



JINDAL POLY INVESTMENT AND FINANCE COMPANY LTD.

Head Office: Plot No. 12, Local Shopping Complex, Sector-B1, Vasant Kunj, New Delhi-110070 (INDIA)

Phone: 011-26139256 (10 Lines) Fax: (91-11) 26125739

Website: www.jpifcl.com

JPIFCL/SE/February, 2021/ 117

Date: 11th February, 2021

The Manager Listing BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001 Stock Code: 536773	The Manager, Listing National Stock Exchange of India Ltd. Exchange Plaza, Bandra-Kurla Complex, Bandra (E) Mumbai - 400 051 Stock Code: JPOLYINVST
------------------------------------------------------------------------------------------------------------------------------------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------

Re: Postal Ballot Notice

Dear Sir,

This refers to Regulation 30 of SEBI (Listing Obligations Disclosure Requirements), Regulations, 2015, and in furtherance of our letter dated 11th February 2021, We are sending herewith Notice of Postal Ballot dated 11th February 2021 together with Explanatory Statement for seeking approval of Members of the Company by way of Ordinary Resolution for Reclassification of Aakriti Ankit Aggarwal and M/s Aakriti Trust from "Promoter and Promoter Group" category to "Public" category.

In accordance with the requirement, the said notice is being sent electronically on Monday, 15th February, 2021, to those members, whose names appear in the Register of members/List of Beneficial owners as on Friday 12th February 2021 ("cut-off date") and whose email IDs are registered with Kfin Technologies Private Limited, the Registrar & Share Transfer Agent of the Company or the Depository Participant(s).

The Company has engaged the services of M/s. KFin Technologies Private Limited ("KTPL") as the Authorized Agency to provide e-voting facilities. The remote E-voting period shall commence at 9:00 (IST) on Tuesday, 16th Feb, 2021 and conclude on 17:00 (IST) on Wednesday, 17th March, 2021. The result of remote e-voting shall be declared not later than 48 hours of the conclusion of the remote e-voting i.e. Friday, 19th March 2021.

The copy of the said Notice is also being uploaded at the website of the Company i.e. www.jpifcl.com and of Kfin Technologies Private Limited i.e. <https://evoting.kfintech.com/> and also being published in newspapers in compliance of SEBI (Listing Obligations Disclosure Requirements), Regulations, 2015.

Thanking you

Yours truly,

For Jindal Poly Investment and Finance Company Limited


Sakshie Mendiratta
Company Secretary
M. No. 47271

Encl: as above

Regd Office: 19th K.M. Hapur Bulandshahr Road. P.O. Gulaothi, Distt. Bulandshahr (U.P.)

C/N: U65923UP2012PLC051433

JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED

(CIN: L65923UP2012PLC051433)

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

Distt – Bulandshahr – 203408, Uttar Pradesh

Corporate Office: Plot No. 12, Sector B-1, Local Shopping Complex,

Vasant Kunj, New Delhi – 110 070

Phone: (011) 40322100, Email: cs_jpifcl@jindalgroup.com, Website: www.jpifcl.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) read with the General Circular No. 14/ 2020 dated April 8, 2020 and the General Circular No. 17/2020 dated April 13, 2020, General Circular No.39/2020 dated 31st December 2020 and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19" issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the members of Jindal Poly Investment and Finance Company Limited ("the Company") through postal ballot ("Postal Ballot") by remote e-voting process ("e-voting").

The Board of Directors has appointed Ms. Akarshika Goel (ACS- 29525), Practicing Company Secretary (CP No. 12770), as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

Due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Postal Ballot Notice in electronic form only.

In compliance with the provisions of Section 108 and 110 of the Act(s), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements), 2015 ("Listing Regulations") the Company is providing e-voting facility to its members for voting on the resolution contained in this Postal Ballot Notice through KFin Technologies Private Limited. The members can vote on the resolutions through remote e-voting facility only. Assent or dissent of the members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars. During the e-voting period, members of the company, holding shares either in physical form or in dematerialized form, as on **Friday, 12 February, 2021** can cast their vote electronically. The remote e-voting facility will be available **from 9:00 Hours (IST) on Tuesday, 16th February, 2021 Upto 17:00 Hours (IST) on Wednesday, 17th March, 2021, failing which it will be considered that no vote has been received from the shareholder.**

The Scrutinizer will submit her report to the Chairman or the Company Secretary of the Company after completion of scrutiny of the postal ballots (through remote e-voting). The results shall be declared on or before **Friday, 19th March, 2021 at 17:00 Hours (IST)** and communicated to BSE Limited ("BSE"), and National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges"), KFin Technologies Private Limited ("KTPL") and would also be displayed on the Company's website <http://www.jpifcl.com/investors.html>.

Resolutions passed by the members through postal ballot will be deemed to be passed as if they have been passed at a general meeting of the members.

SPECIAL BUSINESS:

Approval for reclassification of Aakriti Ankit Agarwal and Aakriti Trust from “Promoter and Promoter Group” category to “Public” category

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Regulation 31 A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Listing Regulations") and other applicable laws and subject to approval from stock exchanges where the securities of Jindal Poly Investment and Finance Company Limited (the Company) are listed (the Stock Exchanges) and other appropriate Statutory or Regulatory authority(ies) as may be required, the consent of the members of the Company be and is hereby accorded to re-classify the status of **Aakriti Ankit Agarwal and Aakriti Trust** from Promoter and Promoter Group" category to Public" category and removal of their name from the list of Promoter/Promoter Group pattern in any records and / or disclosures made/to be made by the Company.

S. No	Members seeking reclassification as “Public” shareholder	No. of shares held	% of total shares
1	Aakriti Ankit Agarwal	NIL	NIL
2	Aakriti Trust	NIL	NIL

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for taking note of the following:

Promoter/ Promoter Group members seeking reclassification along with persons related to such Promoter do not:

- i. together, hold more than 10% of the voting rights of the Company.
- ii. exercise control over the affairs of the Company directly or indirectly.
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company.
- v. act as a Key Managerial person in the Company.
- vi. be a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines.
- vii. be a fugitive economic offender

RESOLVED FURTHER THAT as may be necessary or on approval from stock exchanges and other statutory and regulatory authority(ies) as may be required for reclassification, the Company shall give effect to such reclassification in all records, disclosures and in shareholding pattern from the immediate succeeding quarter under Regulation 31 and applicable provisions of "Listing Regulation" / applicable laws and in other records, filings etc. as may be relevant or necessary from such date as may be appropriate.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to submit the applications for reclassification to the stock exchanges where the securities of the Company are listed and any other Statutory or Regulatory Authority(ies) as may be required in this regard, represent and sign necessary applications, documents, undertaking etc. and to take such steps expedient or desirable to give effect to this resolution and further to do all such acts, deeds, matter or things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard and obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may think.

RESOLVED FURTHER THAT copy of this resolution certified by any one Director or Company Secretary be provided to the concerned person(s) as may be necessary.”

**By Order of the Board
For JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

**Sd/-
Sakshie Mendiratta
Company Secretary
M.No. A47271**

Place : New Delhi
Dated : 11th February, 2021

Notes:

1. **The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, Listing Regulations and MCA Circulars.**
2. The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”), (NSDL together with CDSL, the “Depositories”) and is available with the Company as on February 12, 2021. A copy of this Postal Ballot Notice will also be available on the website of the Company (website- <http://www.jpifcl.com/investors.html>), the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of KFin Technologies Private Limited (“KFinTech”) (<https://evoting.kfintech.com>).
3. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on February 12, 2021. A person who is not a shareholder on this date should treat this notice for information purpose only.
4. Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only. To facilitate such members to receive this notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent for registration of email addresses in terms of the MCA Circulars.

The process for registration of email addresses is as under:

Pursuant to MCA Circulars, for remote e-voting for this Postal Ballot, members who have not registered their email address may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, by clicking the link: <https://karisma.kfintech.com/emailreg>. Members may also visit the website of the Company at <http://www.jpifcl.com/investors.html> and download soft copy of the notice and the procedure for e-voting. In case of any queries, shareholder may write to einward.ris@kfintech.com.

- (a) It is clarified that for permanent registration of email address, members are requested to register their email addresses, in respect of electronic holdings with their concerned Depository Participants and in respect of physical holdings, with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
 - (b) Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
5. In compliance with Sections 108 and 110 of the Act and the Rules made thereunder and Regulation 44 of "Listing Regulations". The Company has provided the facility to the members to vote on the resolution

through the e-voting facility arranged by KFin Technologies Private Limited. The instructions for e-voting are annexed to this Postal Ballot Notice. All the members are requested to cast their votes only through remote e-voting. A member cannot exercise vote by sending physical Postal Ballot.

6. The Scrutinizer will submit her report to the Chairman or the Company Secretary of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly Authorised or the Company Secretary of the Company, on or before Friday, 19th March, 2021 and will also be displayed on the website of the Company <http://www.jpifcl.com/investors.html> besides being communicated to the Stock Exchanges and KTPL. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 17th March, 2021.
7. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.

8. General information and instructions relating to e-voting

- A. i. Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of Listing Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of M/s. KFin Technologies Private Limited (“KTPL”) as the Authorized Agency to provide e-voting facilities. The e-voting facility will be available during the following voting period:
 - a) Commencement of e-voting: **Tuesday, 16th February, 2021** at 9.00 Hours (IST).
 - b) End of e-voting: **Wednesday, 17th March, 2021** at 17.00 Hours (IST).
- ii. The cut-off date for the purpose of e-voting is **Friday 12th February, 2021**.
- iii. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <http://www.jpifcl.com/investors.html>.
- iv. Please read the instructions for e-voting given below before exercising the vote

Members who received the Notice through e-mail from KTPL:

- i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e., User-id & password). However, if you are already registered with KTPL for e-voting, you can use your existing User ID and password for casting your vote:

User – ID	For Members holding shares in Demat Form:- <ol style="list-style-type: none"> a) For NSDL :- 8 Character DP ID followed by 8 digit Client ID b) For CDSL :- 16 digits Beneficiary ID / Client ID c) For Members holding shares in Physical Form:- Event No. (EVENT) followed by Folio No. registered with the Company
Password	Your unique password is printed above / provided in the e-mail forwarding the electronic notice

- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach Password Change Menu wherein you are required to mandatorily change the 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 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 confidential.

- v. After changing password, you need to login again with the new credentials.
 - vi. On successful login, the system will prompt to select the “Event” i.e., **Jindal Poly Investment and Finance Company Limited**.
 - vii. On the voting page, enter the number of shares (which represents number of votes) as on the cut-off date under “FOR/ AGAINST/ABSTAIN” against the resolution or alternatively you may partially enter any number in “FOR”, partially in “AGAINST” and partially in “ABSTAIN” but the total number in “FOR/AGAINST/ABSTAIN” taken together should not exceed your total shareholding as on cut-off date.
 - viii. Members holding shares under multiple folios/ Demat account shall choose the voting process separately for each of the folios/Demat account.
 - ix. Voting must be done for each items of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution
 - xi. Corporate/Institutional members (corporate / FIs / FII’s / Trust / Mutual Funds / Companies, etc..) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with the attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: csakarshika@gmail.com email with a copy marked to einward.ris@kfintech.com. The scanned image of the above mentioned documents should be in the naming format “Corporate Name Event No.”
- B. In case of any query pertaining to e-voting, please visit Help & FAQs section of e-voting website of KTPL.
- C. Once the vote on the resolution is cast by a shareholder through e-voting, the shareholder shall not be allowed to change it subsequently.
- E. Ms. Akarshika Goel, Practicing Company Secretary (ACS 29525) and CP No. (12770) Partner, Grover Ahuja & Associates, Practicing Company Secretaries has been appointed as Scrutinizer for conducting the e-voting process in accordance with law.
- F. The result of the voting along with the Scrutinizer’s report will be communicated to the stock exchanges and will also be hosted on the website of the Company <http://www.jpifcl.com/investors.html> and on KTPL’s website (<https://evoting.kfintech.com>).
- G. The voting rights for the shares are one vote per equity share, registered in the name of the members / beneficial owners as on **Friday 12th February , 2021**. Members holding shares either in physical form or dematerialized form may cast their vote electronically.
- H. In case of any grievances connected with the voting by electronic means, members are requested to contact Suresh Babu D, Deputy Manager- Corporate Registry, , KFin Technologies Private Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032, E-mail: einward.ris@kfintech.com, Phone : 040-67161526/17

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013.

ITEM No. 1 Reclassification of Aakriti Ankit Agarwal and Aakriti Trust from “Promoter and Promoter Group” category to “Public” category:

The Company has received request letters dated 20th October, 2020 from the Promoters/Promoters Group listed below, for reclassification of their status from “Promoter/ Promoter Group” category to “Public” category under Regulation 31A of "Listing Regulations".

Details of their shareholding in the Company are as under:

S. No	Members seeking reclassification as “Public” shareholder	No. of shares held	% of total shares
1	Aakriti Ankit Agarwal,	NIL	NIL
2	Aakriti Trust	NIL	NIL

The Board of Directors have approved the requests for reclassification of the said members from Promoter/ Promoter Group category to Public category of the Company, at their meeting held on October 28, 2020, subject to the approval of members and the Stock Exchanges, as none of the above Promoters and persons related to such Promoter:

- i.* together, hold more than 10% of the voting rights of the Company.
- ii. exercise control over the affairs of the Company directly or indirectly.
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company.
- v. act as a Key Managerial person in the Company.
- vi. be a ‘willful defaulter’ as per the Reserve Bank of India Guidelines.
- vii. be a fugitive economic offender.

*As per Regulation 31A (1)(b) of SEBI(LODR) Regulations,2015, and under sub clauses (ii), (iii) and (iv) of clause (pp) of sub regulation (1) of the regulation 2 of SEBI(ICDR), Regulations, 2018 “persons related to Promoter(s) seeking re-classification” together hold not more than 10% voting rights of the Company.

Aakriti Ankit Agarwal and Aakriti Trust fall under the category of promoter by virtue of provisions of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, however Aakriti Ankit Agarwal got married seven years ago, she is neither in individual capacity nor through Trust involved in any activities or business affairs of the company.

Reclassification of promoter as public category and removal of their name from promoter category thereof is permissible subject to compliance of provisions of Regulations 31A of Listing Regulations, approval of members and subsequent approval of stock exchanges, SEBI and other Regulations if, any.

The Board of Directors of the Company recommend the passing of the Resolution 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.

**By Order of the Board
For JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED**

**Sd/-
Sakshie Mendiratta
Company Secretary
M.No. A47271**

Place : New Delhi
Dated : 11th February, 2021