



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

JPFL/DE-PT/SE/2019-20

August 20, 2019

The Manager, Listing
National Stock Exchange of India Ltd.
Exchange Plaza,
Bandra-Kurla Complex
Bandra (E)
MUMBAI - 400 051

The Manager Listing
BSE Limited.
Phiroze Jeejeebhoy
Towers, Dalal Street, Fort
MUMBAI – 400 001

Sub: Postal Ballot Notice to Shareholders

(Scrip Code: BSE: 500227 and NSE: JINDALPOLY)

Dear Sir/Madam,

Pursuant to the provision of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the followings:

- Postal Ballot Notice dated 14th August, 2019,
- Newspapers publication regarding dispatch of the aforesaid Postal Ballot Notice.

Kindly bring it to the notice of all concerned.

Yours Sincerely,
For **JINDAL POLY FILMS LIMITED**

SANJEEV KUMAR
COMPANY SECRETARY
ACS-18087
Encl. A/a





JINDAL POLY FILMS LIMITED

(CIN: L17111UP1974PLC003979)

Regd. Office: 19thK.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr – 203408, Uttar Pradesh
Tel No. (0573) 2228057

Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070
Phone: (011) 40322100, Fax: (011) 40322129, Email: cs_jpoly@jindalgroup.com, Website: www.jindalpoly.com

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Companies M&A Rules”) for obtaining assent of the Shareholders of the Company by means of Postal Ballot and Remote-E-Voting on the Resolutions set out in this Notice. In terms of Rule 22 of the Companies M&A Rules read with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, hereinafter referred to as SEBI (LODR). Shareholders are also provided with the facility of voting through electronic means (“Remote e-voting”).

Pursuant to Section 102 of the Act, 2013, Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is set out below for your consideration and the Postal Ballot Form is also annexed with this Notice.

Shareholders desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed herein and return the Postal Ballot Form duly completed in the enclosed self-addressed Business Reply Envelope.

Postal Ballot Form can also be sent by courier/speed post at the expense of the Shareholders or be deposited personally at the address given on the self-addressed Business Reply Envelope.

Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section ‘Voting through electronic means’. References to Postal Ballot in this Notice include votes received electronically.

In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies M&A Rules, and Regulation 44 of the SEBI LODR, 2015 the Company is providing e-voting facility through Karvy Fintech Private Limited.

The Board of Directors has appointed Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) and in case of failing him, Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936), as scrutinizer(s) for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the completed Physical Postal Ballot Forms from the Shareholders.

The remote E-voting facility will be available during the following voting period:

Commencement of E-voting: From 9:00 a.m. (IST) on Tuesday, 20th August, 2019 and End of E-voting: Up to 5:00 p.m. (IST) on Wednesday, 18th September, 2019.

E-Voting shall not be allowed beyond 5 p.m. (IST) on Wednesday, 18th September, 2019, and shall be disabled by Karvy Fintech Private Limited.

During the e-voting period, Shareholders holding shares either in physical form or in Dematerialized form, as on **Friday, 9th August, 2019** may cast their vote electronically.

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

PROPOSED RESOLUTIONS:

ITEM NO 1: TO CONSIDER AND APPROVE THE ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION(MOA) OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to the approval of the Ministry of Corporate Affairs, Government of India and such other approvals as may be necessary if any, from other competent statutory authorities, and term(s) and condition(s), amendment(s), modification(s) as may be required or suggested by any such competent authorities and agreed to by the Board of Directors, which term shall include any Committee or one or more Directors of the Company, Clause II (A) of the Main Objects of the Memorandum of Association of the Company be altered by inserting the New Clause No. 13 after the existing Clause No. 12 as mentioned below.

Clause No.13 : To carry on the business as manufacturers, processors, refiners, smelters, makers, converters, furnishers, re-rollers, importers, exporters, agents, merchants, buyers, sellers or dealers in all kinds of Copper including mild, high carbon, spring, high speed, tool, strips, sheets, coils, wires, flats, plates, blooms, bars, slabs, squares, structural, tubes, poles, pipes, pillets, billets and other materials and other non-ferrous metal.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid Resolution as may be suggested by the Registrar of Companies, Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment.”

ITEM NO. 2. TO CONSIDER AND REAPPOINT MR. RADHA KRISHNA PANDEY AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and provisions of Regulation 17(1A) and other applicable Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, continuation of Mr. Radha Krishna Pandey (DIN 00190017) as an Independent Director from 1st April, 2019 till 19th September, 2019 be and is hereby ratified and confirmed by the Company and further that Mr. Radha Krishna Pandey (DIN 00190017), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation w.e.f 1st April, 2019 and to hold the office till 31st March, 2024.”

**By Order of the Board
For JINDAL POLY FILMS LIMITED**

**Sd/-
Sanjeev Kumar
Company Secretary**

Place : New Delhi
Dated : 14th August, 2019

ACS: 18087
House No. 3, 3L-303, AWHO,
Greater Noida, UP-201013

Notes:

1. The Explanatory Statement pursuant to Section 102 of Companies Act, 2013, setting out the material facts and reasons for the proposed resolutions are annexed hereto.

2. 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 to all the Shareholders (as defined under Rule 2 of the Securities Contracts (Regulation) Rules, 1957), whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“**NSDL**”)/Central Depository Services (India) Limited (“**CDSL**”) as on Friday, 9th August, 2019 in accordance with the provisions of the SEBI Circular and voting rights shall be reckoned on the paid up value of shares registered in the name of Shareholders as on the said date .
3. Any person who is not a Shareholder as on Friday, 9th August, 2019 shall not have any right to cast vote through Postal Ballot.
4. The Notice is also placed on the Company’s website, <https://www.jindalpoly.com/download-reports>
5. The Physical Postal Ballot Form together with the self-addressed Business Reply Envelope are enclosed for use of Shareholders.
6. As required under Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2015, advertisements will be published in the Indian Express newspaper in English language and Jansatta newspaper in Hindi language circulating in the State of Uttar Pradesh, specifying the relevant matters therein.

The resolutions, where assented to by the requisite majority of the shareholders by means of postal ballot (which shall also include the results of e-Voting), shall be deemed to have been duly passed at a general meeting convened in that behalf on the date of the announcement of the result as aforesaid Friday, 20th September, 2019. The Scrutiniser’s decision on the validity of a completed Postal Ballot Form shall be final.

7. The Scrutinizer(s) will submit the report to the Chairman and in his absence to whole-time Director on Thursday, 19th September, 2019 after completion of the scrutiny of the Physical Postal Ballots Form as well as E-voting.
8. The results of the postal ballot and remote e-voting will be announced by the Chairman and in his absence Whole-time Director or any Key Managerial Personnel, duly authorised by him on Friday, 20th Sept, 2019 at 5.00 PM at the Registered Office of the Company at 19th K.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr – 203408 Uttar Pradesh and Corporate Office at Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi – 110 070.
9. The Results declared along with the Scrutinizer’s Report(s) will be available on website of the Company (www.jindalpoly.com) and on Karvy’s website (<https://www.karvy.com>)



evoting.karvy.com). The results shall simultaneously be communicated to Stock Exchanges.

10. Pursuant to Regulation 44 of SEBI Regulations and provisions of Section 110 of Companies Act, 2013, the Company is pleased to offer remote e-voting facility to the Shareholders, as an alternate to voting by dispatching the Physical Postal Ballot Form to the Company, to enable them to cast their votes electronically. For remote e-voting, please read carefully “the instructions for voting” enumerated in para 13 (B) below.
11. Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode under the green initiative of Ministry of Corporate Affairs (MCA) have been sent Postal Ballot Notice by e-mail and who have not registered e-mail have been sent by Courier.
12. Members have an option to request for physical copy of Postal Ballot Form from Company’s Registrar and Transfer Agent viz 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.. Request can also be sent through an email to einward.ris@karvy.com or cs_jpoly@jindalgroup.com by mentioning their Folio / DP ID and Client ID No. A copy of Postal Ballot Form can also be obtained from the Company’s Registered Office: 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh or Corporate office: Plot No. 12, Sector B-1, Local Shopping Complex, VasantKunj, New Delhi – 110 070 and fill in the details and send the same to the scrutinizer by post.
13. **The instructions for members for voting are as under:-**
 - A) Voting through physical Postal Ballot Form:**
 1. A shareholder desiring to exercise vote by postal ballot may complete this Postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne by the Company. However envelopes containing postal ballot, if sent by any other mode at the expense of the registered shareholder will also be accepted.
 2. Voting Rights: Shareholders holding equity shares shall have one vote per share as shown against their holding.
 3. The self-addressed envelope contains the address of the Scrutinizer appointed by the Board of Directors.
 4. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
 5. Unsigned postal ballot or incomplete postal ballot forms will be rejected.
 6. Duly signed Postal Ballot Form should reach the Scrutinizer **not later than 5.00 PM, (IST) on Wednesday, 18th September, 2019.** All postal ballot forms received after this date will be strictly treated as if, reply from such shareholder has not been received.
 7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at Point No. 6. (Above this point).
 8. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholder on the cut-off date i.e. **Friday, 9th August, 2019.**
 9. In case of shares held by companies, trusts, societies etc. the duly filled in postal ballot form should be accompanied by a certified true copy of the appropriate Resolution.
 10. In case of the postal ballot is signed by the holder of power of attorney with reference to the power of attorney registered with the Company should be mentioned in the postal ballot form. In case a postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the postal ballot should accompany the postal ballot form. Where the postal ballot form has been signed by a representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the postal ballot form.
 11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
 12. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2015, the Company also offers e-voting option to all the members. For this purpose, the Company has engaged Karvy Fintech Private Limited (“Karvy”) for facilitating e-voting and is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. Members have option to vote either through e-voting or through Ballot Form.
 13. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through

physical ballot shall prevail and voting done by e-voting shall be treated as invalid..

B) Remote e-voting facility:

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013, read with rule 20 and 22 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 as an alternative, for its Shareholders to enable them to cast their vote electronically instead of dispatching physical postal ballot form. The instructions for members for voting electronically are as under:

Instruction relating to remote e-voting are as under:

- a. Visit the E-voting website of Karvy, open web browser by typing the following URL: 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.
- b. Members can cast their vote online from: **on Tuesday 20th August, 2019 at 9.00 A.M.(IST) till Wednesday, 18th Septemebr, 2019, at 5.00 P.M. (IST).**
- c. After entering these details appropriately, click on “LOGIN”.
- d. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Fintech Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - i. You need to login again with the new credentials.
 - ii. Select “EVENT” i.e. Jindal Poly Films Limited.

- iii. Now you are ready for e-voting as Cast Vote page opens.
- iv. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- e. On the voting page, you will see Resolution Description and against the same the option ‘FOR/ AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) under ‘FOR/AGAINST/ABSTAIN’.
- f. Institutional member (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Power of Attorney/ Board Resolution / Authority letter etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail address deepak.kukreja@dmkassociates.in with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format “Corporate Name_EVENT NO”.
- g. In case forget the password then ,if, e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “Forgot Password” and enter Folio No. or DPID Client ID and PAN to generate a password.
- h. 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. Members can also visit Help & FAQ’s section available at Karvy’s website [https:// evoting@karvy.com](https://evoting@karvy.com).

Note: Members, who have not registered their e-mail addresses so far, are requested to register their e-mail addresses with the Company’s RTA or Depository Participants(s) for receiving all communications including Annual Report, Notices, Circular, etc., from the Company in electronic mode.

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013.****ITEM No. 1**

At present, the Company has three business segments namely Packaging Films Business, Photo Films Business and Nonwoven Fabric Business.

In order to take advantage of the opportunities, the Company intends to undertake the manufacture, process and to deal in all kinds of Copper whether coil, pipes, sheets, strips and other products of similar nature.

To enable the Company to commence the aforesaid business, it is proposed to amend the Main Objects under the Object Clause of the Memorandum of Association of the Company, by the insertion of sub-clause 13 after the sub-clause 12 as stated in the Resolution in the annexed Notice. The above amendment would be subject to the approval of the Registrar of Companies, Kanpur, Uttar Pradesh and any other statutory or regulatory authority, as may be necessary.

A copy of the Memorandum of Association of the Company along with the proposed draft amendments is available for inspection at the Registered Office of the Company on all working days between 11:00 A.M. and 5:00 P.M. upto September 19, 2019.

The Directors commend the passing of the Resolution under Item No.1 of the accompanying Notice for the approval of the Members of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of shareholding held by them in the Company, if any.

ITEM No. 2

As per Section 149 (10) of the Companies Act, 2013, (the Act) an Independent Director shall hold the office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

The Members of the Company at the 40th Annual general Meeting held on September 20, 2014 had appointed Mr. Radha Krishna Pandey as an Independent Director of the Company for a term of five consecutive years commencing from

September 20, 2014 and expiring on September 19, 2019.

Further, as the Members are aware, pursuant to the Regulation 17(1A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, appointment and/or continuation of the directorship of any person as a non-executive director who has attained the age of seventy five (75) years requires the approval of shareholders by way of special resolution to that effect and the explanatory statement annexed to the notice proposing such appointment or continuation specifies the justification for such appointment or continuation, as the case may be.

Profile and justification for appointment/continuation of the directorship of Mr. Pandey is stated below:

Mr. Radha Krishna Pandey, born on January 20, 1940, is a Director of the Company. He holds M.Com, LLB, FCS degree and has 47 years of extensive experience in the fields of Accountancy, Finance, Secretarial, Legal, Capital Market. He had served as Company Secretary & Financial Advisor for 7 years with U.P. Bridge Corporation Ltd. He has also served Delhi Stock Exchange Limited for 16 years as Executive Director. He has extensively travelled across the globe including USA, UK, Germany, France, Japan, South Korea, Thailand, Brazil, Hongkong, Singapore, China, Australia, Viena, Italy to attend various conferences & seminars.

Mr. Pandey also serves on the Boards of Sanghi Industries Limited, Andhra Cements Limited, Jaypee Development Corporation Limited, Northern Aromatics Limited, and Kanpur Fertilizers & Cement Limited.

Mr. Pandey has been an active member of the Board and the Board Committees of which he is a Member. He has been chairing the Meetings of Board of Directors. He brings an Independent judgement on the Board of the Company and his continued association will be valuable and positive. With his experience, skills and knowledge, he articulates and provides his valuable guidance and inputs in all matters pertaining to the Financial Statements. Mr. Pandey is physically fit and current with finance and business matters.

Details of Mr. Pandey's attendance at the Board, Committee and General Meetings held during the last three Financial Years are given below:

Financial Year	Board Meeting	Audit Committee Meeting	Nomination and Remuneration Committee Meeting	Corporate Social Responsibility Committee Meeting	Annual General Meetings
2018-19	8 out of 8	8 out of 8	2 out of 2	4 out of 4	Yes
2017-18	13 out of 13	9 out of 9	4 out of 4	3 out of 3	Yes
2016-17	15 out of 15	9 out of 9	3 out of 3	3 out of 3	Yes

Based on the recommendation of Nomination and Remuneration Committee and in terms of the provisions of sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and Listing Regulations, Mr. Radha Krishna Pandey, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years upto March 31, 2024.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of section 149 of the Act, and Regulation 16(1)(b) of the Listing Regulations. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

In the opinion of the Board, Mr. Radha Krishna Pandey fulfils the conditions specified under section 149 (6) of the Act, the Companies (Appointment and qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for his re-appointment as an Independent Non-Executive Director of the Company and is independent of the management . Copy of the draft letter for appointment of Mr. Radha Krishna Pandey as an Independent Non-Executive Director setting

out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day except Saturday, upto Monday, September 19, 2019.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Radha Krishna Pandey as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Radha Krishna Pandey as an Independent Director for another term upto March 31, 2024 for the approval by the shareholders of the Company.

Except Mr. Radha Krishna Pandey, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution set out at Item No. 2 of the accompanying Notice. Mr. Radha Krishna Pandey is not related to any Director of the Company.

The detail as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 are given below:

Name of the Directors	Mr. Radha Krishna Pandey
Director Identification Number (DIN)	00190017
Date of Birth	20.01.1940
Date of Appointment	30.01.2007
Expertise in specific functional area	He has over 47 years of Industrial experience in the field of Accountancy, Finance, Secretarial, Legal, Capital Market. He had served as Company Secretary & Financial Advisor for 7 years with U.P. Bridge Corporation Ltd. He has served Delhi Stock Exchange Limited for 16 years as Executive Director. He has extensively travelled across the globe including USA, UK, Germany, France, Japan, South Korea, Thailand, Brazil, Hongkong, Singapore, China, Australia, Viena, Italy to attend conferences & Seminars.
Qualification	M.Com, LLB, FCS
Terms and Conditions of appointment or re-appointment	Mr. Radha Krishna Pandey is proposed to be re-appointed as an Independent Director.
Remuneration sought to be paid	Nil except sitting fees for attending the Meeting of Board of Directors and its Committees
Remuneration last drawn (except sitting fees)	NIL
Relationship with other Directors, manager and other key managerial personnel	Not related to any other Directors and Key Managerial Personnels of the Company
No. of meetings of the Board attended during Financial Year 2018-19	8 (Eight)
List of outsider Directorship	1. Sanghi Industries Limited 2. Andhra Cements Limited



	<ol style="list-style-type: none">3. Jaypee Development Corporation Limited4. Northern Aromatics Limited5. Kanpur Fertilizers & Cement Limited6. Precise Laboratories Private Limited7. Jaypee Uttar Bharat Vikas Private Limited8. SterenImpex Private Limited
Committee Membership of the Company	<ol style="list-style-type: none">1. Audit Committee2. Nomination and Remuneration Committee3. Corporate Social Responsibility
Shareholding in the Company	NIL
Committee Membership of the other Company	<ol style="list-style-type: none">1. Sanghi Industries Limited- Chairman of Stakeholder-Relationship Committee; Member of Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Audit Committee2. Andhra Cements Limited- Audit Committee3. Northern Aromatics Limited- Nomination and Remuneration Committee and Corporate Social Responsibility4. Kanpur Fertilizers and Cement Limited- Audit Committee5. Jaypee Development Corporation Limited- Audit Committee and Nomination and Remuneration Committee

**By Order of the Board
For JINDAL POLY FILMS LIMITED**

**Sd/-
Sanjeev Kumar
Company Secretary
ACS: 18087**

Place : New Delhi
Dated : 14th August, 2019



JINDAL POLY FILMS LIMITED

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

Tel No. (0573) 2228057

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

Phone: (011) 40322100, Fax: (011) 40322129, CIN: L17111UP1974PLC003979, Email: cs_jpoly@jindalgroup.com, Website: www.jindalpoly.com

PHYSICAL POSTAL BALLOT FORM

Serial No.

1.	Name(s) of the Member/Shareholder (in block letters) (including joint holders, if any)
2.	Registered Address of the Sole / First named Member/ Shareholder/ beneficial owner
3.	Registered Folio No./DP-ID No. & Client-ID No.* (*Applicable to shareholders holding shares in dematerialized form)
4.	Number of Equity Share(s) held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed by Members/ Shareholders through Postal Ballot for the business stated in the Postal Ballot Notice dated 14th August, 2019 of the Company by conveying/sending my/our assent or dissent to the said Special Resolution by placing tick (✓) mark at the appropriate box below:

S. No.	Description of Resolution	No. of Shares held	I/We assent to the Resolution (For)	I/We dissent to the Resolution (Against)
1	TO CONSIDER AND APPROVE THE ALTERATION OF MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (SPECIAL RESOLUTION)			
2	TO CONSIDER AND REAPPOINT MR. RADHA KRISHNA PANDEY AS AN INDEPENDENT DIRECTOR OF THE COMPANY. (SPECIAL RESOLUTION)			

Place :

Date :

(Signature of Shareholder)

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Event Number)	USER ID	PASSWORD

Note: If the voting rights are exercised electronically, there is no need to use this form. Please read the instructions carefully mention in the Notice before exercising the vote and return this form to the scrutinizer by using the enclosed postage pre-paid self-addressed envelope. Last date of receipt of this form is 5.00 PM, (IST) on Wednesday, 18th Sept, 2019.

The instructions for members for voting are mentioned in the Postal Ballot Notice dated 14th August, 2019.

increase the ad spend to 6% from 5.5%. In tier II and tier III towns, the company had registered double digit growth in the June quarter of 2019.

Nestle recently announced setting up of a manufacturing plant exclusively for Maggi noodles at Sanand in Gujarat, its ninth plant in the country. It will go on stream in another 18 to 24 months.

"West is an important geography for the company and we have said that we will invest ₹700 crore in the first two phases. Out of 400 direct jobs being generated, 50% will be provided to women," he said.

Speaking about the recent product launches, Narayanan said out of 61 launches in the last 3 years, around 70% had been successful while 30% remained not so successful. "So we need to recalibrate that not so successful products. Time has come for Nestle to perform better with the advent of increased urbanisation and increased premium seeking customers," he said. According to him, the company's premium products have clocked the highest growth of around 21%.

He said that going forward, e-commerce will be a focus area for the company. Nestle's e-commerce pie has trebled from 0.5% to 1.5% of the total sales, currently.

"We had sold 30-50 Nescafe e-machines per day through online sales and since fourth quarter of the last fiscal, we had sold a total of 10,000 machines," he said.

On the new launch, Narayanan said Milo will be manufactured at the company's Singapore facility for the time being. "We will consider making the product in India once we reach the milestone of 2,000 tonne of supply," he said. Over 36 million serves of Milo are consumed daily in more than 50 countries across the world. Initially, Milo will be available in South only. It would be test marketed for six months.

Regarding the prices of products, he said the commodity prices have gone northwards, especially in the case of milk and wheat. "The company is trying to mitigate it. During the first half of the

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Date: 19.08.2019



JINDAL POLY FILMS LIMITED

[CIN No. L17111UP1974PLC003979]

Registered Office: 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, U.P.- 203408 Tel No. 0573 2228057, Website: www.jindalpoly.com
Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi - 110 070 Phone: (011) 40322100, Fax: (011) 40322129, Email: cs_jpoly@jindalgroup.com

POSTAL BALLOT NOTICE

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013 (the Act), read with Companies (Management and Administration) Rules, 2014 (the Rules) and Regulation 44 of Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Jindal Poly Films Limited (the Company) seeks their approval by way of postal ballot and e-voting in respect of resolutions as set out in the Postal Ballot Notice dated August 14, 2019. The Company has completed the dispatch of Physical Postal Ballot Notice alongwith Postal Ballot Form on August 19, 2019 to the equity shareholders whose names appear in the Register of Members/List of Beneficial Owners as on August 9, 2019 (Cut-off date). Postal Ballot Notices were sent (a) through electronic mail to the shareholders whose email-ID is registered with depository participants/ Company's transfer agent and (b) through physical mode along with a postage-prepaid self-addressed business reply envelope to those shareholders whose email-IDs are not registered. The Postal Ballot Notices are sent for seeking approval of the Company's shareholders by Postal Ballot, including voting by electronic means for the matters mentioned below. The voting rights of the shareholders shall be reckoned on the basis of the equity shares of the Company held by them as on the Cut-off date.

Item No.	Description
1	To consider and approve the alteration of main object clause of the Memorandum of Association of the Company
2	To consider and reappoint Mr. Radha Krishna Pandey as an Independent Director of the Company

In compliance with the provisions of Section 108 of the Act, Rules and Listing Regulations. The Company is providing e-voting facility to the shareholders to cast their vote by electronic means for all the resolutions set forth in the Postal Ballot Notice.

The Company has engaged the services of Karvy Fintech Private Limited ("Karvy") for providing e-voting facility to all its shareholders. Members are requested to note that the voting, both through Postal Ballot and electronic mode shall commence from Tuesday, August 20, 2019 at 09:00 hours IST and shall end on Wednesday, September 18, 2019 at 17:00 hours IST

Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) and in case of failing him, Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936), Partners of M/s DMK Associates, Company Secretaries, New Delhi, have been appointed as Scrutinizer(s) for conducting the postal ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the completed Physical Postal Ballot Forms from the Shareholders/Members.

Members who opts to vote through Postal Ballot are requested to send Postal Ballot form, duly completed and signed, to reach the Scrutinizer C/o Jindal Poly Films Limited, Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex, Vasant Kunj, New Delhi - 110 070 on or before 17:00 hours IST on Wednesday, September 18, 2019. Postal Ballot forms received afterwards will be treated as no reply has been received from the members.

In case of any query pertaining to e-voting, the Members are requested to refer to the detailed procedure on e-voting furnished separately to vote through electronic mode. Any shareholder who does not receive the Postal Ballot Form may apply to the Company's Registrar and Transfer Agent, M/s Karvy Fintech Pvt. Ltd. (Contact person: Mr. Suresh Babu D., Deputy Manager - RIS), Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India, and email at suresh.d@karvy.com or cs_jpoly@jindalgroup.com and obtain a duplicate thereof from the Company's Corporate office or download from the Company's website at <https://www.jindalpoly.com/download-reports>. For any queries/grievances relating to voting by Postal Ballot, shareholders are requested to contact Mr. Suresh Babu D, Deputy Manager - RIS, Karvy Fintech Private Limited. Unit: Jindal Poly Films Limited, Karvy Selenium Tower B, Plot Number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, Phone No.-1800 345 4001 (toll free number), Email-ID- suresh.d@karvy.com. Any grievances relating to voting by Postal Ballot including e-voting can also be addressed to Company Secretary at the Corporate Office address mentioned above or through E-mail at investorgrievances.jpfl@jindalgroup.com/Telephone: 011-40322100.

The results of the postal ballot and remote e-voting will be announced by the Chairman or any other Director or authorized person of the Company on or before Friday, September 20, 2019 and will be communicated to the Stock Exchanges, where the Company's shares are listed. The results of the E-Voting and Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website, i.e. www.jindalpoly.com and on the website of Karvy i.e. <https://evoting.karvy.com>.

By orders of Board of Directors

Sd/-

Sanjeev Kumar

Company Secretary

ACS: 18087

Date: 19.08.2019

Place: Delhi