST/70688 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated March 08, 2019, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of the receipt of this letter is displayed on the website of the listed company.*

b. *The Company shall duly comply with various provisions of the Circular.*

c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Continuation Sheet

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from March 11, 2019, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Limited**

Rajendra Bhosale
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

Annexure E

JINDAL POLY FILMS LTD.

Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi-110070 (INDIA)
Phone : 011-26139256 (10 Lines)
Fax : (91-11) 26125739
Web. : www.jindalgroup.com

REPORT ADOPTED BY BOARD OF DIRECTORS OF JINDAL POLY FILMS LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013 READ WITH RULE MADE THEREUNDER OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 IN ITS MEETING HELD ON 12TH DAY OF NOVEMBER, 2018, AT 3.00 pm AT Delhi

1. Background:

1.1 A meeting of the Board of Directors of Jindal Poly Films Limited (*hereinafter referred to as "**Company**" or "**Demerged Company**"*) was held on November 12, 2018 3.00 pm to consider inter alia the draft scheme of arrangement between Jindal Poly Films Limited and Jindal Photo Imaging Limited (*hereinafter referred to as "**Resulting Company**"*) for demerger of Photo Films Business (*hereinafter referred to as "**Demerged Undertaking**"*) of the Demerged Company into Resulting Company under section 230 to 232 of the Companies Act, 2013 (*hereinafter referred to as "**Act**"*). For the sake of convenience, scheme of arrangement between the Demerged Company and Resulting Company is hereinafter referred to as "***Draft Scheme***" and the Demerged Company and Resulting Company are hereinafter collectively referred to as "***Companies***".

1.2 The following documents have already been considered and approved by the Audit Committee of the Company and recommended to the Board of Directors of the Company:

(a) Draft Scheme;

(b) Report on Share Entitlement Ratio as received from M/s S. S. Kothari Mehta & Co., Chartered Accountants, Firm Regn. No. 000756N dated November 12, 2018 recommending Share Entitlement Ratio for the Draft Scheme;

(c) Fairness Opinion dated November 12, 2018 issued by M/s 3Dimension Capital Services Limited, SEBI registered Merchant Banker (Registration No. INM000012528) indicating that share entitlement ratio as recommended in Report on Share Entitlement Ratio appears to be fair and reasonable; and

(d) Certificate received from M/s **Singhi & Co., Chartered Accountants (Firm Reg. No.302049E)** Statutory Auditors of the Company confirming the accounting treatment specified in the Draft Scheme is in compliance with the Accounting Standards prescribed by Central Government as specified under section 133 of the Act.

2. Rational for the Draft Scheme:

2.1. The Demerged Company has three business segments namely, Packaging Films Business, Nonwovens fabrics and Photo Films Business. The Resulting Company, a wholly owned subsidiary of the Demerged Company was also incorporated carrying on similar business to the Photo Films Business of the Demerged Company, however at present not doing any business. In order to manage the business of the Demerged Company efficiently and effectively, the management of the Demerged Company has considered it desirable to demerge the Photo Films Business of the Demerged Company, as a going-concern, into the Resulting Company.

2.2. The demerger of Photo Films Business or the Demerged Undertaking of the Demerged Company into the Resulting Company will enable both companies to focus on their respective businesses, efficient management and control and to exploit business opportunities more efficiently and effectively.

2.3. The proposed Scheme is in line with the current global industry practice to achieve size, scalability, integration, greater financial strength and flexibility thereby maximizing shareholder value and to achieve higher long-terms financial returns and will enable investors to separately hold investments which best suit their investment strategies and risk profiles.

Further, there is no adverse effect of this Draft Scheme on the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

3. Consideration:

3.1 The Board of Directors were informed that the Resulting Company shall issue its equity shares in consideration to the demerger of the Demerged Undertaking of the Demerged Company into Resulting Company in the following manner:

"For every 4 (four) equity shares of face value of Rs. 10/- each held in the Demerged Company, as on the Record Date, every equity shareholder of the Demerged Company shall without any application, act or deed, be entitled to receive 1 (one) equity share of face value of Rs. 10/- each of the Resulting Company, credited as fully paid-up"

3.2 The Board of Directors has also adopted the Report on Share Entitlement Ratio issued by M/s. S. S. Kothari Mehta & Co., Chartered Accountants, Firm Regn. No. 000756N and Fairness Opinion issued by M/s 3Dimension Capital Services Limited, SEBI registered Merchant Banker (Regn. No. INM000012528) on the said Report on Share Entitlement Ratio indicating that share entitlement ratio provided in Report on Share Entitlement Ratio is fair reasonable, recommended and approved by Audit Committee of the Company in its meeting.

4. Effect of Draft Scheme on stakeholders of Demerged Company:

S. No.	Particulars	Effect
1.	Key Managerial Personnel	No effect, the present key managerial personnel shall continue to as act as key managerial personnel in the Demerged Company.
2.	Directors	No effect, the present directors of the Demerged Company shall continue to act as directors in the Demerged Company.
3.	Promoter Equity Shareholders	The Resulting Company shall issue equity shares to the promoters of the Demerged Company in accordance with the Report on Share Entitlement Ratio dated November 12, 2018 and percentage of their shareholding in the Demerged Company. However, in terms of clause 13.3 of the Draft Scheme, the Resulting Company shall not issue any fractional equity shares to the promotors of the Demerged Company, if any, arising as per the share entitlement ratio stated in the Report on Share Entitlement Ratio Rather, the Resulting Company shall consolidate all such fractional entitlements to which such promoters of the Demerged Company may be entitled on the issue and allotment of the equity shares of the Resulting Company, and thereupon the Resulting Company shall issue and allot the consolidated number of equity shares to a trustee nominated by the Demerged Company and the Resulting Company in that behalf. The trustee shall sell such shares and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the promoters entitled to the same in proportion to their fractional entitlements.
4.	Non-promoter Equity	The Resulting Company shall issue equity shares to the non-promoters of the Demerged Company in accordance with the

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	Shareholders	Report on Share Entitlement Ratio dated November 12, 2018 and percentage of their shareholding in the Demerged Company. However, clause 13.3 of the Draft Scheme, the Resulting Company shall not issue any fractional equity shares to any shareholder of the Demerged Company, if any, arising as per the share entitlement ratio stated in the Report on Share Entitlement Ratio. Rather, the Resulting Company shall consolidate all such fractional entitlements to which such shareholders of the Demerged Company may be entitled on the issue and allotment of the equity shares of the Resulting Company, and thereupon the Resulting Company shall issue and allot the consolidated number of equity shares to a trustee nominated by the Demerged Company and the Resulting Company in that behalf. The trustee shall sell such shares and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders respectively entitled to the same in proportion to their fractional entitlements.
5.	Employees	In terms of clause 9 of the Draft Scheme, the present employees of the Demerged Company pertaining to the Demerged Undertaking shall become employees of the Resulting Company with effect from the Appointed Date of April 1, 2019. Further, there shall be no effect on the employees of the Demerged Company pertaining to its remaining undertaking as they shall continue to act as employees of the Demerged Company without any change in terms of their service.
6.	Secured Creditors	In terms of clause 5 of the Draft Scheme, the secured creditors of the Demerged Company pertaining to the Demerged Undertaking shall become secured creditors of the Resulting Company with effect from the Appointed Date of April 1, 2019. Further, if there are any general or multipurpose borrowings in the books of account of the Demerged Company, so much of the amount of the general or multipurpose borrowings, as standing in the same proportion in which the value of the assets transferred pursuant to the Scheme bears to the total value of the assets of the Demerged Company immediately before the Demerger, shall also stand transferred to the Resulting Company with effect from the Appointed Date. Also, the secured creditors of the Demerged company pertaining to its remaining undertaking shall continue to remain the secured

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		creditors of the Demerged Company. There shall be no effect on the security given to such secured creditors.
7.	Unsecured Creditors	In terms of clause 5 of the Draft Scheme, the unsecured creditors of the Demerged Company pertaining to the Demerged Undertaking shall become unsecured creditors of the Resulting Company with effect from the Appointed Date of April 1, 2019. Further, if there are any general or multipurpose borrowings in the books of account of the Demerged Company, so much of the amount of the general or multipurpose borrowings, as standing in the same proportion in which the value of the assets transferred pursuant to the Scheme bears to the total value of the assets of the Demerged Company immediately before the Demerger, shall also stand transferred to the Resulting Company with effect from the Appointed Date. Also, the unsecured creditors of the Demerged Company pertaining to its remaining undertaking shall continue to remain the unsecured creditors of the Demerged Company.
8.	Depositors	No effect, as there is no depositor in the Demerged Company.
9.	Debenture holders	No effect, as there is no debenture holder in the Demerged Company.

5. Adoption of the report by board of directors of Demerged Company:

The Board of Directors have unanimously adopted this report after noting and considering the information set forth in this report.

For **Jindal Poly Films Limited**

[Rathi Binod Pal]
Whole time Director
DIN: [00292049]
Address: D-301, Ishwar Apartments,
Sector-12, Dwarka, New Delhi-110 075

Place: Delhi

Date: 12th Nov,2018

Annexure F

JINDAL PHOTO IMAGING LIMITED

CIN: U22222UP2011PLC103611

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

Tel: 91-11-40322100, Fax: 91-11-26125739

REPORT ADOPTED BY BOARD OF DIRECTORS OF JINDAL PHOTO IMAGING LIMITED IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT,2013 READ WITH RULE MADE THEREUNDER OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016 IN ITS MEETING HELD ON MONDAY, 12TH NOVEMBER, 2018 AT "JINDAL" PLOT NO. 12, LSC, SECTOR B-1, VASANT KUNJ, NEW DELHI-110070 AT 12:30 P.M.

1. **Background:**

1.1. A meeting of the Board of Directors of Jindal Photo Imaging Limited *(hereinafter referred to as "**Company**" or "**Resulting Company**")* was held on 12th November, 2018 to consider inter alia the draft scheme of arrangement for demerger of Photo Films Business *(hereinafter referred to as "**Demerged Undertaking**")* of Jindal Poly Films Limited *(hereinafter referred to as "**Company**" or "**Demerged Company**")* with and into Resulting Company under section 230 to 232 of the Companies Act, 2013 *(hereinafter referred to as "**Act**")*. For the sake of convenience, scheme of arrangement between the Demerged Company and Resulting Company is hereinafter referred to as "***Draft Scheme***" and the Demerged Company and Resulting Company are hereinafter collectively referred to as "***Companies***".

1.2. The following documents have been considered and approved by Board of Directors of the Company:

a) Draft Scheme;

b) Report on Share Entitlement Ratio as received from M/s S.S. Kothari Mehta & Co., Chartered Accountants, Firm Regn. No. 000756N dated 12th November, 2018 recommending Share Entitlement Ratio for the Draft Scheme;

c) Fairness Opinion dated 12th November, 2018 issued by M/s 3Dimension Capital Services Limited, SEBI registered Merchant Banker (Registration No. INM000012528) indicating that share entitlement ratio as recommended in Report on Share Entitlement Ratio appears to be fair and reasonable; and

d) Certificate received from M/s Surensh Kumar Mittal, Chartered Accountants (Firm Registration No. 500063N), Statutory Auditors of the Company confirming the accounting treatment specified in the Draft Scheme is in compliance with the Accounting Standards prescribed by Central Government as specified under section 133 of the Act.

2. **Rational for the Draft Scheme:**

2.1. The Demerged Company has three business segments namely, Packaging Films Business, Nonwovens fabrics and Photo Films Business. The Resulting Company, a wholly owned subsidiary of the Demerged Company was also incorporated carrying on similar business to the Photo Films Business of the Demerged Company, however at present not doing any business. In order to manage the business of the Demerged Company efficiently and effectively, the management

JINDAL PHOTO IMAGING LIMITED

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of the Demerged Company has considered it desirable to demerge the Photo Films Business of the Demerged Company, as a going-concern, into the Resulting Company.

2.2. The demerger of Photo Films Business or the Demerged Undertaking of the Demerged Company into the Resulting Company will enable both companies to focus on their respective businesses, efficient management and control and to exploit business opportunities more efficiently and effectively.

2.3. The proposed Scheme is in line with the current global industry practice to achieve size, scalability, integration, greater financial strength and flexibility thereby maximizing shareholder value and to achieve higher long-terms financial returns and will enable investors to separately hold investments which best suit their investment strategies and risk profiles.

Further, there is no adverse effect of this Draft Scheme on the directors, key management personnel, promoters, non-promoter members, creditors and employees of the Companies and the same would be in the best interest of all stakeholders.

3. Consideration:

3.1. The Board of Directors were informed that the Resulting Company shall issue its equity shares in consideration to the demerger of the Demerged Undertaking of the Demerge Company into Resulting Company in the following manner:
"For every 4 (four) equity shares of face value of Rs. 10/- each held in the Demerged Company, as on the Record Date, every equity shareholder of the Demerged Company shall without any application, act or deed, be entitled to receive 1 (one) equity share of face value of R,. 1 0/- each of the Resulting Company, credited as fully paid up"

3.2. The Board of Directors has also adopted the Report on Share Entitlement Ratio issued by M/s. S. S. Kothari Mehta & Co., Chartered Accountants, Firm Regn. No. 000756N and Fairness Opinion issued by M/s 3Dimension Capital Services Limited, SEBI registered Merchant Banker (Regn. No. INM000012528) on the said Report on Share Entitlement Ratio indicating that share entitlement ratio provided in Report on Share Entitlement Ratio is fair reasonable, recommended and approved by Audit Committee of the Company in its meeting.

4. Effect of Draft Scheme on stakeholders of Resulting Company:

S. No.	Particulars	Effect
1.	**Key Managerial Personnel**	No effect, the present key managerial personnel shall continue to as act as key managerial personnel in the Resulting Company.

JINDAL PHOTO IMAGING LIMITED

CIN: U22222UP2011PLC103611

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2.	**Directors**	No effect, the present directors of the Resulting Company shall continue to act as directors in the Resulting Company.
3.	**Promoters Equity Shareholder**	Not applicable, the Resulting Company is a wholly owned subsidiary of Demerged Company. The promoters of the Demerged Company shall become the promoters of the Resulting Company.
4.	**Non-promoter Equity members**	Not applicable. The non-promoters shareholders of the Demerged Company shall become the shareholders of the Resulting Company.
5.	**Employees**	No effect, as the present employees of the Resulting Company shall continue to be the employees of the Resulting company.
6.	**Secured Creditors**	No effect, as there is no secured creditors in the Resulting Company.
7.	**Unsecured Creditors**	No effect, the unsecured creditors of the Company shall continue to be unsecured creditors of the Company.
8.	**Depositors**	No effect, as there is no deposit holder in the Resulting Company.
9.	**Debenture Holders**	No effect, as there is no debenture holder in the Resulting Company.

5. **Adoption of the report by board of directors of Resulting Company:**
The Board of Directors have unanimously adopted this report after noting and considering the information set forth in this report.

For **Jindal Photo Imaging Limited**

Sanjiv Kumar Agarwal
Director
DIN:01623575
Address: FE-35, THIRD FLOOR SHIVAJI ENCLAVE, RAJOURI GARDEN NEW DELHI 110027

Place: New Delhi
Date: 12.11.2018

Singhi & Co.

Chartered Accountants

Annexure G

Unit No. 1704, 17th Floor, Tower B, World Trade Tower, DND FLyway, C-01, Sector 16, Noida-201301, Delhi-NCR (India) | Ph:(0120) 2970005 Mob. 9205575996
E-mail : newdelhi@singhico.com | Website : www.singhico.com

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF JINDAL POLY FILMS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of Jindal Poly Films Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with relevant rules issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken in to account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Singhi & Co.

Chartered Accountants

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matter

The standalone financial statements of the Company for the year ended March 31, 2017 has been audited by previous auditor who expressed and unmodified opinion on May 25, 2017.

Our Opinion is not modified in respect of above matter.

Report on Other Legal and Regulatory Requirements

As required by Section143 (3) of the Act, we report that:

1. As required by the Companies' (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A statements on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

2. (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

   (b) In our opinion, proper books of accounts required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Balance Sheet, the Statement of Profit and Loss, the Statement of Change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section133 of the Act, read with relevant rules issued there under.

   (e) On the basis of written representations received from the directors as on 31st March'2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.

   (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

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(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 37 of the standalone Financial Statements.

b. The Company has made provision, wherever required under the applicable law or accounting standards, for material foreseeable losses, on long term contracts including derivative contracts.

c. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: May 15,2018

Singhi & Co.

Chartered Accountants

Annexure-A to the Auditor's Report

Annexure referred to in paragraph 1 of our report of even date on the other legal and regulatory requirements (Re: Jindal Poly Films Limited)

(i)(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The Company has a regular programme of physical verification of its property, plant and equipment by which property, plant & property are verified in a phased manner over a period of three years. In accordance with this programme, property, plant and equipment were not verified during the year. In our opinion, the periodicity of physical verification is reasonable having regard of the size of the company and nature of its assets.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties included in fixed assets are held in the name of the Company except free hold land having gross value of Rs. 32.69 Lacs for which registration in the name of the company is pending.

(ii) The management has conducted physical verification of inventories except stock in transit, during the year at reasonable interval and no material discrepancies were noticed on such physical verification.

(iii) During the year, the Company has granted unsecured loan to three wholly owned subsidiary companies and one subsidiary company covered in register maintained under section 189 of the Companies Act, 2013. The terms and conditions on which loans were granted were not, prima facie, prejudicial to the interest of the Company. The Company has stipulated schedule of repayment of principal including interest thereon. Accordingly, payment of principal and interest is regular. In respect of balance of trade advance of Rs 8385.38 Lacs given to a company covered in the register maintained under section 189 of the Companies Act,2013 pursuant to power purchase agreement which was converted into loan in earlier year on cancellation of power purchase agreement, no schedule of repayment of principal and payment of interest has been stipulated. The Company has not granted any loan to firms, Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with provisions of section 186 of the Companies Act, 2013 with respect of loan granted and guarantee given during the year. According to information and explanation given by the management no loan given, investment made, guarantee and security provided under section 185 and investment made or security provided under section 186 of the Companies Act, 2013 during the year.

(v) The Company has not accepted any deposit covered under section 76 of the Companies Act'2013 during the year. Therefore, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

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Chartered Accountants

(vii)(a) According to the records of the Company, the Company is generally regular in depositing amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee's State Insurance, Income-tax, Sales-tax, Service Tax, Duty of customs, Duty of excise, Value Added Tax, Cess and other material statutory dues with the appropriate authorities. There was no undisputed outstanding statutory due as at the yearend for a period of more than six months from the date they became payable.

(b)According to the records of the Company there are no dues outstanding on account of Income-tax, Sales-tax, Value Added Tax, Service Tax, Duty of customs, Duty of excise and Cess on account of any dispute except the followings:

Name of Statue	Nature of Dues	Period to which it relates	Amount (Rs. in Lacs)*	Forum where dispute is pending
The Income Tax Act, 1961	Disallowance of expenses and deduction	1995-96	11.20	Assessing Officer GZB
	Disallowance of expenses and depreciation	1999-20	391.45	CIT (A) GZB
	Disallowance of expenses	2006-07 to 2009-10	68.57	ITAT, Delhi
	Claim under section 80 IB reduced due to shifting of expenses	2005-06	68 73	ITAT, Delhi
	Disallowance u/s 14A & Sales Tax Subsidy	2013-14	172.55	CIT (A) Delhi
Sales Tax Act	Disallowance of Export Sales	1992-93 to 1993-94	28.16	Sales Tax Tribunal
	Non-presentation of Waybill	2014-15	1.06	Sales Tax Tribunal
The Custom Act, 1962	Against EPCG and Import of material	2002-03 to 2016-17	288.58	CESTAT, Mumbai & Commissioner Appeal
The Finance Act, 1994	Disallowance of Service Tax Credit	2011-12	124.99	CESTAT, Mumbai
	Disallowance of Service tax credit	2006-07 to 2010-11	0.11	Asst. Commissioner, Nashik
	Disallowance of service tax credit	2011-2015	473.05	Commissioner, Nashik
	Service Tax on Directors remuneration	2012-13 to 2014-15	100.94	Commissioner (Appeals)
	Demand of service tax on consultant payment	2011-12	97.17	CESTAT, Mumbai
	Service tax on GTA	2010-11	4.82	CESTAT, AHMD & AO (A), SILVASA
The Central Excise Act, 1944	Duty on goods sold	2007-08	6.60	CESTAT, Chandigarh.
	Penalty	2002-03	110.85	Commissioner, Nashik
	Dispute on assessable value	2005-06 to 2009-10	229.70	CESTAT, Chandigarh.
	Dispute on duty	2011-12	35.67	CESTAT, Ahmadabad
	Disallowance of Cenvat Credit	2010-11	76.79	Hon'ble High court Allahabad
	Disallowance of Cenvat	1998-99	89.82	CESTAT, Delhi
	Duty on import	2002-03	366	Hon'ble Supreme Court

* net of payments.

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Chartered Accountants

(viii) The Company has not defaulted in repayment of dues to banks. The Company did not have any borrowing from any financial institution or Government and dues to debenture holders.

(ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Further in our opinion and explanations given to us, term loans were applied for the purpose for which loans were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the standalone financial statements and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company by its officers and employees has been noticed or reported during the year.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with directors. Therefore, the provisions of clause 3(xv) of the Order are not applicable.

(xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Therefore, the provisions of clause 3(xvi) of the Order are not applicable.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: May 15,2018

Singhi & Co.
Chartered Accountants

Annexure - B to the Auditor's Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Jindal Poly Films Limited ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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Singhi & Co.

Chartered Accountants

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India however same need to be further strengthened.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

B. K. Sipani
Partner
Membership No. 088926

Place: New Delhi
Date: May 15,2018

Jindal Poly Films Limited

Standalone Balance Sheet as at 31st March 2018

Rs in Lacs

	Note	As at 31st March 2018	As at 31st March 2017
Assets			
(1) Non Current Assets			
(a) Property, Plant and Equipment	3	1,76,016.33	1,78,439.58
(b) Capital work-in-progress	3	1,483.52	1,264.42
(c) Intangible Assets	3	181.32	233.17
(d) Financial Assets			
(i) Investments	4	49,652.49	65,650.36
(ii) Other Financial Assets	5	166.14	160.80
(e) Other Non Current Assets	6	3,140.23	2,373.02
Total Non Current Assets		**2,30,640.03**	**2,48,121.35**
(2) Current Assets			
(a) Inventories	7	41,926.02	32,529.76
(b) Financial Assets			
(i) Investments	8	22,283.48	19,134.03
(ii) Trade Receivables	9	14,078.39	10,029.61
(iii) Cash and Cash Equivalents	10	3,022.87	2,040.47
(iv) Bank Balances other than (iii) above	11	5,619.30	2,454.10
(v) Loans	12	9,406.34	9,142.01
(vi) Other Financial Assets	13	225.73	308.64
(c) Current Tax Assets (Net)	14	4,247.96	4,591.85
(d) Other Current Assets	15	24,070.56	26,563.14
Total Current Assets		**1,24,880.64**	**1,06,793.61**
Total Assets		**3,55,520.67**	**3,54,914.96**
Equity And Liabilities			
(1) Equity			
(a) Equity Share capital	16	4,378.64	4,378.64
(b) Other Equity		1,77,095.68	1,76,020.47
Total Equity		**1,81,474.32**	**1,80,399.12**
(2) Non Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	48,409.57	67,823.35
(b) Provisions	18	84.89	261.80
(c) Deferred Tax Liabilities (Net)	19	21,186.22	21,055.79
(d) Other Non Current Liabilities	20	19,513.10	15,350.60
Total Non Current Liabilities		**89,193.78**	**1,04,491.54**
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	32,696.80	21,357.62
(ii) Trade Payables	22	23,453.24	19,937.91
(iii) Other Financial Liabilities	23	20,693.78	19,192.19
(b) Other Current liabilities	24	8,008.75	8,688.13
(c) Provisions	25	-	848.45
Total Current Liabilities		**84,852.57**	**70,024.30**
Total Equity and Liabilities		**3,55,520.67**	**3,54,914.96**

Summary of Significant Accounting Policies	1-2		
Other Notes on Financial Statements	36-54		

The accompanying notes are an integral part of the Financial Statements

For and on behalf of the Board of Directors

As per our report of even date annexed
For Singhi & Co
Chartered Accountants
Firm Registration No : 302049E

B K Sipani
Partner
M No : 088926

Place: New Delhi
Date: 15th May 2018

Rathi Binod Pal
(Whole Time Director)
DIN - 00092049

Sanjeev Saxena
(Whole Time Director)
DIN 07899506

D S Rawat
(VP Accounts)

Sanjeev Kumar
(Company Secretary)
ACS 18087

Vinay Jindal
(Chief Financial Officer)

SINGHI & CO NOIDA DELHI NCR Chartered Accountants

Jindal Poly Films Limited

Standalone Statement of Profit and Loss for the Year ended 31st March 2018

Rs in Lacs

		Note	For the year ended 31st March 2018	For the year ended 31st March 2017
I. REVENUES				
	Revenue from Operations	26	3,01,499.47	2,87,110.83
	Other Income	27(a)	2,605.36	2,602.85
	Other Gains/(Losses), Net	27(b)	4,299.27	3,499.60
Total Revenue (I)			**3,08,404.10**	**2,93,213.28**
II. EXPENSES				
	Cost of Materials Consumed	28	2,01,161.24	1,77,691.25
	Purchase of Stock-in-Trade (including Electricity)		1,482.90	809.13
	Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	29	(5,210.01)	(2,210.28)
	Excise Duty		6,447.41	27,905.04
	Employee Benefits	30	8,469.09	7,813.46
	Finance Costs	31	6,109.84	5,757.17
	Depreciation and Amortization	32	10,204.82	9,828.96
	Other Expenses	33	58,880.52	52,529.88
Total Expenses (II)			**2,87,545.81**	**2,80,124.61**
III.	**Profit before Exceptional Items and Tax (I - II)**		**20,858.29**	**13,088.67**
IV.	Exceptional Items gain / (loss)	34	(18,425.81)	1,653.23
V.	**Profit Before Tax (III + IV)**		**2,432.48**	**14,741.90**
VI.	Tax Expense			
	(i) Current Tax	48	4,165.06	2,694.10
	(ii) Deferred Tax	19	(3,186.02)	2,572.37
	Total Tax Expenses		979.04	5,266.47
VII	**Profit for the Year (V - VI)**		**1,453.44**	**9,475.43**
VIII	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss			
	- Remeasurements of post employment benefit obligations		94.56	(154.54)
	- Tax on above		(34.93)	53.66
	Other Comprehensive Income for the year, net of tax		59.63	(100.88)
IX	**Total Comprehensive Income For the year (VII + VIII)**		**1,513.07**	**9,374.55**
X	**Earnings per Equity Share (Face Value of Rs 10/- each)**			
	Basic (in Rs.)	35	3.32	21.64
	Diluted (in Rs.)	35	3.32	21.64

Summary of Significant Accounting Policies	1-2
Other Notes on Financial Statements	36-54

The accompanying notes are an integral part of the Financial Statements

For and on behalf of the Board of Directors

As per our report of even date annexed
For Singhi & Co
Chartered Accountants
Firm Registration No : 302049E

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

B K Sipani
Partner
M No : 088926

Place: New Delhi
Date: 15th May 2018

Rathi Binod Pal
(Whole Time Director)
DIN - 00092049

Sanjeev Saxena
(Whole Time Director)
DIN 07899506

D S Rawat
(VP Accounts)

Sanjeev Kumar
(Company Secretary)
ACS -18087

Vinay Jindal
(Chief Financial Officer)

Jindal Poly Films Limited

Standalone Statement of Changes in Equity for the year ended 31st March 2018.

Rs in Lacs

Equity Share Capital

Particulars	As at 31st Mar 2016	Changes in equity share capital	As at 31st Mar 2017	Changes in equity share capital	As at 31st Mar 2018
Equity Share Capital	4,378.64	-	4,378.64	-	4,378.64

Other Equity

Particulars	Reserve & Surplus						Other Comprehensive Income	Total Other Equity
	Capital Reserve	Securities Premium Reserve	Capital Redemption Reserve	Amalgamation Reserve	General Reserve	Retained Earnings	Remeasurements of post employment benefit obligations	
Balance as at 31st Mar 2016	6,469.05	21,069.36	11,518.62	4,228.32	42,306.99	81,634.09	(53.70)	1,67,172.93
Profit For the Year						9,475.43		9,475.43
Other Comprehensive Income For the Year						-	(100.88)	-100.88
Total Comprehensive Income For the Year	-	-	-	-	-	9,475.43	(100.88)	9,374.55
Dividends Declared and Paid for financial year 2015-16						437.86		437.86
Dividend Distribution Tax Paid						89.14		89.14
Balance as at 31st March 2017	6,469.05	21,069.36	11,518.62	4,228.32	42,306.99	90,582.51	(154.58)	1,76,020.47
Profit For the Year						1,453.44		1,453.44
Other Comprehensive Income For the Year						-	59.63	59.63
Total Comprehensive Income For the Year	-	-	-	-	-	1,453.44	59.63	1,513.07
Dividends Declared and Paid for financial year 2016-17						437.86		437.86
Dividend Distribution Tax Paid						-		-
Balance as at 31st March 2018	6,469.05	21,069.36	11,518.62	4,228.32	42,306.99	91,598.09	(94.95)	1,77,095.68

The Board of Directors of the Company, in its meeting held on 15th May 2018 has recommended dividend of Rs 1 per equity share aggregating Rs 527.86 Lacs including corporate dividend tax of Rs 90 Lacs for the financial year ended 31st March 2018 and same is subject to approval of shareholders at the ensuing Annual General Meeting and as per Ind AS, has not been shown as a liability in the financial statements for the year ended 31st March 2018.

Capital Reserve: Represents the difference of surplus of book value of net assets and aggregate of face value of equity shares allotted by the Company to the shareholders of the Demerged Undertaking (Manufacturing Division) of Jindal Photo Limited on merger with the Company and can be utilized in accordance with the provisions of the Companies Act, 2013.

Securities Premium Reserve: Represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013.

Capital Redemption Reserve: Represents redemption of preference shares in earlier years and can be utilised in accordance with the provisions of the Companies Act, 2013.

Amalgamation Reserve : Represents difference between nominal issue price of shares and value of net assets of transferee companies, pursuant to the scheme of amalgamation in the year 1999-2000 and can be utilised in accordance with the provisions of the Companies Act, 2013.

General Reserve: Represents an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013.

Retained Earnings: Represents the cumulative profits of the Company, less any transfers to general reserve, dividends or other distributions paid to shareholders and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Remeasurements of Post Employment Benefit Obligations: Represents differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss.

The accompanying Notes are an integral part of the Financial Statements

For and on behalf of the Board of Directors

As per our report of even date annexed
For Singhi & Co
Chartered Accountants
Firm Registration No.: 302049E

B K Sipani
Partner
M No. 088926

Place: New Delhi
Date: 15th May 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Rathi Binod Pal
(Whole Time Director)
DIN - 00092049

Sanjeev Saxena
(Whole Time Director)
DIN 07899508

D S Rawat
(VP Accounts)

Sanjeev Kumar
(Company Secretary)
ACS -18087

Vinay Jindal
(Chief Financial Officer)

Jindal Poly Films Limited

Standalone Statement of Cash Flow For The Year Ended 31st March 2018

Rs in Lacs

		For the Year Ended 31st March 2018		For the Year Ended 31st March 2017	
A.	**Cash Inflow/(Outflow) From Operating Activities**				
	Net Profit Before Tax	**2,432.48**		**14,741.90**	
	Adjustments for:				
	Depreciation and Amortisation	10,204.82		9,828.96	
	Amortisation of Deferred Government Grant	(976.62)		(656.51)	
	Net gain/(loss) on disposal/ discard of property, plant and equipment	(27.27)		981.90	
	Gain on sale of Investment in Mutual Fund Units (net)	(537.64)		673.59	
	Loss on sale of Non Current Investments	-		(196.10)	
	Gain on Foreign Currency Transactions and Translations (net)	575.44		(1,653.23)	
	Finance Costs	6,109.84		5,757.17	
	Interest Income	(1,143.54)		(1,435.06)	
	Provision no longer required written back	-		(1,245.02)	
	Investment Written Off	70.00		-	
	Fair Value Adjustments on Financial Assets (net)	15,092.96		348.31	
	Dividend Received from Overseas Subsidiary	(478.32)		-	
	Operating Profit before Working Capital Changes	**31,322.16**		**27,145.91**	
	Adjustments for :				
	Trade and Other Receivables	3,758.55		4,247.57	
	Inventories	(9,396.26)		(3,675.89)	
	Trade and Other Payables	3,580.45		4,871.96	
	Cash generated from Operations	**29,264.90**		**32,589.54**	
	Direct Tax Paid (Net of refund received)	(441.52)		(1,578.49)	
	Net cash generated/ (used in) from Operating Activities		**28,823.38**		**30,056.05**
B.	**Cash Inflow/(Outflow) From Investing Activities**				
	Purchase of Property, Plant & Equipments and Intangible Assets	(8,894.12)		(9,769.14)	
	Sales Proceeds of Property, Plant & Equipments	236.87		1,237.05	
	Amount received from Industrial Promotion Subsidy under Mega Project	906.72		9,149.17	
	Purchase of Investments in Mutual Fund Units	(13,265.89)		(26,945.66)	
	Sale of Investments (redemption of Mutual Fund units)	11,489.12		9,983.52	
	Movement in Fixed Deposits	(3,165.20)		3,651.20	
	Dividend Received from Overseas Subsidiary	478.32		-	
	Interest Received	1,111.87		1,532.57	
	Loan Given to related parties	(6,534.15)		(11,428.67)	
	Loan Realised from related parties	6,321.96		3,205.00	
	Net Cash generated/ (used in) investing activities		**(11,314.49)**		**(19,364.96)**
C.	**Cash Inflow/(Outflow) From Financing Activities**				
	Proceeds / (Repayments) of Long Term Borrowings (Net)	(20,262.29)		8,129.48	
	Proceeds / (Repayments) of Short Term Borrowings (Net)	11,631.12		(11,581.98)	
	Dividend paid (including Dividend Tax)	(443.17)		(523.99)	
	Interest Paid	(6,714.82)		(5,911.63)	
	Net Cash generated/ (used in) From Financing Activities		**(15,789.15)**		**(9,888.12)**
	Net Increase/(Decrease) In Cash And Cash Equivalents (A+B+C)		**1,719.74**		**782.97**
	Opening Balance of Cash and Cash Equivalents		**1,303.14**		**520.16**
	Closing Balance of Cash and Cash Equivalents		**3,022.88**		**1,303.14**
	Cash & Cash Equivalents Comprise				
	Cash on Hand		2.68		5.52
	Balance with Scheduled Banks in Current Accounts		3,020.19		2,034.95
	Less : Banks Overdrafts Payable on Demand		-		737.33
			3,022.87		**1,303.14**

Notes (i) Figures in bracket represent outflows.

(ii) The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard 7

(iii) Additional disclosure required under amendment to Ind AS 7 effective April 1, 2017, refer Note 44

The accompanying Notes are an Integral Part of the Financial Statements

As per our report of even date annexed

For Singhi & Co

Chartered Accountants

Firm Registration No : 302049E

B K Sipani

Partner

M No. 088926

Place: New Delhi

Date: 15th May 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

For and on behalf of the Board of Directors

Rathi Binod Pal

(Whole Time Director)

DIN - 00092049

Sanjeev Saxena

(Whole Time Director)

DIN 07899506

D S Rawat

(VP Accounts)

Sanjeev Kumar

(Company Secretary)

ACS -18087

Vinay Jindal

(Chief Financial Officer)

Jindal Poly Films Limited
Notes to the Standalone Financial Statements

1 Company Information

Jindal Poly Films Limited ("the Company") is a leading producer of Polyester (BOPET) and BOPP films (plain, metalized and coated) which are mainly used in the flexible packaging industry. The Company's manufacturing facility at Nasik is the world's single largest location factory for producing these packaging films. The manufacturing units are amongst the most modern facilities available and are capable of producing high quality products. Company is also engaged in manufacturing of Photographic Products and Nonwoven Fabric products with plant located in Dadri & Sambha and Nasik respectively.

The Company is limited by shares, incorporated and domiciled in India and the equity shares of the Company are listed on the Indian Stock Exchanges i.e. National Stock Exchange & Bombay Stock Exchange.

2 Summary of Significant Accounting Policies

2.1 Basis of Preparation and Measurement

Statement of Compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.
These standalone financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

These financial statements were authorised for issue by the board of directors on their meeting held on May 15, 2018.

Historical Cost Conventions and Fair Value

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.

- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Jindal Poly Films Limited
Notes to the Standalone Financial Statements

- **Level 1** inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;

- **Level 2** inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and

- **Level 3** inputs are unobservable inputs for the asset or liability.

Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company).and rounded off to the nearest Lacs with two decimals, unless otherwise stated.

2.2 Classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:
- Expected to be realised/settled (liabilites) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets/liabilities.
The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.3 Accounting Estimates & Judgements and key sources of estimation uncertainty

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:
• Propery Plant & Equipments (estimate useful life);
• Intangible assets (estimate useful life)
• Impairment testing (if and when applicable)
• Provision inventories (obsoleteness / lower net realizable value)
• Allowances For Credit Losses
• Provision for employees' post employment benefits (actuarial assumptions)
• Lease (Finance Lease)

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets.

The management of the Company believe that the inventory balances on hand could be sold to the third parties at the disclosed value taking into consideration the condition of inventories held and current conditions in the market.

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of trade receivables at 31st March 2018. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

The provisions for defined benefit plans have been calculated by a local (external) actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. Management believes that the mortality tables used are general acceptable mortality tables the countries involved. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

2.4 Operating Segments.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Operating segments comprise Packaging Films, Photographic Products and Nonwoven Fabrics being performance measure of the Company, as required under Ind AS 108 (Operating Segments). The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Operating Segments are identified based on the nature of products, the different risks and returns, being the performance measure of the Company. Further disclosure of segments based on geography by location of customers i.e. in India and outside India has been made. Inter-segment revenue have been accounted for based on the transaction price agreed to between the segments, which is primarily market based.

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Jindal Poly Films Limited
Notes to the Standalone Financial Statements

2.5 Inventories

Inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials is determined on FIFO basis, cost of finished goods, process chemicals, stores, packing materials are determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Non usable wastes are valued at net realizable value. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.

2.6 Property, Plant and Equipment

Property, Plant and Equipment held for use in the production or supply of goods, or for administrative purposes are stated at historical cost or deemed cost less accumulated depreciation and any accumulated impairment losses, if any. Property, plant and equipment acquired in a business combination are recognised at fair value or at carrying cost for acquisition under common control, as the case may be. Cost comprises of purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

2.7 Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any.

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Chartered Accountants

Jindal Poly Films Limited
Notes to the Standalone Financial Statements

2.8 Expenses on new projects, substantial expansion and during construction period

Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure incurred during the construction period, which is not related to the construction activity nor is incidental thereto is charged to the Statement of Profit & Loss. Income earned during construction period is deducted from the total of the indirect expenditure. Expenditure/ income arising during trial run is added to/ reduced from capital work-in-progress.

2.9 Impairment of Assets

Assets (other than inventories and deferred tax assets) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.10 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other expenses attributable to the liabilities of a disposal unit classified as held for sale, continue to be recognised.

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Jindal Poly Films Limited
Notes to the Standalone Financial Statements

2.11 Depreciation and Amorisation

Depreciation on property, plant and equipment has been provided on straight-line basis over the estimated useful life as prescribed under Schedule II to the Companies Act, 2013 or as per estimated useful life re-assessed by the Company. Following useful life has been considered for providing depreciation:

Name of Assets	Useful life
Factory Buildings	30 Years
Non Factory Buildings	60 Years
Plants & Machineries	15-30 Years
Furniture and Fixtures	10 Years
Office Equipment	5 Years
Computers	3 Year
Vehicles	8-10 Years

Property, Plant and Equipment's residual values, estimated useful lives are reviewed at each balance sheet date and changes, if any, are treated as changes in accounting estimates.
Intangible assets are amortised over their estimated useful economic lives on straight line basis. Estimated useful life of the software is considered as 6 years. Premium on Leasehold Land is amortised over the period of lease tenure.
Freehold Land and Capital Work in Progress are not depreciated.

2.12 Leases

Operating Leases

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the excepted inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

Finance Lease

Leases are classified as finance leases when according to terms of lease, the lessee assumes all principal risks and rewards incident to ownership of the leased assets. The lower of the fair value of the assets and the present value of the minimum lease rental is recorded as property, plant & equipment with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to statement of profit and loss as finance cost.

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2.13 Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

(a) Classification

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(b.1) Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in profit and loss using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in profit and loss using the effective interest rate method.

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

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(b.2) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

(b.3) Trade Receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expect to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component. Loss allowance for expected life time credit loss is recognized on initial recognition.

(b.4) Derivative Financial Instruments

The Company uses derivative financial instruments i.e. Forward Contracts to hedge its risks associated with foreign exchange fluctuations. These derivative financial instruments are used as risk management tools only and not for speculative purposes. The fair values of these derivative financial instruments are recognized as assets or liabilities at the balance sheet date and gain/loss is recognised in statement of profit and loss.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(c) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 47 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(d) Derecognition of financial assets

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

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(e) Offsetting financial instruments

Financial assets and liabilities are being offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(f) Income recognition

(f.1) Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

(f.2) Dividends

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

2.14 Financial Liabilities

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

Subsequent measurement

Financial liabilities are subsequently measured at amortised cost using the EIR method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.

Derecognition

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

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2.15 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

For the purposes of the Statement of Cash Flow, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

2.16 Borrowings

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

2.17 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period.

2.18 Product warranties

The company gives warranties on certain products and services relating to its photographic division to repair or replace the items that fails to perform satisfactorily during the warranty period. Provisions are made towards expected cost of meeting such obligations of rectification/replacement. Warranty provisions are made for expected future cash outflows and computed on total sales made during the year, based on past experience.

2.19 Employee Benefits

(i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

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(ii) Post-Employment Benefits

(a) **Defined Contribution Plans**

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the statement of profit and loss during the period during which the employee renders the related service.

(b) **Defined Benefit Plans**

The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

(d) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

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2.20 Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc. Amounts disclosed as revenue are inclusive of excise duty, wherever applicable.

Sale of Products

The Company recognizes revenue from sale of goods when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and significant risks and rewards of ownership have been transferred to the customer. The Company is engaged in the business of manufacturing & sales of various types of packaging films, photographic products and Nonwoven Fabric Products of various dimensions and grades. As per the Company's usual policy, the low graded/surplus stock of films are sold at special discounted prices and such discounts are adjusted in unit sale price. No element of financing is deemed present in the sales.

Revenue from trading of electricity (as permitted by Trade Licence issued by The Central Electricity Regulatory Commission) is accounted based on rates in The IEX (The Indian Energy Exchange) and is inclusive of trading margin (as applicable), as billed to the buyer.

Sale of Services

Sales of Services comprises of revenue from maintenance contracts and same are recognised pro-rata basis over the period of the contract as and when services are rendered.

2.21 Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is recognized in the income statement on the date the entity's right to receive payments is established.

The Company has elected to present gains or losses arising from fair value adjustments of financial instruments, gains or losses on disposal of property, plant and equipment, gain or losses from disposal/redemption of investments, amortisation of deferred government grants and regular foreign currency transactions/translations as a separate line item "other gains/(losses) - net" on the face of the statement of profit and loss as permitted in para 85 of Ind AS 1.

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2.22 Export Benefits

Export incentives in the form of Duty Draw back benefit is accounted for on accrual basis and treated as income from operations.

Advance licenses obtained against actual export made are being accounted on accrual basis based upon difference between domestic and imported raw material prices prevailing at the end of the period and is adjusted to raw material cost.

2.23 Government Grants

Grants/Subsidy from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

(i) Government grants not related to acquisition of property, plant & equipment are initially carried by setting up these grants as Deferred Government Grants in Non-Current Liabilities/Current Liabilities and amortised/recognised in the statement of profit and loss on straight line method and disclosed in Other Income (other gains/(losses)).

(ii) Government grants related to acquisition of property, plant & equipment are initially carried by setting up these grants as Deferred Government Grants in Non-Current Liabilities/Current Liabilities and amortised/recognised in the statement of profit and loss on straight line method and netted off from depreciation expenses.

2.24 Claims and Benefits

Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

2.25 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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2.26 Foreign currency transactions and translation

Transactions in foreign currencies are recorded in functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception for exchange differences on foreign currency borrowings relating to qualifying assets under construction are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measures at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.27 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest rate method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

2.28 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.29 Earnings Per Share

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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2.30 Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination comprises the fair values of the assets transferred, liabilities incurred to the former owners of the acquired business, equity interests issued by the Group and fair value of any assets or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values. However, certain assets and liabilities i.e. deferred tax assets or liabilities, assets or liabilities related to employee benefit arrangements, liabilities or equity instruments related to share-based payment arrangements and assets or disposal groups that are classified as held for sale, acquired or assumed in a business combination are measured as per the applicable Ind AS.

Measuring Goodwill or a gain from Bargain Purchase

The excess/(short) of the sum of the consideration transferred and the acquisition-date fair value of any previous equity interest in the acquired entity over the acquisition-date fair value of the net identifiable assets (net of identifiable assets acquired and liabilities assumed/contingent consideration) acquired is recognised as goodwill/(bargain purchase gain). Any gain on a bargain purchase is recognised in other comprehensive income and accumulated in equity as Capital Reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase, otherwise the gain is recognised directly in equity as Capital Reserve.

Contingent Consideration

Any contingent consideration is measured at fair value at the date of acquisition.

The Company would classify an obligation to pay contingent consideration that meets the definition of a financial instrument as a financial liability or as equity. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of contingent consideration are recognised in statement of profit and loss.

When a business combination is achieved in stages, any previously held equity interest in the acquiree is remeasured at its acquisition-date fair value and the resulting gain or loss, if any, is recognised in statement of profit and loss or other comprehensive income, as appropriate.

Business Combination under Common Control

Common control business combination means a business combination involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts.

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Ind AS Amendment Issued, but not yet effective

Standards/ amendments issued but not yet effective up to March 31, 2018 are as follows. The Company intends to adopt these standards when they become effective.

IND AS 115: Revenue from Contracts with Customers

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying Ind AS 115, 'Revenue from Contracts with Customers'. The Standard is applicable to the Company with effect from 1st April, 2018.

Revenue from Contracts with Customers Ind AS 115 establishes a single comprehensive model for entities to use in accounting for revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition standard Ind AS 18 Revenue, Ind AS 11 Construction Contracts when it becomes effective. The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:

- Step 1: Identify the contract(s) with a customer
- Step 2: Identify the performance obligation in contract
- Step 3: Determine the transaction price
- Step 4: Allocate the transaction price to the performance obligations in the contract
- Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. The Company is evaluating the possible impact of Ind AS 115 and will adopt the standard from 1st April, 2018.

Amendment to Ind AS 21 :

Appendix B to Ind AS 21, Foreign currency transactions and advance consideration: On March 28, 2018, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment will come into force from April 1, 2018. The Company is evaluating the requirements of the amendment and the effect on the financial statements will be given in due course.

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3. Property, plant and equipment

Rs in Lacs

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2017	Additions	Deletions	As at 31 March 2018	As at 1st April 2017	Additions	Deletions	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018
Tangible Assets										
Freehold land	732.83	-	22.39	710.44	-	-	-	-	732.83	710.44
Leasehold land	68.90	-	-	68.90	1.74	0.87	-	2.60	67.17	66.30
Factory Building	28,664.27	1,060.80	-	29,725.07	2,081.81	1,211.97	-	3,293.78	26,582.46	26,431.29
Other Building	2,175.35	-	52.51	2,122.85	88.50	127.20	17.00	198.69	2,086.86	1,924.15
Plant and equipment	1,63,467.65	7,145.56	2,263.67	1,68,349.54	15,391.40	8,926.05	2,115.66	22,201.79	1,48,076.26	1,46,147.76
Furniture and fixtures	210.72	36.09	5.15	241.66	63.51	26.99	4.92	85.58	147.21	156.08
Office equipments	343.01	6.51	6.47	343.05	109.77	59.88	6.11	163.54	233.24	179.51
Computer	387.60	36.62	1.99	422.23	176.99	101.11	1.80	276.30	210.60	145.93
Vehicles	449.86	22.90	23.54	449.22	146.90	68.06	20.62	194.34	302.96	254.88
Total	1,96,500.19	8,308.48	2,375.72	2,02,432.95	18,060.61	10,522.12	2,166.11	26,416.62	1,78,439.58	1,76,016.33
Capital work-in-progress	1,264.42	8,352.27	8,133.17	1,483.52					1,264.42	1,483.52
Total	**1,97,764.62**	**16,660.75**	**10,508.90**	**2,03,916.47**	**18,060.61**	**10,522.12**	**2,166.11**	**26,416.62**	**1,79,704.00**	**1,77,499.85**
Previous Year	1,91,888.44	32,132.52	26,256.34	1,97,764.62	7,919.63	10,174.82	33.85	18,060.61	1,83,968.80	

Intangible Assets

Rs In Lacs

Particulars	Gross Carrying Amount				Accumulated Depreciation				Net Carrying Amount	
	As at 1st April 2017	Additions	Deletions	As at 31 March 2018	As at 1st April 2017	Additions	Deletions	As at 31 March 2018	As at 31 March 2017	As at 31 March 2018
Intangible Assets										
Softwares	282.91	6.21	-	289.12	49.73	58.06	-	107.80	233.17	181.32
Total	**282.91**	**6.21**	-	**289.12**	**49.73**	**58.06**	-	**107.80**	**233.17**	**181.32**
Previous Year	125.91	157.00	-	282.91	20.24	29.50	-	49.73	105.67	

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3.1 Leasehold Land includes 17 Canal land situated in Sambha (J & K), having original value of Rs. 25.50 Lacs (Previous Year Rs 25.50 Lacs), allotment for which has been unilaterally cancelled by J & K State Industrial Development Corporation Limited. The Company has filed an appeal before Hon'ble District Court for restoration of the lease in favour of the Company. The Management expects favourable decision, hence no adjustment done in the carrying value of the leasehold land.

3.2 Refer Note 15.1 and 17

3.3 Additional disclosure as per previous GAAP

Summary showing Original Book Value as per previous GAAP (comprising Original Cost and Accumulated Depreciation thereon) is as follows:

Property, plant and equipment **Rs in Lacs**

Particulars	As at 31 March 2017			As at 31 March 2018		
	Original Cost	Accumulated depreciation	Net Book Value	Original Cost	Accumulated depreciation	Net Book Value
Tangible Assets						
Freehold land	732.83	-	732.83	710.44	-	710.44
Leasehold land	78.15	10.99	67.17	78.15	11.85	66.30
Factory Building	37,400.67	10,818.21	26,582.46	38,461.47	12,030.18	26,431.29
Other Building	2,836.18	749.32	2,086.86	2,783.67	859.52	1,924.15
Plant and equipment	2,57,296.10	1,09,219.84	1,48,076.26	2,62,168.17	1,16,020.42	1,46,147.76
Furniture and fixtures	505.89	358.69	147.21	536.83	380.76	156.08
Office equipments	732.23	498.99	233.24	732.27	552.76	179.51
Computer	1,066.33	855.73	210.60	1,110.87	964.94	145.93
Vehicles	810.12	507.17	302.96	809.48	554.60	254.88
Total	3,01,458.52	1,23,018.94	1,78,439.58	3,07,391.36	1,31,375.03	1,76,016.33
Capital work-in-progress	1,264.42		1,264.42	1,483.52		1,483.52
Total	3,02,722.94	1,23,018.94	1,79,704.00	3,08,874.88	1,31,375.03	1,77,499.85

Intangible Assets

Particulars	As at 1st April 2017			As at 31 March 2018		
	Original Cost	Accumulated depreciation	Net Book Value	Original Cost	Accumulated depreciation	Net Book Value
Intangible Assets						
Softwares	287.36	54.19	233.17	293.57	112.25	181.32
Total	**287.36**	**54.19**	**233.17**	**293.57**	**112.25**	**181.32**

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3.4 Gross carrying amount as at 1st April 2017 includes assets acquired on amalgamation, pursuant to the scheme of amalgamation of Global Nonwovens Limited ("Amalgamating Company"), a wholly owned subsidiary with Jindal Poly Films Limited ("Amalgamated Company"). The scheme is effective from Appointed Date i.e. 1st April, 2015, accordingly figures of gross carrying book value and accumulated depreciation has been recasted giving effect of said amalgamation, for detail Refer Note 36.

Rs in Lacs

Particulars	Acquisition as at 1st April 2015 (Refer Note 36)	Net Book Value as at 31st March 2016	Net Book Value as at 31st March 2017
Factory Building		5,422.46	5,246.38
Plant and equipment		34,321.53	31,977.79
Vehicles	4.43	10.01	8.78
Furniture and fixtures	62.75	68.17	73.05
Office equipments	16.03	23.32	18.87
Computer	19.78	73.48	41.89
Softwares	10.68	79.64	63.33
Total	113.67	39,998.61	37,430.10
Capital work-in-progress	40,151.61	1.75	69.56
Total	40,265.28	40,000.36	37,499.66

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4 Investments — **Rs in Lacs**

Non Current Investments

	As at 31st March 2018			As at 31st March 2017		
	No of Shares	Face Value (Rs.)	Amount (in Lacs)	No of Shares	Face Value (Rs.)	Amount (in Lacs)
4.1 Equity Shares (Quoted)						
(measured at fair value through profit & loss)						
Garware Polyester Limited	100	10	0.15	100	10	0.12
Ester Industries Limited	500	5	0.34	500	5	0.23
			0.49			0.36
4.2 Equity Shares (Un Quoted)						
In Subsidiaries						
(measured at cost)						
Jindal Films India Limited	15,83,330	10	465.00	15,83,330	10	465.00
JPF Netherlands BV (refer note 4.2.1)			-	42,85,428	0.01 EURO	30.21
Jindal Packaging Trading DMCC	100	1000 AED	18.17	100	1000 AED	18.17
Jindal Imaging Limited	1,00,000	10	10.00	1,00,000	10	10.00
Jindal Photo Imaging Limited	50,000	10	5.00	50,000	10	5.00
Less:- Provision for impairment in value of Investments in Jindal Imaging Limited and Jindal Photo Imaging Limited			-13.86			-13.86
			484.31			514.52
4.3 Equity Shares (Un Quoted)						
In Associates						
(measured at cost)						
JPF Netherlands BV (refer note 4.2.1)	42,85,428	0.01 EURO	30.21			-
			30.21			-
4.4 Equity Shares (Un Quoted)						
Others						
(measured at fair value through profit & loss)						
Hindustan Powergen Limited (Merged with other entity, refer note 4.4.1)			-	6,50,000	10	70.00
			-			70.00
4.5 Preference Shares (Un Quoted)						
Zero % Redeemable Preference Shares						
(measured at amortised cost)						
Jindal India Powertech Limited (refer note 4.5.1)	26,35,90,000	10	25,007.28	26,35,90,000	10	25,007.28
Zero % Optionally Convertible Preference Shares						
(measured at fair value through profit & loss)						
Jindal India Powertech Limited, refer note 34.1	44,02,00,000	10	24,130.20	44,02,00,000	10	40,058.20
			49,137.48			65,065.48
			49,652.49			65,650.36

	31st March 2018	31st March 2017
Aggregate value of quoted Investments	0.49	0.34
Aggregate value of unquoted Investments	49,652.00	65,650.01
Aggregate Market Value of Quoted Investments	0.49	0.34
Impairment of Unquoted Investment	13.86	13.86

Notes

4.2.1 With the issuance of new shares by JPF Netherlands B V (JPF NL) to other investor, JPF NL ceased to be subsidiary of the Company w.e.f. 29th December 2017 (shareholding of Company in JPF NL has been reduced to 49.47%). The dilution of the Company's interest in JPF NL constituted a deemed loss of control of the Company's equity interest in said subsidiary. This has resulted in JPF NL being an associate of the Company w.e.f. 29th December 2017.

4.4.1 During the year. M/s Hindustan Powergen Limited has been merged with other entity due to effectiveness of the scheme of amalgamation. Pursuant to the scheme of amalgamation, shares of M/s Hindustan Powergen Limited have been cancelled but due to negative net worth, no shares or consideration been allotted in the surviving amalgamated entity, accordingly investment in the said company has been written off in the books of account.

4.5.1 In earlier years, Jindal Poly Films Limited (JPFL) has invested in Zero Percent Redeemable Preference Shares having carrying value as at 1st April 2017 of Rs. 25007.28 Lacs of Jindal India Powertech Limited (JIPL) which was the holding company of Jindal India Thermal Power Limited (JITPL). JPFL has considered investment in Zero percent Redeemable Preference Shares of Jindal India Powertech Limited as quasi capital under Ind AS 109 being investment in group entity. Accordingly amortised cost of effective portion of debt and equity has been segregated considering 12 % discounting rate as follows :

Debt Component	7,723.69	6,896.15
Equity Component	17,283.59	18,111.13
Total	25,007.28	25,007.28

In June 2017, the lenders of JITPL have invoked the pledged equity shares to the extent of 51 % equity capital and consequent thereof, JITPL ceased to be a subsidiary of JIPL. Lenders have further invoked 15 % pledged equity shares in the month of February 2018. In view of this development, JPFL shall make necessary adjustment in the value of investment, if any, after final outcome.

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Rs in Lacs

	As at 31st March 2018	As at 31st March 2017
5 Other Financial Assets		
Unsecured, Considered Good :		
Security Deposits	166.14	160.80
	166.14	160.80
6 Other Non Current Assets		
Unsecured, Considered Good :		
Capital Advances	3,116.16	2,348.95
Other Receivables - Related Parties	24.07	24.07
	3,140.23	2,373.02
7 Inventories		
Raw Material (includes Goods in Transit, refer note 7.2)	19,212.91	15,797.42
Work In Progress	10.79	36.12
Finished Goods	14,791.61	9,554.56
Stock in Trade	145.32	243.89
Scrap	337.11	240.25
Store, Spares and Tools	7,084.98	6,271.94
Packing Material	343.30	385.58
	41,926.02	32,529.76
7.1 Refer Accounting Policy 2.5 and Note 21		
7.2 Raw Material includes Goods in Transit	1,764.45	3,329.28

7.3 Raw Material includes semi processed material lying at Production floor.

7.4 Writte down of inventories Rs 187.35 Lacs (Previous year Rs Nil) due to quality deteroiation.

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8 Investments
Current Investments
(measured at fair value through profit & loss)

Rs in Lacs

Particulars	As at 31st March 2018		As at 31st March 2017	
	Units	Amount	Units	Amount
Investments in Mutual Fund Units				
Birla Sunlife Medium Term Plan Direct	77,29,896	1,756.17	77,29,896	1,618.31
Birla Sunlife Savings Fund Direct	1,88,521	648.37	-	-
Birla Sun Life Cash Plus - Growth Direct Plan	-	-	95,745	250.19
DSP Blackrock Liquidity Fund	20,169	501.27	-	-
DSP Blackrock Ultra Short Term Fund	40,057	5.11	83,98,000	1,000.00
Franklin India Ultra Short Term Bond Fund Direct	-	-	3,73,020	83.29
HDFC Medium Term Opportunities Fund	-	-	1,95,40,926	3,552.05
ICICI Prudential Corporate Bond Fund	38,41,101	1,086.65	38,41,101	1,010.65
ICICI Prudential Regular Savings Fund Direct	28,01,324	545.54	28,01,324	505.56
ICICI Prudential Savings Fund Direct	-	-	5,80,032	1,460.43
ICICI Liquid Plan-Direct -Growth	58,434	150.26	-	-
ICICI Pru Money Market Fund Direct	-	-	2,46,224	554.06
IDFC Corp. bond Fund	1,54,36,696	1,847.82	-	-
IDFC Ultra Short Term	8,30,420	205.92	-	-
Kotak Income Opportunities Fund	95,81,027	1,923.25	54,72,000	1,021.53
Kotak Medium Term Fund	68,52,507	1,027.19	-	-
Kotak Treasury Advantage Fund Direct	35,93,916	1,014.58	-	-
Kotak Bond (Short Term)	-	-	51,54,464	1,630.91
Reliance Banking & PSU Debt Fund	2,00,69,446	2,529.27	3,47,03,282	4,106.06
Reliance Banking & PSU Debt Fund Regular	40,53,703	507.95	-	-
Reliance Regular Savings Fund- Debt Direct	20,30,226	513.96	-	-
Reliance Medium Term Fund Direct	19,84,325	737.78	-	-
Tata Short term Bond Fund Direct	55,12,496	1,848.56	-	-
Tata Ultra short Term Fund Direct	47,581	1,264.23	-	-
Tata Short Term Bond Fund Direct	-	-	32,30,089	1,016.97
UTI Income Opportunities Fund Direct	60,91,989	1,028.56	-	-
UTI Short Term Income Fund	1,35,53,282	2,932.35	65,14,862	1,324.02
UTI Treasury Advantage Fund Direct	8,647	208.69	-	-
		22,283.48		**19,134.03**
Aggregate carrying amount of Unquoted Investment		-		-
Aggregate carrying amount of Quoted Investment		22,283.48		19,134.03
Aggregate market value of Quoted Investment		22,283.48		19,134.03

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Notes to the Standalone Financial Statements

Rs in Lacs

	As at 31st March 2018	As at 31st March 2017
9 Trade Receivables		
Unsecured, Considered Good :		
Receivables From Others (Refer Note 43.1)	11,331.41	8,143.16
Receivables From Related Parties (Refer Note 39)	2,746.98	1,886.45
	14,078.39	10,029.61

9.1 Trade Receivables are subject to balance confirmation.

9.2 Refer Note 21

	As at 31st March 2018	As at 31st March 2017
10 Cash and Cash Equivalents		
Balances with Banks in Current Accounts	3,020.19	2,034.95
Cash on hand	2.68	5.52
	3,022.87	2,040.47
11 Bank Balances other than (10) above		
Balances with Banks:		
- Unpaid Dividend Account (Earmarked)	20.41	29.94
- Fixed Deposits with original maturity of more than three months	5,598.89	2,424.16
	5,619.30	2,454.10

Fixed Deposits aggregating Rs 4748.18 Lacs (Previous Year : Rs 1983.98 Lacs) Pledged as Margin Money with Government Authorities/Banks.

	As at 31st March 2018	As at 31st March 2017
12 Loans		
Unsecured, considered Good		
Loans & Advances to Related Parties (including interest thereon Rs 781.22 Lacs (Previous Year Rs 727.09 Lacs)	9,406.34	9,142.01
	9,406.34	9,142.01
13 Other Financial Assets		
Unsecured, considered Good		
Interest Accrued on Deposits	127.56	233.99
Security Deposits	98.17	74.65
	225.73	308.64
14 Current Tax Assets (Net)		
Advance Income Tax (Net of Provision)	4,247.96	4,591.85
	4,247.96	4,591.85

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Rs in Lacs

	As at 31st March 2018	As at 31st March 2017
15 Other Current Assets		
Unsecured, considered Good		
Amount Receivable Under Package Scheme of Incentive (Refer Note 42.1)	11,409.36	9,202.63
Interest Subsidy Receivables (Refer Note 42.2 and 42.3)	3,287.12	2,686.79
Advances against Supplies	4,357.01	4,438.80
Balance with Custom, Central Excise, GST and State Authorities	1,859.74	6,082.97
Export Incentive Receivables	1,452.92	774.73
Prepaid Expenses	139.64	188.82
Non-Current Assets Held For Sale (at lower of the book value and net realisable value), Refer Note 15.1	84.00	-
Imprest to Employees	101.50	115.93
Claims and Other Receivables (Refer Note 15.2)	1,379.27	3,072.47
	24,070.56	26,563.14

15.1 The Management has proposed to disposed off certain plant and machineries, accordingly same has been classified as Non Current Assets Held for Sales and carried at estimated net realisable value aggregating Rs. 84 Lacs.

15.2 Includes receivables from related parties Rs 443.74 Lacs (Previous Year Rs. 192.38 Lacs)

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Note 16 : Equity Share Capital

Rs in Lacs

	As at 31st March 2018	As at 31st March 2017
Authorised		
150000000 (Previous Year : 150000000) Equity Shares of Rs 10 Each	15,000.00	15,000.00
30000000 (Previous Year : 30000000) Cumulative Redeemable Preference Shares Capital of Rs 10 Each	3,000.00	3,000.00
	18,000.00	18,000.00
Subscribed, Issued and Paid up		
43786413 (Previous Year : 43786413) Equity Shares of Rs 10 Each	4,378.64	4,378.64
	4,378.64	4,378.64

(a) **Reconciliation of the Number of Shares**

Equity Shares	As at 31st March 2018		As at 31st March 2017	
	Number of Shares	Amount (In Lacs)	Number of Shares	Amount (In Lacs)
Balance as at the beginning of the year	43786413	4,378.64	43786413	4,378.64
Add : Issued During the year	-	-	-	-
Balance as at the end of the year	43786413	4,378.64	43786413	4,378.64

(b) **Ordinary Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years.**

17387000 Equity Shares of Rs 10/- each, issued pursuant to the Scheme of Arrangement (being effective w.e.f. 1st April 2014) between Jindal Photo Limited (Demerged Company) and Jindal Poly Films Limited (Resulting Company), for demerger of Business of Manufacture, production, sale and distribution of photographic products of demerged company into the Resulting Company.

(c) **Shareholders holding more than 5 percent Equity shares of the Company**

Name of the Shareholders	As at 31st March 2018		As at 31st March 2017	
	Number of Shares	% Holding	Number of Shares	% Holding
Soyuz Trading Company Limited	12205344	27.87%	12205344	27.87%
Jindal Photo Investments Limited	11495410	26.25%	11495410	26.25%
Rishi Trading Company Limited	5224016	11.93%	5224016	11.93%

(d) **The Company has bought back following equity shares during last five years:**

Financial Year	Number of Shares
2012-2013	9,74,142
2013-2014	-
2014-2015	-
2015-2016	
2016-2017	-

(e) **Terms/ rights attached to Equity shares**

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend, however same is subject to the approval of the shareholders in the Annual General Meeting of the Company.

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Notes to the Standalone Financial Statements

Rs in Lacs

	Note	As at 31st March 2018	As at 31st March 2017
17 Borrowings			
(Non Current Borrowings)			
Non Current Portion			
Secured Borrowings From Banks			
Foreign Currency Loans	(i)	18,519.03	22,780.10
Rupee Loans	(ii)	15,405.63	18,584.13
Rupee Loans	(iii)	14,677.56	21,242.54
		48,602.22	62,606.77
Unsecured Borrowings			
Body Corporates		-	5,500.00
		-	5,500.00
Current Portion			
Secured Borrowings From Banks			
Foreign Currency Loans	(i)	6,503.34	7,123.58
Rupee Loans	(ii)	7,178.50	5,014.20
Rupee Loans	(iii)	3,826.00	3,976.00
		17,507.84	16,113.78
Total Borrowings		66,110.06	84,220.55
Less : Unamortised Cost of Borrowings		192.65	283.42
		65,917.41	83,937.13
Less : Current Maturities of Non Current Borrowings (disclosed in note 23)		17,507.84	16,113.78
Total Non Current Borrowings		48,409.57	67,823.35

Securities

(i) & (ii) Secured by First Pari passu Charge over immovable property including land and buildings and movable fixed assets of packaging films business of the Company, situated at village Mundegaon at village Mukane , Igatpuri, District Nasik in the state of Maharashtra " Nasik Plant".

(i) In addition to above, Foreign currency term loans aggregating Rs 9424.02 Lacs (Previous Year Rs. 9689.79 Lacs) are guaranteed by Euler Hermes Aktiengesellschaft, Germany.

(iii) Secured against first Paripasu charge on all Tangible Movable Assets and Immovable Assets of Nonwovens Fabrics Division. Further Working Capital limit of Rs 1900 Lacs (Previous Year Rs 1500 Lacs) , has first pari pasu charge on all movable fixed assets.

Jindal Poly Films Limited
Notes to the Standalone Financial Statements

Terms of Repayments of Non-Current portion of Borrowings :

(i) Rs 3139.88 Lacs (previous year; Rs 5378.74 Lacs), repayable in 2-3 fixed half yearly instalments (previous year; 4-5 fixed half yearly equal instalments).

Rs 8376.91 Lacs (previous year, Rs 8094.43 Lacs), repayable in 16 fixed half yearly equal instalments (previous year; 18 fixed half yearly equal instalments).

Rs 7002.24 Lacs (previous year Rs 9306.93 Lacs), repayable in 12 fixed quarterly equal instalments (previous year; 16 fixed quarterly equal instalments).

(ii) Rs 2590.00 Lacs (previous year; Rs. 2760.80 Lacs), repayable in 16 quarterly instalments (previous year; 19 quarterly instalments).

Rs 4687.48 Lacs (Previous year; 6562.50 Lacs), repayable in 5 half yearly instalments (previous year; 7 half yearly instalments).

Rs 4000.00 Lacs (previous year; Nil), repayable in 9 half yearly instalments (previous year; Nil).

Rs 1560.00 Lacs (previous year; Rs 2080 Lacs), repayable in 12 quarterly instalments (previous year; 16 quarterly instalments).

Rs 1562.50 lacs (previous year; Rs 2187.50 Lacs), repayable in 5 half yearly instalments (Previous year; 7 half yearly instalments).

Rs 675.00 Lacs (previous year; Rs. 3374.98 Lacs), repayable in 1 quarterly instalment (previous year; 5 quarterly instalments).

Rs 330.65 Lacs (previous year; Rs 1618.35 Lacs), repayable in 1 quarterly instalment (previous year; 5 quarterly instalments).

(iii) Rs 13978.00 Lacs, repayable in 15 quarterly fixed equally instalments, Rs 699.56 Lacs repayable in 8 half yearly equal instalments (Previous Year Rs 21242.54 Lacs repayable in 25 quarterly installments)

(iv) Rate of Interest applicable to all term loans are linked with MCLR / LIBOR / EURIBOR

	As at 31st March 2018	As at 31st March 2017
18 Provisions		
Provisions for Employee Benefits	84.89	261.80
	84.89	261.80

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Notes to the Standalone Financial Statements

Rs in Lacs

	As at 31st March 2018	As at 31st March 2017
19 Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities on :		
- Depreciation / Amoritsation of Property, Plant & Equipment	32,516.12	30,640.81
- Others	-	645.33
Total Deferred Tax Liabilities	32,516.12	31,286.14
Deferred Tax Assets on :		
- Tax Losses	-	1,293.46
- Defined Benefit Obligations	28.06	27.79
- MAT Credit Entitlement (Refer Note 19.1)	688.52	4,004.98
- Financial assets measured at Fair Value through Profit & Loss	6,498.69	1,276.04
- Others	4,114.63	3,628.08
Total Deferred Tax Assets	11,329.90	10,230.35
Total Deferred Tax Liabilities (Net)	21,186.22	21,055.79

Movement in Deferred Tax Liabilities (Net)

Rs In Lacs

	As at 31st March 2017	Charge/ (Credit) in the Statement of Profit and Loss	Charge/ (Credit) in Other Comprehensive Income	MAT Credit Utilisations	As at 31st March 2018
Deferred Tax Liabilities / (Assets) *					
- Property, Plant & Equipments	30,640.81	1,875.30	-	-	32,516.12
- Tax Losses	-1,293.46	1,293.46	-	-	-
- Defined Benefit Obligations	-27.79	-0.27	-	-	-28.06
- MAT Credit Entitlement	-4,004.98	-	-	3,316.46	-688.52
- Financial assets measured at Fair Value through Profit & Loss	-1,276.04	-5,222.65	-	-	-6,498.69
- Others	-2,982.75	-1,131.87	-	-	-4,114.63
	21,055.79	**-3,186.03**	-	**3,316.46**	**21,186.22**

	As at 31st March 2016	Charge/ (Credit) in the Statement of Profit and Loss	Charge/ (Credit) in Other Comprehensive Income	MAT Credit Utilisations	As at 31st March 2017
Deferred Tax Liabilities / (Assets) *					
- Property, Plant & Equipments	26,341.97	4,298.84	-	-	30,640.81
- Tax Losses	-1,293.46	-	-	-	-1,293.46
- Defined Benefit Obligations	-19.84	-7.95	-	-	-27.79
- MAT Credit Entitlement	-2,290.67	-1,714.31	-	-	-4,004.98
- Financial assets measured at Fair Value through Profit & Loss	-1,357.17	81.13	-	-	-1,276.04
- Others	-2,897.41	-85.34	-	-	-2,982.75
	18,483.42	**2,572.37**	-	-	**21,055.79**

*items for deferred tax assets has been presented in negative.

19.1 The Company has concluded that the deferred tax assets on MAT Credit Entitlement will be recoverable using the estimated future taxable income based on the approved business plans and budgets. The Company is expected to generate taxable income in near future. The MAT Credit Entitlement can be carried forward as per local tax regulations and the Company expects to recover the same in due course. Also Refer Note 51.

19.2 Deferred Tax Assets has not been provided on carry forward long term capital losses of Rs 5396.03 Lacs as it cannot be ascertained at this point of time about the utilisation of the same.

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Notes to the Standalone Financial Statements — Rs in Lacs

		As at 31st March 2018		As at 31st March 2017
20 Other Non Current Liabilities				
Deferred Government Grants				
Opening Balance	16,357.01		11,570.05	
Add : Grants/Subsidy addition during the year (refer note 42.1 and 51)	5,860.07		5,818.84	
Less : Amortisation of Deferred Grants taken to Other Income	976.62		656.51	
Less : Amortisation of Deferred Grants - Deducted from Deprecation Expenses	375.37		375.37	
Closing Balance of Deferred Government Grants	20,865.09		16,357.01	
Less : Current Portion, disclosed in Note 24	1,351.99	19,513.10	1,006.41	15,350.60
		19,513.10		15,350.60

		As at 31st March 2018	As at 31st March 2017
21 Borrowings			
Current Borrowings			
Secured Borrowings			
From Banks	(i)	10,727.52	13,261.64
From Banks	(ii)	-	175.77
From Banks	(iii)	3,237.69	2,247.72
Total		**13,965.21**	**15,685.13**
Unsecured Borrowings			
From Banks		18,731.60	5,672.49
Total		**18,731.60**	**5,672.49**
Total Current Borrowings		**32,696.80**	**21,357.62**

Securities

(i) Secured by hypothecation of all stocks of raw materials, semi finished goods, finished goods, goods in transit, stores and spares and book debts of the packaging films business of the Company .These are further secured by way of second pari-pasu charge on immovable & movable properties of the packaging films business of the Company situated at Gulaothi (U.P.) and Nasik (Maharashtra).

(ii) Secured by first charge by way of hypothecation of stocks of raw material, semi finished and finished goods and consumable stores, spares and book debts and receivables both present and future of the photographic division of the Company, ranking paripassu with working capital loans sanctioned by other participating banks for photographic division of the Company.

(iii) Secured by way of hypothecation of all stocks of raw materials, work in process, finished goods, stores and spares, book debts etc. including books -debts, bills whether documentary or clean, both present and future of Non Wovens Fabrics Division of the Company situated at Gulaothi (U.P.) and Nasik (Maharashtra).

	As at 31st March 2018	As at 31st March 2017
22 Trade Payables		
Micro Enterprises and Small Enterprises (Refer Note 22.2)	-	-
Other Than Micro Enterprises and Small Enterprises		
Trade Payable to Others	22,894.56	19,687.63
Trade Payables to Related Parties	558.68	250.27
	23,453.24	19,937.91

22.1 Trade Payables are subject to balance confirmation from the suppliers.

22.2 The Company has not received any intimation from its suppliers being registered under the Micro, Small and Medium Enterprises Development Act,2006 (MSME Act, 2006) hence the necessary disclosure required under MSME Act,2006 can not be made.

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Notes to the Standalone Financial Statements

Rs in Lacs

	As at 31st March 2018	As at 31st March 2017
23 Other Financial Liabilities		
Current maturities of Non Current Borrowings (Refer Note 17)	17,507.84	16,113.78
Interest accrued	195.43	390.21
Unpaid Dividends	27.64	32.95
Employees Payables	1,308.36	1,252.96
Staff Security Payables	424.69	288.81
Security Deposits	7.28	6.46
Capital Creditors	1,222.55	1,107.02
	20,693.78	19,192.19
24 Other Current liabilities		
Current Portion of Deferred Government Grant (Refer Note 20)	1,351.99	1,006.41
Amount received from and Credit balance of customers	5,822.90	5,915.61
Statutory Dues	328.67	922.30
Others	505.19	843.81
	8,008.75	8,688.13
25 Provisions		
Provision of Excise Duty on Finished Goods	-	843.76
Provision for Post Sales Client Support and Warranties (Refer Note 50)	-	4.69
	-	848.45

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Notes to the Standalone Financial Statements

Rs in Lacs

		For the year ended 31st March 2018	For the year ended 31st March 2017
26	**Revenue From Operations**		
	Sales of Products (Refer Note 26.1)	3,00,044.51	2,86,914.06
	Trading of Electiricity	1,343.50	-
	Sales of Services	-	10.08
	Other Operating Revenue	111.46	186.69
		3,01,499.47	2,87,110.83
	Sales of Manufactured Goods		
	- Packaging Films	2,71,858.34	2,60,324.13
	- Nonwoven Fabrics	20,161.11	14,072.23
	- Photographic Division	8,025.06	11,473.95
	Sales of Traded Goods (including Electricity)		
	- Photographic Division	-	1,043.75
	- Trading of Electricity	1,343.50	-
	Sales of Services		
	- Photographic Division	-	10.08

26.1 With the introduction of Goods and Services Tax (GST) with effect from 1st July, 2017, Central Excise, Sales Tax, Value Added Tax (VAT) etc. have been replaced by GST. Gross Revenue for the comparative periods and current period upto 30th June 2017 includes Excise Duty but excludes sales tax / VAT. Gross Revenue from sale of products and services w.e.f 1st July 2017 is excluding of GST. In view this restructuring of Indirect Taxes, Gross Revenue from sale of products and services and Excise duty expenses for the year ended 31st March, 2018 are not comparable with the previous year. Following additional information is being provided to facilitate such comparison:

		For the year ended 31st March 2018	For the year ended 31st March 2017
	Net revenue from operations (net of GST/ Excise Duty, as applicable)	2,95,127.67	2,59,645.29
27	**Other Income and Other Gains/(Losses)**		
27 (a)	**Other Income**		
	Dividend Received from Overseas Subsidiary	478.32	-
	Software Services (Information Technology Services)	447.14	944.00
	Lease and Other Rent	46.79	32.94
	Claims Received	430.58	37.99
	Interest Income	1,143.54	1,435.06
	Miscellaneous Income	58.99	152.86
		2,605.36	2,602.85
27 (b)	**Other Gains / (Losses), Net**		
	Net gain/(loss) on disposal/ discard of property, plant and equipment	27.27	-981.90
	Fair Value Adjustments on Financial Assets	1,662.90	1,087.18
	Fair Value Adjustment of Equity Component of Compound Financial Instruments	-827.54	-738.87
	Gain on sale of Investment in Mutual Fund Units (net)	537.64	673.59
	Gain/ (Loss) on Foreign Currency Transactions and Translations (net)	1,922.38	1,754.17
	Provision no longer required written back	-	1,245.02
	Amortisation of Deferred Government Grant (Refer Note 20)	976.62	656.51
	Gain / (Loss) on Sale of Equity Shares	-	-196.10
		4,299.27	3,499.60
28	**Cost of Materials Consumed**		
	Packaging Films	1,84,085.07	1,61,848.51
	Photographic Products	4,953.31	7,571.95
	Nonwoven Fabric Products	12,122.86	8,270.79
		2,01,161.24	1,77,691.25

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

Rs in Lacs

		For the year ended 31st March 2018	For the year ended 31st March 2017
29	**Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade**		
	Opening Stock		
	Finished Goods	9,554.56	7,133.78
	Stock in Trade	243.89	438.43
	Work In Progress	36.12	76.73
	Scrap	240.25	215.60
		10,074.82	7,864.54
	Closing Stock		
	Finished Goods	14,791.61	9,554.56
	Stock in Trade	145.32	243.89
	Work In Progress	10.79	36.12
	Scrap	337.11	240.25
		15,284.83	10,074.82
	Decrease / (Increase) in Stock	-5,210.01	-2,210.28
30	**Employee Benefits**		
	Salaries, Wages ,Bonus & Other Benefits	7,539.87	7,042.61
	Contribution to Gratuity and Provident Fund	633.30	439.49
	Staff & Workmen Welfare Expenses	295.92	331.36
		8,469.09	7,813.46
31	**Finance Costs**		
	Interest on Financial Liabilities		
	- Long Term Borrowings	3,395.77	4,591.13
	- Bank Borrowings & Others	650.65	640.45
	Other Borrowing Cost	20.21	525.59
	Net Loss on Foreign Currency Transactions and Translations (considered as finance cost)	2,043.21	-
		6,109.84	5,757.17
32	**Depreciation and Amortization**		
	Depreciation on Property, Plant and Equipment	10,522.13	10,174.83
	Amortization of Intangible Assets	58.06	29.50
	Less : Amortisation of Deferred Government Grants (Refer Note 20)	375.37	375.37
		10,204.82	9,828.96

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

Rs in Lacs

		For the year ended 31st March 2018	For the year ended 31st March 2017
33	**Other Expenses**		
	Stores and Spares Consumed	4,379.19	3,471.79
	Power and Fuel	23,509.68	20,482.10
	Carriage Inwards	313.45	321.33
	Repairs and Maintenance		
	Plant & Machinery	230.85	216.52
	Buildings	337.71	125.17
	Others	1,067.06	746.77
	Packing Charges including Material Consumption	8,477.10	7,383.21
	Lease and Other Rent (Refer Note 52)	352.73	392.98
	Rates & Taxes	180.78	311.30
	Travelling & Conveyance	971.23	798.01
	Charity & Donation	63.42	89.18
	Corporate Social Responsibility Expenditure	140.75	85.41
	Postage & Telephone charges	132.96	145.84
	Legal & Professional Expenses	4,760.15	5,190.66
	Insurance	310.43	298.83
	Auditor's Remuneration (Refer Note 33.1)	26.18	35.22
	Sales Tax Expenses	-	938.82
	Miscellaneous expenses	744.14	1,037.49
	Information Technology Expenses	388.17	819.00
	Freight, Cartage & Octroi	11,579.77	8,588.62
	Commission and Other Selling Expenses	427.04	519.07
	Bank Charges	487.73	532.56
		58,880.52	**52,529.88**
33.1	**Remuneration to Auditors' comprises:**		
	Audit Fee	16.00	16.00
	Tax Audit Fee	-	2.75
	In Other Capacities/Services	5.59	16.47
	Reimbursement of Expenses	0.39	
	In Other Capacities/Services to Preceding Auditor (including reimbursement of expenses)	4.20	-
		26.18	**35.22**

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Rs in Lacs

		For the year ended 31st March 2018	For the year ended 31st March 2017
34	**Exceptional Items gain / (loss)**		
	Gain/(loss) being exchange difference on transaction and translation of long term foreign currency loans for acquiring fixed assets.	(2,497.81)	1,653.23
	Fair Value adjustment of Financial Instrument - Optionally convertible preference shares (Refer Note 34.1)	(15,928.00)	-
		(18,425.81)	1,653.23

34.1 In earlier years, Jindal Poly Films Limited (JPFL) has invested in Zero Percent Optionally Convertible Preference Shares having carrying value as at 1st April 2017 of Rs. 40058.20 Lacs of Jindal India Powertech Limited (JIPL) which was the holding company of Jindal India Thermal Power Limited (JITPL). JITPL operates thermal power plant (1200 MW) located at village Derang, Distt Angul, Orissa. In June 2017, the lenders of JITPL have invoked the pledged equity shares to the extent of 51 % equity capital and consequent thereof, JITPL ceased to be a subsidiary of JIPL. Lenders have further invoked 15 % pledged equity shares in the month of February 2018. In view of this development, JPFL shall make necessary adjustment in the value of investment, if any, after final outcome. However, fair value of optionally convertible preference shares as per Ind AS 109 has been made and resultant impact has been shown under exceptional item.

		For the year ended 31st March 2018	For the year ended 31st March 2017
35	**Earnings Per Share - Basic**		
	Profit attributable to the Equity Shareholders (Rs. In Lacs)	1,453.44	9,475.43
	Weighted average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	43786413	43786413
	Basic Earnings per Share (in Rs.)	3.32	21.64
	Earnings Per Share -Diluted		
	Profit attributable to the Equity Shareholders (Rs. In Lacs)	1,453.44	9,475.43
	Weighted average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	43786413	43786413
	Diluted Earnings per Share (in Rs.)	3.32	21.64
	Calculation of Weighted average Number of Equity Shares outstanding		
	Shares Outstanding as at the beginning of the year	43786413	43786413
	Add : Shares Issued During the year	-	-
	Shares Outstanding as at the end of the year	43786413	43786413

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Jindal Poly Films Limited
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36 Business Combinations

Amalgamation of Global Nonwovens Limited

National Company Law Tribunal (NCLT) of Judicature Allahabad Bench and Bombay Bench vide their order dated 12th April, 2017 and 22nd June, 2017 respectively sanctioned the scheme of amalgamation of Global Nonwovens Limited ("Amalgamating Company"), a wholly owned subsidiary with Jindal Poly Films Limited ("Amalgamated Company") and their respective shareholders and creditors, pursuant to the provisions of section 391 to 394 and other provisions of the Companies Act, 1956 and/or pursuant to the provisions of section 230 to 232 and other provisions of the Companies Act, 2013. The scheme became effective upon filing of certified copies of the Orders of the National Company Law Tribunal of Judicature at Bombay Bench to Registrar of Companies on 6th July 2017.

The scheme is effective from Appointed Date i.e. 1st April, 2015 inter alia provides for the amalgamation of Global Nonwovens Limited ("Amalgamating Company"), a wholly owned subsidiary with Jindal Poly Films Limited ("Amalgamated Company") and upon the Scheme becoming effective, the Amalgamating Company shall stand transferred to and be vested in the Amalgamated Company, as a going concern, without any further deed or act, together with all the properties, assets, rights, liabilities, benefits and interest therein, subject to any existing lien or lis pendens, which shall be deemed to be modified subject to the provisions of the Scheme.

Accordingly Financial Statements for the year ended 31st March 2018 and 31st March 2017 has been restated incorporating the effect of scheme of amalgamation, being effective from 1st April 2015, for amalgamation of Global Nonwovens Limited.

The accounting effect of this Amalgamation to in the financial statements has been given as under:

(a) With the acquisition of balance equity shares of Global Nonwovens Limited in August 2016, it has become a wholly owned subsidiary of Jindal Poly Films Limited, upon coming into effect of the Scheme and upon vesting in and transfer of the assets and liabilities of the Amalgamating Company to the Amalgamated Company in accordance with Part-II of the Scheme, no consideration shall be payable and no shares shall be allotted by the Amalgamated Company to the shareholders of Amalgamating Company. The amalgamation being a common control transaction has been accounted for under the 'Pooling of interest' method as prescribed by Ind AS 103 on Business Combinations.

(b) The share capital of the Amalgamating Company to the extent held by the Amalgamated Company as on the Appointed Date and any further share capital held by the Amalgamated Company in Amalgamating Company thereafter (being shares held in the Amalgamating Company) shall stand cancelled.

(c.) The Amalgamated Company has recorded all assets and liabilities of the Amalgamating Company vested in it pursuance to the scheme, at the respective book values thereof, as appearing in the books of account of the Amalgamating Company immediately before the appointed date.

(d) Further figures of Amalgamating Company have been regrouped and/or rearranged wherever required to align with disclosure parameters of the Amalgamated Company.

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

A summary of the assets, liabilities and reserves incorporated as at appointed date (i.e 1st April 2015) is as follows:

(a) **Summary of Assets, Liabilities and Reserve Acquired**

Particulars		**Amount (Rs. In Lacs)**
Assets		
Tangible Assets		102.99
Intangible Assets		10.68
Capital Work In Progress		40,151.61
Long Term Loans And Advances		0.78
Cash & Cash Equivalents		423.92
Short Term Loans And Advances		2,767.18
Inventories		554.09
Current Investments		127.78
Total Assets	x	44,139.03
Liabilities		-
Long Term Borrowings		34,017.85
Long Term Provisions		10.78
Trade Payables		2,500.39
Other Current Liabilities		583.83
Short Term Provisions		13.26
Total Liabilities	y	37,126.11
Reserve and Surplus		-
Accumulated Profit / (Loss)		-67.08
Total Reserves	z	-67.08
Net Assets, Liabilities and Reserve Acquired as at 1st April 2015 (x-y-z)		7,080.00

(b) **Share Capital (Rs) of the Amalgamating Company (Stand cancelled)**

Share Capital as at 1st April 2015	7,080.00
New Shares Allotment in Year 2015-16	1,066.00
Total Share Capital as at 31st March 2016	8,146.00

(c) **Consideration (Investment in Amalgamating Company)**

Equity Share Investment Held as at 1st April 2015	4,280.00
Equity Share Investment made in Year 2015-16	640.00
Equity Share Investment made in Year 2016-17	3,226.00
Total Consideration	8,146.00

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Notes to the Standalone Financial Statements

37 Contingent Liabilities, Contingent Assets and Commitments, **Rs in Lacs**

Particulars	As at 31st March 2018	As at 31st March 2017
37.1 Contingent Liabilities:		
37.1.1 Claims against the Company not acknowledged as debts		
- Claims against company not acknowledged as debts	869.30	556.24
- Demand raised by authorities against which, Company has filed appeals:		
(i) Income Tax	712.50	1,587.44
(ii) Excise Duties/Customs/Service Tax	2,005.09	2,491.62
(iii) Sales Tax / VAT	29.22	141.45

The Company is hopeful of favourable decisions and expect no outflow of resources, hence no provision is required at this stage.

37.1.2 Guarantees		
Corporate Guarantee given to banks on behalf of following Subsidiary Companies (to the extent of borrowings outstanding):		
- Jindal Films India Limited (wholly owned subsidiary) (Maximum Value of Guarantee Rs 1000 Lacs, (previous year Rs 4500 Lacs))	-	968.99
- Jindal Packaging Trading DMCC (wholly owned subsidiary) (Maximum Value of Guarantee Rs 3300 Lacs, (previous year Nil))	-	-
Securities and Pledge of Fixed Deposits on behalf of following companies (excluding accrued interest thereon)		
- Jindal India Thermal Power Limited	1,852.00	1,852.00

37.2 Commitments		
37.2.1 Estimated amount of contracts remaining to be executed on Capital account and not provided for (net of advances)	23,213.43	13,077.70
37.2.2 Balance Export obligation for import of capital equipments under EPCG scheme of the Central Government at the concessional rate of custom duty. The Managment expects to fulfill export obligation within due dates.	31,113.76	62,371.28

37.2.3 The Company has availed certain Government subsidies/grants. As per the terms and conditions, the Company has to continue production for specified number of years and other conditions.

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

38 Defined Contribution Plans

The Company makes contributions towards provident fund to a defined contribution benefit plan for qualifying employees. Under the plan, the Company is required to contribute a specified percentage of payroll cost to the benefit plan to fund the benefits.

Particulars	As at 31st March 2018	As at 31st March 2017
Contribution to provident fund	263.44	265.57

Defined Benefit Plans

Below tables entails the changes in the projected benefit obligation & plan assets and amount recognised in the standalone Balance Sheet as at 31st March 2018 and 31st march 2017, being the respective measurement date:

Defined Plan - Gratuity Scheme

38.1 Movement in Present Benefit Obligations

Rs In Lacs

Particulars	As at 31st March 2018	As at 31st March 2017
Present value of obligation as at the beginning of the period	1,176.83	653.00
Acquisitions / Transfer in/ Transfer out - -		
Interest cost	67.99	50.30
Current service cost	364.70	169.11
Benefits paid	-204.66	134.45
Remeasurements - actuarial loss/ (gain)	-85.90	169.98
Present value of obligation as at the end of the period	1,318.96	1,176.83

38.2 Movement in Plan Assets

Rs in lacs

Particulars	As at 31st March 2018	As at 31st March 2017
Fair value of plan assets as at the beginning of the period	915.03	568.61
Expected return on plan assets	62.83	45.49
Employer contributions	247.54	275.99
Benefits paid	-	-
Actuarial gain / (loss)	8.67	15.44
Fund Transfer	-	9.50
Fair value of plan assets as at the end of the period	1,234.07	915.03

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Notes to the Standalone Financial Statements

38.3 Recognised in Statement of Profit & Loss and Other Comprehensive Income (OCI)

Rs in lacs

Particulars	As at 31st March 2018	As at 31st March 2017
Total Service Cost	364.70	169.11
Net Interest Cost	5.16	4.81
Expense recognized in the Income Statement	369.86	173.92
Actuarial gain / (loss) for the year on PBO	85.90	-169.98
Actuarial gain /(loss) for the year on Asset	8.67	15.44
Unrecognized actuarial gain/(loss) For the year	94.56	-154.54

38.4 The principle actuarial assumptions used for estimating the company's defined benefit obligations are set out below:

Particulars	As at 31st March 2018	As at 31st March 2017
Discount Rate	7.73%	7.50%
Expected Rate of increase in salary	6.00%	6.00%
Mortality rate	100% of IALM (2006 - 08)	100% of IALM (2006 - 08)

38.5 Expected contribution for the next Annual reporting period

Particulars	As at 31st March 2018	As at 31st March 2017
Service Cost	154.41	151.96
Net Interest Cost	-26.88	-0.64
Expected Expense for the next annual reporting period	127.54	151.32

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Notes to the Standalone Financial Statements

38.6 Sensitivity Analysis of the defined benefit obligation **Rs in lacs**

Particulars	As at 31st March 2018	As at 31st March 2017
a) Impact of the change in discount rate		
Present Value of Obligation at the end of the period	1,318.96	1,176.83
Impact due to increase of 0.50%	(47.02)	(33.53)
Impact due to decrease of 0.50 %	49.39	35.92
b) Impact of the change in salary increase		
Present Value of Obligation at the end of the period	1,318.96	1,176.83
Impact due to increase of 0.50%	49.59	36.27
Impact due to decrease of 0.50 %	(47.67)	(34.14)

Sensitivity due to mortality and withdrawals are not material, hence impact of change not disclosed.

Sensitivities as rate of increase of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable.

38.7 Description of risk exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follow -

Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.

Investment Risk – If Plan is funded then assets liabilities mismatch & actual investment return on assets lower than the discount rate assumed at the last valuation date can impact the liability.

Discount Rate : Reduction in discount rate in subsequent valuations can increase the plan's liability.

Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.

Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact Plan's liability.

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

39 Related Parties Disclosures (to the extent identified by the Company)

A. Subsidiaries and Fellow Subsidiaries
1 Jindal Films India Limited - Wholly Owned Subsidiary
2 Jindal Imaging Limited - Wholly Owned Subsidiary
3 Jindal Photo Imaging Limited - Wholly Owned Subsidiary
4 Jindal Packaging Trading DMCC – Wholly Owned Subsidiary
5 JPF Netherlands B.V. *
6 JPF Dutch B.V. *
7 JPF USA Holding LLC *
8 Jindal Films America LLC *
9 Jindal Films Europe Virton LLC *
10 Jindal Films Europe Virton S.p.r.l. *
11 Jindal Films Europe Brindisi Srl *
12 Jindal Films Europe Kerkrade B.V *
13 Jindal Films Europe S.a.r.l *
14 Jindal Films Europe Services S.a.r.l *
15 Jindal Films Singapore Pte Ltd *
16 Jindal Films Shanghai Co. Ltd *
17 Rexor SAS *
18 Apeldoorn Flexible Packaging B.V. *
19 AFP Vastgoed B.V. *
20 Arcedia Management Services DMCC *

B. Associates of Reporting Entity
1 JPF Netherlands B.V. *
2 JPF Dutch B.V. *
3 JPF USA Holding LLC *
4 Jindal Films America LLC *
5 Jindal Films Europe Virton LLC *
6 Jindal Films Europe Virton S.p.r.l. *
7 Jindal Films Europe Brindisi Srl *
8 Jindal Films Europe Kerkrade B.V *
9 Jindal Films Europe S.a.r.l *
10 Jindal Films Europe Services S.a.r.l *
11 Jindal Films Singapore Pte Ltd *
12 Jindal Films Shanghai Co. Ltd. *
13 Rexor SAS *
14 Apeldoorn Flexible Packaging B.V. *
15 AFP Vastgoed B.V. *
16 Arcedia Management Services DMCC *

C. Key Management Personnel of the Reporting Entity

Whole Time Directors		
Sanjay D Kapote	:	Till 30th November 2017
Rathi Binod Pal	:	W.e.f. 1st December 2017
S D Gosavi	:	Till 13th September 2017
Sanjeev Saxena	:	W.e.f 13th September 2017
Chief Financial Officer		
Manoj Gupta	:	Till 13th September 2017
Vinay Jindal	:	W.e.f. 13th September 2017
Company Secretary		
Sanjeev Kumar		

Additional Key Managerial Personnel as per Ind AS 24 (Related Party Disclosure) :

Non Executive Directors		
P. Uma Shankar	:	Till 8th September 2017
Prakash Matai	:	W.e.f. 13th September 2017
R.K Pandey	:	
Rathi Binod Pal	:	From 13th September 2017 To 30th November 2017
Shakshi Gupta	:	
Sunil Kumar Agarwal	:	Till 4th July 2017
Amit Jain	:	Till 3rd March 2017

D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity" (where transaction took place)
1 Consolidated Finvest & Holdings Ltd.
2 Jindal Poly Investment & Finance Company Limited
3 Jindal India Limited
4 Anchor Image and Films Private Ltd
5 Jindal Photo Investment Limited
6 Soyuz Trading Company Limited

E. Other Enterprises (where transaction took place)
1 Jindal India Powertech Limited
2 Jindal India Thermal Power Limited
3 Jindal Photo Limited
4 Consolidated Photo & Finvest Ltd

* With the issuance of new shares by JPF Netherlands B.V (JPF NL) to other investor, JPF NL and its step down subsidiaries ceased to be subsidiary(ies) of the Company w.e.f. 29th December 2017 (shareholding of Company in JPF NL has been reduced to 49.47%), being resultant associate(s)

Note:- Reporting entity for above related party disclosures refers Jindal Poly Films Limited.

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Following transactions were carried out with above related parties :

Rs in Lacs

S.No.	Name of the Related Party	FY 2017-18						FY 2016-17					
		A. Subsidiaries	B. Associates	C. Key Managerial Personnel	D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	E. Other Enterprises	Total	A. Subsidiaries	B. Associates	C. Key Managerial Personnel	D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	E. Other Enterprises	Total
1	**Sale of Products**												
	Jindal Films India Limited	9,345.94	-	-	-	-	9,345.94	6,718.08	-	-	-	-	6,718.08
	Jindal Packaging Trading DMCC	406.91	-	-	-	-	406.91	-	-	-	-	-	-
	Jindal Films America LLC	7,663.01	3,047.76	-	-	-	10,710.78	6,028.68	-	-	-	-	6,028.68
	Jindal Films Europe Virton LLC	7.27	-	-	-	-	7.27	-	-	-	-	-	-
	Jindal Films Europe Virton S.P.R.L.	710.89	27.66	-	-	-	738.55	1,766.47	-	-	-	-	1,766.47
	Apeldoorn Flexible Packaging B.V.	-	13.41	-	-	-	13.41	-	-	-	-	-	-
	Jindal Films Europe Brindisi Srl	6.41	1.94	-	-	-	8.35	21.73	-	-	-	-	21.73
	Jindal Films Singapore Pte.Ltd	695.19	235.03	-	-	-	930.22	98.78	-	-	-	-	98.78
	Rexor SAS	919.60	242.68	-	-	-	1,162.29	500.21	236.96	-	-	-	737.17
2	**Services Rendered**												
	Jindal Films America LLC	444.30	40.80	-	-	-	485.10	860.15	-	-	-	-	860.15
	Jindal India Limited	-	-	-	12.81	-	12.81	-	-	-	-	-	-
	Jindal India Thermal Power Limited	-	-	-	-	33.07	33.07	-	-	-	-	-	-
3	**Interest / Commission Earned**												
	Jindal Packaging Trading DMCC	16.18	-	-	-	-	16.18	0.09	-	-	-	-	0.09
	Jindal Imaging Limited	0.04	-	-	-	-	0.04	-	-	-	-	-	-
	Jindal Photo Imaging Limited	0.04	-	-	-	-	0.04	-	-	-	-	-	-
	JPF Netherlands B.V.	29.45	1.56	-	-	-	31.00	-	-	-	-	-	-
	Anchor Image & Films Pvt Ltd	-	-	-	-	-	-	-	-	-	12.12		12.12
	Jindal India Thermal Power Limited	-	-	-	-	759.73	759.73	-	-	-	-	805.87	805.87
	Jindal India Powertech Limited	-	-	-	-	-	-	-	-	-	-	143.26	143.26
4	**Rent Received**												
	Jindal Films India Limited	24.00	-	-	-	-	24.00	22.00	-	-	-	-	22.00
	Jindal Imaging Limited	1.00	-	-	-	-	1.00	1.00	-	-	-	-	1.00
	Anchor Image & Films Pvt Ltd	-	-	-	1.33	-	1.33	-	-	-	6.00	-	6.00
5	**Dividend Received**												
	JPF Netherlands B.V.	478.32	-	-	-	-	478.32	-	-	-	-	-	-
6	**Purchase of Materials**												
	Jindal Packaging Trading DMCC	107.01	-	-	-	-	107.01	-	-	-	-	-	-
	Jindal Films Europe Brindisi Srl	-	-	-	-	-	-	19.70	-	-	-	-	19.70
	Jindal Films America LLC	19.93	49.37	-	-	-	99.31	311.76	-	-	-	-	311.76
	Jindal Films Europe Virton LLC	553.42	158.19	-	-	-	711.61	165.07	-	-	-	-	165.07
	Jindal Films Europe Kerkrade B.V.	1.62	-	-	-	-	1.62	40.52	-	-	-	-	40.52
	Jindal India Ltd	6.08	-	-	-	-	6.08	-	-	-	54.75	-	54.75
	Anchor Image & Films Pvt Ltd	4.77	-	-	-	-	4.77	-	-	-	-	-	-
7	**Purchase of Electricity**												
	Jindal India Thermal Power Limited	-	-	-	-	1,341.06	1,341.06	-	-	-	-	7,037.13	7,037.13

S.No.	Name of the Related Party	FY 2017-18						FY 2016-17					
		A. Subsidiaries	B. Associates	C. Key Managerial Personnel	D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	E. Other Enterprises	Total	A. Subsidiaries	B. Associates	C. Key Managerial Personnel	D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	E. Other Enterprises	Total
8	**Professional Service Received**												
	Jindal Films India Limited	300.00	-	-	-	-	300.00	-	-	-	-	-	-
	Jindal Films America LLC	-	-	-		-	-	18.42	-	-	-	-	18.42
	Jindal Films Europe Brindisi Srl	-	-	-		-	-	10.24	-	-	-	-	10.24
	Soyuz Trading Company Limited	-	-	-	3,600.00	-	3,600.00	-	-	-	4,221.00	-	4,221.00
	Anchor Image & Films Pvt Ltd	-	-	-	1.49	-	1.49	-	-	-	13.97	-	13.97
9	**Interest Expenses on Loan taken**												
	Jindal Photo Investment Limited	-	-	-	6.03	-	6.03	-	-	-	32.43	-	32.43
	Consolidated Finvest & Holdings Ltd	-	-	-	120.20	-	120.20	-	-	-	390.03	-	390.03
10	Rent Paid												
	Consolidated Photo & Finvest Ltd	-	-	-	-	131.87	131.87	-	-	-	-	133.47	133.47
	Jindal Photo Limited	-	-	-	-	-	-	-	-	-	-	1.00	1.00
11	**Expenses incurred on behalf of others**												
	Jindal Films India Limited	330.18	-	-	-	-	330.18	161.51	-	-	-	-	161.51
	Jindal Packaging and Trading DMCC	-	-	-	-	-	-	12.81	-	-	-	-	12.81
	Jindal Films America LLC	2.95	-	-	-	-	2.95	122.39	-	-	-	-	122.39
	Soyuz Trading Company Limited	-	-	-	0.77	-	0.77	-	-	-	0.58	-	0.58
	Jindal Poly Investment & Finance Co Ltd	-	-	-	0.98	-	0.98	-	-	-	1.00	-	1.00
	Anchor Image & Films Pvt Ltd	-	-	-	5.22	-	5.22	-	-	-	26.34	-	26.34
	Jindal Photo Investment Limited	-	-	-	-	-	-	-	-	-	0.18	-	0.18
	Consolidated Finvest & Holdings Ltd	-	-	-	-	-	-	-	-	-	1.11	-	1.11
	Jindal India Thermal Power Limited	-	-	-	-	0.56	0.56	-	-	-	-	2.01	2.01
	Consolidated Photo & Finvest Ltd	-	-	-	-	0.09	0.09	-	-	-	-	3.22	3.22
	Expenses incurred by others on our behalf												
	Jindal Films India Limited	412.54	-	-	-	-	412.54	-	-	-	-	-	-
12	Loan Given												
	Jindal Packaging & Trading DMCC	210.19	-	-	-	-	210.19	16.74	-	-	-	-	16.74
	Jindal Imaging Limited	1.00	-	-	-	-	1.00	-	-	-	-	-	-
	Jindal Photo Imaging Limited	1.00	-	-	-	-	1.00	-	-	-	-	-	-
	JPF Netherlands B.V.	6,321.96	-	-	-	-	6,321.96	-	-	-	-	-	-
	Anchor Image & Films Pvt Ltd	-	-	-	-	-	-	-	-	-	65.00	-	65.00
	Jindal India Powertech Limited	-	-	-	-	-	-	-	-	-	-	3,205.00	3,205.00
	Jindal India Thermal Power Limited	-	-	-	-	-	-	-	-	-	-	8,385.38	8,385.38
13	**Loan Received Back**												
	JPF Netherlands B.V.	6,321.96	-	-	-	-	6,321.96	-	-	-	-	-	-
	Jindal India Powertech Limited	-	-	-	-	-	-	-	-	-	-	3,205.00	3,205.00
14	**Advance/Adjustments against supply of power (Electricity)**												
	Jindal India Thermal Power Limited	-	-		-	-	-	-	-	-	-	7,037.13	7,037.13

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S.No.	Name of the Related Party	FY 2017-18						FY 2016-17					
		A. Subsidiaries	B. Associates	C. Key Managerial Personnel	D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	E. Other Enterprises	Total	A. Subsidiaries	B. Associates	C. Key Managerial Personnel	D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	E. Other Enterprises	Total
15	**Infusion in Share Capital**												
	Jindal Packaging & Trading DMCC (infusion of share capital, consequently being subsidiary of the reporting company)	-	-	-	-	-	-	18.17	-	-	-	-	18.17
16	**Corporate Guarantee Given**												
	Jindal Films India	1,000.00	-	-	-	-	1,000.00	4,500.00	-	-	-	-	4,500.00
	Jindal Packaging Trading DMCC	3,300.00					3,300.00	-	-	-	-	-	-
17	**Purchase of Redeemable Preference Shares**												
	Consolidated Finvest & Holdings Ltd	-	-	-	-	-	-	-	-	-	528.28	-	528.28
18	**Sales of Equity Shares**												
	JPF Netherlands B.V.	-	-	-	-	-	-	1,479.26	-	-	-	-	1,479.26
19	**Repayment of Loan**												
	Jindal Photo Investment Limited	-	-	-	200.00	-	200.00	-	-	-	200.00	-	200.00
	Consolidated Finvest & Holdings Ltd	-	-	-	4,000.00	-	4,000.00	-	-	-	-	-	-
20	**Remuneration to Key Managerial Personnel ***												
	Short Term Employee Benefits												
	Sanjay D Kapote (Whole Time Director till 30th November 2017)	-	-	92.12	-	-	92.12	-	-	99.69	-	-	99.69
	Rathi Binod Pal (Whole Time Director, w.e.f. 1st December 2017)	-	-	17.49	-	-	17.49	-	-	-	-	-	-
	S D Gosavi (Whole Time Director, till 12th September 2017)	-	-	14.24	-	-	14.24	-	-	26.75	-	-	26.75
	Sanjeev Saxena - (Whole Time Director, w.e.f. 13th September 2017)	-	-	26.57	-	-	26.57	-	-	-	-	-	-
	Sanjeev Kumar (Company Secretary)	-	-	22.40	-	-	22.40	-	-	21.20	-	-	21.20
	Manoj Gupta (Chief Financial Officer, till 13th September 2017)	-	-	34.04	-	-	34.04	-	-	61.28	-	-	61.28
	Vinay Jindal (Chief Financial Officer, w.e.f. 13th September 2017)	-	-	24.57	-	-	24.57	-	-	-	-	-	-
	Sitting Fees												
	P. Uma Shankar	-	-	0.45	-	-	0.45	-	-	1.13	-	-	1.13
	Prakash Matai	-	-	0.95	-	-	0.95	-	-	-	-	-	-
	R K Pandey	-	-	1.40	-	-	1.40	-	-	1.35	-	-	1.35
	Rathi Binod Pal	-	-	0.14	-	-	0.14	-	-	-	-	-	-
	Shakshi Gupta	-	-	0.72	-	-	0.72	-	-	0.77	-	-	0.77
	Sunil Kumar Agarwal	-	-	0.36	-	-	0.36	-	-	0.72	-	-	0.72
	Amu Jain (upto 3rd March 2017)	-	-	-	-	-	-	-	-	0.68	-	-	0.68

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S.No.	Name of the Related Party	FY 2017-18 A. Subsidiaries	FY 2017-18 B. Associates	FY 2017-18 C. Key Managerial Personnel	FY 2017-18 D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	FY 2017-18 E. Other Enterprises	FY 2017-18 Total	FY 2016-17 A. Subsidiaries	FY 2016-17 B. Associates	FY 2016-17 C. Key Managerial Personnel	FY 2016-17 D. "Major shareholders of the reporting entity" and "Enterprise owned by major shareholders of the reporting entity"	FY 2016-17 E. Other Enterprises	FY 2016-17 Total
Balances Outstanding as at Reporting Date													
Trade and Other Receivables													
	Jindal Films India Limited	444.14	-	-	-	-	444.14	1,467.27	-	-	-	-	1,467.27
	JPF dutch B.V.	-	8.13	-	-	-	8.13	8.13	-	-	-	-	8.13
	JPF USA LLC	-	3.24	-	-	-	3.24	3.24	-	-	-	-	3.24
	JPF ITALY HOLDING SA	-	3.46	-	-	-	3.46	3.24	-	-	-	-	3.24
	Jindal Films America LLC	-	2,741.67	-	-	-	2,741.67	647.34	-	-	-	-	647.34
	Jindal Films Europe Brindisi Srl	-	5.31	-	-	-	5.31	2.31	-	-	-	-	2.31
	Jindal Films Europe S.a.r.l	-	11.41	-	-	-	11.41	11.41	-	-	-	-	11.41
	Jindal Packaging Trading DMCC	117.05		-	-	-	117.05	41.43	-	-	-	-	41.43
	Jindal Imaging Limited	6.63		-	-	-	6.63	7.67	-	-	-	-	7.67
	Jindal Poly Investment & Finance Company Limi	-	-	-	1.86	-	1.86	-	-	-	-	0.88	0.88
	Jindal India Ltd	-	-	-	0.01	-	0.01	-	-	-	-	1.14	1.14
	Jindal India Powertech Limited	-	-	-	-	0.10	0.10	-	-	-	-	-	-
	Rexor SAS	-	-	-	-	-	-	0.19	-	-	-	-	0.19
	Soyuz Trading Company Limited						-	-	-	-	-	0.38	0.38
	Trade and Other Receivables	**567.82**	**2,773.22**	**-**	**1.87**	**0.10**	**3,343.01**	**2,192.22**	**-**	**-**	**-**	**2.40**	**2,194.62**
Trade and Other Payables													
	Jindal Films India Limited	-806.86					-806.86	-198.07	-	-	-	-	-198.07
	Rexor SAS		-127.55				-127.55		-	-	-	-	-
	Jindal Films America LLC		-157.34				-157.34	-29.22	-	-	-	-	-29.22
	Jindal Films Singapore Pte Ltd		-273.34				-273.34	-0.37	-	-	-	-	-0.37
	Jindal Films Europe Virton SPRL		-41.88				-41.88	-60.48	-	-	-	-	-60.48
	Jindal Films Europe Virton LLC		-37.92				-37.92	-68.52	-	-	-	-	-68.52
	Jindal Films Europe Virton LLC		-80.55				-80.55	-	-	-	-	-	-
	Jindal Films Europe Kerkrade B.V		-37.22				-37.22	-35.46	-	-	-	-	-35.46
	Apeldoorn Flexible Packaging B.V.		-0.31				-0.31	-	-	-	-	-	-
	Jindal Films Europe Brindsi Srl						-	-10.24	-	-	-	-	-10.24
	Soyuz Trading Company Limited				-323.23		-323.23	-	-	-	-	-	-
	Trade and Other Payables	**-806.86**	**-756.11**	**-**	**-323.23**	**-**	**-1,886.20**	**-402.34**	**-**	**-**	**-**	**-**	**-402.34**
Loan Receivables (including Interest thereon)													
	Jindal Packaging Trading DMCC	257.38					257.38						-
	Jindal Imaging Ltd	1.04					1.04						-
	Jindal Photo Imaging Ltd	1.04					1.04						-
	Jindal India Thermal Power Limited					9,148.95	9,148.95	-	-	-	-	9,191.25	9,191.25
	Loan Receivables (including Interest thereon)	**259.46**	**-**	**-**	**-**	**9,148.95**	**9,408.42**	**-**	**-**	**-**	**-**	**9,191.25**	**9,191.25**
Loan Payable													
	Jindal Photo Investment Limited	-	-	-	-	-	-	-	-	-	200.00	-	200.00
	Consolidated Finvest & Holdings Ltd	-	-	-	-	-	-	-	-	-	4,000.00	-	4,000.00
	Loan Payable	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**4,200.00**	**-**	**4,200.00**
Corporate Gurantee													
	Jindal Films India Limited	1,000.00	-	-	-	-	1,000.00	4,500.00	-	-	-	-	4,500.00
	Jindal Packaging Trading DMCC	3,300.00	-	-	-	-	3,300.00	-	-	-	-	-	-
	Corporate Gurantee	**4,300.00**	**-**	**-**	**-**	**-**	**4,300.00**	**4,500.00**	**-**	**-**	**-**	**-**	**4,500.00**

* Defined Contribution and Post employement benefits are actuarially determined on overall basis and hence not separately provided.

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Notes to the Standalone Financial Statements

40 Disclosure under Regulation 34(3) of "Security and Exchange Board of India (Listing obligations and disclosure requirements) Regulations 2015"

Loans and advances outstanding at the end of the year and maximum amount outstanding during the financial year, as required to be disclosed under schedule V and Regulation 34(3) of 'Security and Exchange Board of India (Listing Obligation and Disclosure requirement) Regulations 2015" are as follows:

Rs In Lacs

Name of the Entity	Particulars	Amount Outstanding		Maximum Amount outstanding during the year	
		As at 31st March 2018	As at 31st March 2017	2017-18	2016-17
Jindal Imaging Ltd**	Loan to Subsidiary	20.49	19.45	20.49	19.45
Jindal Photo Imaging Ltd	Loan to Subsidiary	1.04		1.04	
Jindal Packaging Trading DMCC *	Loan to Subsidiary	226.93	16.74	226.93	16.74
Jindal Poly Films Netherland B.V.	Loan to Subsidiary	-	-	6,321.96	-

*balance exclusive interest

**Loan aggregating Rs 19.45 Lacs has been considered as doubtful and necessary provision has been made in earlier years.

41 Details pursuance to disclosure requirements of Section 186(4) of the Companies Act 2013 relating to Loans /Guarantees /Investments given or Security provided by the Company:

Rs In Lacs

Name of the Entity	Categories	Transaction during the year 2017-18	Balance as at 31st March 2018	Transaction during the year 2016-17	Balance as at 31st March 2017
Jindal Packaging & Trading DMCC	Loan Given ***	210.19	226.93	16.74	16.74
Jindal India Powertech Limited	Loan Given ***			3,205.00	-
Jindal India Thermal Power Limited	Loan Given ***		8,385.38	8,385.38	8,385.38
Anchor Imaging and Films Private Limited	Loan Given ***			65.00	-
Jindal Poly Films Netherland B.V.	Loan Given ***	6,321.96	-	-	-
Jindal Imaging Ltd	Loan Given ***	1.00	1.04		
Jindal Photo Imaging Ltd	Loan Given ***	1.00	1.04		
Jindal Packaging Trading DMCC	Infusion of Share Capital			18.17	18.17
Jindal India Powertech Limited	Investment in Preference Shares			528.28	65,065.48
Corporate Guarantee given to banks for loan taken by Subsidiary Company M/s Jindal Films India Limited	Guarantee Provided	1,000.00	1,000.00	4,500.00	4,500.00
Corporate Guarantee given to banks for loan taken by Subsidiary Company M/s Jindal Packaging Trading DMCC	Guarantee Provided	3,300.00	3,300.00	-	-
To Banks -On Behalf of M/s Jindal India Thermal Power Limited	Security Pledged of Fixed Deposits	-	1,852.00	-	1,852.00

***balance excluding interest

Comprehensive disclosure of investments as at 31st March 2018 has been made in Note 4 to the Financial Statements, hence closing balance of other investments (Equity Shares/ Preference Shares) having no movement during the year were not again disclosed in above statement.

The Company has given loan to Subsidiaries and Other Parties mentioned above in the ordinary course of business for general business purpose and repayable within one year.

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42 42.1 Under the Package Scheme of Incentive 2007/2013 approved by the Government of Maharashtra, the Company is entitled to industrial promotion subsidy to the extent of 100% of the fixed capital investment or to the extent of taxes paid to the State Government within a period of 7 years, whichever is lower. During the year, subsidy receivable under the above scheme aggregating Rs 5860.07 Lacs (previous year Rs 5798.85 Lacs) has been carried by setting up these grants as Deferred Government Grants in Non-Current/Current Liabilities and amortised/recognised in the statement of profit and loss on straight line method and disclosed in Other Income (other gains/(losses)).

42.2 Rs. 863.11 Lacs (previous year Rs. 1049.71 Lacs) as subsidy under Technology Upgradation Funded Scheme (TUFS) by The Ministry of Textile (Government of India) for Nonwoven Project received / receivable in the form of reimbursement of interest paid to the lending banks /agencies for the loan disbursed and accordingly same has been netted off from the interest expenses in respective year, to the extent charged during the financial year.

42.3 Rs. 752.87 Lacs (previous year Rs. 1037.89 Lacs) as interest subsidy on long term loans to Nonwoven Project granted by Government of Maharashtra under Textile Policy, which has also been netted off from the interest expense, to the extent charged during the financial year.

43 43.1 Trade Receivables include Rs 63.50 Lacs (previous year Rs 63.50 Lacs) under litigation, against which legal cases are pending in various Courts for recovery. The same are considered good and realizable in the opinion of the management.

43.2 Stores & Spares consumed and salaries & wages incurred during the year for repair and maintenance of plant & machinery and sheds & building, have been charged to the former accounts wherever separation is not ascertainable.

44 The following table disclose below changes in liabilities arising from financing activities, including both cash and non-cash changes

Rs In Lacs

Particulars	As at 31st March 2017	Cash Flow From Financing Activities	Non Cash Changes	Banks Overdrafts Payable on Demand *	As at 31st March 2018
			Exchange Fluctuation Movements		
Non Current Borrowings (including Current Maturities)	83,937.13	-20,262.29	2,242.57	-	65,917.41
Current Borrowings	21,357.62	11,631.12	445.39	-737.33	32,696.80
	1,05,294.75	-8,631.16	2,687.96	-737.33	98,614.21

*Banks Overdrafts Payable on Demand as at 31st March 2017, disclosed in Cash & Cash Equivalents in Cash Flow Statements as per Ind AS 7.

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Notes to the Standalone Financial Statements

45 Segment Information

45.1 Description of segments and principal activities

Segment information is presented in respect of the company's key operating segments. The operating segments are based on the company's management and internal reporting structure.

The company's board examines the Company's performance both from a product perspective and have identified three reportable segments of its business:

1 Packaging Films
2 Nonwoven Fabrics
3 Photographic Products & Others

The Company's board of Directors reviews the results of each segment on a quarterly basis. The company's board of directors uses Earning Before Interest and Tax (EBITA) to assess the performance of the operating segments.

45.2 Information about reportable segments

Information related to each reportable segment is as follows.

Rs in lacs

Reportable Segments	Packaging Films		Nonwoven Fabrics		Photographic Products & Others		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
1 Revenue								
Revenue	2,71,969.80	2,61,342.35	20,161.11	14,085.38	9,368.56	12,529.02	3,01,499.48	2,87,956.74
Less : Inter Segment Revenue							-	845.92
Total Revenue From Operations	2,71,969.80	2,61,342.35	20,161.11	14,085.38	9,368.56	12,529.02	3,01,499.48	2,87,110.83
2 Results								
Results	21,939.13	16,153.81	1,280.60	-120.96	852.27	615.23	24,072.00	16,648.09
Less : Inter Segment								46.26
Segment Results							24,072.00	16,601.82
Add : Other Unallocable Income / (Expenses) (Net)							-15,529.68	3,897.24
Less : Finance Cost							6,109.84	5,757.17
Profit before tax							2,432.48	14,741.90
Less : Provision For Tax (including Deferred Tax)							979.04	5,266.47
Profit after Tax							1,453.44	9,475.43

3 Other Segmental Informations

Rs in lacs

	Segmental Assets		Segmental Liabilities		Capital Expenditures		Depreciation and Amortisation	
	As at 31st March 2018	As at 31st March 2017	As at 31st March 2018	As at 31st March 2017	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017	For the Year Ended 31st March 2018	For the Year Ended 31st March 2017
Packaging Films	2,20,768.33	2,01,205.03	43,831.87	37,887.72	8,381.01	8,172.23	7,759.45	7,424.39
Nonwoven Fabrics	44,366.88	44,998.08	8,907.33	8,297.60	152.66	106.40	2,240.67	2,231.73
Photographic Products & Others	4,940.64	9,767.40	1,283.65	1,556.83	0.13	7.34	204.70	172.83
Unallocable Assets / Liabilities	85,717.51	98,944.44	1,20,296.17	1,26,773.69		-	-	-
Total	3,55,793.35	3,54,914.96	1,74,319.03	1,74,515.64	8,533.79	8,285.97	10,204.82	9,828.96

45.3 Geographic information

The segments are managed on a worldwide basis, but operate manufacturing facilities and sales offices in India. The geographic information analyses the Company's revenue and receivables from customers of Company's country of domicile and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers.

Rs in lacs

Geographical Segments	Within India		Outside India		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Revenue	2,23,429.45	2,28,019.03	78,070.03	59,091.80	3,01,499.48	2,87,110.83
Carrying amount of Trade Receivables	2,432.62	3,375.25	11,645.77	6,654.36	14,078.39	10,029.61

Other Informations

The Company has common assets for producing goods for domestic market and overseas market.

45.4 Major Customer

In case of Packaging and Photographic Segment, no single customer has contributed 10% or more to their respective segment's revenue for both 2017-18 and 2016-17

In case of Nonwoven Fabrics Segment, three major customers have contributed aggregate revenue of Rs 8259 Lacs (Previous Year Rs. 4686 Lacs) of that segments total revenues.

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

46 Fair Value Measurements

46.1 Financial Instruments by Category

Rs in Lacs

	As at 31 March 2018			As at 31 March 2017		
	FVTPL	Amortised Cost	Carrying Value	FVTPL	Amortised Cost	Carrying Value
Financial assets						
Investments						
Equity shares	0.49	-	-	70.36	-	-
Preference shares	24,130.20	-	-	40,058.20	-	-
Mutual Funds	22,283.48	-	-	19,134.03	-	-
Other non-current financial assets	-	166.14	166.14	-	160.80	160.80
Trade receivables	-	14,078.39	14,078.39	-	10,029.61	10,029.61
Cash and cash equivalents	-	3,022.87	3,022.87	-	2,040.47	2,040.47
Bank balances other than above	-	5,619.30	5,619.30	-	2,454.10	2,454.10
Other current financial assets	-	9,632.07	9,632.07	-	9,450.66	9,450.66
	46,414.17	**32,518.76**	**32,518.76**	**59,262.59**	**24,135.64**	**24,135.64**
Financial liabilities						
Borrowings	-	48,409.57	48,602.21	-	67,823.35	68,106.77
Short terms borrowings	-	32,696.80	32,696.80	-	21,357.62	21,357.62
Trade payables	-	23,453.24	23,453.24	-	19,937.91	19,937.91
Other current financial liabilities	-	20,693.78	20,693.78	-	19,192.19	19,192.19
	-	**1,25,253.39**	**1,25,446.03**	**-**	**1,28,311.06**	**1,28,594.48**

FVTPL refers Fair Value through profit and loss

The management considers that the carrying amount of financial assets and financial liabilities carried as amortised cost approximates their fair value.

46.2 Fair Value Hierarchy

(a) This section explains the judgements and estimates made in determining the fair values of the financial instruments. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Financial assets and liabilities measured at fair value Rs In Lacs

	As at 31 March 2018			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Investments				
Equity shares	0.49			0.49
Preference shares			24,130.20	24,130.20
Mutual Fund Units	22,283.48			22,283.48
Total	22,283.97	-	24,130.20	46,414.17

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

	As at 31 March 2017			
	Level 1	Level 2	Level 3	Total
Financial assets				
Financial Investments at FVTPL				
Investments				
Equity shares	0.36	-	69.80	70.16
Preference shares	-	-	40,058.20	40,058.20
Mutual Fund Units	19,134.03		-	19,134.03
Total	**19,134.39**	**-**	**40,128.00**	**59,262.40**

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities.

There are no transfers between level 1 and level 2 during the year

(b) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:
- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of forward foreign exchange contracts is determined using forward exchange rates at the balance sheet date
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2 or level 3, where the fair values have been determined based on present values and the discount rates used were adjusted for counterparty or own credit risk.

Valuation inputs and relationships to fair value.

Type of Financial Instruments	Fair Value as at		Significant unobservable inputs	Discounting Rate	Sensitivity
	31st March,18	31st March,17			
Unquoted Preference shares	24,130.20	40,058.20	Risk-adjusted discount rate	20%	Change of (+) 50/ (-) 50 basis points - Fair value would changes by Rs (-) 754.85 Lacs and Rs (+) 764.32 Lacs respectively.

The Company gets the valuations performed from an independent valuer, required for financial reporting purposes, including level 3 fair values.

The main level 3 inputs for unlisted preference shares used by the Company are derived and evaluated as follows:

- Risk adjusted discount rates are estimated based on expected cash inflows arising from the instrument and the entity's knowledge of the business and how the current economic environment is likely to impact it.

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(c) Fair Value Estimations

Estimated fair value disclosures of financial instruments are made in accordance with the requirements of Ind AS 107 "Financial Instruments: Disclosure". Fair value is defined as the amount at which the instrument could be exchanged in a current transaction between knowledgeable willing parties in an arm's length transaction, other than in forced or liquidation sale. As no readily available market exists for a large part of the Company's financial instruments, judgment is necessary in arriving at fair value, based on current economic conditions and specific risks attributable to the instrument. The estimates presented herein are not necessarily indicative of the amounts the Company could realize in a market exchange from the sale of its full holdings of a particular instrument.

The following summarizes the major methods and assumptions used in estimating the fair values of financial instruments.

Interest-bearing borrowings

Fair value is calculated based on discounted expected future principal and interest cash flows. The carrying amount of the Company's loans due after one year is also considered as reasonable estimate of their fair values as the nominal interest rates on the loans due after one year are variable and considered to be a reasonable approximation of the fair market rate with reference to loans with similar credit risk level and maturity period at the reporting date.

Trade and other receivables / payables

Receivables / payables typically have a remaining life of less than one year and receivables are adjusted for impairment losses. Therefore, the carrying amounts for these assets and liabilities are deemed to approximate their fair values, as the allowance for estimated irrecoverable amounts is considered a reasonable estimate of the discount required to reflect the impact of credit risk.

Other long term receivables

These receivables are regularly reviewed and adjusted for impairment losses. Therefore, management considers the carrying amount of these receivables to approximate fair value.

(d) Valuation Process

The accounts & finance department of the Company includes a team that performs the valuations of financial assets and liabilities required for financial reporting purposes, including level 3 fair values. This team reports directly to the chief financial officer (CFO) and the audit committee (AC).

Discussions of valuation processes and results are held between the CFO, AC and the valuation team at least once every three months, in line with the Company's quarterly reporting periods.

The main level 3 inputs for unlisted equity securities, contingent considerations and indemnification asset used by the Company are derived and evaluated as follows:

• Discount rates are determined using a capital asset pricing model to calculate a pre-tax rate that reflects current market assessments of the time value of money and the risk specific to the asset.
• Risk adjustments specific to the counterparties (including assumptions about credit default rates) are derived from credit risk grading determined by the Company's internal credit risk management group.
• Earnings growth factor for unlisted equity securities are estimated based on market information for similar types of companies.

Changes in level 2 and 3 fair values are analysed at the end of each reporting period during the quarterly valuation discussion between the CFO, AC and the valuation team. As part of this discussion the team presents a report that explains the reason for the fair value movements.

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Jindal Poly Films Limited
Notes to the Standalone Financial Statements

47 Financial Risk Management

(a) Risk Management Framework

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

This note explains the sources of risk which the Company is exposed to and how it manages the risk.

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial instruments.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Trade and Other Receivables

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses to the Company. The management has an advance collection /credit policy criteria in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Before accepting a new customer, the Company uses an internal credit system to assess the potential customer's credit quality and defines credit limits separately for each individual customer. The gross carrying amount of trade receivables as at 31st March 2018 aggregates Rs 14078.39 Lacs (Previous year ended 31st March 2017 Rs 10029.61 Lacs) and only insignificant trade receivables are due for more than six months from the reporting date. The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of trade receivables.

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

(c) Liquidity Risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due. The Company's liquidity position is carefully monitored and managed. The Company has in place a detailed budgeting and cash forecasting process to help ensure that it has adequate cash available to meet its payment obligations.

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

The following table provides details of the remaining contractual maturity of the Company's financial Liabilities. It has been drawn up based on the undiscounted cash flows and the earliest date on which the Company can be required to pay. The table includes only principal cash flows.

Rs in Lacs

	Carrying Amounts as at 31 March 2018	Contractual cash flows				
		Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 years
Non-derivative Financial Liabilities						
Borrowings	48,409.57	48,409.57		15,297.02	28,402.05	4,710.50
Short term borrowings	32,696.80	32,696.80	32,696.80			
Trade payables	23,453.24	23,453.24	23,453.24			
Other current financial liabilities	20,693.78	20,693.78	20,693.78			
Total Non-derivative Liabilities	**1,25,253.39**	**1,25,253.39**	**76,843.82**	**15,297.02**	**28,402.05**	**4,710.50**

	Carrying Amounts as at 31 March 2017	Contractual cash flows				
		Total	0 to 1 years	1 to 2 years	2 to 5 years	More than 5 years
Non-derivative Financial Liabilities						
Borrowings	67,823.35	67,823.35	-	17,717.94	36,783.91	13,321.49
Short term borrowings	21,357.62	21,357.62	21,357.62	-	-	-
Trade payables	19,937.91	19,937.91	19,937.91	-	-	-
Other current financial liabilities	19,192.19	19,192.19	19,192.19	-	-	-
Total Non-derivative Liabilities	**1,28,311.06**	**1,28,311.06**	**60,487.71**	**17,717.94**	**36,783.91**	**13,321.49**

Financing Arrangements

The Company has adequate short term finance arrangments to meet requirements of day to day operations.

(d) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices mainly comprise three types of risk: currency rate risk, interest rate risk and other price risks. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2018 and March 31, 2017. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange.

Currency Risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and Euro. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (Rupees). Currency risks related to the principal amounts of the Company's foreign currency payables, have been partially hedged using forward contracts taken by the Company.

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

Exposure to Currency Risk

The summary of quantitative data about the Company's exposure (Unhedged) to currency risk as reported to the management of the Company is as follows :

Foreign Currency and INR in Lacs

Nature	Cross Currency	As at 31st March 2018 Foreign Currency	As at 31st March 2018 INR	As at 31st March 2017 Foreign Currency	As at 31st March 2017 INR
Financial Liabilities					
Borrowings	USD : INR	396.20	25,770.49	280.15	18,164.79
Borrowings	EURO : INR	397.03	32,009.57	423.54	29,329.20
Trade and Other Payables	USD : INR	176.67	11,491.34	153.59	9,958.53
Trade and Other Payables	EURO : INR	9.01	726.80	40.16	2,781.25
Trade and Other Payables	GBP : INR	0.13	12.11	-	-
Trade and Other Payables	JPY : INR	149.26	91.85	-	-
Other Current Liabilities					
Advance from Customers	USD : INR	19.01	1,216.04	13.38	867.46
Advance from Customers	EURO : INR	10.32	796.79	3.62	251.00
Financial Assets					
Trade Receivables	USD : INR	115.11	7,487.27	75.91	4,921.92
Trade Receivables	EURO : INR	47.99	3,868.83	33.70	2,333.51
Trade Receivables	GBP : INR	2.66	245.76	-	-
Trade Receivables	JPY : INR	-	-	-	-
Trade Receivables	CHF : INR	-	-	-	-
Other Current Assets					
Advance to Suppliers	USD : INR	12.96	842.87	0.92	59.46
Advance to Suppliers	EURO : INR	38.99	3,143.41	35.10	2,430.63
Advance to Suppliers	YEN : INR	14.34	8.82	3.05	1.77
Advance to Suppliers	CHF : INR	-	-	0.11	7.09

The summary of quantitative data about the Company's exposure (hedged) to currency risk (against import procurements) as reported to the management of the Company is as follows :

Rs in Lacs

Currency	Cross Currency	As at 31st March 2018	As at 31st March 2017
USD	INR	4,542.18	4,517.70
EURO	INR	403.11	2,152.58

The following significant exchange rates have been applied

	As at 31st March 2018	As at 31st March 2017
USD	65.0441	64.8386
EURO	80.6222	69.2476
GBP	92.2846	80.8797
JPY	0.6154	0.5796
CHF		64.5900

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Jindal Poly Films Limited
Notes to the Standalone Financial Statements

Interest Rate Risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. During 31 March 2018 and 31 March 2017, the Company's borrowings at variable rate were denominated in Indian rupees. Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows.

Particulars	Increase/ decrease in basis points	Effect on profit before tax
31st March, 2018	50 basis point	405.53
31st March, 2017	50 basis point	445.90

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Jindal Poly Films Limited

Notes to the Standalone Financial Statements

48 Income Tax

Rs In Lacs

	For the year ended 31st March 2018	For the year ended 31st March 2017
48.1 Income tax expenses recognised in Statement of Profit and Loss		
Current income tax expense for the year	4,165.06	2,694.10
Deferred Tax		
Deferred income tax (benefit)/expense for the year	-3,186.02	4,286.68
MAT Credit Entitlement	-	-1,714.31
Total income tax expense recognised in statement of profit and loss for	979.04	5,266.47
48.2 Reconciliation of estimated income tax expense at Indian statutory income tax rate to income tax expense reported in statement of Profit and		
Income before income taxes	2,432.48	14,741.90
Indian Statutory Income Tax Rate	34.608%	34.608%
Estimated income tax expenses	841.83	5,101.88
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense:		
Tax on Dividend Income, taxed at Lower Rate	-71.75	-
Impact on Deferred Tax Liabilities (net), due to change in Future Tax Rate	243.31	-
Investment allowances and Others	-34.35	164.60
	979.04	5,266.47
Effective Tax Rate	40.25%	35.72%

49 Capital Management

The Company manages its capital to ensure to continue as a going concern while maximizing the return to the equity holders through optimization of the debt to equity balance. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual , sourcing of capitalised one through judicious combination of equity and borrowing , both short term and long term.

Consistent with others in the industry, the Company monitors capital on the basis of the optimum gearing ratio of Net debt (comprising total borrowings net of cash & bank balances and current investment) in proportion to Total Equity.

	As at 31st March 2018	As at 31st March 2017
Debt to Equity Ratio :	0.37	0.46

50 Provision for Post-sales Client support and Warranties:

Provision for post-sales client support and warranties on certain products and services relating to photographic business of the Company are made towards expected cost of meeting such obligations of rectification/replacement based on the expected future cash outflows and computed on total sales made during the year, based on the past experience. Provision for the post-sales client support are expected to be utilised over a period of one year.

The movement in the provision for post-sales client support and warranties is as follows:

Rs In Lacs

Particulars	As at 31st March 2018	As at 31st March 2017
Balance at the Beginning	4.69	9.27
Provision Recognised	-	4.41
Provision Utilised/ Reversed	4.69	8.99
Balance at the End	-	4.69

51 The Administration of Union Territory of Dadra & Nager Haveli vide its Notification dated 31st December, 1999 granted exemption for sales tax to the entity M/s Jindal Photo Limited (being merged with the Company M/s Jindal Poly Films Limited w.e.f. 1st April 2014). Sales tax benefits for the year ended 31st March 2017 aggregates Rs 19.99 Lacs.

Further financial statements for the financial years 2005-06 to 2010-11 of entity M/s Jindal Photo Limited (being merged with Company M/s Jindal Poly Films Limited w.e.f. 1st April 2014) were prepared considering such benefit as revenue receipt and income tax was provided and paid at normal rate for respective year. The assessment of financial year 2005-06 to 2010-11 for which assessment proceedings u/s 153A is in progress, entity has filed revised income tax computations for such financial years claiming benefit of Rs. 11288.57 Lacs as exempted income and tax liability was revised as per provisions of section 115JB of Income Tax Act, 1961 (MAT) at Rs. 2278.70 Lacs. As the claim is for the years for which normal revised return could not be filed, the effect of such claim of benefit is not considered and necessary effective entries will be passed on finality of the assessment. Year wise detail is as under:

Rs in Lacs

Assessment Year	Sales Tax benefit	MAT as per revised computation
2006-07	1,791.14	-
2007-08	1,959.81	384.40
2008-09	2,041.00	636.32
2009-10	1,823.49	421.91
2010-11	1,765.66	322.28
2011-12	1,907.46	513.78
Total	**11,288.57**	**2,278.70**

52 The Company has taken certain premises on cancellable/non-cancellable operating lease arrangements:

Rs In Lacs

	As at 31st March 2018	As at 31st March 2017
Major term of agreement are as under		
Lease payments recognized in the statement of profit & loss	23.87	60.85
Tenure of lease	11 month, 1 year	11 month, 1 year, 2 year, 3 year & 5 year
Lease Deposits	2.00	13.85
The total amount of future minimum lease payment to be received under non-cancellable operating lease for each of the following period are as under		
No later than 1 year	9.25	36.82
Later than 1 year but not later than 5 years	-	49.23
Later than 5 years	-	-

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53 Events after the Balance Sheet Date

The Board of Directors of the Company, in its meeting held on 15th May 2018 has recommended dividend of Rs 1 per equity share aggregating Rs 527.86 Lacs including corporate dividend tax of Rs 90 Lacs for the financial year ended 31st March 2018 and same is subject to approval of shareholders at the ensuing Annual General Meeting and as per Ind AS, has not been shown as a liability in the financial statements for the year ended 31st March 2018.

54 Figures for the previous year have been regrouped / rearranged wherever required, to make them comparable.

For and on behalf of the Board of Directors

As per our report of even date annexed
For Singhi & Co
Chartered Accountants
Firm Registration No : 302049E

B K Sipani
Partner
M No : 088926

Place: New Delhi
Date: 15th May 2018

SINGHI & CO. NOIDA DELHI NCR Chartered Accountants

Rathi Binod Pal
(Whole Time Director)
DIN - 00092049

Sanjeev Saxena
(Whole Time Director)
DIN 07899506

D S Rawat
(VP Accounts)

Sanjeev Kumar
(Company Secretary)
ACS -18087

Vinay Jindal
(Chief Financial Officer)

Annexure H

B. K. SHROFF & CO.
Chartered Accountants

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Independent Auditors' Report

To
The Members of
Jindal Photo Imaging Limited

1. **Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of **Jindal Photo Imaging Limited**("the Company") which comprise the Balance Sheet as at 31st March,2018, the Statement of Profit and Loss (including other comprehensive income), Cash Flow Statement and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information.

2. **Management's responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended)under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

3. **Auditor's responsibility**

Our responsibility is to express an opinion on these standalone Ind AS Financial Statements based on our audit.

We have taken into account the provisions of the Act and the rules made thereunder including the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

B. K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

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We conducted our audit of the standalone Ind AS Financial Statementsin accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of thestandalone Ind AS Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS Financial Statements.

4. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS Financial Statementsgive the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its Loss (including other comprehensive income), its cash flows and the changes in equity for the period ended on that date.

5. Report on Other Legal and Regulatory requirements

I) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

II) As required by section 143(3) of the Act, we report that:

a) We have sought and obtained all the information and explanations which to the best ofour knowledge and belief were necessary for the purposes of our audit.

B. K. SHROFF & CO.
Chartered Accountants

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b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and statement of changes in equity dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position

ii. The Company did not have any long-term contracts including derivative contracts or which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For B K Shroff &Co.
Chartered Accountants
Firm Reg. No.:302166E

Sanjiv Aggarwal
Partner
Membership Number 085128

Place: New Delhi
Date : 15-05-2018

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Annexure "A" to the Independent Auditors' Report Referred to in paragraph 5 (I) under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date to the members of Jindal Photo Imaging Limited on the Standalone Ind AS Financial Statements for the year ended 31st March 2018.

(i)	The company does not have any fixed assets. Therefore, the provisions of clause (i) of the order are not applicable to the company.
(ii)	The Company does not have any inventory. Therefore, the provisions of clause (ii) of the order are not applicable to the company.
(iii)	The company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 and as such clauses (iii) (a), (b) and (c) of the order are not applicable to the company.
(iv)	In our opinion and according to the information and explanations given to us no loans, investments, guarantees and security covered under section 185 and 186 of the Companies Act, 2013 has been given by the company.
(v)	According to the information and explanation given to us, the company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of the order are not applicable to the company.
(vi)	The Central Government has not specified maintenance of cost records under sub section (1) of Section 148 of the Companies Act, 2013 in respect of products dealt with by the company.
(vii) (a)	The company is regular in depositing with the appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of custom, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us, no undisputed amounts payable in respect thereof were outstanding as at 31st March,2018 for a period of more than six months from the date they became payable
(b)	According to the records of the company, there are no dues of income tax or sales tax or service tax or duty of custom or duty of excise or value added tax which have not been deposited on account of any dispute.
(viii)	The company does not have any loans or borrowings from any financial institution, bank, government or dues to debenture holders. Therefore, the provisions of clause (viii) of the order are not applicable to the company.

B. K. SHROFF & CO. CHARTERED ACCOUNTANTS NEW DELHI

Kolkata Address : 23-A, Netaji Subhash Road, Kolkata - 700001 □ Phones : 22300751, 22300752 □ Fax : 22300680

B. K. SHROFF & CO.
Chartered Accountants

3/7-B, Asaf Ali Road,
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(ix)	The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Therefore, the provisions of clause (ix) of the order are not applicable to the company.
(x)	According to the information and explanations given to us, no fraud by the company or on the company by its officers or employees has been noticed or reported during the year.
(xi)	No managerial remuneration has been paid or provided.
(xii)	The company is not a nidhi company and hence provisions of clause (xii) of the order are not applicable to the company.
(xiii)	In our opinion all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable accounting standards.
(xiv)	During the year under review the company has not made any preferential allotment on private placement of shares or fully or partly convertible debentures.
(xv)	The company has not entered into any non cash transactions with directors or persons connected with him.
(xvi)	The Company is not required to be registered under section 45-1A of the Reserve Bank of India Act, 1934

For B K Shroff & Co
Chartered Accountants
Firm Reg. No.: 302166E

Sanjiv Aggarwal
Partner
Membership Number: 085128

Place: New Delhi
Date: 15-05-2018

B. K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

B. K. SHROFF & CO.
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Annexure "B" to the Independent Auditor's Report Referred to in paragraph 5(ii)(f) to the Independent Auditor's Report of even date on the Standalone Ind AS Financial Statements of Jindal Photo Imaging Limited for the year ended 31st March 2018.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Jindal Photo Imaging Limited**("the Company") as of March 31, 2018 in conjunction with our audit of the Standalone Ind AS Financial Statementsof the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on "the Internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note")issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Noteand the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

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Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and

c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI”.

For B K Shroff & Co.
Chartered Accountants
Firm Reg. No.: 302166E

Sanjiv Aggarwal
Partner
Membership Number: 085128

Place: New Delhi
Date: 15-05-2018

B. K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

JINDAL PHOTO IMAGING LIMITED

CIN: U22222DN2011PLC000381

BALANCE SHEET AS AT 31ST MARCH 2018

(Rupees in Lakh)

Particulars	Note No	As at 31.03.2018	As at 31.03.2017
ASSETS			
Current Assets			
a) Financial Assets			
(i) Cash and cash equivalents	3	0.79	0.70
		0.79	**0.70**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	4	5.00	5.00
b) Other Equity	5	(5.37)	(4.71)
Liabilities			
Current Liabilities			
a) Financial Liabilities			
Borrowings	6	1.00	-
b) Other current liabilities	7	0.16	0.41
		0.79	**0.70**
See Accompanying Notes to the Financial Statements			

As per our report of even date annexed

For B.K.SHROFF & CO.,
Chartered Accountants
Reg. No. 302166E

Sanjiv Aggarwal

Sanjiv Aggarwal
Partner
Membership No. : 085128
Place: New Delhi
Date: 15-05-2018

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Rathi

Rathi Binod Pal
Director
DIN: 00092049

B.K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

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JINDAL PHOTO IMAGING LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2018

(Rupees in Lakh)

Particulars	Note	For the year ended 31st March 2018	For the year ended 31st March 2017
I REVENUE			
Revenue from Operations		-	-
Other Income		-	-
II EXPENSES			
Finance Costs	9	0.24	0.28
Other Expenses	10	0.42	0.30
TOTAL EXPENSES		0.66	0.57
III PROFIT/ (LOSS) BEFORE TAX		**(0.66)**	**(0.57)**
IV TAX EXPENSE			
Current Tax		-	-
V PROFIT/(LOSS) AFTER TAX		**(0.66)**	**(0.57)**
VI OTHER COMPREHENSIVE INCOME			
Items that will not be classified subsequently to profit & loss		-	-
Items that will be classified subsequently to profit & loss		-	-
		-	-
VI TOTAL COMPREHENSIVE INCOME		**(0.66)**	**(0.57)**
VI EARNING PER SHARE			
Basic	11	(1.32)	(1.14)
Diluted	11	(1.32)	(1.14)

See Accompanying Notes to the Financial Statements

As per our report of even date annexed

For and on behalf of the Board of Directors

For B.K.SHROFF & CO.,
Chartered Accountants
Reg. No. 302166E

Sanjiv Aggarwal

Sanjiv Aggarwal
Partner
Membership No. : 085128
Place: New Delhi
Date: 15-05-2018

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Rathi

Rathi Binod Pal
Director
DIN: 00092049

B. K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

JINDAL PHOTO IMAGING LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2018

(Rupees in Lakh)

	For the year ended 31st March 2018	For the year ended 31st March 2017
Net Profit before tax	(0.66)	(0.57)
Adjustments:	-	-
Operating profit /(loss) before working capital changes	**(0.66)**	**(0.57)**
Changes in working capital :		
Trade payables & other liabilities	(0.25)	0.30
Cash generated from operations	**(0.91)**	**(0.28)**
Interest Paid	0.04	-
Net income tax(paid)/refunds	-	-
Net Cash flow from /(used in) operating activities(A)	**(0.87)**	**(0.28)**
Cash Flow from Investing Activities		
Interest Received	-	-
Net Cash flow from/(used in) Investing Activities(B)		
Cash Flow from Financing Activities		
Increase in borrowings	1.00	-
Interest Paid	(0.04)	-
Net Cash Flow from /(used in) Financing Activities (C)	**0.96**	-
Net Increase /(decrease) in Cash and Cash Equivalents (A+B+C)	0.09	(0.28)
Cash and cash equivalents at the beginning of the year	0.70	0.97
Cash and cash equivalents at the end of the year	0.79	0.70

Notes: Figures in bracket represent cash outflow.

As per Our Report of Even Date Annexed

For B.K.SHROFF & CO.,
Chartered Accountants
Firm Reg. No: 302166E

Sanjiv Aggarwal
Sanjiv Aggarwal
Partner
Membership No.
Place: New Delhi
Date : 15-05-2018

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Rathi
Rathi Binod Pal
Director
DIN: 00092049

B.K. SHROFF & CO. * CHARTERED ACCOUNTANTS * NEW DELHI

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STATEMENT OF CHANGES IN EQUITY

(Rupees in Lakh)

Particulars	Equity Share Capital	Other Equity: Retained Earnings	Other Equity: General Reserve	Other Equity: Other Comprehensive Income	Other Equity: Total Other Equity	Total equity
Balance as of 01.04.2016	5.00	(4.14)	-	-	(4.14)	0.86
Profit/Loss for the period		(0.57)	-	-	(0.57)	(0.57)
Other comprehensive income		-	-	-	-	-
Balance as of 31.03.2017	**5.00**	**(4.71)**	**-**	**-**	**(4.71)**	**0.29**
Balance as of 01.04.2017	5.00	(4.71)	-	-	(4.71)	0.29
Profit/Loss for the period		(0.66)	-		(0.66)	(0.66)
Other comprehensive income				-	-	
Balance as of 31.03.2018	**5.00**	**(5.37)**	**-**	**-**	**(5.37)**	**(0.37)**

For B.K.SHROFF & CO.,
Chartered Accountants
Reg. No. 302166E

Sanjiv Aggarwal
Partner
Membership No. : 085128
Place: New Delhi
Date: 15-05-2018

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Rathi Binod Pal
Director
DIN: 00092049

B.K. SHROFF & CO. * CHARTERED ACCOUNTANTS * NEW DELHI

Jindal Photo Imaging Limited
Notes to the Standalone Financial Statements

1 Company Information

Jindal Photo Imaging Limited ('the Company') is a public Limited company incorporated in India and regulated by Ministery of Corporate Affairs ('MCA'). The Company was incorporated for manufacturing,trading and selling of photographic & other imaging products.

2 Summary of Significant Accounting Policies

2.1 Basis of Preparation of financial statements

Compliance with Ind AS

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act,2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and the Companies (Accounting Standards) Amendment Rules,2016.

Basis of Preparation and Measurement

Statement of Compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.

These standalone financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

Historical Cost Conventions and Fair Value

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primary functional currency of the company) and rounded off to the nearest lakhs with two decimals, unless otherwise stated.

2.2 Classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilites) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.3 Revenue Recognition

Revenue is recognized based on the nature of activity when consideration can be reasonable measured and there exists reasonable certainty of its recovery. Revenue is recognized on accrual basis.

2.4 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.5 Employee Benefits

(i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

(ii) Post-Employment Benefits

(a) **Defined Contribution Plans**

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(b) **Defined Benefit Plans**

The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

(d) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

2.6 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.7 Provisions.

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.8 Borrowings.

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

2.9 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

2.10 Earnings Per Share

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

2.11 Contingent Liability and Contingent Assets

B. K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

Trade Receivables

Trade receivables are amounts due from customers for goods and services sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

(a) Classification

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

b.1 Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

b.2 Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

(c) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(d) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(e) Offsetting financial instruments

S.K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

Financial assets and liabilities are offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(f) Income recognition

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

2.14 Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

2.15 Defined Benefit Plans

The provisions for defined benefit plans have been calculated by a actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

2.16 Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

2.17 Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.18 Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystalising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

S.K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

3 CASH & CASH EQUIVALENTS

Particulars	(Rupees in Lakh)	
	As at 31.03.2018	As at 31.03.2017
Cash in hand	-	-
Balances with Banks	0.79	0.70
Total	0.79	0.70

4 EQUITY SHARE CAPITAL

Particulars	No. of Shares		(Rupees in Lakh)	
	As at 31.03.2018	As at 31.03.2017	As at 31.03.2018	As at 31.03.2017
a) Authorized				
Equity Shares of Rs. 10 each				
At the beginning of the period	20,00,000	20,00,000	200.00	200.00
Add: Additions during the period	-	-	-	-
Less: Transfer	-	-	-	-
At the end of the period	20,00,000	20,00,000	200.00	200.00
b) Issued, Subscribed and Paid up				
Equity Shares of Rs. 10 each				
At the beginning of the period	50,000	50,000	5.00	5.00
Add: Additions during the period	-	-	-	-
At the end of the period	**50,000**	**50,000**	**5.00**	**5.00**

Rights, Preferences and Restrictions attached to shares

The Company has one class of equity shares having par value of Rs.10 each. Each shareholder is eligible for onevote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholdersin the ensuing Annual General Meeting,except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company.

Shares held by Holding Company and its subsidiaries and associates

100% Share Holding is being held by holding company i.e Jindal Poly Films Ltd along with its six nominees

Details of Shares in the company held by each shareholder holding more than 5% of shares is as under:

Name of the Shareholder	As at 31.03.2018		As at 31.03.2017	
	No of Shares	Percentage	No of Shares	Percentage
Equity Shares				
Jindal Poly Films Limited and its 6 nominees	50,000	100.00	50,000	100.00

5 OTHER EQUITY

Particulars	(Rupees in Lakh)	
	As at 31.03.2018	As at 31.03.2017
Retained Earnings	(5.37)	(4.71)
Total	(5.37)	(4.71)

6 CURRENT BORROWINGS

Particulars	(Rupees in Lakh)	
	As at 31.03.2018	As at 31.03.2017
Unsecured Loan (repayable on demand)		
-From Holding Company	1.00	-
Total	1.00	-

B. K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

7 OTHER CURRENT LIABILITIES

Particulars	(Rupees in Lakh)	
	As at 31.03.2018	As at 31.03.2017
Interest Payable	0.04	-
Other Payables	0.12	0.41
Total	0.16	0.41

8 CONTINGENT LIABILITIES AND COMMITMENTS

NIL

9 FINANCE COSTS

Particulars	(Rupees in Lakh)	
	For the year ended 31st March 2018	For the year ended 31st March 2017
Interest	0.04	-
Bank Charges	0.20	0.28
Total	0.24	0.28

10 OTHER EXPENSES

Particulars	(Rupees in Lakh)	
	For the year ended 31st March 2018	For the year ended 31st March 2017
Filing fees	0.15	0.04
Legal & Professional	0.16	0.14
Audit Fee *	0.12	0.12
Total	0.42	0.30
***Details of Audit Fee:**		
As statutory Audit Fees	0.12	0.12
for certification work	-	-
Total	0.12	0.12

11 EARNING PER SHARE (EPS)

Particulars		For the year ended 31st March 2018	For the year ended 31st March 2017
Basic / Dilutive Earnings Per Share			
Profit after tax as per profit & loss account (Rs in lakh)	(a)	(0.66)	(0.57)
Weighted No. of equity shares	(b)	50,000	50,000
Basic and diluted earnings per share (in Rs)	(a/b)	(1.32)	(1.14)

12 In the opinion of the Board of Directors, current assets, loan & advances have a value on realisation at least equal to the amount at which they are stated unless stated otherwise

13 The Company is mainly engaged in the investments activities and do not qualify for separate reporting as required by Ind AS 108 "Operating Segments".

B. K. SHROFF & CO. NEW DELHI CHARTERED ACCOUNTANTS

14 Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as follows :

List of Related Parties

a) Key Management Personnel

Directors

Mr.Rathi Binod Pal

Mr. Sanjiv Kumar Agarwal

b) Holding Company

Jindal Poly Films Limited

c) Fellow Subsidiary Companies

Jindal Imaging Limited
Jindal Films India Ltd.
JPF Netherlands BV (upto 29.12.2017)
JPF Dutch BV (up to 29.12.2017)
JPF USA Holding LLC (up to 29.12.2017)
Jindal Films Americas LLC (up to 29.12.2017)
Films Macedon LLC (up to 29.12.2017)
Jindal Films Europe Virton LLC (upto 29.12.2017)
Jindal Films Europe Brindisi Srl (up to 29.12.2017)
Jindal Films Europe Kerkrade BV (up to 29.12.2017)
Jindal Films Europe S.a.r.l (up to 29.12.2017)
Jindal Films Singapore Pte. Ltd. (up to 29.12.2017)
Jindal Films Shanghai Co. Limited (up to 29.12.2017)
Jindal Films Europe Virton s.p.r.l (up to 29.12.2017)
Jindal Films Europe Services (up to 29.12.2017)
Jindal packaging Trading Dmcc (w.e.f. 09.11.2016)
Rexor SAS (up to 29.12.2017)

15 The following transaction were carried out with related parties in the ordinary course of business:

(Rupees in Lakh)

Nature of transaction	Referred to in (a) and (c)		Referred to in (b) above		Total	
	31.03.2018	31.03.2017	31.03.2018	31.03.2017	31.03.2018	31.03.2017
Transaction during the Year						
Loan and Advances received	-	-	1.00	-	1.00	-
Interest expense	-	-	0.04	-	0.04	-
Balances outstanding as at 31 March 2018				-		-
Equity Share Capital	-	-	5.00	5.00	5.00	5.00
interest Payable	-	-	0.04	-	0.04	-
Unsecured Loan	-	-	1.00	-	1.00	-

Note:- related party relationship is as identified by the company and relied upon by the auditors

16 Previous year figures have been regrouped / rearranged wherever considered necessary.

For B.K.SHROFF & CO.,
Chartered Accountants
Reg. No. 302166E

Sanjiv Aggarwal
Partner
Membership No. : 085128
Date: 15-05-2018

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Rathi Binod Pal
Director
DIN: 00092049

B. K. SHROFF & CO. CHARTERED ACCOUNTANTS NEW DELHI

Annexure I

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Jindal Poly Films Limited
Balance Sheet as at 31st December 2018 (Provisional)

Rs in Lakhs

	Note	As at 31st Dec 2018	As at 31st March 2018
Assets			
(1) Non Current Assets			
(a) Property, Plant and Equipment		1,68,256.15	1,76,016.33
(b) Capital work-in-progress		34,109.25	1,483.52
(c) Intangible Assets		149.69	181.32
(d) Financial Assets		-	-
(i) Investments	3	49,652.49	49,652.49
(ii) Other Financial Assets	4	162.76	166.14
(e) Other Non Current Assets	5	5,813.35	3,340.23
Total Non Current Assets		**2,58,143.69**	**2,30,840.03**
(2) Current Assets			
(a) Inventories	6	51,969.66	41,926.02
(b) Financial Assets		-	-
(i) Investments	7	23,725.30	22,283.48
(ii) Trade Receivables	8	14,680.93	14,078.39
(iii) Cash and Cash Equivalents	9	1,346.66	3,022.87
(iv) Bank Balances other than (iii) above	10	2,258.48	5,619.30
(v) Loans	11	4,274.30	9,406.34
(vi) Other Financial Assets	12	310.78	225.73
(c) Current Tax Assets (Net)	13	972.54	4,247.96
(d) Other Current Assets	14	32,329.25	24,070.88
Total Current Assets		**1,31,867.90**	**1,34,680.96**
Total Assets		**3,90,011.39**	**3,55,520.99**
Equity And Liabilities			
(1) Equity			
(a) Equity Share capital	15	4,378.64	4,378.64
(b) Other Equity	16	1,85,412.50	1,77,095.68
Total Equity		**1,89,791.14**	**1,81,474.32**
(2) Non Current Liabilities			
(a) Financial Liabilities			
Borrowings	17	67,428.73	48,439.57
(b) Provisions	18	-	64.89
(c) Deferred Tax Liabilities (Net)	19	18,311.32	31,166.22
(d) Other Non Current Liabilities	20	27,261.66	19,513.11
Total Non Current Liabilities		**1,13,001.70**	**99,193.78**
(3) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	28,754.31	32,696.80
(ii) Trade Payables	22	28,731.23	23,453.56
(iii) Other Financial Liabilities	23	21,830.21	20,693.78
(b) Other Current liabilities	24	7,802.80	8,008.75
(c) Provisions	25	100.00	-
Total Current Liabilities		**87,218.54**	**84,852.89**
Total Equity and Liabilities		**3,90,011.39**	**3,55,520.99**
Summary of Significant Accounting Policies	1-2		

The accompanying Notes are an Integral Part of the Financial Statements

Jindal Poly Films Limited

D S Rawat
(V.P. Accounts)

Sanjeev Mukerji
(Whole Time Director)

Jindal Poly Films Limited New Delhi

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DELHI
REGD. NO. 6227
EXPIRY DATE
01/09/2020
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Jindal Poly Films Limited

Statement of Profit and Loss for the Period ended 31st December 2018 (Provisional)

Rs in Lakhs

		Note	For the Period Ended 31st Dec 2018	For the year ended 31st March 2018
I. REVENUES				
	Revenue from Operations	26	2,74,290.39	3,01,499.47
	Other Income	27(a)	933.91	2,605.69
	Other Gains/(Losses), Net	27(b)	3,654.99	4,298.94
Total Revenue (I)			2,78,879.28	3,08,404.10
II. EXPENSES				
	Cost of Materials Consumed	28	2,00,126.42	2,01,161.24
	Purchase of Stock-in-Trade		-	1,482.90
	Changes in Inventories of Finished goods, Work-in-Progress and Stock-in-Trade	29	-6,749.77	-5,210.01
	Excise Duty Expenses		-	6,447.41
	Employee Benefits Expense	30	6,725.68	8,469.09
	Finance Costs	31	3,055.07	6,109.84
	Depreciation and Amortization Expense	32	7,627.89	10,204.82
	Other Expenses	33	44,990.41	58,880.52
Total Expenses (II)			2,55,775.71	2,87,545.80
III.	**Profit before Exceptional Items and Tax (I - II)**		23,103.58	20,858.30
IV.	Exceptional Items		-9,406.16	-18,425.81
V.	**Profit Before Tax (III + IV)**		13,697.42	2,432.48
VI.	Tax Expense			
	(i) Current Tax		7,727.65	4,165.06
	(ii) Deferred Tax		-2,874.91	-3,186.02
	Total Tax Expenses		4,852.74	979.04
VII	**Profit for the Year (V - VI)**		8,844.68	1,453.44
VIII	**Other Comprehensive Income**			
	Items that will not be reclassified to profit or loss		-	-
	- Remeasurements of post employment benefit obligations		-	59.63
	- Income tax relating to these items		-	-
			-	-
	Other Comprehensive Income for the year, net of tax		-	59.63
IX	**Total Comprehensive Income For the year (VII + VIII)**		8,844.68	1,513.07
X	**Earnings per Equity Share:**			
	Earnings per Share (Equity Shares of Rs. 10/- each)	34		
	Basic and Diluted		20.20	3.32

Summary of Significant Accounting Policies 1-2

The accompanying Notes are an Integral Part of the Financial Statements

D S Rawat
(VP, Accounts)

Sagato Mukerji
(Whole Time Director)
DIN - 06465901

JINDAL POLY FILMS LIMITED

Jindal Poly Films Limited New Delhi

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Jindal Poly Films Limited
Notes to the Financial Statements

1 **Company Information**

Jindal Poly Films Limited ("the Company") is the largest manufacturer of BOPET and BOPP films in India. The Company produces BOPET, BOPP, CPP, Thermal, Metalilzed and Coated Films. The manufacturing units at Nasik are amongst the most modern facilities available and are capable of producing high quality products. The Company is also engaged in manufacturing of Photographic Products and Nonwoven Fabric products with plant located in Dadra and Nasik respectively.

The Company is limited by shares, incorporated and domiciled in India and the equity shares of the Company are listed on the Indian Stock Exchanges i.e. National Stock Exchange & Bombay Stock Exchange.

2 **Summary of Significant Accounting Policies**

2.1 **Basis of Preparation and Measurement**

Statement of Compliance

The financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.

These standalone financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements

Historical Cost Conventions and Fair Value

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.

- Defined benefit liability/(assets), present value of defined benefit obligation less fair value of plan assets.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the company can access at the measurement date;

- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly, and

- Level 3 inputs are unobservable inputs for the asset or liability.

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Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company) and rounded off to the nearest Lacs with two decimals, unless otherwise stated.

2.2 Classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilities) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets/liabilities.

The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

2.3 Accounting Estimates & Judgements and key sources of estimation uncertainty

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

- Property Plant & Equipments (estimate useful life);
- Intangible assets (estimate useful life)
- Impairment testing (if and when applicable)
- Provision inventories (obsoleteness / lower net realizable value)
- Allowances For Credit Losses
- Provision for employees' post employment benefits (actuarial assumptions)
- Lease (Finance Lease)

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets.

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The management of the Company believe that the inventory balances on hand could be sold to the third parties at the disclosed value taking into consideration the condition of inventories held and current conditions in the market.

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of trade receivables at 31st March 2018. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

The provisions for defined benefit plans have been calculated by a local (external) actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. Management believes that the mortality tables used are general acceptable mortality tables the countries involved. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

2.4 Operating Segments.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Operating segments comprise Packaging Films, Photographic Products and Nonwoven Fabrics being performance measure of the Company, as required under Ind AS 108 (Operating Segments). The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Operating Segments are identified based on the nature of products, the different risks and returns, being the performance measure of the Company. Further disclosure of segments based on geography by location of customers i.e. in India and outside India has been made. Inter-segment revenue have been accounted for based on the transaction price agreed to between the segments, which is primarily market based.

2.5 Inventories

Inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials is determined on FIFO basis, cost of finished goods, process chemicals, stores, packing materials are determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Non usable wastes are valued at net realizable value. Materials and other items held for use in the production of inventories are not written down below costs, if finished goods in which they will be incorporated are expected to be sold at or above cost.

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2.6 Property, Plant and Equipment

Property, Plant and Equipment held for use in the production or supply of goods, or for administrative purposes are stated at historical cost or deemed cost less accumulated depreciation and any accumulated impairment losses, if any. Property, plant and equipment acquired in a business combination are recognised at fair value or at carrying cost for acquisition under common control, as the case may be. Cost comprises of purchase price and any directly attributable cost of bringing the assets to its working condition for its intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as a separate items (major components) of property, plant and equipment. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to statement of profit and loss during the reporting period in which they are incurred.

Property, plant and equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital work-in-progress".

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognised in the statement of profit and loss.

2.7 Intangible Assets

Intangible Assets are stated at cost less accumulated amortization and impairment loss, if any.

2.8 Expenses on new projects, substantial expansion and during construction period

Expenditure directly relating to construction activity is capitalised. Indirect expenditure incurred during construction period is capitalised as part of the indirect construction cost to the extent to which the expenditure is indirectly related to construction or is incidental thereto. Other indirect expenditure incurred during the construction period, which is not related to the construction activity nor is incidental thereto is charged to the Statement of Profit & Loss Income earned during construction period is deducted from the total of the indirect expenditure. Expenditure/ income arising during trial run is added to/ reduced from capital work-in-progress.

2.9 Impairment of Assets

Assets (other than inventories and deferred tax assets) are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

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JINDAL POLY FILMS LIMITED

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2.10 Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement.

Non-current assets are not depreciated or amortised while they are classified as held for sale. Interest and other

2.11 Depreciation and Amortisation

Depreciation on property, plant and equipment has been provided on straight-line basis over the estimated useful life as prescribed under Schedule II to the Companies Act, 2013 or as per estimated useful life re-assessed by the Company. Following useful life has been considered for providing depreciation:

Name of Assets	Useful life
Factory Buildings	30 Years
Non Factory Buildings	60 Years
Plants & Machineries	15-30 Years
Furniture and Fixtures	10 Years
Office Equipment	5 Years
Computers	3 Year
Vehicles	8-10 Years

Property, Plant and Equipment's residual values, estimated useful lives are reviewed at each balance sheet date and changes, if any, are treated as changes in accounting estimates.

Intangible assets are amortised over their estimated useful economic lives on straight line basis. Estimated useful life of the software is considered as 6 years. Premium on Leasehold Land is amortised over the period of lease tenure.

Freehold Land and Capital Work in Progress are not depreciated.

2.12 Leases

Operating Leases

As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the Company's expected inflationary cost increases.

Finance Lease

Leases are classified as finance leases when according to terms of lease, the lessee assumes all principal risks and rewards incident to ownership of the leased assets. The lower of the fair value of the assets and the present value of the minimum lease rental is recorded as property, plant & equipment with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to statement of profit and loss as finance cost.

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Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

(a) Classification

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(b.1) Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

Amortised Cost:

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in profit and loss using the effective interest rate method

Fair value through profit or loss (FVTPL):

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/ (losses) in the period in which it arises.

(b.2) Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

(b.3) Trade Receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expect to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing

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JINDAL POLY FILMS LIMITED

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(b.4) **Derivative Financial Instruments**

The Company uses derivative financial instruments i.e. Forward Contracts to hedge its risks associated with foreign exchange fluctuations These derivative financial instruments are used as risk management tools only and not for speculative purposes. The fair values of these derivative financial instruments are recognized as assets or liabilities at the balance sheet date and gain/loss is recognised in statement of profit and loss.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(c) **Impairment of financial assets**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 47 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(d) **Derecognition of financial assets**

A financial asset is derecognised only when

- the Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(e) **Offsetting financial instruments**

Financial assets and liabilities are being offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

f) **Income recognition**

(f.1) **Interest Income**

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

(f.2) **Dividends**

Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably

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2.14 Financial Liabilities

Initial recognition and measurement

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss. In case of trade payables, they are initially recognised at fair value and subsequently, these liabilities are held at amortised cost, using the effective interest rate method.

Subseouent measurement

2.15 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value

2.16 Borrowings

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

2.17 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.18 Product warranties

The company gives warranties on certain products and services relating to its photographic division to repair or replace the items that fails to perform satisfactorily during the warranty period. Provisions are made towards expected cost of meeting such obligations of rectification/replacement. Warranty provisions are made for expected future cash outflows and computed on total sales made during the year, based on past experience.

2.19 Employee Benefits

(i) **Short Term Employee Benefits**

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

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(ii) Post-Employment Benefits

(a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the statement of profit and loss during the period during which the employee renders the related service.

(b) Defined Benefit Plans

The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

(d) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

2.20 Revenue Recognition

Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as sales tax, value added tax, goods and services tax, etc. Amounts disclosed as revenue are inclusive of excise duty, wherever applicable.

Sale of Products

The Company recognizes revenue from sale of goods when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and significant risks and rewards of ownership have been transferred to the customer. The Company is engaged in the business of manufacturing & sales of various types of packaging films, photographic products and Nonwoven Fabric Products of various dimensions and grades. As per the Company's usual policy, the low graded/surplus stock of films are sold at special discounted prices and such discounts are adjusted in unit sale price. No element of financing is deemed present in the sales.

Revenue from trading of electricity (as permitted by Trade Licence issued by The Central Electricity Regulatory Commission) is accounted based on rates in The IEX (The Indian Energy Exchange) and is inclusive of trading margin (as applicable), as billed to the buyer

Sale of Services

Sales of Services comprises of revenue from maintenance contracts and same are recognised pro-rata basis over the period of the contract as and when services are rendered.

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2.21 Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is recognized in the income statement on the date the entity's right to receive payments is established.

The Company has elected to present gains or losses arising from fair value adjustments of financial instruments, gains or losses on disposal of property, plant and equipment, gain or losses from disposal/redemption of investments, amortisation of deferred government grants and regular foreign currency transactions/translations as a separate line item "other gains/(losses) - net" on the face of the statement of profit and loss as permitted in para 85 of Ind AS 1.

2.22 Export Benefits

Export incentives in the form of Duty Draw back benefit is accounted for on accrual basis and treated as income from operations.

2.23 Government Grants

Grants/Subsidy from the Government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the company will comply with all attached conditions.

(i) Government grants not related to acquisition of property, plant & equipment are initially carried by setting up these grants as Deferred Government Grants in Non-Current Liabilities/Current Liabilities and amortised/recognised in the statement of profit and loss on straight line method and disclosed in Other Income (other gains/(losses)).

(ii) Government grants related to acquisition of property, plant & equipment are initially carried by setting up these grants as Deferred Government Grants in Non-Current Liabilities/Current Liabilities and amortised/recognised in the statement of profit and loss on straight line method and netted off from depreciation expenses.

2.24 Claims and Benefits

Claim on insurance companies, interest and others, where quantum of accrual cannot be ascertained with reasonable certainty, are accounted for on acceptance basis.

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2.25 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.26 Foreign currency transactions and translation

Transactions in foreign currencies are recorded in functional currency at the exchange rates prevailing at the date of the transaction first qualifies for recognition. Monetary assets and liabilities denominated in foreign currency are translated to the functional currency at the exchange rates prevailing at the reporting date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss with the exception for exchange differences on foreign currency borrowings relating to qualifying assets under construction are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates at the date of initial transactions. Non-monetary items measures at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

2.27 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest rate method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred.

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2.28 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.29 Earnings Per Share

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

2.30 Business Combinations

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination comprises the fair values of the assets transferred, liabilities incurred to the former owners of the acquired business, equity interests issued by the Group and fair value of any assets or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured at their fair values. However, certain assets and liabilities i.e. deferred tax assets or liabilities, assets or liabilities related to employee benefit arrangements and assets or disposal groups that are classified as held for sale, acquired or assumed in a business combination are measured as per the applicable Ind AS.

Measuring Goodwill or a gain from Bargain Purchase

The excess/(short) of the sum of the consideration transferred and the acquisition-date fair value of any previous equity interest in the acquired entity over the acquisition-date fair value of the net identifiable assets (net of identifiable assets acquired and liabilities assumed/contingent consideration) acquired is recognised as goodwill/(bargain purchase gain). Any gain on a bargain purchase is recognised in other comprehensive income and accumulated in equity as Capital Reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase, otherwise the gain is recognised directly in equity as Capital Reserve.

Contingent Consideration

Any contingent consideration is measured at fair value at the date of acquisition.

The Company would classify an obligation to pay contingent consideration that meets the definition of a financial instrument as a financial liability or as equity. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of contingent consideration are recognised in statement of profit and loss.

When a business combination is achieved in stages, any previously held equity interest in the acquiree is remeasured at its acquisition-date fair value and the resulting gain or loss, if any, is recognised in statement of profit and loss or other comprehensive income, as appropriate.

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Business Combination under Common Control

Common control business combination means a business combination involving entities or businesses in which all the combining entities or businesses are ultimately controlled by the same party or parties both before and after the business combination, and that control is not transitory. Business combinations involving entities or businesses under common control shall be accounted for using the pooling of interests method. The assets and liabilities of the combining entities are reflected at their carrying amounts.

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Notes to the Standalone Financial Statements

3 Investments

Non Current Investments

Rs in Lakhs

	As at 31st Dec 2018			As at 31st March 2018		
	No of Shares	Face Value (Rs.)	Amount (in Lacs)	No of Shares	Face Value (Rs.)	Amount (in Lacs)
3.1 Equity Shares (Quoted)						
(measured at fair value through profit & loss)						
Garware Polyester Limited	100	10	0.15	100	10	0.15
Ester Industries Limited	500	5	0.34	500	5	0.34
			0.49			0.49
3.2 Equity Shares (Un Quoted)						
In Subsidiaries						
(measured at cost)						
Jindal Films India Limited	15,83,330	10	465.00	15,83,330	10	465.00
JPF Netherlands BV			-			-
Jindal Packaging Trading DMCC	100	1000 AED	18.17	100	1000 AED	18.17
Jindal Imaging Limited	1,00,000	10	10.00	1,00,000	10	10.00
Jindal Photo Imaging Limited	50,000	10	5.00	50,000	10	5.00
Less:- Provision for impairment in value of Investments in Jindal Imaging Limited and Jindal Photo Imaging Limited			-13.86			-13.86
			484.31			484.31
3.3 Equity Shares (Un Quoted)						
In Associates						
(measured at cost)						
JPF Netherlands BV	42,85,428	0.01 EURO	30.21	42,85,428	0.01 EURO	30.21
			30.21			30.21
3.4 Preference Shares (Un Quoted)						
Zero % Redeemable Preference Shares						
(measured at amortised cost)						
- Jindal India Powertech Limited	26,35,90,000	10	25,007.28	26,35,90,000	10	25,007.28
Zero % Optionally Convertible Preference Shares						
(measured at fair value through profit & loss)						
- Jindal India Powertech Limited	44,02,00,000	10	24,130.20	44,02,00,000	10	24,130.20
			49,137.48			49,137.48
			49,652.49			49,652.49

Aggregate value of quoted Investments	0.49	0.49
Aggregate value of unquoted Investments	49,652.00	49,652.00
Aggregate Market Value of Quoted Investments	0.49	0.49
Impairment of Unquoted Investment	13.86	13.86

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Jindal Poly Films Limited

Note to Accounts of Balance Sheet as at 31st Dec 2018.

	As at 31st Dec 2018	As at 31st March 2018
	Rs in Lakhs	
4 Other Financial Assets		
Unsecured, Considered Good :		
Security Deposits	162.76	166.14
	162.76	166.14
5 Other Non Current Assets		
Unsecured, Considered Good :		
Capital Advances	5,805.12	3,116.16
Other Receivables - Related Parties	8.23	24.07
	5,813.35	3,140.23
6 Inventories		
Raw Material (includes Goods in Transit, refer note 6.2)	20,562.98	19,212.91
Work In Progress	88.65	10.79
Finished Goods	21,491.94	14,791.61
Stock in Trade	142.49	145.32
Scrap	311.52	337.11
Store, Spares and Tools	8,939.01	7,084.97
Packing Material	433.08	343.30
	51,969.66	41,926.02

6.1 Inventories valued at lower of cost and net realisable value.

6.2 Raw Material includes Goods in Transit

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Jindal Poly Films Limited
Notes to the Financial Statements

7 Investments
Current Investments
(measured at fair value through profit & loss)

Rs in Lakhs

Particulars	As at 31st Dec 2018		As at 31st March 2018	
	Units	Amount	Units	Amount
Investments in Mutual Fund Units				
ABSL Liquid Fund	2,28,981	675.60		
Aditya Birla Sun Life Medium Term Plan	77,29,896	1,831.34		
ABSL Savings Fund				
Birla Sunlife Medium Term Plan Direct			77,29,896	1,756.17
Birla Sunlife Savings Fund Direct			1,88,521	648.37
Birla Sun Life Cash Plus - Growth Direct Plan			-	-
DSP Blackrock Liquidity Fund			20,169	501.27
DSP Blackrock Ultra Short Term Fund			40,057	5.11
DSP BlackRock Credit Risk Fund				
Franklin India Ultra Short Term Bond Fund Direct			-	-
HDFC Medium Term Opportunities Fund			-	-
HDFC LIQUID FUND DIRECT GROWTH	55,904	2,019.86		
ICICI Prudential Corporate Bond Fund			38,41,101	1,086.65
ICICI Prudential Regular Savings Fund Direct			28,01,324	545.54
ICICI Prudential Credit Risk Fund				
ICICI Prudential Medium Term Bond Fund	1,14,25,490	2,708.09		
ICICI Prudential Savings Fund	18,451	65.14	-	-
ICICI Liquid Plan-Direct -Growth		4,044.35	58,434	150.26
ICICI Pru Money Market Fund Direct			-	-
ICICI Liquid Plan-Direct -Growth				
IDFC Corp. bond Fund			1,54,36,696	1,847.82
IDFC Ultra Short Term			8,30,420	205.92
Kotak Income Opportunities Fund			95,81,027	1,923.25
Kotak Medium Term Fund	1,69,17,776	2,640.78	68,52,587	1,027.19
Kotak Treasury Advantage Fund Direct			35,93,916	1,014.58
Kotak Bond (Short Term)			-	-
Kotak Credit Risk Fund	95,81,027	2,016.68		
Kotak Mahindra Liquid Scheme	17,473	649.49		
Kotak Savings Fund				
Reliance Banking & PSU Debt Fund	2,00,69,446	2,655.69	2,00,69,446	2,529.27
Reliance Banking & PSU Debt Fund Regular			40,53,703	507.95
Reliance Regular Savings Fund- Debt Direct			20,30,226	513.96
Reliance Medium Term Fund Direct			19,84,325	737.78
Reliance Credit Risk Fund	20,30,226	539.23		
Reliance Prime Debt Fund				
SBI magnum ultra low duration debt fund	24,649	1,005.75		
Tata Short term Bond Fund Direct			55,12,496	1,848.56
Tata Ultra short Term Fund Direct			47,581	1,264.23
Tata Short Term Bond Fund Direct	55,12,496	1,829.33	-	-
UTI Income Opportunities Fund Direct			60,91,989	1,028.56
UTI Credit Risk Fund	59,15,970	1,043.99		
UTI Short Term Income Fund			1,35,53,282	2,932.35
UTI Treasury Advantage Fund Direct			8,647	208.69
		23,725.30		22,283.47
Aggregate carrying amount of Unquoted Investment		-		
Aggregate carrying amount of Quoted Investment		23,725.30		22,2[illegible]
Aggregate market value of Quoted Investment		23,725.30		22,28[illegible]48

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Jindal Poly Films Limited

Note to Accounts of Balance Sheet as at 31st Dec 2018.

Rs in Lakhs

	As at 31st Dec 2018	As at 31st March 2018
8 Trade Receivables		
Unsecured, Considered Good :		
Trade Receivables	14,680.93	14,078.39
	14,680.93	14,078.39
9 Cash and Cash Equivalents		
Balances with Banks in Current Accounts	1,344 20	3,020.19
Cash on hand	2.46	2.68
	1,346.66	3,022.87
10 Bank Balances other than (9) above		
Balances with Banks:		
- Unpaid Dividend Account	22.82	20.41
- Deposits with original maturity of more than three months	2,235.65	5,598.89
	2,258.48	5,619.30
11 Loans		
Unsecured, considered Good		
Loans & Advances to Related Parties	4,274.30	9,406.34
	4,274.30	9,406.34
12 Other Financial Assets		
Unsecured, considered Good		
Interest Accrued	198.15	127.56
Security Deposits	112.63	98.17
	310.78	225.73
13 Current Tax Assets (Net)		
Advance Income Tax (Net of Provision for Tax)	972.54	4,247.96
	972.54	4,247.96
14 Other Current Assets		
Non-Current Assets Held For Sale (at lower of the book value and	84.00	84.00
Amount Receivable Under Package Scheme of Incentive	15,833 96	11,409.36
Interest Subsidy Receivable	3,066.92	3,287.12
Balance with Custom, Central Excise, GST and State Authorities	5,769 84	1,859.74
Export Incentive Receivables	1,008.46	1,452.92
Prepaid Expenses	116.21	139.64
Advances against Supplies	5,469 59	4,357.01
Imprest to Employees	114.72	101.50
Claims and Other Receivables	863.56	1,379.59
	32,329.25	24,070 88

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Jindal Poly Films Limited

Note 15 : Equity Share Capital

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(a) Authorised Share Capital

	No of Shares (Lacs)	Amount (Lacs)
Equity Share Capital of Rs 10/- Each		
As at 1st April 2015	800.00	8,000.00
Add : Increase/reclassified during the year	700.00	7,000.00
As at 31st March 2016	1,500.00	15,000.00
Add : Increase/reclassified during the year	-	-
As at 31st March 2017 and 31st March 2018	1,500.00	15,000.00
Add : Increase/reclassified during the year*	820.00	8,200.00
As at 31st December 2018	2,320.00	23,200.00

*Pursaunt to sanctioning of the Scheme of Amalgamation of Global Nonwovens Limited, a wholly owned subsidiary of Jindal Poly Films Limited with and into Jindal Poly Films Limited.

	No of Shares (Lacs)	Amount (Lacs)
Cumulative Redeemable Preference Shares Capital of Rs 10/- Each		
As at 1st April 2015	1,000.00	10,000.00
Add : Increase (decline) / (reclassified) during the year	-700.00	-7,000.00
As at 31st March 2016	300.00	3,000.00
Add : Increase (decline) / (reclassified) during the year	-	-
As at 31st March 2017	300.00	3,000.00
As at 31st March, 2018 and 31st December 2018	300.00	3,000.00

(b) Subscribed and Issued Equity Share Capital

	No of Shares (Lacs)	Amount (Lacs)
Equity Share Capital of Rs 10/- Each		
As at 1st April 2015 *	437.86	4,378.64
Add : Issued during the year	-	-
As at 31st March 2016	437.86	4,378.64
Add Issued during the year	-	-
As at 31st March 2017	437.86	4,378.64
As at 31st March, 2018 and 31st December 2018	437.86	4,378.64

*includes 17.38 Lacs Equity Shares of Rs 10/- each, issued pursuant to the Scheme of Arrangement between Jindal Photo Limited (Demerged Company) and Jindal Poly Films Limited (Resulting Company), for demerger of Business of Manufacture, production, sale and distribution of photographic products of demerged company into the Resulting Company.

(c) **Ordinary Shares allotted as fully paid pursuant to contract(s) without payment being received in cash during the period of five years.**

17.38 Lacs Equity Shares of Rs 10/- each, issued pursuant to the Scheme of Arrangement between Jindal Photo Limited (Demerged Company) and Jindal Poly Films Limited (Resulting Company), for demerger of Business of Manufacture, production, sale and distribution of photographic products of demerged company into the Resulting Company.

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(d) **Shareholders holding more than 5 percent Equity shares of the Company ***

No of Shares in Lacs

Name of the Shareholders	As at 31st March 2017		As at 31st March 2016		As at 1st April 2015	
	No of Shares	% Holding	No of Shares	% Holding	No of Shares	% Holding
Soyuz Trading Company Limited	122.05	27.87%	122.05	27.87%	122.05	27.87%
Jindal Photo Investments Limited	114.95	26.25%	114.95	26.25%	114.95	26.25%
Rishi Trading Company Limited	52.24	11.93%	52.24	11.93%	52.24	11.93%

*after incorporating 17.38 Lacs Equity Shares of Rs 10/- each, issued pursuant to the Scheme of Arrangement between Jindal Photo Limited (Demerged Company) and Jindal Poly Films Limited (Resulting Company), for demerger of Business of Manufacture, production, sale and distribution of photographic products of demerged company into the Resulting Company.

(e) **The Company has bought back following equity shares during last five years:**

No of Shares in Lacs

Financial Year	No. of Shares
2011-2012	30.20
2012-2013	9.74
2013-2014	-
2014-2015	-
2015-16	-

(f) **Terms/ rights attached to Equity shares**

Each holder of equity shares is entitled to one vote per share. In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. There is no restriction on distribution of dividend, however same is subject to the approval of the shareholders in the Annual General Meeting of the Company

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Jindal Poly Films Limited

Standalone Statement of Changes in Equity for the year ended 31st Dec 2018.

15 Equity Share Capital

Rs in Lakhs

Particulars	As at 31st Mar 2016	Changes in equity share capital	As at 31st Mar 2018	Changes in equity share capital	As at 31st Dec 2018
Equity Share Capital	4,378.64	-	4,378.64	-	4,378.64
Equity Share Capital	4,378.64	-	4,378.64	-	4,378.64

16 Other Equity

Rs in Lakhs

Particulars	Reserve & Surplus				Other Comprehensive Income	Total Other Equity
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings	Remeasurements of post employment benefit obligations (net of tax thereon)	
Balance as at 31st March 2017.	6,469.05	21,069.36	58,054.13	90,582.51	-154.58	1,76,020.47
Profit For the Year				1,453.44		1,453.44
Other Comprehensive Income For the Year				-	59.63	59.63
Total Comprehensive Income For the Year	-	-	-	1,453.44	59.63	1,513.07
Dividends Declared and Paid for financial year 2016-17				437.86		437.86
Dividend Distribution Tax Paid				-		-
Balance as at 31st March 2018.	6,469.05	21,069.36	58,054.13	91,598.09	-94.95	1,77,095.68
Profit For the Year				8,844.68		8,844.68
Other Comprehensive Income For the Year				-	-	-
Total Comprehensive Income For the Year	-	-	-	8,844.68	-	8,844.68
Dividends Declared and Paid for financial year 2016-17				437.86		437.86
Dividend Distribution Tax Paid				90.00		90.00
Balance as at 31st Dec 2018.	6,469.05	21,069.36	58,054.13	99,914.91	-94.95	1,85,412.50

Capital Reserve: The difference of the aggregate of face value equity shares alloted by the Company to the shareholders of the Demerged Undertaking, and the amount representing surplus of book value of assets over liabilities of the Demerged Undertaking has been recorded by the Resulting Company as Capital Reserve.

Securities Premium Account: This Reserve represents the premium on issue of shares and can be utilized in accordance with the provisions of the Companies Act, 2013

General Reserve: This Reserve is created by an appropriation from one component of equity (generally Retained Earnings) to another, not being an item of Other Comprehensive Income. The same can be utilized in accordance with the provisions of the Companies Act, 2013

Retained Earnings: This Reserve represents the cumulative profits of the Company, less any transfers to general reserve, dividends or other distributions paid to shareholders and effects of remeasurement of defined benefit obligations. This Reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

Remeasurements of Post Employment Benefit Obligations: Differences between the interest income on plan assets and the return actually achieved, and any changes in the liabilities over the year due to changes in actuarial assumptions or experience adjustments within the plans, are recognised in 'Other comprehensive income' and subsequently not reclassified to the Statement of Profit and Loss

The accompanying Notes are an Integral Part of the Financial Statements

NOTARY

Jindal Poly Films Limited New Delhi

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JINDAL POLY FILMS LIMITED

D S Rawat
(VP, Accounts)

Sagato Mukerji
(Whole Time Director)
DIN - 06465901

Note to Accounts of Balance Sheet as at 31st Dec 2018.

Rs in Lakhs

	Note	As at 31st Dec 2018	As at 31st March 2018
17 Borrowings			
(Non Current Borrowings)			
Non Current Portion			
Secured Borrowings From Banks			
Foreign Currency Loans	(i)	30,794.39	18,519.03
Rupee Loans	(ii)	17,989.98	15,405.63
Rupee Loans	(iii)	18,673.19	14,677.56
		67,457.56	48,602.22
Current Portion			
Secured Borrowings From Banks			
Foreign Currency Loans	(i)	8,851.18	6,503.34
Rupee Loans	(ii)	5,831.30	7,178.50
Rupee Loans	(iii)	3,620.00	3,826.00
		18,302.48	17,507.84
Total Borrowings		85,760.04	66,110.06
Les: Current Maturities of Long Term Debts (disclosed in note 23)		18,302.48	17,507.84
Less : Prepaid Fees		28.83	192.66
Total Non Current Borrowings		67,428.73	48,409.57

	Note	As at 31st Dec 2018	As at 31st March 2018
18 Provisions			
Provisions for Employee Benefits		-	84.89
			84.89

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JINDAL POLY FILMS LIMITED

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Jindal Poly Films Limited

Note to Accounts of Balance Sheet as at 31st Dec 2018.

Rs in Lakhs

	As at 31st Dec 2018	As at 31st March 2018
19 Deferred Tax Liabilities (Net)		
Deferred Tax Liabilities on :		
- Property, Plant & Equipments	34,388.97	32,516.12
- Others	-	-
Total Deferred Tax Liabilities	34,388.97	32,516.12
Deferred Tax Assets on :		
- Defined Benefit Obligations	28.06	28.06
- MAT Credit Entitlement	688.52	688.52
- Financial assets measured at Fair Value through Profit & Loss	6,497.67	6,498.69
- Others	8,863.40	4,114.63
Total Deferred Tax Assets	16,077.65	11,329.90
Total Deferred Tax Liabilities (Net)	18,311.32	21,186.22

JINDAL POLY FILMS LIMITED

Jindal Poly Films Limited New Delhi

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Note to Accounts of Balance Sheet as at 31st Dec 2018.

		Rs in Lakhs
	As at 31st Dec 2018	**As at 31st March 2018**
20 Other Non Current Liabilities		
Deferred Government Grants		
Opening Balance	20,865.09	16,357.01
Add : Grants/Subsidy addition during the year	8,345.26	5,860.07
Less : Amortisation of Deferred Grants taken to Other Income	281.52	976.62
Less : Amortisation of Deferred Grants - Deducted from Deprecation Expenses	1,201.73	375.37
Closing Balance of Deferred Government Grants	27,727.10	20,865.09
Less : Current Portion, disclosed in Note 24	465.44	1,351.99
	27,261.66	19,513.11
21 Borrowings		
Current Borrowings		
Secured Borrowings		
From Banks	5,001.35	10,727.52
From Banks	-	-
From Banks	5,766.17	3,237.69
Total	**10,767.52**	**13,965.21**
Unsecured Borrowings		
From Banks	17,986.79	18,731.60
From Body Corporate	-	-
Total	**17,986.79**	**18,731.60**
Total Current Borrowings	**28,754.31**	**32,696.80**
Securities		
22 Trade Payables		
Micro Enterprises and Small Enterprises		
Other Than Micro Enterprises and Small Enterprises		
Trade Payable to Others	28,731.23	23,453.56
	28,731.23	23,453.56

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NOTARY NEELAM SHARMA ADVOCATE DELHI GOVT. OF INDIA

	As at 31st Dec 2018	As at 31st March 2018
23 Other Financial Liabilities		
Current maturities of Long Term Debts (Refer Note 17)	18,302.48	17,507.84
Interest accrued	200.15	195.43
Unpaid Dividends	30.06	27.64
Employees Payables	651.01	1,308.36
Staff Security Payables	324.26	424.69
Security Deposits	126.96	7.28
Capital Creditors	2,195.28	1,222.55
	21,830.21	20,693.78
24 Other Current liabilities		
Liability for Dividend and Dividend Payable	-	-
Current Portion of Deferred Government Grant (Refer Note 20)	465.44	1,351.99
Amount received from and Credit balance of customers	6,571.11	5,822.90
Unexpired Income	-	-
Duties & Taxes	306.31	328.67
Advance License Due	459.94	505.18
	7,802.80	8,008.75
25 Provisions		
Provision for Employee Benefit Obligations	100.00	-
	100.00	-

Jindal Poly Films Limited New Delhi

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NOTARY NEELAM SHARMA ADVOCATE DELHI REGD. NO. 8227 EXPIRY DATE 01.09.2020 GOVT. OF INDIA

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Note to Accounts of Statements of Profit and Loss For the Period ended 31st Dec 2018.

Rs in Lakhs

		For the Period Ended 31st Dec 2018	For the year ended 31st March 2018
26	**Revenue From Operations**		
	Sales of Products	2,74,203.89	3,01,388.01
	Other Operating Revenue		
	Duty Drawback	86.50	111.46
	Industrial Promotion Subsidy under Mega Project Incentives	-	-
		2,74,290.39	3,01,499.47
27	**Other Income and Other Gains/(Losses)**		
27 (a)	**Other Income**		
	Dividend Received on Long Term Investments	-	478.32
	Software Services (Information Technology Services)	309.18	447.14
	Lease and Other Rent	44.36	46.79
	Claims Received	171.43	430.58
	Interest Income	408.94	1,143.54
	Miscellaneous Income	-	59.32
		933.91	2,605.69
27 (b)	**Other Gains / (Losses), Net**		
	Net gain/(loss) on disposal/ discard of property, plant and equipment	1.17	27.27
	Fair Value Adjustments on Financial Assets	254.30	1,003.15
	Gain on sale of Investment in Mutual Fund Units (Net)	801.09	369.53
	Foreign exchange fluctuation (Net)	661.21	1,922.37
	Provision no longer required written back (Net)	735.50	-
	Amortisation of Deferred Government Grant (Refer Note 20)	1,201.73	976.62
		3,654.99	4,298.94
28	**Cost Of Materials Consumed**		
	Packaging Films	1,83,958.92	1,84,085.07
	Photographic Products	3,506.58	4,953.31
	Nonwoven Fabric Products	12,660.91	12,122.86
		2,00,126.42	2,01,161.24

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JINDAL POLY FILMS LIMITED

NOTARY NEELAM SHARMA GOVT. OF INDIA

		For the Period Ended 31st Dec 2018	For the year ended 31st March 2018
29	**Changes In Inventories Of Finished Goods, Work In Progress And Stock In Trade**		
	Opening Stock		
	Finished Goods	14,791.61	9,554.56
	Traded Goods	145.32	243.89
	Work In Progress	10.79	36.12
	Scrap	337.11	240.25
		15,284.83	10,074.82
	Closing Stock		
	Finished Goods	21,491.94	14,791.61
	Traded Goods	142.49	145.32
	Work In Progress	88.65	10.79
	Scrap	311.52	337.11
		22,034.60	15,284.83
	Accretion/ (Decretion) in Stock	-6,749.77	-5,210.01
30	**Employee Benefits Expense**		
	Salaries, Wages ,Bonus & Other Benefits	6,186.45	7,539.87
	Gratuity and Contribution to Provident Fund	366.96	633.30
	Staff & Workmen Welfare Expenses	137.89	264.38
	Staff Recruitment & Development	34.38	31.54
		6,725.68	8,469.09
31	**Finance Costs**		
	Interest on Financial Liabilities		
	- Long Term Borrowings	2,563.75	3,395.77
	- Bank Borrowings & Others	457.18	650.65
	Financial Charges	44.14	20.21
	Foreign Exchange Fluctuation (Net)	-	2,043.21
		3,065.07	6,109.84
32	**Depreciation and Amortization Expenses**		
	Depreciation of Property, Plant and Equipment	7,894.86	10,560.45
	Amortization of Intangible Assets	14.56	19.73
	Less : Proportionate Allocation of Deferred Government Grants to Profit and Loss	281.52	375.37
		7,627.89	10,204.82

Jindal Poly Films Limited New Delhi

JINDAL POLY FILMS LIMITED

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		For the Period Ended 31st Dec 2018	For the year ended 31st March 2018
33	**OTHER EXPENSES**		
	Stores and Spares Consumed	2,590.96	4,379.19
	Power and Fuel	19,993.01	23,509.68
	Carriage Inwards	130.48	313.45
	Water charges	23.74	25.39
	Repairs and Maintenance	-	-
	Plant & Machinery	214.94	230 85
	Buildings	68.80	337.71
	Others	1,061.01	1,067.06
	Packing Material consumed	6,355.56	8,477.10
	Lease and Other Rent	256.76	352.73
	Rates & Taxes	88.32	180.78
	Travelling & Conveyance	705.68	971.23
	Charity & Donation	29.64	54.29
	Social welfare expenses	5.51	0.07
	Corporate Social Responsibility Expenditure	148.81	149.88
	Postage & Telephone charges	87.56	132.96
	Legal & Professional Expenses	4,594.33	4,764.74
	Water & Electricity Charges	51.68	77.70
	Insurance	257 10	310.43
	Auditors' Remuneration	-	21.59
	Printing & Stationery	25.37	42.56
	Miscellaneous expenses	365.75	598.41
	Information Technology Expenses	-	388.17
	Freight, Cartage & Octroi	7,235.96	11,579.77
	Commission and Other Selling Expenses	310.93	427.04
	Bank Charges	388.53	487.73
		44,990.41	**58,880.52**
34	**Earnings Per Share - Basic**		
	Profit attributable to the Equity Shareholders (Rs. In Lacs)	8,844.68	1,453.44
	Weighted average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	43786413	43786413
	Basic Earnings per Share (in Rs.)	20.20	3.32
	Earnings Per Share -Diluted		
	Profit attributable to the Equity Shareholders (Rs. In Lacs)	8,844.68	1,453.44
	Weighted average Number of Equity Shares outstanding (Nominal Value of Equity Shares - Rs 10/- each)	43786413	43786413
	Diluted Earnings per Share (in Rs.)	20.20	3 32
	Calculation of Weighted average Number of Equity Shares outstanding		
	Shares Outstanding as at the beginning of the year	43786413	43786413
	Add : Shares Issued During the year	-	-
	Shares Outstanding as at the end of the year	43786413	43786413

Jindal Poly Films Limited New Delhi

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Jindal Poly Films Limited

D S Rawat
(Chief Accounts)

NEELAM SHARMA
ADVOCATE
DELHI
REGD. NO. 8227
EXPIRY DATE
01.09.2020
GOVT. OF INDIA

Sagato Mukerji
(Whole Time Director)
DIN - 06465901

Annexure J

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JINDAL PHOTO IMAGING LIMITED

CIN: U22222DN2011PLC000381

BALANCE SHEET AS AT 31ST DECEMBER 2018

(Rupees in Lakh)

Particulars	Note No	As at 31.12.2018	As at 31.03.2018
ASSETS			
Current Assets			
a) **Financial Assets**			
(i) Cash and cash equivalents	3	0.57	0.79
		0.57	**0.79**
EQUITY AND LIABILITIES			
Equity			
a) Equity Share Capital	4	5.00	5.00
b) Other Equity	5	(5.97)	(5.37)
Liabilities			
Current Liabilities			
a) **Financial Liabilities**			
Borrowings	6	1.00	1.00
b) Other current liabilities	7	0.54	0.16
		0.57	**0.79**
See Accompanying Notes to the Financial Statements			

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Place: New Delhi
Date:

NOTARY REGD. NO. 8227 EXPIRY DATE 01/09/2020 GOVT. OF INDIA

JINDAL PHOTO IMAGING LTD.

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JINDAL PHOTO IMAGING LIMITED

STATEMENT OF PROFIT & LOSS FOR THE PERIOD 01.04.2018 to 31.12.2018

(Rupees in Lakh)

Particulars	Note	For the period 01.04.2018 to 31.12.2018	For the period 01.04.2017 to 31.03.2018
I REVENUE			
Revenue from Operations		-	-
Other Income		-	-
II EXPENSES			
Finance Costs	9	0.28	0.24
Other Expenses	10	0.31	0.42
TOTAL EXPENSES		0.59	0.66
III PROFIT/ (LOSS) BEFORE TAX		**(0.59)**	**(0.66)**
IV TAX EXPENSE			
Current Tax		-	-
V PROFIT/(LOSS) AFTER TAX		**(0.59)**	**(0.66)**
VI OTHER COMPREHENSIVE INCOME			
Items that will not be classified subsequently to profit & loss		-	-
Items that will be classified subsequently to profit & loss		-	-
		-	-
VI TOTAL COMPREHENSIVE INCOME		**(0.59)**	**(0.66)**
VI EARNING PER SHARE			
Basic	11	(1.19)	(1.32)
Diluted	11	(1.19)	(1.32)

See Accompanying Notes to the Financial Statements

NOTARY NEELAM SHARMA ADVOCATE DELHI REGD. NO. 5227 EXPIRY DATE 01/08/2020 GOVT. OF INDIA

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Place: New Delhi
Date:

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STATEMENT OF CHANGES IN EQUITY

(Rupees in Lakh)

Particulars	Equity Share Capital	Other Equity				Total equity
		Retained Earnings	General Reserve	Other Comprehensive Income	Total Other Equity	
Balance as of 01.04.2017	5.00	(4.71)	-	-	(4.71)	0.29
Profit/Loss for the period		(0.66)	-	-	(0.66)	(0.66)
Other comprehensive income		-	-	-	-	-
Balance as of 31.03.2018	**5.00**	**(5.37)**	-	-	**(5.37)**	**(0.37)**
Balance as of 01.04.2018	5.00	(5.37)	-	-	(5.37)	(0.37)
Profit/Loss for the period		(0.59)	-	-	(0.59)	(0.59)
Other comprehensive income		-	-	-	-	-
Balance as of 31.12.2018	**5.00**	**(5.97)**	-	-	**(5.97)**	**(0.97)**

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Place: New Delhi
Date:

NOTARY NEELAM SHARMA ADVOCATE DELHI REGD. NO. 8227 EXPIRY DATE 01.09.2020 GOVT. OF INDIA

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JINDAL PHOTO IMAGING LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST DECEMBER 2018

(Rupees in Lakh)

	For the period 01.04.2018 to 31.12.2018	For the period 01.04.2017 to 31.03.2018
Net Profit before tax	(0.59)	(0.66)
Adjustments:	-	-
Operating profit /(loss) before working capital changes	(0.59)	(0.66)
Changes in working capital :		
Trade payables & other liabilities	0.38	(0.25)
Cash generated from operations	(0.22)	(0.91)
Interest Paid	0.06	0.04
Net income tax(paid)/refunds	-	-
Net Cash flow from /(used in) operating activities(A)	(0.16)	(0.87)
Cash Flow from Investing Activities		
Interest Received	-	-
Net Cash flow from/(used in) Investing Activities(B)		
Cash Flow from Financing Activities		
Increase in borrowings	-	1.00
Interest Paid	(0.06)	(0.04)
Net Cash Flow from /(used in) Financing Activities (C)	(0.06)	0.96
Net Increase /(decrease) in Cash and Cash Equivalents (A+B+C)	(0.22)	0.09
Cash and cash equivalents at the beginning of the year	0.79	0.70
Cash and cash equivalents at the end of the year	0.57	0.79
Notes: Figures in bracket represent cash outflow.		

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Place: New Delhi
Date :

NOTARY
NEELAM SHARMA
ADVOCATE
DELHI
REGD. NO. 8227
EXPIRY DATE
01/08/2020
INDIA

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Jindal Photo Imaging Limited
Notes to the Standalone Financial Statements

1 Company Information

Jindal Photo Imaging Limited ('the Company') is a public Limited company incorporated in India and regulated by Ministery of Corporate Affairs ('MCA'). The Company was incorporated for manufacturing,trading and selling of photographic & other imaging products.

2 Summary of Significant Accounting Policies

2.1 Basis of Preparation of financial statements

Compliance with Ind AS

Standalone Financial Statements have been prepared in accordance with the accounting principles generally accepted in India including Indian Accounting Standards (Ind AS) prescribed under the section 133 of the Companies Act,2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules,2015 and the Companies (Accounting Standards) Amendment Rules,2016.

Basis of Preparation and Measurement

Statement of Compliance

The standalone financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended and Companies (Indian Accounting Standards) Amendment Rules, 2016, as amended.
These standalone financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements.

Historical Cost Conventions and Fair Value

The financial statements have been prepared under the historical cost convention on accrual basis and the following items, which are measured on following basis on each reporting date:

- Certain financial assets and liabilities that is measured at fair value.
- Defined benefit liability/(assets): present value of defined benefit obligation less fair value of plan assets.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primary functional currency of the company) and rounded off to the nearest lakhs with two decimals, unless otherwise stated.

2.2 Classification of Assets and Liabilities

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset/liabilities is treated as current when it is:

- Expected to be realised/settled (liabilites) or intended to be sold or consumed in normal operating cycle.
- Held primarily for the purpose of trading
- Expected to be realised/settled within twelve months after the reporting period, or
- Cash and cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other assets/liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets/liabilities.
The operating cycle is the time between the acquisition of the assets for processing and their realisation in cash and cash equivalents.

NEELAM SHARMA ADVOCATE DELHI REGD. NO. 8227 EXPIRY DATE

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2.3 Revenue Recognition

Revenue is recognized based on the nature of activity when consideration can be reasonable measured and there exists reasonable certainty of its recovery. Revenue is recognized on accrual basis.

2.4 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

2.5 Employee Benefits

(i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

(ii) Post-Employment Benefits

(a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(b) Defined Benefit Plans

The employee Gratuity Fund Scheme managed by a trust is a defined benefit plan. The present value of obligation under such defined benefit plan is determined based on actuarial valuation under the projected unit credit method which recognizes each period of service as giving rise to additional unit of employees benefits entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans is based on the market yields on government securities as at balance sheet date, having maturity periods approximated to the returns of related obligations. In case of funded plans the fair value of the planned assets is reduced from the gross obligation under the defined benefit plans to recognize the obligation on net basis.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

(d) Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to the statement of profit and loss.

2.6 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the balance sheet liability method, providing for taxable temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

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2.7 Provisions.

Provisions are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Provisions in the nature of long term are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.8 Borrowings.

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

2.9 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

2.10 Earnings Per Share

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

2.11 Contingent Liability and Contingent Assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

2.12 Trade Receivables

Trade receivables are amounts due from customers for goods and services sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

2.13 Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognised financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

(a) Classification

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

b.1 Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments.

Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

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Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

b.2 Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss as other income when the Company's right to receive payments is established.

(c) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

(d) Derecognition of financial assets

A financial asset is derecognised only when

- The Company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

(e) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Financial Statements when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

(f) Income recognition

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

2.14 Use of Estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:

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2.15 Defined Benefit Plans

The provisions for defined benefit plans have been calculated by a actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. The discount rate have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

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2.16 Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

2.17 Provisions and liabilities

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events that can reasonably be estimated. The timing of recognition requires application of judgement to existing facts and circumstances which may be subject to change. The amounts are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

2.18 Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallising or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

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NEELAM SHARMA
ADVOCATE
DELHI
REGD. NO. 8287
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3 CASH & CASH EQUIVALENTS

Particulars	(Rupees In Lakh)	
	As at 31.12.2018	As at 31.03.2018
Cash in hand	-	-
Balances with Banks	0.57	0.79
Total	**0.57**	**0.79**

4 EQUITY SHARE CAPITAL

Particulars	No. of Shares		(Rupees In Lakh)	
	As at 31.12.2018	As at 31.03.2018	As at 31.12.2018	As at 31.03.2018
a) Authorized				
Equity Shares of Rs. 10 each				
At the beginning of the period	20,00,000	20,00,000	200.00	200.00
Add: Additions during the period	-	-	-	-
At the end of the period	20,00,000	20,00,000	200	200
b) Issued, Subscribed and Paid up				
Equity Shares of Rs. 10 each				
At the beginning of the period	50,000	50,000	5.00	5.00
Add: Additions during the period	-	-	-	-
At the end of the period	**50,000**	**50,000**	**5.00**	**5.00**

Rights, Preferences and Restrictions attached to shares

The Company has one class of equity shares having par value of Rs.10 each. Each shareholder is eligible for onevote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholdersin the ensuing Annual General Meeting,except in case of Interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company.

Shares held by Holding Company and its subsidiaries and associates

100% Share Holding is being held by holding company i.e Jindal Poly Films Ltd along with its six nominees

Details of Shares in the company held by each shareholder holding more than 5% of shares is as under:

Name of the Shareholder	As at 31.12.2018		As at 31.03.2018	
	No of Shares	Percentage	No of Shares	Percentage
Equity Shares				
Jindal Poly Films Limited and its 6 nominees	50,000	100.00	50,000	100.00

5 OTHER EQUITY

Particulars	(Rupees in Lakh)	
	As at 31.12.2018	As at 31.03.2018
Retained Earnings	(5.97)	(5.37)
Total	**(5.97)**	**(5.37)**

6 CURRENT BORROWINGS

Particulars	(Rupees in Lakh)	
	As at 31.12.2018	As at 31.03.2018
Unsecured Loan		
-From Holding Company (Jindal Poly Films Limited)	1.00	1.00
Total	**1.00**	**1.00**

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7 OTHER CURRENT LIABILITIES

Particulars	(Rupees in Lakh)	
	As at 31.12.2018	As at 31.03.2018
Interest Payable	0.10	0.04
Other Payables	0.43	0.12
Total	0.54	0.16

8 CONTINGENT LIABILITIES AND COMMITMENTS

NIL

9 FINANCE COSTS

Particulars	(Rupees in Lakh)	
	For the period 01.04.2018 to 31.12.2018	For the period 01.04.2017 to 31.03.2018
Interest	0.06	0.04
Bank Charges	0.22	0.20
Total	0.28	0.24

10 OTHER EXPENSES

Particulars	(Rupees in Lakh)	
	For the period 01.04.2018 to 31.12.2018	For the period 01.04.2017 to 31.03.2018
Filing fees	0.01	0.15
Legal & Professional	0.19	0.16
Audit Fee *	0.12	0.12
Total	0.31	0.42
***Details of Audit Fee:**		
As statutory Audit Fees	0.12	0.12
for certification work	-	-
Total	0.12	0.12

11 EARNING PER SHARE (EPS)

Particulars		For the period 01.04.2018 to 31.12.2018	For the period 01.04.2017 to 31.03.2018
Basic / Dilutive Earnings Per Share			
Profit after tax as per profit & loss account (Rs in lakh)	(a)	(0.59)	(0.66)
Weighted No. of equity shares		50,000	50,000
Basic and diluted earnings per share (in Rs)	(a/b)	(1.19)	(1.32)

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12 In the opinion of the Board of Directors, current assets, loan & advances have a value on realisation at least equal to the amount at which they are stated unless stated otherwise

13 The Company is mainly engaged in the investments activities and do not qualify for separate reporting as required by Ind AS 108 "Operating Segments".

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14 Disclosures as required by Accounting Standard-18 "Related Party Disclosure" issued by the Institute of Chartered Accountants of India are as follows :

List of Related Parties

a) **Key Management Personnel**

Directors

Mr.Rathi Binod Pal

Mr. Sanjiv Kumar Agarwal

b) **Holding Company**

Jindal Poly Films Limited

c) **Fellow Subsidiary Companies**

Jindal Imaging Limited

Jindal Films India Ltd.

Jindal packaging Trading Dmcc

15 **The following transaction were carried out with related parties in the ordinary course of business:**

(Rupees in Lakh)

Nature of transaction	Referred to in (a) and (c) above		Referred to in (b) above		Total	
	31.12.2018	31.03.2018	31.12.2018	31.03.2018	31.12.2018	31.03.2018
Transaction during the Year						
Loan and Advances received	-	-	-	1.00	-	1.00
Interest expense	-	-	0.06	0.04	0.06	0.04
Balances outstanding as at 31 March 2018						
Equity Share Capital	-	-	5.00	5.00	5.00	5.00
Interest Payable	-	-	0.10	0.04	0.10	0.04
Expenses payable			0.18	-	0.18	-
Unsecured Loan	-	-	1.00	1.00	1.00	1.00

Note:- related party relationship is as identified by the company and relied upon by the auditors

16 Previous year figures have been regrouped / rearranged wherever considered necessary.

For and on behalf of the Board of Directors

Sanjiv Kumar Agarwal
Director
DIN: 01623575

Place: New Delhi

NOTARY NEELAM SHARMA GOVT. OF INDIA

JINDAL PHOTO IMAGING LTD.

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Annexure K

ABRIDGED PROSPECTUS – JINDAL PHOTO IMAGING LIMITED

IN THE NATURE OF ABRIDGED PROSPECTUS CONTAINING SALIENT FEATURES OF THE PROPOSED SCHEME OF ARRANGEMENT BETWEEN JINDAL POLY FILMS LIMITED INTO JINDAL PHOTO IMAGING LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS ("SCHEME") FOR DEMERGER OF PHOTO FILMS BUSINESS ("DEMERGED UNDERTAKING") OF JINDAL POLY FILMS LIMITED ("DEMERGED COMPANY") INTO JINDAL PHOTO IMAGING LIMITED ("RESULTING COMPANY") UNDER SECTION 230 TO 232 READ WITH SECTION 66 OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER

THIS ABRIDGED PROSPECTUS CONSISTS OF EIGHT PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This document is prepared in compliance with the provisions of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") read with paragraph I(A)(3)(a) of Annexure I to the Securities and Exchange Board of India ("**SEBI**") Circular bearing number CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with Circular bearing no. CFD/DIL3/CIR/2018/2 dated January 8, 2018 ("**SEBI Circulars**") and contains the applicable information in the format for abridged prospectus as provided in Part E of Schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR**") to the extent applicable. Shares of Resulting Company are not listed on any stock exchange in India. Equity Shares of Demerged Company are listed on BSE Limited and National Stock Exchange of India Ltd. (hereinafter collectively referred as "**Stock Exchanges**").

You may also download the Abridged Prospectus along with the Scheme as approved by the Board of Directors of Demerged Company and Resulting Company in their respective meeting held on November 12, 2018 and copy of the Share Entitlement Ratio Report dated November 12, 2018 issued by M/s S.S. Kothari Mehta & Co. (Firm Regn. No. 000756N), Chartered Accountants, Fairness Opinion dated November 12, 2018 issued by M/s 3 Dimension Capital Services Limited (SEBI Regn INM000012528), Category-I, Merchant Banker and other relevant documents from the website of the Stock Exchanges (i.e., from www.bseindia.com and www.nseindia.com) where the same has been submitted. The said documents are also available on the website of the Demerged Company (www.jindalpoly.com).

JINDAL PHOTO IMAGING LIMITED

CIN: U22222UP2011PLC103611

Registered Office: 19th KM, Hapur, Bulandshahr Road, PO Guloathi Bulandshahr, Uttar Pradesh – 203 408

Contact Persons: Mr. Rathi Binod Pal, Mr. Sanjiv Kumar Agarwal, Mr. Sagato Mukerji, Directors

Email: cs_jpoly@jindalgroup.com

Telephone No.: 011-40322100

Fax No.:011-40322129

ISSUE DETAILS, LISTING AND PROCEDURE

- **Issue Details**

  In terms of clause 13 of the Scheme, Upon the coming into effect of the Scheme, and in consideration of the demerger of the Demerged Undertaking and transfer and vesting thereof with the Resulting Company, the Resulting Company shall, without any further act or deed and without any further payment, issue and allot equity shares at par on a proportionate basis to each member of the

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Demerged Company whose name is recorded in the register of members of the Demerged Company as holding equity shares on the Record Date (i.e., the date fixed by Board of Directors of the companies in respect of allotment/issuance of shares to the shareholders of Demerged Company as consideration for the transfer and vesting of Demerged Undertaking into the Resulting Company) or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as may be recognized by the Board of Directors of the Demerged Company in the following proportion:

"For every 4 (four) equity shares of face value of Rs. 10/- each held in the Demerged Company, as on the Record Date, every equity shareholder of the Demerged Company shall without any application, act or deed, be entitled to receive 1 (one) equity share of face value of Rs. 10/- each of the Resulting Company, credited as fully paid-up. The allotment of equity shares of the Resulting Company shall be in the same ratio as aforesaid to all shareholders of the Demerged Company, subject to fractional entitlements which shall be dealt with as per the procedure provided for in the Scheme. Accordingly, the Resulting Company shall issue and allot to the shareholders of the Demerged Company 10946604 fully paid up equity shares of Rs 10/- each on the Scheme becoming effective."

Simultaneous with the issue and allotment of new shares by the Resulting Company to the shareholders of the Demerged Company, in accordance with Clause 13 of the Scheme, in books of the Resulting Company, all the equity shares issued by Resulting Company to the Demerged Company and its nominee and held by them shall stand cancelled, extinguished and annulled, without any further act, instrument or deed. Such cancellation of share capital of the Resulting Company shall be effected as a part of the Scheme itself and not in accordance with Section 66 of the Act.

- **Listing and Procedure**

The Resulting Company shall apply for listing of its equity shares on Stock Exchanges immediately after receipt of the order of National Company Law Tribunal, Allahabad Bench ("**NCLT**") as per applicable provisions of SEBI Circulars. The Resulting Company shall ensure that steps for listing of shares issued in terms of clause 13.1 of this Scheme are completed and trading in such shares commences within sixty days of receipt of the order of the NCLT, simultaneously on all the Stock Exchanges.

The procedure with respect to Public issue is not applicable in the instant case.

ELIGIBILITY FOR THE ISSUE
Whether the Company is compulsorily required to allot at least 75% of the net offer to public, to qualified institutional buyers: **Not Applicable**

INDICATIVE TIMELINE
Abridged Prospectus is issued pursuant to the Scheme. Time frame cannot be established with absolute certainty. However, it is reasonably expected to come into effect in the financial year 2019-20.

GENERAL RISK
Shareholders are advised to read the risk factors carefully before taking an investment decision in relation to the Scheme. For taking an investment decision, shareholders must rely on their own examination of the Demerged Company and the Scheme including the risk involved. The equity shares being issued under the Scheme have not been recommended or approved by the SEBI nor does SEBI guarantee the accuracy or adequacy of this document. Specific attention of the investors is invited to the statement of Risk Factors appearing in this document.

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PRICE INFORMATION
Not applicable

Merchant Banker **Name:** M/s 3Dimension Capital Services Limited, (SEBI registered merchant banker (Registration No. INM000012528)) **Address: H-38, LGF, Jangpura Extension, New Delhi-1** **Contact Person: Mr.Rhydham Kapoor** **E-mail ID:** prapti@3dcsl.com **Telephone No.:011 40196737**
Statutory Auditors of the Resulting Company: Suresh Kumar Mittal & Co. Chartered Accountants Firm Regn. No. 500063N Address: 60, 1st Floor Pocket H-3, Sector-18 Rohini, Delhi -110 085
Names of Syndicate Members: Not Applicable
Name of Registrar to the Issue and contact details (telephone and email id): Not Applicable
Name of Credit Rating Agency and the rating or grading obtained, if any: Not Applicable
Name of Debenture trustee, if any: Not Applicable
Self-Certified Syndicate Banks: Not Applicable
Non Syndicate Registered Brokers: Not Applicable
Details regarding website address(es)/link(s) from which the investor can obtain list of registrar to issue and share transfer agents, depository participants and stock brokers who can accept application from investor (as applicable): : Not Applicable

PROMOTERS OF THE RESULTING COMPANY
The Resulting Company is a wholly owned subsidiary of the Demerged Company. Therefore, Demerged Company is the promoter of the Resulting Company. The Demerged Company is a public limited listed company duly incorporated under provisions of the Companies Act, 1956 on September 9, 1974, bearing corporate identity number L17111UP1974PLC003979 and having its registered office situated at 19th km, Hapur, Bulandshahr Road, PO Guloathi Bulandshahr, Uttar Pradesh – 245408. The equity shares of the Demerged Company are listed on the Stock Exchanges. Demerged Company is primarily engaged in the following businesses: (i) manufacturing of photographic, Nonwovens and medical films. Demerged Company has also invested in JPF Netherland BV, Amsterdam for carrying on business in overseas, mutual funds units and other money market instruments (i.e. the "Photo Films Business" or "Demerged Undertaking"); and (ii) manufacturing of BOPET Films and BOPP films (plain, metalized and coated) which are mainly used in flexible packaging industry and is a leading supplier of such films to leading global brand owners in food, beverages and confectionery ("**Packaging Films business**").

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JINDAL PHOTO IMAGING LTD.

BUSINESS MODEL / BUSINESS OVERVIEW AND STRATEGY
Jindal Photo Imaging Limited or the Resulting Company is an unlisted public limited company duly incorporated under the provisions of the Companies Act, 1956 Act on November 12, 2011. The Resulting Company was set-up for carrying on the business of manufacturing, selling, distributing, converting and producing, medical equipment's, x-ray films and devices computed radiography, cassettes, printers etc. The business activities of Resulting Company compliments the business activities of Demerged Undertaking. The Resulting Company is a wholly owned subsidiary company of the Demerged Company. The authorized share capital of the Resulting Company is Rs. 2,00,00,000 divided into 20,00,000 equity shares of Rs. 10 each. Issued, subscribed and paid up equity share capital of the Resulting Company is Rs. 5,00,000 divided in 50,000 equity shares of Rs. 10 each. Upon the scheme becoming effective and with effect from the appointed date of April 1, 2019, the entire Photo Films Business (Demerged Undertaking) of the Demerged Company will vest into Resulting Company as a going concern. In terms of the Memorandum of Association of the Resulting Company, its main objects as on the date of this Abridged Prospectus are as under: 1. To carry on the business of manufacturing, converting, producing, processing, assembling, treating, making, taking on hire, otherwise acquiring, blending, formulating, packing, finishing, buying, selling, distributing, marketing, importing, exporting, fabricating or otherwise dealing in all types, grades, kinds, sizes and descriptions of photographic products like colour /black and white photographic papers, roll films, cinema film, AMC of printers, photographic equipments, Medical equipments, X-ray film and devices Computed Radiography, Digital Radiography, cassettes, printers, imagers etc, Orthopedic implants & Trauma fixation devices, spine, joint replacement & implants, Screw, plates, mesh, Orthobiologics, biomaterial and regenerative biological products, bone cement, drill machines, Dental imaging, films & equipment, craniomaxillofacial equipments and devices, reconstruction surgery equipments and instruments, Soft tissue and peripheral nerve repair products, Endoscopy devices machines, capsules, recorder, reader, printers, equipments and consumables, PH devices, capsules, image recorder, monitors, printers and consumables, Cardiovascular implants like stents, balloons, wires, catheters, inflation devices and other related implants, products & accessories. Cardiac valves (tissue & mechanical) Infusion devices like syringe & infusion pumps, OR products (equipments, devices and instruments), Printer, tab, physiotherapy and decompression equipments and consumables, Surgical & examination Gloves, Bopet Films, graphic art films, PS Plates, CTP, & other plates, other film and allied products like photographic chemicals, photographic papers, reagents, substances, equipments, instruments, accessories, raw materials and things for audiovisual communications, films production, image and document production, copying and information, copying and information gathering, recording and processes related to photography, motion pictures. 2. To carry on the business of manufacturing, buying, selling, importing, exporting, assembling, creating, producing, preparing, repairing, converting, treating, altering, letting on hire, marketing, distributing and otherwise dealing in all types and descriptions of cameras, movie cameras, flash guns, lighting sets sound recording and reproducing machines and equipments, cinema overhead projectors, mini projectors, portable projectors, sound and film projection systems, colour photo machines, colour photo lab equipments and machines and all kind of spares, parts, accessories, components, tools, equipments and apparatuses. 3. To carry on the business of manufacturing, converting, producing, processing, assembling, treating, making, blending, finishing, repairing, distributing, marketing or otherwise dealing in all types and descriptions of video cassettes both blank as well as recorded, video cassette recorders/players, editing tables, video cameras, multi cassette recording decks, video studios and the equipments thereof,

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colour television sets, video-scopes, video-scope screens, monitors and all kinds of accessories, spares, parts, components, tools, equipments, and apparatuses.

4. To carry on the business of manufacturing, buying, selling, converting, assembling, preparing, repairing, packing, blending, marketing, distributing and otherwise dealing in all kinds, descriptions and types of electrical/electronic/mechanical/automatic photocopying machines, electrostat machine, zerox copying machines, typewriters ribbons, teleprinter ribbons and rolls, continuous stationary, intercom and other communication machines and all types of chemicals, substances, spares, components, accessories, tools, equipments, instruments, apparatuses and the like used with or in connection to any of the above things.

BOARD OF DIRCETORS OF THE RESULTING COMPANY			
Sr. No.	**Name**	**Designation (Independent/ Whole-Time/ Executive/ Nominee)**	**Experience including current/past position held in other firms (20-40 words for each director)**
1.	Rathi Binod Pal Occupation: Service Nationality: Indian DIN: 00092049 Address: D-301, Ishwar Apartments, Plot No.4, Sector-12, Dwarka New Delhi 110078 DL IN	Director	He has approximately 25 years of experience in Commercial, Accounts and Management.
2.	Sanjiv Kumar Agarwal Occupation: Service Nationality: Indian DIN: 01623575 Address: Fe-35, Third Floor Shivaji Enclave, Rajouri Garden New Delhi 110027, India	Director	Mr. Sanjiv Kumar Agarwal is B.Sc, L.L.B, M.B.A and having rich experience in the field of Marketing and Project Management. Mr. Agarwal is also serving on the board of many other reputed Companies.
3.	Sagato Mukerji Occupation: Service Nationality: Indian DIN: 06465901 Address: Flat No 301 Tower-15, Unitech Fresco, Nirvana Country, Sector-50 Gurgaon 122018 , Haryana, India.	Director	He is a Packaging Industry Professional for more than 22 years. His expertise is in Turnaround in Business Performance, Strategic Planning and achieving long term organizational goals, Strong Customer Relationships, Business Development and Client Acquisitions, Leadership, Team Building and People Development, Driving Operational Efficiency, Commercial Acumen & Supply Chain Management, Project Management, Managed JV with Japanese JV Partner. Previously, he has worked with Sharp Industries Limited, Paharpur 3P, Rollatainers Ltd. Cosmo Films.

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JINDAL PHOTO IMAGING LTD.

OBJECTS/RATIONALE OF THE SCHEME
1. The Demerged Company has two business segments namely, Packaging Films Business and Photo Films Business. The Resulting Company, a wholly owned subsidiary of the Demerged Company, is also carrying on business which is similar to the Photo Films Business of the Demerged Company. In order to manage both the business segments of the Demerged Company efficiently and effectively, the management of the Demerged Company has considered it necessary to demerge the Photo Films Business of the Demerged Company, as a going-concern, into the Resulting Company.
2. Demerger of Photo Films Business or the Demerged Undertaking of the Demerged Company into the Resulting Company will enable both companies to focus on their respective businesses, efficient management and control and to exploit business opportunities more efficiently and effectively.
3. The proposed Scheme is in line with the current global industry practice to achieve size, scalability, integration, greater financial strength and flexibility thereby maximizing shareholder value and to achieve higher long-terms financial returns.
4. Pursuant to the demerger of the Photo Films Business of the Demerged Company into the Resulting Company, the shareholding of the Demerged Company in the Resulting Company will be cancelled. The Resulting Company will issue and allot its shares to the shareholders of the Demerged Company in the same proportion in which they hold shares in the Demerged Company, i.e, a mirror image of the shareholding structure will be created in both the Companies subject to consolidation of fractions arising in terms of clause 13 of the Scheme. Thus, the rights and interests of the shareholders of the Demerged Company are safeguarded.
Details of means of finance: Not applicable
Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issues, if any, of the Company in the preceding 10 years: Not Applicable.
Name of monitoring agency, if any: Not Applicable.
Terms of Issuance Of Convertible Security, if any: Not Applicable.

SHAREHOLDING PATTERN					
S. No.	**Particulars**	**Pre- Scheme**		**Post Scheme**	
		No. of Equity Shares	**% Holding**	**No. of Equity Shares**	**% Holding**
1.	Promoter & Promoter Group	50,000	100%	81,60,271	74.55
2.	Public	-	-	27,86,333	25.45
	Total	**50,000**	**100%**	1,09,46,604	100

RESTATED AUDITED FINANCIALS- STANDALONE (Rs. in Lakhs)						
Particulars	30th Sept,2018	FY 2017-18	FY 2016-17	FY 2015-16	FY 2014-15	FY 2013-14
Total Income from Operations (Net)	-0.32	-0.66	-0.57	-0.28	-0.41	-0.33
Net Profit/(Loss) before tax and extraordinary items	-0.32	-0.66	-0.57	-0.28	-0.41	-0.33

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Net Profit/(Loss) after tax and extraordinary items	5.00	5.00	5.00	5.00	5.00	5.00
Equity Share Capital	-5.69	-5.37	-4.71	-4.14	-3.86	-3.44
Reserves and Surplus	-0.69	-0.37	0.29	0.86	1.14	1.56
Net Worth	-0.64	-1.32	-1.14	-0.57	-0.83	-0.67
Basic earnings per share (Rs.)	-0.64	-1.32	-1.14	-0.57	-0.83	-0.67
Diluted earnings per share (Rs.)	-46.38	-178.38	196.55	33.04	36.26	21.41
Return on Net Worth (%)	-1.38	-0.74	0.58	1.72	2.29	3.12
Net Asset Value per share (Rs.)	-0.32	-0.66	-0.57	-0.28	-0.41	-0.33

INTERNAL RISK FACTORS RELATED TO RESULTING COMPANY
(Minimum 5 and maximum 10 factors to be specified)

INTERNAL RISK FACTORS RELATED TO RESULTING COMPANY

1. Any change in the technology may render our current technologies obsolete or require us to make substantial capital investment to cope with the market. Technology up gradation is a regular process and it is also essential for providing the desired quality to the customers. We are taking all the possible steps to keep our manufacturing facilities in line with the latest technology. Our markets for NTR (Non Tearable Paper) products are characterized by rapidly changing consumer preferences and new product introductions.

2. In case of our Medical X-Ray Films, our raw material supply is dependent on long term supply arrangements with single overseas supplier, we may suffer halt of our operation due to difficulties in obtaining the material on time. We are also subject to risks arising from exchange rate fluctuations. We may not be able to control the factors affecting the price at which we procure our raw material and face the risks associated with compensating for or passing on such increase in our cost of production on account of such fluctuations in prices to our customers. Increase in the prices of raw material may thus affect our margins and profitability.

3. We operate in a competitive environment and may not be able to maintain our market position, which may adversely impact our business, results of operations and financial condition. We estimate our sales based on the forecast, demand and requirements. In general, we monitor the sale of our products and plan the manufacture of product accordingly. Our Substantial sales of Medical X-Ray Films are based on allotment of tender by the respective government authorities/hospitals.

Rahi

JINDAL PHOTO IMAGING LTD

4. We may not able to attract and retain enough sufficiently trained employees to support our operations, as competition for highly skilled personnel is intense and we experience significant employee turnover rates.

5. We were not a listed Company and have not, historically, been subjected to the increased scrutiny of our affairs by shareholders, regulators and the public at large that is associated with being a listed company. As a listed company, we will incur some legal, accounting, corporate governance and other expenses that we did not incur as an unlisted company.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION
A. Total number of outstanding litigations against the Resulting Company and amount involved: **Nil**
B. Brief details of top 5 material outstanding litigations against the Resulting Company and amount involved: **Nil**
C. Regulatory Action, if any- disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any (200-300 words limit in total): **Not Applicable**
D. Brief details of outstanding criminal proceeding against Promoters of Resulting Company (200-300 words limit in total): NIL

ANY OTHER IMPORTANT INFORMATION AS PER THE MERCHANT BANKER/ RESULTING COMPANY
Not Applicable

DECLARATION BY THE COMPANY
We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in the Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in the Abridged Prospectus are true and correct.

For Jindal Photo Imaging Limited

Rathi

Rathi Binod Pal

Whole – Time Director

DIN: 00092049

Date: 31 JAN 2019

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JINDAL PHOTO IMAGING LTD.

Annexure L

JINDAL POLY FILMS LTD.

Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi-110070 (INDIA)
Phone : 011-26139256 (10 Lines)
Fax : (91-11) 26125739
Web : www.jindalgroup.com

Pre shareholding Pattern of Demerged Company i.e. Jindal Poly Films Ltd as on April 26, 2019

Sr	Description	Name of Shareholder	No.of shares	%
(A)	**Shareholding of Promoter and Promoter Group**			
1	**Indian**			
	Individuals/ Hindu Undivided Family	Aakriti Ankit Agarwal	1000	0.00
		Bhavesh Jindal	1000	0.00
(b)	Central Government/ State Government(s)	-	-	-
(c)	Bodies Corporate	Names		
		Consolidated Photo & Finvest Ltd.	8,23,289	1.88
		Consolidated Finvest And Holdings Limited	15,64,072	3.57
		Jindal Photo Investments Ltd.	1,14,95,410	26.25
		Rishi Trading Company Ltd	52,24,016	11.93
		Soyuz Trading Company Limited	1,22,05,344	27.87
(d)	Financial Institutions/ Banks	-	-	-
(e)	Any Others	BHAVESH TRUST	1,19,000	0.27
		AAKRITI TRUST	4,55,525	1.04
		SSJ TRUST	7,52,433	1.72
	Sub Total(A)(1)		**3,26,41,089**	**74.55**
2	**Foreign**	-	-	-
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-
(b)	Bodies Corporate	-	-	-
(c)	Institutions	-	-	-
(d)	Any Others	-	-	-
	Sub Total(A)(2)	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	**3,26,41,089**	**74.55**

Jindal Poly Films Limited New Delhi

JINDAL POLY FILMS LTD.

Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi - 110070 (INDIA)
Phone : 011-26139256 (10 Lines)
Fax : (91-11) 26125739
Web : www.jindalgroup.com

(B)	**Public Shareholding**			
1	**Institutions**			
(a)	Mutual Funds/ UTI		154	0.00
(b)	Financial Institutions / Banks		50,168	0.11
(c)	Central Government/ State Government(s)		-	-
(d)	Venture Capital Funds		-	-
(e)	Insurance Companies		-	-
(f)	Foreign Portfolio Investors		8,83,275	2.02
(g)	Foreign Venture Capital Investors		-	-
(h)	Any Other		-	-
	Sub-Total (B)(1)		**9,33,597**	**2.13**
2	**Non-institutions**			
(a)	Bodies Corporate		6,34,639	1.45
(b)	**Individuals**			
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		50,40,018	11.51
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		33,26,871	7.60
(c)	Any Other		12,10,199	2.76
	Sub-Total (B)(2)		**1,02,11,727**	**23.32**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**		**1,11,45,324**	**25.45**
	TOTAL (A)+(B)		**4,37,86,413**	**100**
(C)	Shares held by Custodians and against which DRs have been issued		-	-
	GRAND TOTAL (A)+(B)+(C)		**4,37,86,413**	**100**

For Jindal Poly Films Limited

Jindal Poly Films Limited New Delhi

Sanjeev Kumar
Company Secretary
ACS-18087

Regd. Office : 19th K.M. Hapur Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P.)

CIN : L17111UP1974PLC003979

JINDAL POLY FILMS LTD.

Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi-110070 (INDIA)
Phone: 011-26139256 (10 Lines)
Fax : (91-11) 26125739
Web : www.jindalgroup.com

Post Shareholding Pattern of Demerged Company i.e. Jindal Poly Films Ltd as on April 26, 2019

Sr	Description	Name of Shareholder	No.of shares	%
(A)	**Shareholding of Promoter and Promoter Group**			
1	**Indian**			
	Individuals/ Hindu Undivided Family	Aakriti Ankit Agarwal	1000	0.00
		Bhavesh Jindal	1000	0.00
(b)	Central Government/ State Government(s)			
		-		
		-	-	
(c)	Bodies Corporate	Names		
		Consolidated Photo & Finvest Ltd.	8,23,289	**1.88**
		Consolidated Finvest And Holdings Limited	15,64,072	3.57
		Jindal Photo Investments Ltd.	1,14,95,410	26.25
		Rishi Trading Company Ltd	52,24,016	11.93
		Soyuz Trading Company Limited	1,22,05,344	27.87
(d)	Financial Institutions/ Banks	-	-	-
(e)	Any Others	Bhavesh Trust	1,19,000	0.27
		Aakriti Trust	4,55,525	1.04
		SSJ Trust	7,52,433	1.72
	Sub Total(A)(1)		**3,26,41,089**	**74.55**
2	**Foreign**	-	-	-
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-
(b)	Bodies Corporate	-	-	-
(c)	Institutions	-	-	-
(d)	Any Others	-	-	-
	Sub Total(A)(2)	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	**3,26,41,089**	**74.55**

Jindal Poly Films Limited New Delhi

JINDAL POLY FILMS LTD.

Plot No. -12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi - 110070 (INDIA)
Phone : 011-26139256 (10 Lines)
Fax : (91-11) 26125739
Web : www.jindalgroup.com

(B)	**Public Shareholding**			
1	**Institutions**			
(a)	Mutual Funds/ UTI		154	0.00
(b)	Financial Institutions / Banks		50,168	0.11
(c)	Central Government/ State Government(s)		-	-
(d)	Venture Capital Funds		-	-
(e)	Insurance Companies		-	-
(f)	Foreign Portfolio Investors		8,83,275	2.02
(g)	Foreign Venture Capital Investors		-	-
(h)	Any Other		-	-
	Sub-Total (B)(1)		**9,33,597**	**2.13**
2	**Non-institutions**			
(a)	Bodies Corporate		6,34,639	1.45
(b)	**Individuals**			
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		50,40,018	11.51
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		33,26,871	7.60
(c)	Any Other		12,10,199	2.76
	Sub-Total (B)(2)		**1,02,11,727**	**23.32**
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**		**1,11,45,324**	**25.45**
	TOTAL (A)+(B)		**4,37,86,413**	**100**
(C)	Shares held by Custodians and against which DRs have been issued		-	-
	GRAND TOTAL (A)+(B)+(C)		**4,37,86,413**	**100**

For Jindal Poly Films Limited

Jindal Poly Films Limited New Delhi

Sanjeev Kumar
Company Secretary
ACS-18087

Regd. Office : 19th K.M. Hapur Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (U.P.)
CIN : L17111UP1974PLC003979

JINDAL POLY FILMS LTD.

Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi-110070 (INDIA)
Phone. 011-26139256 (10 Lines)
Fax : (91-11) 26125739
Web : www.jindalgroup.com

Capital Structure of Demerged Company (Jindal Poly Films Ltd) As on April 26, 2019

	Pre			Post		
	No. of Equity Shares (Rs. 10 each)	Equity Capital in Rs.	% of holding	No. of Equity Shares(Rs. 10 each)	Equity Capital in Rs.	% of holding
Promoter	3,26,41,089	32,64,10,890	74.55	3,26,41,089	32,64,10,890	74.55
Public	1,11,45,324	11,14,53,240	25.45	1,11,45,324	11,14,53,240	25.45
Custodian	0	0	0	0	0	0
TOTAL	4,37,86,413	43,78,64,130	100	4,37,86,413	43,78,64,130	100

For **Jindal Poly Films Ltd**

Sanjeev Kumar
Company Secretary
ACS-18087

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Jindal Poly Films Limited New Delhi

JINDAL PHOTO IMAGING LIMITED

CIN: U22222UP2011PLC103611

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

Tel: 91-11-40322100, Fax: 91-11-26125739

Annexure M

Pre Shareholding Pattern of Resulting Company i.e. Jindal Photo Imaging Ltd as on April 26, 2019

Sr	Description	Name of Shareholder	No.of shares	%
(A)	**Shareholding of Promoter and Promoter Group**			
1	**Indian**			
	Individuals/ Hindu Undivided Family	Sunit Maheshwari (Nominee of JindalPoly Films Ltd)	1	0.00
		Vinumon Kizhak keveetil Govindan (Nominee of JindalPoly Films Ltd)	1	0.00
		Suresh Chander Sharma (Nominee of JindalPoly Films Ltd)	1	0.00
		Anil Kaushal (Nominee of JindalPoly Films Ltd)	1	0.00
		Pramod Kumar (Nominee of JindalPoly Films Ltd)	1	0.00
		Devandra Nuni Agrawal (Nominee of JindalPoly Films Ltd)	1	0.00
(b)	Central Government/ State Government(s)	-	-	-
(c)	Bodies Corporate	Jindal Poly Films Limited	49994	99.99
(d)	Financial Institutions/ Banks	-	-	-
(e)	Any Others	-	-	-
		-	-	-
		-	-	-
	Sub Total(A)(1)		**50,000**	**100.00**
2	**Foreign**	-	-	-
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-
(b)	Bodies Corporate	-		
(c)	Institutions	-	-	-
(d)	Any Others	-	-	-
	Sub Total(A)(2)	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	**50,000**	**100.00**

JINDAL PHOTO IMAGING LTD.

Regd. Office: 19th K.M. Hapur Bulandshahr Road, P.O Gulaothi, Distt. Bulandshahr (UP).

JINDAL PHOTO IMAGING LIMITED

CIN: U22222UP2011PLC103611

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

Tel: 91-11-40322100, Fax: 91-11-26125739

(B)	**Public shareholding**			
1	**Institutions**			
(a)	Mutual Funds/ UTI	-	-	-
(b)	Financial Institutions / Banks	-	-	-
(c)	Central Government/ State Government(s)	-	-	-
(d)	Venture Capital Funds	-	-	-
(e)	Insurance Companies	-	-	-
(f)	Foreign Portfolio Investors	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-
(h)	Any Other	-	-	-
	Sub-Total (B)(1)	-	-	-
2	**Non-institutions**			
(a)	Bodies Corporate	-	-	-
(b)	**Individuals**			
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	-	-	-
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	-	-	-
(c)	Any Other	-	-	-
	Sub-Total (B)(2)		-	-
		-		
(B)	**Total Public Shareholding (B)= (B)(1)+(B)(2)**	-	-	-
	TOTAL (A)+(B)		**50,000**	**100**
(C)	Shares held by Custodians and against which DRs have been issued		-	-
	GRAND TOTAL (A)+(B)+(C)		**50,000**	**100**

For Jindal Photo Imaging Limited

Sagato Mukerji

Sagato Mukerji
Director
DIN: 06465901

JINDAL PHOTO IMAGING LTD

Regd. Office: 19th K.M Hapar Bulandshahr Road, P.O Gulaothi, Distt. Bulandshar (UP).

JINDAL PHOTO IMAGING LIMITED

CIN: U22222UP2011PLC103611
H.O.: Plot No. 12 , Sector-B-1, Local Shopping Complex , Vasant Kunj, New Delhi-110070.
Tel: 91-11-40322100, Fax: 91-11-26125739

Post Shareholding Pattern of Resulting Company i.e. Jindal Photo Imaging Ltd as on April 26, 2019

Sr	Description	Name of Shareholder	No.of shares	%
(A)	**Shareholding of Promoter and Promoter Group**			
1	**Indian**			
	Individuals/ Hindu Undivided Family	**Names of Promoter**		
		Aakriti Ankit Agarwal	250	0.00
		Bhavesh Jindal	250	0.00
(b)	Central Government/ State Government(s)		-	
(c)	Bodies Corporate	Consolidated Photo & Finvest Ltd.	2,05,822	1.88
		Consolidated Finvest And Holdings Limited	3,91,018	3.57
		Jindal Photo Investments Ltd.	2,87,3852	26.25
		Rishi Trading Company Ltd	13,06,004	11.93
		Soyuz Trading Company Limited	30,51,336	27.88
(d)	Financial Institutions/ Banks	-	-	-
(e)	Any Others	Bhavesh Trust	29,750	0.27
		Aakriti Trust	1,13,881	1.04
		SSJTrust	1,88,108	1.72
	Sub Total(A)(1)		**81,60,271**	**74.55**
2	**Foreign**	-	-	-
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-
(b)	Bodies Corporate	-	-	-
(c)	Institutions	-	-	-
(d)	Any Others	-	-	-
	Sub Total(A)(2)	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	-	**81,60,271**	**74.55**

JINDAL PHOTO IMAGING LTD

Regd. Office: 19th K.M Hapur Bulandshahr Road, P.O Gulaothi, Distt. Bulandshar (UP).

JINDAL PHOTO IMAGING LIMITED
CIN: U22222UP2011PLC103611
H.O.: Plot No. 12 , Sector-B-1, Local Shopping Complex , Vasant Kunj, New Delhi-110070.
Tel: 91-11-40322100, Fax: 91-11-26125739

(B)	**Public shareholding**			
1	**Institutions**			
(a)	Mutual Funds/ UTI		38	0.00
(b)	Financial Institutions / Banks		12,542	0.11
(c)	Central Government/ State Government(s)		-	-
(d)	Venture Capital Funds		-	-
(e)	Insurance Companies		-	-
(f)	Foreign Portfolio Investors		2,20,818	2.02
(g)	Foreign Venture Capital Investors		-	-
(h)	Any Other		-	-
	Sub-Total (B)(1)		**2,33,398**	**2.13**
2	**Non-institutions**			
(a)	Bodies Corporate		1,58,659	1.45
(b)	**Individuals**			
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		1260004	11.51
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		8,31,717	7.60
(c)	Any Other		3,02,555	2.76
	Sub-Total (B)(2)		**25,52,935**	**23.32**
(B)	**Total Public Shareholding (B)=(B)(1)+(B)(2)**		**27,86,333**	**25.45**
	TOTAL (A)+(B)		**1,09,46,604**	**100**
(C)	Shares held by Custodians and against which DRs have been issued		-	-
	GRAND TOTAL (A)+(B)+(C)		**1,09,46,604**	**100**

For Jindal Photo Imaging Limited

Sagato Mukerji

Sagato Mukerji
Director
DIN: 06465901

JINDAL PHOTO IMAGING LTD.

Regd. Office: 19th K.M Hapur Bulandshahr Road, P.O Gulaothi, Distt. Bulandshar (UP).

JINDAL PHOTO IMAGING LIMITED

CIN: U22222UP2011PLC103611
Plot No.12 Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi-110070
Tel: 91-11-40322100, Fax: 91-11-26125739

Capital Structure of Resulting Company (Jindal Photo Imaging Ltd) As on April 26, 2019

	Pre			Post		
	No. of Equity Shares (Rs. 10 each)	Equity Capital in Rs.	% of holding	No. of Equity Shares(Rs. 10 each)	Equity Capital in Rs.	% of holding
Promoter	50,000	5,00,000	100.00	81, 60,271	8,16,02,710	74.55
Public	NIL	0	0	27,86,333	2,78,63,330	25.45
Custodian	NIL	0	0	0	0	
TOTAL	**50,000**	**5,00,000**	**100.00**	**1,09,46,604**	**10,94,66,040**	**100.00**

For Jindal Photo Imaging Limited

Sagato Mukerji

Sagato Mukerji
Director
DIN: 06465901

JINDAL PHOTO IMAGING LTD.

Jindal Poly Films Limited

Corporate Identity Number: L17111UP1974PLC003979
Registered Office: 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (UP-203408)
Corporate office: Plot No. 12, Sector B-1, Local Shopping Complex,Vasant Kunj, Delhi-110070
Tel: 011-40322100; **Fax**: 011-40322129; **E-mail:** cs_jpoly@jindalgroup.com
Website: www.jindalpoly.com

PROXY FORM

[*Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014*]

CIN : L17111UP1974PLC003979
Name of the company : Jindal Poly Films Limited
Registered Office : 19th K.M. Hapur- Bulandshahr Road,
P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408

Name of the equity shareholder:	
Address:	
No. of shares held:	
Folio No. /DP ID & Client ID*	
Joint Holder:	
E-mail Id:	

* if the shares held in dematerialized form

I / We, being the equity shareholder(s) of Jindal Poly Films Limited, hereby appoint

1. Name:... E-mail Id: ....
   Address:..
   .... Signature: ....or failing him
2. Name:... E-mail Id: ....
   Address:..
   .... Signature: ....or failing him
3. Name:... E-mail Id: ....
   Address:..
   .... Signature: ....

as my/our proxy to attend and vote either for or against resolution for me/us and on my/our behalf at the meeting of equity shareholders of the Demerged Company to be held on June 21, 2019 at Hotel Natraj, Delhi Road, Kala Aam, Civil Lines, Bulandshahr, Uttar Pradesh 203001 at 11:00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

CIN No. L17111UP1974PLC003979

Resolution No.	Particulars	For	Against
1.	***RESOLVED THAT*** *pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013 and subject to the approval of the Hon'ble National Company Law Tribunal at Allahabad ("**NCLT**") and/or other competent authorities, if any, the scheme of arrangement between Jindal Poly Films Limited and Jindal Photo Imaging Limited and their respective shareholders and creditors (hereinafter referred to as the "**Scheme**"), as circulated along with the notice of the meeting be and is hereby approved.* ***RESOLVED FURTHER THAT*** *the Board of Directors of the Company (hereinafter referred to as "**the Board**", which term shall include any committee constituted by the Board), be and is hereby authorized to make or accept such modification(s) to the Scheme as may be required by the Hon'ble NCLT, and/or any other authority while sanctioning the Scheme, and to resolve all doubts or difficulties that may arise for carrying out the Scheme and to do and execute all acts, deeds, matters and things as the Board may in its absolute discretion deems necessary or expedient for giving effect to the Scheme."*		

Signed this ....day of................... 2019.

Affix Re. 1 Revenue Stamp

....

Signature of equity shareholders(s)

....	....	....
Signature of first proxy holder	Signature of second proxy holder	Signature of third proxy

Notes:

1. The form of Proxy must be deposited at the registered office of Jindal Poly Films Limited 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh-203408, not later than 48 (Forty Eight) hours before the scheduled time of the commencement of the said Meeting.
2. If you are a body corporate, as the equity shareholders, a copy of the resolution of the Board of Directors or the Governing Body authorizing such a person to act as its representative/proxy at the Meeting and certified to be a true copy by a director, the manager, the secretary or any other authorised officer of such Body Corporate should be lodged with the Demerged Company at its registered Office not later than 48 (Forty Eight) hours before the Meeting.
3. A person can act as a proxy on behalf of equity shareholders not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total share capital of the Demerged Company carrying voting rights. A equity shareholder holding more than 10% of the total share capital of the Demerged Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or equity shareholder.
4. All alterations made in the form of proxy should be initialled.
5. Please affix appropriate revenue stamp before putting signatures.
6. In case of multiple proxies, the proxy later in time shall be accepted.
7. Proxy need not be unsecured creditor of Jindal Poly Films Limited.
8. No person shall be appointed as Proxy who is a minor.

Jindal Poly Films Limited

Corporate Identity Number: L17111UP1974PLC003979
Registered Office: 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr (UP-203408)
Corporate office: Plot No. 12, Sector B-1, Local Shopping Complex,Vasant Kunj, Delhi-110070
Tel: 011-40322100; **Fax**: 011-40322129; **E-mail:** cs_jpoly@jindalgroup.com
Website: www.jindalpoly.com

ATTENDANCE SLIP

Meeting of Equity Shareholders on June 21, 2019, Friday at 11:00 a.m.

I/We hereby record my/our presence at the meeting of equity shareholders of Jindal Poly Films Limited convened pursuant to order of Hon'ble National Company Law Tribunal, Allahabad Bench dated 11:00 A.M. at Hotel Natraj, Delhi Road, Kala Aam, Civil Lines, Bulandshahr, Uttar Pradesh 203001 on June 21, 2019.

Name of the equity shareholders/ Proxy/ Authorized Representative	
Address of the equity shareholders/ Proxy/ Authorized Representative	
No. of equity shares	
Value of equity shares	

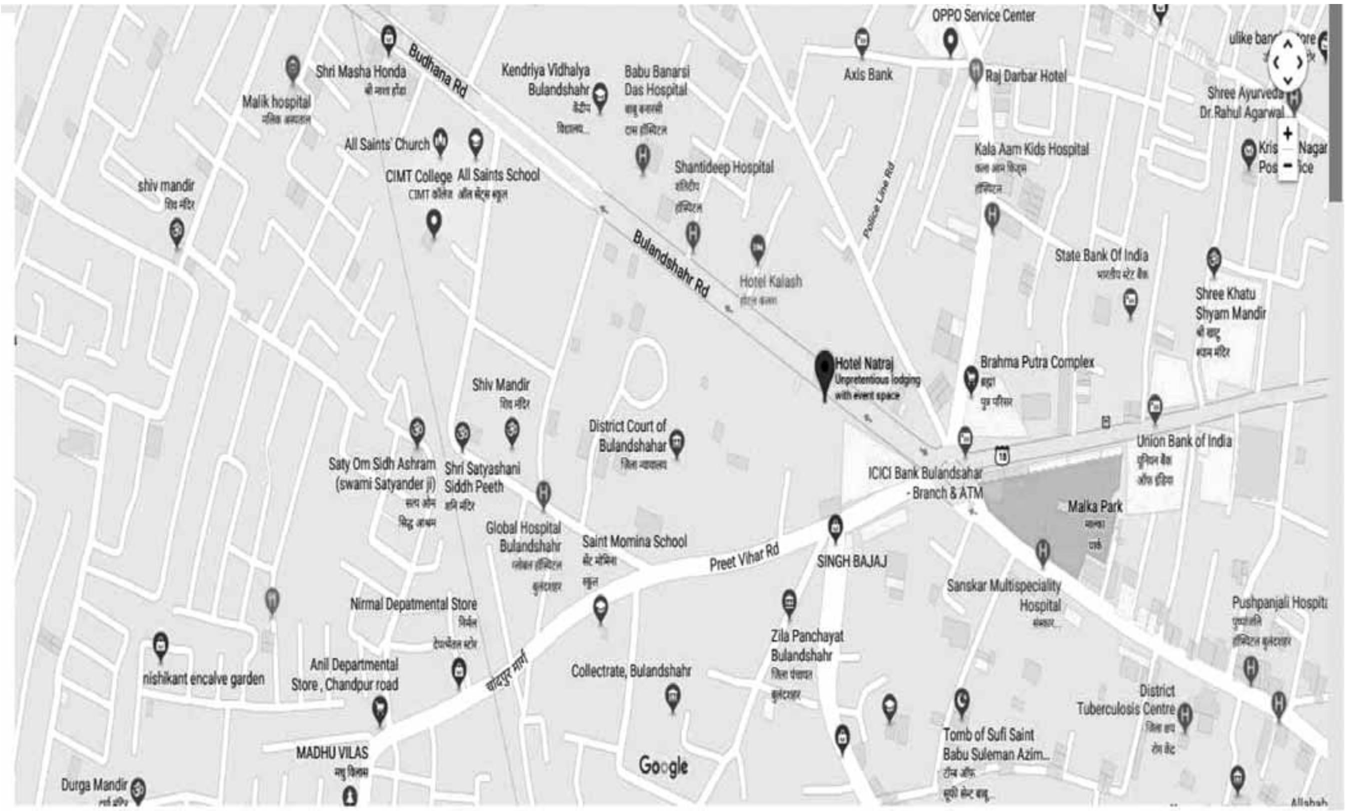
Signature of the Equity Shareholders/Proxy/

Authorized Representative

Notes:

1. **Equity Shareholders/ Proxy Holder/Authorized Representative wishing to attend the Meeting should bring the attendance slip to the Meeting and hand over at the entrance duly signed.**
2. **Equity Shareholders/ Proxy Holder/Authorized Representative desiring to attend the Meeting should bring his/her copy of Notice for reference at the Meeting.**

ROUTE MAP OF THE VENUE OF THE MEETING



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