



JINDAL POLY FILMS LTD.

Plot No. 12, Sector B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi - 110070 (INDIA)
Phone : 011-40322100
Fax : (91-11) 40322129
Web. : www.jindalgroup.com

JPFL/DE-PT/SE/2023-24

Date: 24th July 2023

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

To,
The Manager Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai – 400 001
Scrip Code: BSE: 500227

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of Postal Ballot

Dear Sir/Madam,

We enclose herewith a copy of the Notice of Postal Ballot ('Notice') of Jindal Poly Films Limited ('the Company') dated 24th July 2023, along with the statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, seeking approval of the Members of the Company on the Special resolution forming part of the Notice.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India, from time to time, as listed in the Notice, the Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from Kfin Technologies Limited ("Kfintech"), the Company's Registrar and Transfer Agent ('RTA') / Depositories as on **Friday, 21st July 2023 ("Cut-off Date")** and whose email addresses are registered with the Company / RTA / Depository Participants (in case of electronic shareholding) or who will register their email address in accordance with the process outlined in the Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of Kfin Technologies Limited ("Kfintech"), for the purpose of providing remote e-voting facility to its Members and accordingly, the communication of assent or dissent of the Members would only take place through the remote e-voting system. The remote e-voting shall commence on **Wednesday, 26th July 2023 at 9:00 a.m. (IST)** and shall end on **Thursday, 24th August 2023 at 5:00 p.m. (IST)**. The remote e-voting module shall be disabled by Kfintech for voting thereafter. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off date. The instructions for remote e-voting are provided in the Notes to Notice.

Members whose email addresses are not registered with the Company / Depository Participants, to receive the Notice, may register their email address with the RTA. The process for registration of email address is also provided in the enclosed Notice.

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

CIN : L17111UP1974PLC003979



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The said Notice is also being made available on the website of the Company at <https://www.jindalpoly.com/download-reports> and on the website of KFinTech at <https://evoting.kfintech.com/>.

You are requested to take the same on record.

For Jindal Poly Films Limited

Vaishali Singh
Company Secretary
ACS.: 15108
Encl. as above



JINDAL POLY FILMS LIMITED

(CIN: L17111UP1974PLC003979)

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, **Fax:** (011) 40322129

Email: cs_jpoly@jindalgroup.com, **Website:** www.jindalpoly.com

In view of prevailing MCA Circulars on Postal Ballot process, the voting on the resolution covered in the Notice will take place through e-voting only and no physical ballots will be collected. Please refer to detailed instructions for e-voting explained in the Notice.

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “Act”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”) as amended, Secretarial Standard-2 on General Meetings (the “SS-2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India vide General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022 and 11/2022 dated 28th December 2022, for holding General Meetings / conducting Postal Ballot process through e-voting and any other applicable laws and regulations, that the resolution appended below is proposed to re-appoint Ms. Sonal Agarwal, Independent Director, be passed by the members of the Company (as on the “Cut-off Date”), through Postal Ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process.

An explanatory statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the resolution, setting out the material facts and reasons thereof, is appended along with the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company has appointed Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary (CP No. 12030) Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars and SEBI Circulars, Shareholders can vote only through remote E voting process. The manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, the Postal Ballot Notice and instructions for e-voting are being sent only through electronic mode to those members whose email address is registered with the Company / Depository Participant(s). Accordingly, the Company is pleased to offer E-voting facility to all its Shareholders to cast their votes electronically.

The Company has engaged the services of Kfin Technologies Limited (“Kfintech”), Registrar and Transfer Agent of the Company to provide E-voting facility. Shareholders are requested to read the instructions in the Notes under the section “INSTRUCTIONS FOR E-VOTING” in this Notice of Postal Ballot (“Notice”) to cast their vote electronically.

The E-voting will be available during the following period after which the portal shall forthwith be blocked and shall not be available:

| | |
|---------------------------------|---|
| Commencement of E-voting | Wednesday, 26 th July 2023 from 09: 00 a.m. (IST). |
| End of E-voting | Thursday, 24 th August 2023 up to 5.00 p.m. (IST). |



The detailed procedure with respect to e-voting is mentioned in this Notice. Those members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than **5:00 p.m. (IST) on Thursday, 24th August 2023**, The e-voting facility will be disabled by KFinTech immediately thereafter and will not be allowed beyond the said date and time.

Upon completion of the scrutiny of the votes casted through E-voting, the Scrutiniser will submit her report to the Chairperson of the Company, or any person authorised by the Chairperson. The results of the Postal Ballot by way of E-voting shall be announced on or before **Friday, 25th August 2023**.

The last date of e-voting, i.e., **Thursday, 24th August 2023**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

ITEM NO. 1. Re-appointment of Ms. Sonal Agarwal (DIN: 08212478) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 (“Act”) read with the Rules framed thereunder, Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended, (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendations and approvals of Nomination and Remuneration Committee and the Board of Directors of the Company, respectively, Ms. Sonal Agarwal (DIN : 08212478), Independent Director of the Company, who was appointed as an Independent Director of the Company by the members for a term of 5(Five) consecutive years from 28th August, 2018 to 27th August 2023(both days inclusive), and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 28th August 2023 till 27th August 2028(both days inclusive).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers to any Committee of Directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-
Vaishali Singh
Company Secretary
ACS.: 15108

Registered Office:

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

Date: 20th July 2023

Place: New Delhi



NOTES:

1. 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.
2. This Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / Depository Participant(s), as on **Friday, 21st July 2023**("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting Postal Ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot Notice. The communication of the assent or dissent of the members would take place through the e-voting system only.
3. The resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **Thursday, 24th August 2023**. Further, resolution passed by the members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the members of the Company.
4. The Scrutinizer will submit her report to the Chairman of the Company or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result declared along with the Scrutinizer's Report shall be placed on the Company's website at <https://www.jindalpoly.com/download-reports> and on the website of e-voting agency M/s KFin Technologies Limited at the website at <https://evoting.kfintech.com/> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and Bombay Stock Exchange of India Limited, where the shares of the Company are listed.
5. The relevant documents referred to in the Notice and explanatory statement shall be available for inspection at the Company's website at <https://www.jindalpoly.com/> from the date of dispatch of the Notice up to the last date of e-voting i.e. **Thursday, 24th August 2023**.
6. In accordance with the MCA Circulars, the members are requested to take note of the following:
 - **Process for registration of email addresses**

We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to send an email to Einward.ris@kfintech.com for soft copy of Postal Ballot Notice.
 - **Remote e-voting**
 - a) Date and time of commencement of voting through electronic means: **Wednesday, 26th July 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, 24th August 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, Telengana, 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
 - Scrutinizer - Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary (CP No. 12030) Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, 46-LGF, Jor Bagh, New Delhi 110003, email. pragnyap.pradhan@gmail.com
7. The voting rights of members of the Company shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, 21st July 2023**.
8. Voting can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person.
9. The Scrutinizer's decision on the validity of e-voting will be final.
10. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., to vote through remote e-voting. The said Resolution/Authorization shall be sent via the registered email of the member to the Company's email address: cs_jpoly@jindalgroup.com or to Kfintech email address evoting@kfintech.com.
11. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC, and nomination details to the Company's registrars KFin Technologies Limited at einward.ris@kfintech.com. The forms for updating the same are available at <https://www.jindalpoly.com/download-reports>. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
12. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical shareholders and other than individual shareholders Reset Password?" option available on <https://evoting.kfintech.com/> under the forgot password tab to reset the password, for the public individual shareholders holding the shares in NSDL can be reset the password by using the link <https://eservices.nsdl.com/>, for the public individual shareholders holding the shares in CDSL can be reset the password by using the link <https://web.cdslindia.com/myeasinew/home/login>
13. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.



INSTRUCTIONS FOR E-VOTING:

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

- **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 option for NSDL / CDSL / KFin 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 option 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43 |

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

1. Launch internet browser by typing the URL: <https://evoting.kfintech.com> in the address bar and click on “Enter.” The Home screen will be displayed then click on shareholders icon in the homepage.
2. Enter the login credentials (i.e., User ID and password mentioned over leaf). Your Folio No. DP ID – Client ID will be your User ID. However, if you are already registered with KFinTech for E-voting, you can use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on “LOGIN.”
4. You will now reach password change Menu wherein you are required to mandatory change your password. The new password shall comprise minimum characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and one special character (@#\$.etc). The system will prompt you to change your password and update your contact details like mobile number, email ID. etc. on first login. You may also enter a secret question and answer of your choice to retrieve password and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the E-Voting Event Number “7440” for **Jindal Poly Films Limited**
7. On the voting page enter the number of shares (which represents the number of votes) as on the Cut-off Date under the heading of the resolution and cast your vote by choosing the “FOR/ AGAINST” option. You may also choose the option “ABSTAIN” and the shares held will not be counted under either head. Option “FOR” implies assent to the resolution and “AGAINST” implies dissent to the resolution.
8. Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
9. You may then cast your vote by selecting an appropriate option and click on “Submit.”



10. 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. During the voting period, Members can login any number of times till they have voted on the Resolution.

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

As required by section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice:

Item No. 1: Re-appointment of Ms. Sonal Agarwal (DIN: 08212478) as an Independent Director of the Company

Ms. Sonal Agarwal is currently acting as an Independent Director of the Company, Chairperson of the Audit Committee, Stakeholders' Relationship Committee, Nomination & Remuneration Committee and Member of the Risk Management Committee and Corporate Social Responsibility Committee of the Company.

Ms. Sonal Agarwal was appointed as an Independent Director of the Company by the members at their 44th Annual General Meeting of the Company for a period of 5 (five) consecutive years commencing from 28th August 2018 to 27th August 2023 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. In accordance with Section 149 (10) and (11) of the Act, Ms. Sonal Agarwal is eligible for a second term of up to five years, subject to approval of the shareholders' by way of **Special Resolution**.

Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors vide their resolution passed by circulation dated 20th July 2023, proposed the re-appointment of Ms. Sonal Agarwal as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 28th August 2023 to 27th August 2028 (both days inclusive), not liable to retire by rotation, for the approval of the members by way of a **Special Resolution**.

Ms. Sonal is a highly accomplished finance professional with over 20 years of experience in accounting, finance, and strategy. As a Chartered Accountant (CA), she has honed her expertise in financial management, controllership, risk assessment, and compliance. Throughout her career, Ms. Sonal has held leadership positions in various companies, where she has demonstrated exceptional skills and knowledge in the field.

She serves on the Board of several listed and unlisted companies, where her analytical powers, strategic thinking skills, and decision-making abilities make her an asset to the Company. Ms. Sonal brings her extensive experience in corporate governance to these boards, contributing to effective decision-making and ensuring compliance with regulations. It is worth mentioning that Ms. Sonal has served one term with Jindal Poly Films Limited, further solidifying her reputation as a trusted and experienced professional in the finance and corporate governance domains.

Overall, Ms. Sonal's impressive track record, expertise in finance, and corporate governance experience make her an invaluable asset to any organization. Her strategic vision, financial acumen, and leadership abilities contribute significantly to driving growth and achieving success.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a member proposing candidature of Ms. Sonal Agarwal for the office of Independent Director for a second term. The Company has also received from Ms. Sonal Agarwal her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.



Ms. Sonal Agarwal has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order and she is independent of the management.

Ms. Sonal Agarwal has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA'). Ms. Sonal Agarwal has also qualified the Online Proficiency Self-Assessment Test conducted by IICA.

The Nomination and Remuneration Committee (NRC) of the Board of Directors, on the basis of the report of performance evaluation and confirmations given by Ms. Sonal Agarwal as well as a thorough consideration of her impressive skills and extensive experience possessed by Ms. Sonal Agarwal, has recommended re-appointment of Ms. Sonal Agarwal, as Independent Director for a second term.

The Board of Director based on the recommendation of the NRC, and considering the skills, vast experience and expertise possessed by Ms. Sonal Agarwal, has approved her re-appointment as Independent Director of the company for second term.

In the opinion of the Board, Ms. Sonal Agarwal fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Act and Rules thereunder.

The Board recommends the re-appointment of Ms. Sonal Agarwal as an Independent Director for the second term from 28th August 2023 up to 27th August 2028.

Hence, your Directors recommend the resolution set forth in Item no. 1 of this notice for the approval of the members by way of **Special Resolution**.

A copy of letter/disclosures received and the draft letter of appointment of Ms. Sonal Agarwal is available for inspection in electronic mode. Members seeking inspection may send an email to cs_jpoly@jindalgroup.com. None of the other Directors, Promoters and Key Managerial Personnel of the Company and their relatives, except Ms. Sonal Agarwal or her relatives, to the extent of their shareholding, if any in the Company, are in any way concerned or interested, financially or otherwise, in the resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, reappointment of Independent Directors for their second term requires approval of members by way of a Special Resolution. Accordingly, the approval of the members of the Company is being sought by way of a **Special Resolution**.
