



# JINDAL POLY FILMS LTD.

Plot No-87, Sector-32,  
Institutional Area, Gurugram  
Haryana -122001 (India)  
Phone : +91-0124-6925100  
Web : www.jindalgroup.com

**JPFL/DE-PT/SE/AGM/2023-24**

**Dated: 05<sup>th</sup> September 2023**

To,  
The Manager, Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra-Kurla Complex, Bandra (E)  
MUMBAI - 400 051  
**Symbol: NSE: JINDALPOLY**

To,  
The Manager Listing  
BSE Limited. Phiroze Jeejeebhoy  
Towers, Dalal Street, Fort  
MUMBAI – 400 001  
**Scrp Code: BSE: 500227**

**Subject: Notice of 49th Annual General Meeting (AGM)**

Dear Sir/ Madam,

This is further to our letter dated 02<sup>nd</sup> September 2023, wherein the Company had informed that the AGM of the Company is scheduled to be held on Friday, 29 September 2023.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations; 2015, as amended, please find enclosed herewith Notice of 49th Annual General Meeting scheduled to be held on Friday, 29 September 2023 at 02:00 P.M. at Hotel Natraj, Kala Aam, Delhi Rd, Civil Lines, Bulandshahr, Uttar Pradesh 203001 through physical mode.

The Notice is also available on the website of the Company i.e. <https://www.jindalpoly.com/> and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>.

You are requested to take the same on your records.

Thanking you,  
Yours Sincerely,

**For JINDAL POLY FILMS LIMITED**

**VAISHALI SINGH**  
**COMPANY SECRETARY**  
**ACS: 15108**  
**Encl.: as above**



## NOTICE

Notice is hereby given that the **49<sup>th</sup> Annual General Meeting** of the members of **Jindal Poly Films Limited (CIN: L17111UP1974PLC003979)** will be held as scheduled below:-

**Date** Friday, 29<sup>th</sup> September 2023  
**Time** 02:00 PM  
**Venue** Hotel Natraj,  
Kala Aam, Delhi Rd, Civil Lines,  
Bulandshahr, Uttar Pradesh 203001

To transact the following business(es):

### ORDINARY BUSINESS(ES)

#### 1. Adoption of Accounts

To receive, consider and adopt the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March 2023 and the Profit and Loss Account for the financial year ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto together with the Directors' Report and Auditors' Report thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** Pursuant to the provisions of Section 134 of the Companies Act, 2013, the Standalone & Consolidated Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March 2023 and the Profit and Loss Account ended on that date along with the Cash Flow Statements, Notes & Schedules appended thereto for the Financial Year ended 31<sup>st</sup> March 2023 together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted."

#### 2. Final Dividend

To declare a dividend on equity shares for the financial year ended 31<sup>st</sup> March 2023, and in this regard, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the dividend for the year ended 31<sup>st</sup> March 2023, at the rate of Rs.4.30 per equity share on each fully paid - up of the company, be and is hereby declared for the financial year 31<sup>st</sup> March, 2023, and the same be paid as recommended by the Board of Directors of the company, out of the profits of the company for the financial year ended 31<sup>st</sup> March, 2023.

#### 3. Reappointment of retiring director Mr. Sanjeev Saxena

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Sanjeev Saxena, Director (DIN 07899506) who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

### SPECIAL BUSINESS

#### 4. To appoint Mr. Devinder Kumar Rithaliya (DIN: 01417408) as Whole-Time Director of the Company

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

**"RESOLVED THAT** pursuant to the provisions of section 152, 161, 178, 196, 197, 198 and 203 read with Schedule V, and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder and of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), (including any amendment/modification thereof), Articles of Association of the Company, and subject to such other approval(s), consent(s) or permission(s), as may be required; pursuant to the recommendation of the Nomination and Remuneration Committee and the approval of Board of Directors of the Company, the consent of



## JINDAL POLY FILMS LIMITED

the members of the Company be and is hereby accorded to appoint Mr. Devinder Kumar Rithaliya (DIN: 01417408) as Whole-Time Director of the Company (who was appointed by the Board of Directors of the Company as an Additional Whole Time Director of the Company w.e.f. 09<sup>th</sup> August, 2023), liable to retire by rotation, in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, to hold office for period of 5 (five) consecutive years commencing from 09<sup>th</sup> August 2023 till 08<sup>th</sup> August 2028 (both days inclusive), at annual remuneration of INR 1,09,94,880 (Rupees One Crore Nine Lakhs Ninety-Four Thousand Eight Hundred and Eighty only) payable on a monthly basis and on such other terms as set out in the Explanatory Statement annexed hereto, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment);

**RESOLVED FURTHER THAT** the members hereby approve the salary, perquisites, allowances and commission as per the existing terms and conditions as set out in the Statement annexed to the Notice convening this Meeting with liberty to the Board of Directors (hereinafter referred to as "Board" which term shall be deemed to include the Nomination and Remuneration Committee constituted by the Board), to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Devinder Kumar Rithaliya within the overall limit specified under Section I of Part II of Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment or substitution thereof from time to time and may not exceed the individual/overall limits specified under section 197 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of net profit in any financial year, the remuneration as set out in the Statement annexed to the Notice convening this Meeting, be paid in compliance with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 or any modification or re-enactment or substitution thereof from time to time.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required in this regard, and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution."

**Registered Office:**

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

**By order of the Board of Directors  
For Jindal Poly Films Limited**

Sd/-

Vaishali Singh

Company Secretary

ACS.: 15108

**Date: 02<sup>nd</sup> September 2023**

**Place: Gurugram**

**NOTES:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. THE PROXIES TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE 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.**
2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.



3. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
4. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
5. The members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 22<sup>nd</sup> September 2023**, being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
7. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
8. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
9. The Facility for voting, shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
10. Route map for the directions to venue of the meeting is attached.
11. The explanatory statement pursuant to Section 102 of the Companies Act, 2013, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions, setting out material facts and reasons in relation to the proposed special business is annexed hereto.
12. The Directors' Report, Auditors' Report and Audited Balance Sheet as at 31<sup>st</sup> March 2023 and the Profit and Loss Account for the financial year ended on that date are enclosed.
13. In case a person has become a member of the Company after dispatch of Annual General Meeting Notice, but on or before the cut-off date for e-voting, i.e., **Friday, 22<sup>nd</sup> September 2023**, such person may obtain the User ID and Password from KFin by e-mail request on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).  
  
Alternatively, member may send signed copy of the request letter providing the e-mail address, mobile number, self-attested PAN copy along with client master copy (in case of electronic folio)/copy of share certificate (in case of physical folio) via e-mail at the e-mail id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) for obtaining the Annual Report and Notice of 49<sup>th</sup> Annual General Meeting.
14. Documents referred to in the Notice and the statement shall be open for inspection by the members at the registered office of the Company from Monday to Friday from 10.00 a.m. to 05.30 p.m., except holidays, up to the date of AGM.
15. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
16. Brief details of the Directors, who are seeking appointment/re-appointment, are annexed hereto as per requirements of regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as per provisions of the Act.
17. The Register of Members and Share Transfer Books of the Company will be closed from **Saturday, 23<sup>rd</sup> September 2023 to Friday, 29<sup>th</sup> September 2023** (both days inclusive) in connection with the ensuing Annual General Meeting.
18. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Share Transfer Agent of the Company. Members are requested to keep the same updated.



19. SEBI, has mandated that the listed companies shall henceforth issue the securities in dematerialised form only, while processing service requests such as issue of duplicate share certificates, transmission, transposition, etc. Accordingly, members who still hold share certificates in physical form are advised to dematerialise their holdings.
20. SEBI has mandated that any service request from members holding securities in physical mode shall be entertained only upon registration of the PAN, KYC details and nomination. The folios wherein any one of the said document/details are not updated on or after **01<sup>st</sup> October 2023**, shall be frozen by the RTA. Further, such member will not be eligible to receive dividend in physical mode. Members are requested to furnish the details in the prescribed form to KFinTech. Forms can be downloaded from the website of the Company at <https://www.jindalpoly.com/download-reports> and website of KFin at <https://ris.kfintech.com/clientservices/isc/>
21. Pursuant to section 72 of the Act read with SEBI Circular dated 3<sup>rd</sup> November 2021, clarification circular dated 14 December 2021 and circular dated 16<sup>th</sup> March 2023, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 or Form ISR-3 (Declaration to Opt-out).  
  
These Forms can be downloaded from the website of the Company at <https://www.jindalpoly.com/download-reports> and RTA at <https://ris.kfintech.com/clientservices/isc/>. In respect of shares held in electronic/demat form, the members may please contact their respective Depository Participant.
22. The Board of Directors has recommended dividend of Rs. 4.30 per equity share of the face value of Rs. 10 each for the year ended 31<sup>st</sup> March 2023 for the approval of shareholders at the ensuing Annual General Meeting ('AGM'). The Dividend, if approved, will be payable on or after **Tuesday, 03<sup>rd</sup> October, 2023**.
23. Pursuant to the provisions of section 91 of the Act and Regulation 42 of the Listing Regulations, the Company has fixed **Friday 22<sup>nd</sup> September 2023** as the 'Record Date' for the purpose of determining the members eligible to receive dividend for the financial year 2022-23.
24. For ease of conduct, members who would like to ask questions/express their views on the items of the business to be transacted at the meeting can send in their questions/ comments in advance mentioning their name, demat account number/ folio number, email id, mobile number at [cs\\_jpoly@jindalgroup.com](mailto:cs_jpoly@jindalgroup.com) the same will be replied by the Company suitably. Those Members who have registered themselves before 5:00 P.M. (IST) of **Wednesday, 20<sup>th</sup> September 2023** as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
25. Subject to the provisions of section 126 of the Act, dividend on equity shares, if declared at the AGM, will be credited/ dispatched on or before **Saturday, 07<sup>th</sup> October 2023**.
26. As per the Listing Regulations and pursuant to SEBI Circular dated 20 April 2018, a company shall use any electronic mode of payment approved by the Reserve Bank of India for making payment to the members. Accordingly, the dividend, if declared, will be paid through electronic mode, where the bank account details of the shareholders required for this purpose are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the shareholders. Where the dividend could not be paid through electronic mode, the same will be paid through physical instrument such as non-negotiable instruments with bank account details of such shareholders printed thereon.  
  
To ensure timely credit of dividend through electronic mode or physical instrument such as banker's cheque or demand draft, members are requested to notify change of address or particulars of their bank account, if any, to RTA and Share Transfer Agent - KFin Technologies Limited and to their respective Depository Participants.
27. In terms of section 124(5) of the Act, dividend amount for the year ended 31<sup>st</sup> March 2016 remaining unclaimed for a period of seven years shall become due for transfer on 28<sup>th</sup> October 2023 to the Investor Education and Protection Fund (IEPF) established by the Central Government. Further, in terms of section 124(6) of the Act, in case of such shareholders whose dividends are unpaid for a continuous period of seven years, the corresponding shares shall be transferred to the IEPF demat account.



28. Shareholders may note that as per Income Tax Act, 1961, (the 'IT Act') as amended by the Finance Act, 2020, dividends paid or distributed by a Company after 1 April 2020 shall be taxable in the hands of shareholders. The Company is also required to deduct Tax at Source ('TDS') in respect of approved payment of dividend to its shareholders (resident as well as non-resident).
29. To enable compliance with TDS requirements, members holding shares in electronic mode are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants and in case shares are held in physical form, with the Company, by sending documents by **Friday 22<sup>nd</sup> September 2023 (up to 5.30 p.m.)**.
30. For the detailed process and formats of declaration, please refer to FAQs on Tax Deduction at Source on Dividends available on the Company's website at <https://www.jindalpoly.com/download-reports>
31. In terms of section 101 and 136 of the Act, read together with the rules made thereunder, the listed companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members, who have registered their e-mail addresses with their respective depository participants or with the RTA and Share Transfer Agent of the Company. For members who have not registered their e-mail addresses, physical copies are sent in the permitted mode. Members may note that Annual Report 2022-23 and notice along with proxy form and attendance slip will also be available on the Company's website <https://www.jindalpoly.com/download-reports>, website of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Ltd. at [www.nseindia.com](http://www.nseindia.com) and on the website of KFin at [www.kfintech.com](http://www.kfintech.com).
32. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
33. Institutional investors, who are members of the Company are encouraged to attend and vote at the 49<sup>th</sup> Annual General Meeting of the Company.
34. For the convenience of the Members, attendance slip is enclosed elsewhere in the Annual Report. Members/Proxy Holders/Authorized Representatives are requested to fill in and affix their signatures at the space provided therein and surrender the same at the venue of the AGM. Proxy/Authorized Representatives of a member should state on the attendance slip as 'Proxy or Authorized Representative' as the case may be.
35. Members/Proxies are requested to bring the attendance slip/proxy form duly filled and signed for attending the meeting. Proxies are requested to bring their identity proof at the meeting for the purpose of identification.
36. To receive communications through electronic means, including Annual Reports and Notices, members are requested to kindly register/ update their e-mail address with their respective Depository Participants, where shares are held in demat mode.
37. The Company has availed of services offered by KFin Technologies Limited to update e-mail addresses of shareholders of the Company who have not registered their e-mail addresses. Members are requested to respond to their messages and register their e-mail id and support the green initiative efforts of the Company. Members are also requested to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail going forward.
38. With a view to helping us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.
39. The Board of Directors of the Company 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), both being Partners of M/s DMK Associates, Company Secretaries, New Delhi, as the Scrutinizer to conduct the voting process in a fair and transparent manner in the 49<sup>th</sup> Annual General Meeting of the company.



40. The Scrutinizer shall, immediately after the conclusion of voting at the 49<sup>th</sup> Annual General Meeting, first count the votes cast at the meeting. Thereafter, the Scrutinizer will unblock the votes through e-voting in the presence of at least two witnesses, not in the employment of the Company. A consolidated Scrutinizer's report of the total votes cast in favour or against, if any, will be prepared and submitted to the Chairman of the Company or any other person authorized by the Chairman. The Chairman shall countersign the report. Following the completion of the scrutiny of the voting, the result, along with the Scrutinizer's Report, will be declared and placed on the Company's website <https://www.jindalpoly.com/download-reports> and on the website of voting agency M/s KFin Technologies Limited at <https://evoting.kfintech.com/> immediately. Concurrently, the Company shall forward the results to the National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited, where the shares of the Company are listed.

#### 41. Process for Registering / Updating Email Addresses

Members holding shares in dematerialised mode, are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Members holding shares in physical mode are requested to furnish email addresses and mobile numbers with the Company's Registrars and Share Transfer Agent, KFin Technologies Limited, Selenium Tower B, Plot NO. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032, Toll Free Tel: 1- 800-309-4001, Email: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com), Website: [www.kfintech.com](http://www.kfintech.com).

#### INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:

##### Voting through electronic means:

In terms of the provisions of section 108 of the Act, read with rule 20 of the Companies (Management and Administration) Rules, 2014 as amended (hereinafter called 'the Rules' for the purpose of this Section of the Notice) and Regulation 44 of the Listing Regulations 2015 and in terms of SEBI vide circular dated 9 December 2020 in relation to e-voting facility provided by Listed Entities, the members are provided with the remote e-voting facility to exercise votes on the items of business given in the Notice, through the remote e-voting platform provided by KFin Technologies Limited or to vote at the AGM.

The members, whose names appear in the Register of Members/List of Beneficial Owners as on **Friday, 22<sup>nd</sup> September 2023** being the cut-off date fixed for determining voting rights of members are entitled to participate in the remote e-voting process or to participate and vote at the AGM. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

#### A. Remote e-voting

- a) Date and time of commencement of voting through electronic means: **Tuesday 26<sup>th</sup> September 2023** from **09: 00 a.m.** (IST).
- b) Date and time of end of voting through electronic means beyond which voting will not be allowed: **Thursday 28<sup>th</sup> September 2023** up to **5.00 p.m.** (IST).
- c) Details of Website: <https://evoting.kfintech.com>.
- d) Details of persons to be contacted for issues relating to remote e-voting:
  - Mr. Suresh Babu D, Senior Manager, Corporate Registry, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500032. Tel. No.: +91 40 6716 2222; Toll Free No: 1800-309- 4001; Fax No.: +91 40 2300 1153; E-mail: [evoting@kfintech.com](mailto:evoting@kfintech.com).
  - Scrutinizer(s) - Mr. Deepak Kukreja (FCS-4140), Practicing Company Secretary (CP No. 8265) and Mrs. Monika Kohli (FCS 5480), Practicing Company Secretary (CP No.4936), both being Partners of M/s DMK Associates, Company Secretaries, New Delhi – 31/36, Basement, Old Rajinder Nagar, New Delhi – 110 060, email. [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in).
  - Alternatively, members holding securities in physical mode may reach out on toll free number 1800 309 4001 for obtaining User ID and password or may write e-mail from the registered e-mail id to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).



**B. Voting facility at AGM:**

In addition to the remote e-voting facility as described above, the Company shall make the facility for ballot / polling paper at the Annual General Meeting (AGM) and the members attending AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM through ballot / polling paper.

**Login method for remote e-voting for individual shareholders holding securities in demat mode.**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby facilitating not only seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail id with their DPs in order to access remote e-voting facility.

**Login Method for e-voting for Individual Shareholders holding Shares of the Company in Demat mode through National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”):**

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <ul style="list-style-type: none"> <li>➤ URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>➤ Click on the “Beneficial Owner” icon under ‘IDeAS’ section.</li> <li>➤ On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”.</li> <li>➤ Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ul>	<p><b>1. Existing user who opted for Easi / Easiest</b></p> <ul style="list-style-type: none"> <li>➤ URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>➤ Click on New System Myeasi</li> <li>➤ Login with user id and password.</li> <li>➤ Option will be made available to reach e-Voting page without any further authentication.</li> <li>➤ Click on e-Voting service provider name to cast your vote.</li> </ul>
<p><b>2. User not registered for IDeAS e-Services</b></p> <ul style="list-style-type: none"> <li>➤ To register click on link : <a href="https://eservices.nsd.com">https://eservices.nsd.com</a></li> <li>➤ Select “Register Online for IDeAS” URL: <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>➤ Proceed with completing the required fields.</li> </ul>	<p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>➤ Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>➤ Proceed with completing the required fields.</li> </ul>
<p><b>3. By visiting the e-Voting website of NSDL</b></p> <ul style="list-style-type: none"> <li>➤ URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>➤ Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.</li> <li>➤ Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.</li> <li>➤ Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ul>	<p><b>3. By visiting the e-Voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>➤ URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>➤ Provide demat Account Number and PAN No.</li> <li>➤ System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>➤ After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</li> </ul>





- Individual shareholders (holding securities in demat mode) logging in through their depository participants.
- You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-Voting facility.
- Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of KFinTech for casting your vote during the remote e-Voting period without any further authentication.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL:**

Members facing any technical issue – NSDL	Members facing any technical issue - CDSL
Members facing any technical issue with login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue with login can contact CDSL helpdesk by sending a request at <a href="mailto:evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**Login method for remote e-voting for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

- Initial password is provided in the body of the e-mail.
- Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- Enter the login credentials i.e., User ID and Password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID.
- However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- After entering the correct details, click on LOGIN.
- You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise 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.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You need to login again with the new credentials.
- On successful login, the system will prompt you to select the EVENT i.e., Jindal Poly Films Limited.
- On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear.
- If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN', in which case, the shares held will not be counted under either head.



- xi. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- xii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- xiii. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, shall be sent via registered email of the shareholder to email of the Company at [cs\\_ipoly@jindalgroup.com](mailto:cs_ipoly@jindalgroup.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above documents should be in the naming format 'BAL\_EVENT No.'
- xiv. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800-309-4001(toll free).

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("REGULATIONS")**

The following statement sets out all material facts relating to special business mentioned in the accompanying notice dated 2<sup>nd</sup> September, 2023, and shall be taken as forming part of the notice.

#### **4. To appoint Mr. Devinder Kumar Rithaliya (DIN: 01417408) as Whole-Time Director of the Company**

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors, in its meeting dated 09<sup>th</sup> August 2023, appointed Mr. Devinder Kumar Rithaliya as an Additional Whole-Time Director of the company, to hold office for period of 5 (five) consecutive years commencing from 09<sup>th</sup> August 2023 till 08<sup>th</sup> August 2028 (both days inclusive), subject to the approval of the shareholders of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 with effect from 09<sup>th</sup> August 2023.

Mr. Devinder Kumar Rithaliya, aged 54, is a graduate with a PGDBM (HR) from XLRI, Jamshedpur. With around 30 years of professional experience across various aspects of Human Resources, he brings extensive expertise in Strategic HR, Organizational Strategy, Transformation, Change Management, Leadership Development, Leadership Hiring, Organizational Structure & Systems, and Organizational Behaviour. Mr. Rithaliya has a proven track record across diverse sectors such as FMCG, Auto component, Food Processing, and Large-scale manufacturing organizations.

Further, under Section 160 of the Act, the Company has received a notice proposing the candidature of Mr. Devinder Kumar Rithaliya for the position of Whole-Time Director. Mr. Rithaliya has also provided written consent to act as a Director of the Company, and declaration that he is not disqualified under Section 164, Schedule V and other applicable provisions of the Act. Furthermore, Mr. Rithaliya is also not debarred from holding the office of Director by any SEBI order.

The NRC, acknowledging Mr. Rithaliya's exceptional skills and extensive experience, has recommended his appointment as Whole-Time Director of the Company subsequently, the Board of Directors, while taking into consideration Mr. Rithaliya's vast experience and knowledge, has approved his appointment as an Additional Whole-Time Director of the company, subject to the approval of the shareholders of the Company.

The principal terms of appointment are as under:

- Period of Appointment: Five years, commencing on 09<sup>th</sup> August 2023 and concluding on 08<sup>th</sup> August 2028, subject to the approval of the shareholders of the Company.
- Nature of Duties : Mr. Devinder Kumar Rithaliya shall devote his whole time and attention to the business of the Company and perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.



## JINDAL POLY FILMS LIMITED

- Monthly Remuneration:

Particulars	Amount (Rs.)
Basic	3,14,373
House Rent Allowance	1,25,749
Other Allowance	4,76,118
<b>Total</b>	<b>9,16,240</b>

- Reimbursement of expenses incurred for travelling, boarding and lodging during business trip(s), provision of car for use on the Company's Business, shall be reimbursed and not considered as perquisites.
- A performance-based incentive will be determined each financial year, as per policy of the Company.
- Annual or semi-annual salary increments will be determined in accordance with the Company's established policy, with the specific increments to be decided by the Human Resources Department
- The total remuneration shall be restricted to the limits as prescribed in Section 197 read with Schedule V of the Companies Act, 2013.
- In the event of loss or inadequacy of profits, the aforesaid remuneration will be paid as minimum remuneration in accordance with provisions of Schedule V of the Companies Act, 2013 and subject to applicable laws and such sanctions and approvals as may be required.

The terms as set out in the proposed Special Resolution for appointment of Mr. Devinder Kumar Rithaliya as a Whole-time Director and explanatory statement in relation thereto may be treated as an abstract of the terms of contract under Section 196 of the Companies Act, 2013

The Board of Directors, therefore, presents the resolution set forth in Item no. 4 of this notice for approval by members through a **Special Resolution**. For inspection, a copy of the letter/disclosures received and the draft letter of appointment for Mr. Devinder Kumar Rithaliya is available electronically. Members may send an email to [cs\\_jpoly@Jindalgroup.com](mailto:cs_jpoly@Jindalgroup.com) to request inspection.

None of the other Directors, Promoters, and Key Managerial Personnel of the Company and their relatives, except Mr. Devinder Kumar Rithaliya or his relatives, to the extent of their shareholding interest in the Company, are in any way, financially or otherwise, concerned or interested in the resolution.

In accordance with the provisions of sections, 152, 160, 161, 178 and 203, and other relevant sections of the Act and SEBI Listing Regulations 2015, the appointment of Whole-Time Directors requires approval of members through a **Special Resolution**. Thus, the Board of Directors seeks the approval of the Company's members for the appointment of Mr. Devinder Kumar Rithaliya through a **Special Resolution**.



## JINDAL POLY FILMS LIMITED

### Details of Director seeking appointment/re-appointment/confirmation at the forthcoming Annual General Meeting

Name of the Directors	Mr. Sanjeev Saxena (Non-Executive Director)	Mr. Devinder Kumar Rithaliya Whole-Time Director (Additional Director)
Director Identification Number (DIN)	07899506	01417408
Date of Birth	01.07.1968	17.05.1969
Date of Appointment	13.09.2017	09.08.2023
Expertise in specific functional area	Having acquired extensive industrial experience in the manufacturing of BOPET Film and Resin, the individual excels in multiple domains such as maintenance, EHS, Production Planning, and administration, demonstrating a keen understanding of the commercial aspects of the business.	Having around 30 years of professional experience across various aspects of Human Resources, he brings extensive expertise in Strategic HR, Organizational Strategy, Transformation, Change Management, Leadership Development, Leadership Hiring, Organizational Structure & Systems, and Organizational Behaviour.
Relationship with other Directors and KMPs	None	None
Terms and conditions of re-appointment	To be re-appointed as Non-Executive Director, liable to retire by rotation	To be appointed as Whole-Time Director up to 5 years, liable to retire by rotation
Details of remuneration last drawn (FY 2022-23)	Given in Corporate Governance Report	Given in Corporate Governance Report
No. of Board Meetings attended during the year	6	NIL
Qualification	B. TECH ELECTRICAL	PGDBM in HR- (XLRI Jamshedpur)
List of outside Directorship	JPFL Films Private Limited	1. Jindal Polypack Limited 2. Inspire HR Solutions Private Limited 3. Universus Commercial Properties Limited 4. S M I Coated Products Private Limited
Committee Chairpersonship / Membership of the Company	NIL	NIL
Shareholding in the Company	NIL	NIL

**Registered Office:**

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

**Date: 02<sup>nd</sup> September 2023**

**Place: Gurugram**

**By order of the Board of Directors**

**For Jindal Poly Films Limited**

Sd/-

Vaishali Singh

Company Secretary

ACS.: 15108