

Date: December 09, 2022**To,
The Manager,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra East, Mumbai – 400051
Symbol: JINDALPOLY****To,
The Manager
BSE Limited
P. J. Towers, Dalal Street
Mumbai – 400001
Scrip Code: 500227****Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Schedule III (Part A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice dispatched to all the members for seeking their approval on following matters:

Item No.	Description of the Resolution	Type of Resolution
1.	Appointment of Mr. Punit Gupta (DIN- 00011483) as Non-Executive Director	Ordinary Resolution
2.	Appointment of Mr. Vijender Kumar Singhal (DIN:0009763670) as a Whole Time Director	Ordinary Resolution

Kindly note the schedule of events for Postal Ballot and e-voting is as under:

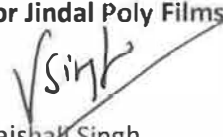
S. No.	Activity	Date
1.	Cut-off date for sending notice to the shareholders	December 02,2022
2.	Voting start date and time	Saturday, December 10, 2022 at 9.00 AM
3.	Voting end date and time	Sunday, January 08, 2023 at 5.00 PM
4.	Scrutinizer's Reports and Declaration of results	Monday, January 09, 2023

The said Postal Ballot Notice and further details may also be accessed on the Company's website, viz., www.jindalpoly.com

The above is for your information and records.

Thanking you,

Yours Faithfully

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

NOTICE OF POSTAL BALLOT

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") read with General Circular nos. 14/2020 dated April 8, 2020 read with General Circular No.17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 08, 2021 and other applicable circulars (the "MCA Circulars") (including any statutory modification or re-enactment thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and also Circulars dated May12, 2020, January 15, 2021 and May 13, 2022 issued by Securities and Exchange Board of India, Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India including any statutory modifications, amendments or re-enactments thereof for the time being in force and other applicable laws and regulations, if any, for seeking approval of the Members of the Company through Postal Ballot by E-voting process ("E-voting") (collectively referred as 'SEBI Circulars') and subject to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members by way of postal ballot only by means of remote e-voting ("Postal Ballot").

In compliance with MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories as on **Friday, 2nd December, 2022** ("Cut-off date"). Members may note that the Notice of Postal Ballot is uploaded on the Company's website <https://www.jindalpoly.com/> and may be accessed by the Members and will also be available on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of KFin Technologies Limited at <https://evoting.kfintech.com>. In compliance with the Act, MCA Circulars and other applicable provisions, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid self-addressed business reply envelope are not being sent to the Members for this Postal Ballot and Members have been requested to communicate their assent or dissent through the e-voting system only. For this purpose, the Company has engaged services of KFin Technologies Limited as the Authorised Agency to provide E-voting facility.

The Board of Directors of the Company proposes to obtain the consent of the Members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act pertaining to the said Resolutions, setting out material facts and the reasons for the Resolutions, is also annexed. You are requested to peruse the proposed resolutions, along with the Explanatory Statement, and thereafter record your assent or dissent by remote e-voting facility provided by the Company. Members are requested to read the instructions in the Notes under the section "INSTRUCTIONS FOR E-VOTING" in this Postal Ballot Notice ("Postal Ballot Notice") to cast their vote electronically.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on November 14, 2022, 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 Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 09.00 a.m. (IST) on Saturday, 10th December, 2022 and ends at 05 .00 p.m. (IST) on Sunday, 8th January, 2023. The Scrutinizer will submit the report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. **The results of the Postal Ballot will be announced at 05 p.m. (IST) on Monday, 9th January, 2023.** The said results will be intimated to the Stock Exchanges where the shares of the Company are listed and displayed on the Company's website <https://www.jindalpoly.com/> and also on the website of KFin Technologies Limited. As required by Rule 20 and 22 of the above referred Rules read with the MCA Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in India (in vernacular language, i.e. Hindi).

ITEMS OF SPECIAL BUSINESS:

ITEM NO. 1

Appointment of Mr. Punit Gupta (DIN- 00011483) as Non-Executive Director

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

"RESOLVED THAT, in accordance with the provisions of Section 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder and Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations"), (including any statutory modification or re-enactment thereof, for the time being in force), 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, Mr. Punit Gupta (DIN: 00011483), who was appointed by the Board of Directors of the Company as an Additional Non-Executive Director pursuant to the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Non-Executive Director of the Company with effect from October 15, 2022; and that he shall be liable to retire by rotation.

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."

ITEM NO. 2

Appointment of Mr. Vijender Kumar Singhal (DIN:0009763670) as a Whole Time Director

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

“RESOLVED THAT in accordance with the provisions of Sections 152, 188(1)(f), 196, 197, 198, 203, 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, other applicable provisions, if any, 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, Audit Committee and the approval of Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Vijender Kumar Singhal (DIN:0009763670), as a Whole-time Director of the Company, (who was appointed by the Board of Directors of the Company as an Additional Director under the designation of Whole Time Director of the Company w.e.f October 15, 2022), for a period of 5 years to hold office upto October 14, 2027, and shall be paid an annual remuneration of INR 87,17,760 (Rupees Eighty Seven lacs Seventeen Thousand Seven Hundred Sixty 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); and shall be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vijender Kumar Singhal would continue to hold the office as the Chief Financial Officer (“CFO”) and a KMP of the Company, in addition to being a Whole-time Director, as per the terms and conditions, as approved by the Board of Directors of the Company on October 15, 2022 and that the remuneration payable to Mr. Vijender Kumar Singhal shall be as Whole time Director and Chief Financial Officer of the Company.

RESOLVED FURTHER THAT 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) be and is hereby authorized to alter and vary the said remuneration in such form and manner or with such modifications as the Board of Directors may deem appropriate.

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.”

By order of the Board

For Jindal Polyfilms Limited

Sd/-

Vaishali Singh

Company Secretary

ACS. : 15108

Add: House No. 466, Second Floor,

Asoka Enclave- Part-III,

Faridabad, Haryana-121003

Date: 14th November, 2022

Place: New Delhi

NOTES AND INSTRUCTIONS:

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. The Notice is being sent to all the members, whose names appear in the register of members/ list of beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) as on December 02, 2022 (“Cut-off Date”), which will be considered for the purposes of e- voting. A person who is not a member of the Company as on the aforesaid date should treat this Notice for information purpose only.
3. As permitted under the MCA Circular, the Company is sending the Notice electronically to all the members whose e-mail addresses are registered with the Company or with the depositories/depository participants or with the Company’s Registrar and Share Transfer Agent i.e., KFin Technologies Limited (“**KFintech**”). Accordingly, the communication on Assent or Dissent of the Members will take place through remote e-voting system from shareholders whose email-ids are available with the company / Registrar / Depository System.
4. In accordance with the MCA Circulars, to facilitate such shareholders to receive this Notice electronically and cast their vote electronically, the Company has made special arrangement with its Registrar & Share Transfer Agent i.e. KFintech for registration of email addresses in terms of the General Circular No. 17/2020 issued by the Ministry of Corporate Affairs dated April 13, 2020. The process for registration of email addresses is as under:
 - (i) Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not yet registered their email address and in consequence the e-voting notice cannot be serviced, may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent – Kfin Technologies Limited by clicking the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> with the following details:
 - (a) Name Registered as per records of the Company;
 - (b) DP ID- Client ID / Folio No.;
 - (c) Email ID to be registered for receiving the Postal Ballot Notice.
 - (ii) Post successful registration of the email, the shareholder will get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, shareholder may write to einward.ris@kfintech.com.

- (iii) It is clarified that for permanent registration of email address, shareholders are requested to register their email addresses, in respect of electronics holdings with their concerned Depository Participants and in respect of physical holdings, with the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, Selenium, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, India by following due procedure.
- (iv) Those shareholders 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 Limited to enable servicing of notices / documents / Annual Reports electronically to their email address.
5. 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 for conducting the postal ballot/e-voting process in a fair and transparent manner ("Scrutinizer").
6. All members are requested to cast their votes through remote e-voting as per procedure herein
7. Voting, can be exercised only by the member or its duly constituted attorney or in case of body corporates, by the duly authorised person.
8. The resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a duly convened general meeting of the members.
9. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting.
10. The procedure and instructions for E-voting are as follows:
- a) **Date and time of commencement of voting through electronic means: Saturday, 10th December, 2022 from 09: 00 a.m. (IST).**
- b) **Date and time of end of voting through electronic means beyond which voting will not be allowed: Sunday, 8th January, 2023 upto 5.00 p.m. (IST).**
- c) Details of Website: <https://evoting.kfintech.com>.
- d) Details of persons to be contacted for issues relating to e-voting:
- Mr. Suresh Babu D, 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(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

11. The instructions for e-voting are as under:

Step 1- Login method for Individual shareholders holding securities in demat mode is given below:

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

- (i) Member(s) holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/demat accounts.
 - (ii) Member(s) may then cast their vote(s) by selecting an appropriate option and click on "Submit".
 - (iii) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once confirmed, member(s) will not be allowed to modify their vote(s). During the voting period, member(s) can login any number of times till they have voted on the Resolution(s).
 - (iv) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: **deepak.kukreja@dmkassociates.in** with a copy to **evoting@kfintech.com**. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."
12. Once the vote on a resolution is cast by a member, member shall not be allowed to change it subsequently.
13. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Kfintech's website <https://evoting.kfintech.com>.
14. Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit its report to the authorized person. The authorized person shall declare the results of the postal ballot as per the statutory timelines. **The results of the postal ballot will be announced at 5.00 p.m. on Monday, 9th January, 2023.** The results along with the Scrutinizer's report will also be posted on Company's website <https://www.jindalpoly.com/download-reports>, [websites](https://www.bseindia.com) of the Stock Exchanges, i.e. Bombay Stock Exchange of India Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>. The Company will also display the results at its registered office. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the **last date specified for remote e-voting i.e., Sunday, January 08, 2023.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. 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.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website. Members facing any technical issue are requested to contact:

NSDL	CDSL
Members facing any technical issue in 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 in login can contact CDSL helpdesk by sending a Request At helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

Step 2: Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

15. Launch internet browser by typing the URL: **<https://evoting.kfintech.com>**.
16. Enter the login credentials (i.e. User ID and password mentioned in the email). Member(s) Folio No. /DP ID – Client ID will be the User ID. However, if member(s) are already registered with Kfintech for e-voting, such member(s) can use their existing User ID and password for casting your vote.
17. After entering these details appropriately, click on “LOGIN”.
18. Member(s) will then reach password change Menu wherein member(s) 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 (0-9) and a special character (@,#,\$,etc.). The system will prompt Member(s) to change password and update their contact details like mobile number, email ID, etc., on first login. Member(s) may also enter a secret question and answer of their choice to retrieve their password in case they forget. It is strongly recommended that the member(s) do not share their password with any other person and to take utmost care to keep password confidentiality.
19. Members(s) now need to login again with the new credentials.
20. On successful login, the system will prompt to select the E-Voting Event Number for Jindal Poly Films Limited.
21. On the voting page enter the number of shares (which represents the number of votes) as on the **cut-off date i.e. Friday 2nd December, 2022** under “FOR/AGAINST” or alternatively, a member may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/ AGAINST” taken together should not exceed the member’s total shareholding as on the cut-off date. A member may also choose the option “ABSTAIN” and the shares held will not be counted under either head.
22. Upon completion of the scrutiny of the votes cast in a fair and transparent manner, the Scrutinizer will submit its report to the authorized person. The authorized person shall declare the results of the postal ballot as per the statutory timelines. **The results of the postal ballot will be announced on Monday, 9th January, 2023 at 5.00 p.m. (IST).**

23. The results along with the Scrutinizer's report will also be posted on websites of the Company's website <https://www.jindalpoly.com/download-reports>, websites of the Stock Exchanges, i.e., Bombay Stock Exchange of India Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com/>. The Company will also display the results at its registered office.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102, 110 AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013

The following statement sets out the material facts relating to all the Special Business mentioned in the Postal Ballot Notice.

ITEM NO. 1

The Board of Directors of the Company on October 15, 2022 has appointed Mr. Punit Gupta (DIN: 00011483) as an Additional Non-Executive Director on the Board of Company with effect from October 15, 2022, subject to approval of the shareholders, pursuant to Section 149, 161 and other applicable provisions of the Act, read with the Articles of Association of the Company, who shall be liable to retire by rotation. In the opinion of the Nomination and Remuneration Committee and the Board, Mr. Punit Gupta has requisite skills, expertise, integrity, experience and meets the criteria laid down under the Nomination and Remuneration Policy of the Company for appointment as a Director of the Company.

Further in terms of amendment in the Regulation 17 (1C) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015(Listing Regulations) effective from 1st January, 2022, a Listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Accordingly appointment of Mr. Punit Gupta would require approval of members on or before January 15, 2023. The Company has received a notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Punit Gupta as Non- Executive Director of the Company.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company in Electronic mode on all working days during normal business hours (10:00 hours to 18:00 hours) until the last day fixed for e-voting. The same shall be available on the website of the Company and website of the KFinTech Technologies Limited.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 1 of the Notice. The Board recommends the Ordinary Resolution as set out at item No. 1 for approval by the Members. In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

A brief profile of Mr. Punit Gupta, as required to be furnished pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on general meetings, forming part of this Notice is attached as Annexure-A.

ITEM NO. 2

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at their meeting held on October 15, 2022, subject to the approval of the shareholders, has approved appointment of Mr. Vijender Kumar Singhal (DIN: 0009763670) as an Additional director (Executive) of the Company in accordance with the provisions of Section 161 of the Companies Act, 2013 with effect from October 15, 2022. His Designation was further changed to Whole Time Director with effect from October 15, 2022 to hold office for a period of five years subject to shareholders approval. He is not disqualified from being appointed as a Director in terms of Section 164, Schedule V and other applicable provisions of the Act and has given his consent for the appointment. He has also been acting as Chief Financial Officer (CFO) of the Company since 15th October, 2022.

Pursuant to Sections 196, 188(1)(f) and other applicable provisions of the Companies Act, SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Meeting of the Board and its Power) Rules, 2014 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force, the appointment of Mr. Vijender Kumar Singhal as Whole Time Director requires approval of the Members of the Company by way of Ordinary Resolution. Further in terms of amendment in the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) effective from 1st January, 2022, a Listed entity shall ensure that approval of Members for appointment of a person on the Board of Directors and appointment of an Whole Time Director is taken at the next general meeting or within a period of 3 months from the date of appointment whichever is earlier. Accordingly appointment of Mr. Vijender Kumar Singhal would require approval of members on or before January 15, 2023. The Company has received a notice under Section 160 of the Act from a Member in writing proposing the candidature of Mr. Vijender Kumar Singhal as Whole Time Director of the Company.

Nature of Duties : Mr. Vijender Kumar Singhal 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 including performing duties as assigned to him as CFO of the Company.

Remuneration: The approval of the members is sought for his appointment and payment of remuneration as per the details mentioned below:

Particulars	Details																								
Name of the Related Party	Mr. Vijender Kumar Singhal																								
Name of the director who is related	Mr. Vijender Kumar Singhal																								
Nature of relationship	Additional and Whole Time Director																								
Nature, material terms, monetary value and particulars of the contract or arrangements	<p>Mr. Vijender Kumar Singhal is an Additional and Whole Time Director of the Company and he is also been appointed as a Chief Financial Officer of the Company. Accordingly, as aforesaid, the approval of Shareholders is requested.</p> <p>The annual remuneration of Mr. Vijender Kumar Singhal will be:</p> <table border="1"> <thead> <tr> <th>Sr. No</th> <th>Remuneration Per Annum</th> <th>Rs.</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Basic</td> <td>46,80,000</td> </tr> <tr> <td>2</td> <td>HR Allowance</td> <td>23,40,000</td> </tr> <tr> <td>3</td> <td>Other Allowance</td> <td>8,160</td> </tr> <tr> <td>4</td> <td>Provident Fund</td> <td>5,61,600</td> </tr> <tr> <td>5</td> <td>Bonus / Ex- gratia</td> <td>4,68,000</td> </tr> <tr> <td>6</td> <td>Car Reimbursement</td> <td>6,60,000</td> </tr> <tr> <td></td> <td>Total</td> <td>87,17,760</td> </tr> </tbody> </table>	Sr. No	Remuneration Per Annum	Rs.	1	Basic	46,80,000	2	HR Allowance	23,40,000	3	Other Allowance	8,160	4	Provident Fund	5,61,600	5	Bonus / Ex- gratia	4,68,000	6	Car Reimbursement	6,60,000		Total	87,17,760
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	<p>In addition to above said Annual Remuneration, Mr. Vijender Kumar Singhal is entitled to have the following benefits:</p> <p>A. Performance Linked Incentive as per policy of the Company. Annually/ Half yearly increment as per the policy of the Company as may be decided by HR Department.</p>
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Minimum Remuneration: Notwithstanding anything to the contrary herein contained, where in any financial year during the tenure of Whole time Director of the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of Salary, Benefits, Perquisites and Allowances, Commission, subject to such further approvals as may be required.

The terms as set out in the proposed Special Resolution for appointment of Mr. Vijender Kumar Singhal 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.

Relevant documents in respect of the said item are open for inspection by the members at the Registered Office of the Company in Electronic mode on all working days during normal business hours (10:00 hours to 18:00 hours) until the last day fixed for e-voting. The same shall be available on the website of the Company and website of the KFinTech Technologies Limited at <https://evoting.kfintech.com/>

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 2 of the Notice. The Board recommends the Special Resolution as set out at item No. 2 for approval by the Members. In compliance with the General Circular No. 20/2020 dated May 5, 2020 issued by the MCA, this item is considered unavoidable and hence forms part of this Notice.

Brief Profile of Mr. Vijender Kumar Singhal: Mr. Vijender Kumar Singhal, aged 58 years is B.Com (Hons.), Chartered Accountant and CS (Inter). He has total working experience of 34 years in Finance, Accounts and secretarial areas and has worked with Jindal Photo Ltd., Golden Tobacco Ltd and Global Nonwovens Ltd.

It is expected that his appointment on the Board will be beneficial to the Company.

Annexure A

Details of Directors seeking appointment/re-appointment [Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard for General Meetings (SS-2) in respect of director(s) recommended for appointment and re-appointment]

Name of Director	Mr. Punit Gupta	Mr. Vijender Kumar Singhal
Cateogry/Designation	Non-Executive Director	Whole-Time Director and CFO
Director Identification Number(DIN)	00011483	09763670
Date of Birth	30/08/1966	20/07/1964
Age	56 Years	58 Years
Original Date of appointment	15/10/2022	15/10/2022
Qualifications	B.Sc., MBA	Chartered Accountant (CA) and Company Secretary (Inter)
Directorships in other Companies alongwith listed entities from which the person has resigned in last three years	No	No
Directorships in other companies	1.Jindal India Re Limited 2.Jindal India Powertech Limited 3.JPFL Films Private Limited	No
Chairmanship/Membership of Committees in other Companies	Membership in Corporate Social responsibility Committee (JPFL films Private Limited)	Nil
Number of Equity Shares held in the Company	Nil	Nil
Number of Equity shares held in the Company for any other person on a beneficial basis	Nil	Nil
Relationship between Directors Inter-se and Key Managerial Personnel of the Company	Not Interested	Not Interested
Terms and conditions of appointment or re-appointment	Liabie to retire by rotation	For a period of five years subject to shareholders approval.
Remuneration last drawn, if applicable	NA	Rs. 87,17,760/- per annum.
Remuneration proposed to be paid	NA	Rs. 87,17,760/- per annum.
Number of Meetings of the Board attended during the year 2022-23	01	01
Justification for choosing the appointee for appointment as Independent Director	NA	NA
Skills and capabilities required for the role and manner in which the proposed person meets such requirements	A vast experience of more than 30 years in the commercial matters and setting up of Industrial projects.	A vast experience of more than 34 years' experience in Finance, Accounts and Secretarial work.