



JINDAL POLY FILMS LTD.

Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi-110070 (INDIA)
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Annex (111)

Jindal Poly Films Limited Brief note on Scheme of Demerger

- 1) Jindal Poly Films Limited ("the Demerged Company"), incorporated under the Companies Act, 1956 on September 9, 1974 is having its registered office at 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, U.P.
- 2) Jindal Poly Films Limited is a Listed Company on NSE and BSE.
- 3) Jindal Poly Investment and Finance Company Limited ("the resulting Company"), incorporated under the Companies Act, 1956 on 11th July, 2012 is having its registered office at 19th K.M., Hapur-Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, U.P.
- 4) Jindal Poly Investment and Finance Company Limited is an unlisted Company.
- 5) With effect from the appointed date 1st April, 2012, the investment division of the Jindal Poly Films Limited has been demerged into Jindal Poly Investment and Finance Company Limited pursuant to a scheme of demerger approved by Hon'ble High Court of Allahabad on 16th May, 2013.
- 6) Upon the coming into effect of the Scheme, and in consideration of demerger, the Resulting Company shall, without any further act or deed and without any further payment, issue and allot the Equity Shares at par on a proportionate basis to each member of the Demerged Company whose name is recorded in the register of members of the Demerged Company on the Record Date in the following proportion :

"For every 4 (four) equity shares of face value of Rs. 10/- each held in the Demerged Company, as on the Record Date, every equity shareholder of the Demerged Company shall without any application, act or deed, be entitled to receive 1 (one) Equity Share of face value of Rs. 10/- each of the Resulting Company, credited as fully paid-up. Accordingly, the Resulting Company shall issue and allot to the shareholders of the Demerged Company 1,05,11,929 fully paid up Equity Shares of Rs 10/- each."

Illustration: For a shareholder holding 100 Equity Shares in Jindal Poly Films Limited, 25 Equity shares of resulting Company – Jindal Poly Investment and Finance Company Limited will be allotted.

- 7) The fractional entitlements, will be dealt as provided into the scheme. The Resulting Company shall issue and allot the consolidated number of equity shares to a trustee nominated by the Demerged Company and the Resulting Company in that behalf. The trustee shall sell such shares and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders respectively entitled to the same in proportion to their fractional entitlements.
- 8) Accordingly the resulting Company i.e. Jindal Poly Investment and Finance Company Limited will also be listed on BSE and NSE.