



JINDAL POLY FILMS LIMITED

[CIN No. L17111UP1974PLC003979]

Registered Office: 19th K.M., Hapur-Bulandshahr Road

P.O. Gulaothi, Distt. Bulandshahr, Uttar Pradesh

Tel No. (0573) 2228057

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

Vasant Kunj, New Delhi – 110 070

Tel No. (011) 26139256-65; Fax No. (011) 26125711

Email: cs_jpoly@jindalgroup.com; Website: www.jindalpoly.com

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of Jindal Poly Films Ltd will be held at the Registered Office of the Company at 19th K.M., Hapur – Bulandshahr Road, P.O. – Gulaothi, Distt – Bulandshahr, Uttar Pradesh; on Wednesday, the 22nd July, 2015 at 11.30 A.M. to transact the following business as:-

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Listing Agreement entered with Stock Exchanges, for time being in force, consent of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to make investment or acquire by way of subscription, purchase or otherwise the securities of other body(ies) corporate, whether Indian or overseas up to Rupees 1,000 Crores (Rupees One Thousand Crores only) notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed investments to be made, exceeds the prescribed limits under the Companies Act, 2013.

RESOLVED FURTHER THAT the above proposed Investments will be in addition to existing Investments already made or already approved and/or accorded by the Shareholders as on date of Notice of this Extra-ordinary General Meeting.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above investments including the timing, amount and other terms and conditions, either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

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2. To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to applicable provisions of the Companies Act, 2013, read with the relevant Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and Listing Agreement entered with the Stock exchanges, for the time being in force, consent of Shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) for approving the issue of further Share Capital, as and when deemed fit by M/S JPF Netherlands BV, a subsidiary of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution.”

3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV to the Act, and Clause 49 of Listing Agreement, as amended from time to time, Mr. Anil Goel (DIN 07195300), a non-executive independent director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for five consecutive years with effect from 28th May, 2015 up to 27th May, 2020.”

For Jindal Poly Films Limited

Sanjeev Kumar

Company Secretary
(ACS-18087)

Place : New Delhi

Date : 15th June , 2015

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS EXTRA-ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF** and Proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the EGM. A person shall not act as a Proxy for more than 50 (fifty) members and holding in the aggregate not more than 10 (ten) percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 (ten) percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
- 2. AN EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 IN RESPECT OF SPECIAL BUSINESS IS ANNEXED HERETO.**

Members holding shares in physical form are requested to notify any change in their address or bank mandates immediately to the Registrars and Transfer Agents M/s. **Karvy Computershare Private Limited**, Karvy Selenium Tower B, Plot number 31 & 32 , Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032, India or mail to suresh.d@karvy.com and in case of Members holding shares in electronic

form are requested to notify any change in mailing address or bank mandates to their respective Depository Participants with whom they are maintaining their demat accounts.

3. The Members are requested to bring their copies of notice of the meeting, and handover the attendance slips at the entrance hall of the meeting.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/power of attorney authorizing their representative to attend and vote on their behalf at the Extra-ordinary General Meeting.
5. All the documents referred to in the accompanying notice, explanatory statement and Register of directors and key managerial personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Saturday and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of General Meeting.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circular, etc. from the Company in electronic mode.
7. Pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to vote at the Extra Ordinary General Meeting (EGM) by electronic means and the business may be transacted through e-voting services provided by M/s. **Karvy Computershare Private Limited-E Voting**.
8. It may be noted that this e-voting facility is optional.
9. The remote E-voting facility will be available during the following voting period:
Commencement of E-voting: From 9:00 a.m. (IST) on 19th July, 2015
End of E-voting: Up to 5:00 p.m. (IST) on 21st July, 2015.
10. E-voting shall not be allowed beyond 5 p.m. on 21st July, 2015 and shall be disabled by Karvy Computershare Private Limited for voting thereafter.
11. During the e-voting period, shareholders of the company, holding shares either in physical form or in dematerialised form, as on 15th July, 2015 may cast their vote electronically.
12. Initial password is provided through separate loose sheet communication containing following:

“EVENT (EVOTING EVENT NUMBER), USER ID, Password /PIN”

INSTRUCTIONS AND OTHER INFORMATION RELATING TO E-VOTING ARE AS UNDER:

1. A. In case a Member receives an email from Karvy (for Members whose email Ids are registered with the Company/Depository Participant(s):
 - i) Launch internet browser by typing the URL: <https://evoting.karvy.com> in the address bar and click on “Enter”. The Home screen will be displayed then click on shareholders icon in the homepage.
 - ii) 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 Karvy for E-voting, you can use your existing User ID and password for casting your vote.
 - iii) Retrieve password and that you take utmost care to keep your password confidential.

- iv) You need to login again with the new credentials.
 - v) On successful login, the system will prompt you to select the E-Voting Event Number for Jindal Poly Films Limited.
 - (vi) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off Date under each of the heading of the resolution and cast your vote by choosing the “FOR/ AGAINST” option or alternatively, you may partially enter any number in “FOR” and partially in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as mentioned overleaf. 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.
 - vii) Members holding multiple folios/demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - viii) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - ix) You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - x) 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(s).
 - xi) Corporate/ Institutional Members (i.e other than Individuals, HUF, NRI, 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: **pragnyap.pradhan@gmail.com** and copy to **evoting@karvy.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”.
- B. In case a Member receives physical copy of the Extra-ordinary General Meeting Notice by post (for members whose email Ids are not registered with the Company/Depository Participant(s)).
- i. User ID and initial password are provided overleaf.
 - ii. Please follow all steps from Sr.No.(i) to (xi) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently, further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
 3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
 4. The facility for voting through electronic means (Insta Poll) shall be made available at the Extra-ordinary General Meeting (EOGM) and the members attending EOGM who have not cast their vote by remote E-voting shall be able to vote at the EOGM through “Insta Poll”
 5. The members who have cast their vote by remote E-voting may also attend EOGM , but shall not be entitled to cast their vote again.
 6. The Board of Directors has appointed Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary (CP No.12030) - proprietor of M/s Pragnya Pradhan & Associates Company Secretaries & Associates, as a Scrutinizer to conduct the e-voting process (including ballot-voting) in a fair and transparent manner.

7. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being 15th July, 2015.
8. A person ,whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories at the close of business hours on July 15, 2015 shall be entitled to avail the facility of remote E-voting/Insta Poll
9. Any person who becomes member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e July 15, 2015 may obtain the User Id and password by in the manner as mentioned below:
 - a. If the mobile number of the member is registered against Folio No. / DPID Client ID, the member may send SMS:
 - MYEPWD<space> E-Voting Event Number +Folio no. or DPID Client ID to +91-9212993399
 - Example for NSDL : MYEPWD<SPACE>IN12345612345678
 - Example for CDSL : MYEPWD<SPACE>1402345612345678
 - Example for Physical: MYEPWD<SPACE> XXXX1234567890
 - b. if e-mail address or mobile number of the member is registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.
 - Member may Call Karvy's Toll free number 1-800-3454-001.
 - Member may send an e-mail request to evoting@karvy.com
10. However, if you are already registered with Karvy for E-voting, you can use your existing User ID and password for casting your vote.
11. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of EOGM shall unblock the votes cast by remote E-voting and Insta-Poll, in the presence of at least two (2) witness not in the employment of the Company and will make a Consolidated Scrutinizer's Report of the votes cast in favour or against, forthwith to the Chairman of the meeting.
12. The Results on resolutions shall be declared at the General Meeting of the Company and the resolutions will be deemed to be passed on the General Meeting date subject to receipt of the requisite number of votes in favour of the Resolutions.
13. The Results declared along with the Scrutinizer's Report(s) will be available on website of the Company (www.jindalpoly.com) and on Karvy's website (<https://evoting.karvy.com>).

The results shall simultaneously be communicated to Stock Exchanges.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1:

Pursuant to Section 186 of the Companies Act, 2013 (Act) and the Companies (meeting of Board and its Power) Rules, 2014, the Board of Directors is authorized to give loans, guarantees and provide securities in connection with a loan to any person or other body corporate, and acquire by way of subscription, purchase or otherwise, the securities of any other body(ies) corporate upto an amount the aggregate of which should not exceed 60% of the paid up share capital, free reserves and security premium account or 100 % of free reserves and security

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premium account of the Company, whichever is higher. In case the above limits are exceeded then, prior approval of shareholders by way of special resolution will be required. Your Company is operating in a growing business environment and it may be required in future to make investments at any point of time within or outside the group companies, as may be deemed fit by the Board.

Further, the liquid funds with the company may be invested into securities for its better utilisation.

In view of same, it is proposed to pass enabling resolution authorizing Board of Directors of the company to make investments up to Rs. 1000 Crore (Rupees One thousand Crore). However, the proposed Investment will be in addition to existing Investments already made or already approved and/or accorded by the Shareholders as on date of Notice of this Extra-ordinary General Meeting.

The Board of Directors had, in its meeting held on 15th June, 2015 considered and approved this proposal, subject to the approval of shareholders.

Except the Directors and key managerial personnel or their relatives who may be concerned or interested, financial or otherwise by way of directorship/shareholding or in any other manner, no other Director or Key managerial personnel or their relative(s) is concerned or interested in the above resolution.

The Board recommend the Special Resolution set out at Item Nos. 1 of the Notice for approval by the shareholders.

Item No.2.

M/S JPF Netherlands BV, a 51% Subsidiary of Jindal Poly Films Ltd. may consider expansion/diversification of its business in future and for its funds requirement, it may issue further share capital to other entities including Private Investors/Body(ies) Corporates/other person(s) as may be required. As a result, shareholding of Jindal Poly Films Limited may come down below the present 51%. However, it may be noted that presently nothing concrete is in hands of JPF Netherland BV and the proposed resolution is only an enabling resolution in view of regulatory requirements.

Further as per Listing Agreement entered into with stock Exchanges-

“Clause 49 (V) (F): No company shall dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than 50% or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in cases where such divestment is made under a scheme of arrangement duly approved by a Court/Tribunal”.

The Board of Directors had, in its meeting held on 15th June, 2015 considered and approved this proposal, subject to the approval of shareholders

Except the Directors and key managerial personnel or their relatives who may be concerned or interested, financial or otherwise, no other Director or Key managerial personnel or their relative(s) is concerned or interested in the above resolution.

The Board recommend the Special Resolution set out at Item Nos. 2 of the Notice for approval by the shareholders.

Item No. 3.

Mr. Anil Goel S/o Late Sh. Bishan Sarup Goel, (DIN 07195300) aged 62 years was appointed as Independent Director on the Board of the Company w.e.f 28th May, 2015.

Mr. Anil Goel is an Associate member of the Institute of Chartered Accountant of India and having 35 years of Industrial experience, particularly in the field of Commercial, Export and Import matters.

As per provisions of Section 149 of the Companies Act, 2013 ("Act") which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation. Mr. Anil Goel has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. A notice has been received from a member of the Company along with requisite deposit signifying his intention to propose Mr. Anil Goel as a candidate for office of Independent Director of the Company. The matter regarding appointment of Mr. Anil Goel as Independent Director was placed before the Board, which commends his appointment as an Independent Director from 28 May, 2015 upto 27 May, 2020.

In the opinion of the Board, Mr. Anil Goel fulfils the conditions specified in the Act and the Rules made thereunder for appointment as Independent Director and he is independent of the management. In compliance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Mr. Anil Goel as Independent Director is now being placed before the Members in this Extra-ordinary General Meeting for their approval.

Copy of the draft letter for appointment of Mr. Anil Goel would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Extra-ordinary General Meeting.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above said resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN EXTRA ORDINARY GENERAL MEETING FIXED ON 22nd JULY, 2015.

Name of the Director	Mr. Anil Kumar Goel
Director Identification Number (DIN)	07195300
Date of Birth	27/03/1953
Date of Appointment	28/05/2015
Expertise in specific functional area	35 years of Industrial experience, particularly in the field of Commercial, Export and Import matters.
Qualification	BSC from K.M College, University of Delhi, Associate Member of Institute of Chartered Accountants of India (ACA).
List of outside Directorship	1. NIL
Committee Membership of Company*	1. Audit Committee 2. Nomination & Remuneration Committee 3. Stakeholders Relationship Committee, 4. Corporate Social Responsibility (CSR) Committee
Committee Membership of Other Companies	NIL
Shareholding in the Company	NIL

* Only statutory committees are considered.

For Jindal Poly Films Limited

Place : New Delhi
Date : 15th June , 2015

Sanjeev Kumar
Company Secretary
(ACS-18087)

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Form No. MGT - 11

PROXY FORM

(Pursuant to Section 105 (6) of Companies Act, 2013 and Rules 19(3) of Companies
(Management and Administration) Rules, 2014)

Name of the member(s) _____

Registered Address: _____

Email id: _____ Folio Id _____

DP Id _____

I/We, being the member(s) holding _____ shares of the above named company, hereby
appoint

1. Name _____ address _____

E.mail Id _____ Signature _____ or

failing him

1. Name _____ address _____

E.mail Id _____ Signature _____ or

failing him

3. Name _____ address _____

_____ E.mail Id _____

_____ Signature _____ as my/

our Proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Extra-ordinary General Meeting
of the Company to be held on Wednesday, 22nd July, 2015 at 11.30 AM. At 19th K.M. Hapur – Bulandshahr
Road, P.O.: Gulaothi, Distt. Bulandshahr, Uttar Pradesh and at any adjournment thereof in respect of such
Resolutions as are indicated below:

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Sl. No	Special Business	Resolutions	
		For	Against
1	APPROVAL TO INVEST UPTO RS. 1000 CRORES IN VARIOUS BODIES CORPORATES. (SPECIAL RESOLUTION)		
2	APPROVAL FOR ISSUE OF FURTHER SHARES BY M/S JPF NETHERLANDS, 51% SUBSIDIARY OF THE COMPANY (SPECIAL RESOLUTION)		
3	APPOINTMENT OF MR. ANIL GOEL AS AN INDEPENDENT DIRECTOR (ORDINARY RESOLUTION)		

Signed this _____ day of _____ 2015



Signature of Proxy holder(s) _____ Signature of Shareholder(s) _____

Note:

1. The form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
2. For Resolutions, Explanatory statement and Notes, please refer to the notice of Extra-Ordinary General Meeting of the Company.
3. It is optional to put "X" in the appropriate column against the resolutions indication in the box, if you leave the "For" or "Against" column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
4. Please complete all details including detail of Member(s) in above box before submission.

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Email: cs_jpoly@jindalgroup.com; Website :www.jindalpoly.com

ATTENDANCE SLIP

Regd. Folio / DP ID-Client ID. No. _____ No. of Share(s) _____

I certify that I am a Registered shareholder/ Proxy for the registered shareholder of the Company. I hereby record my presence at Extra-ordinary General Meeting of the Company being held on Wednesday, 22nd July, 2015 at 11.30 AM. at 19th K.M. Hapur – Bulandshahr Road, P.O.: Gulaothi, Distt. Bulandshahr, Uttar Pradesh – 254508 and at any adjournment thereof.

Member's Name: _____

Proxy's Name: _____

Member's /Proxy's Signature

Note:

1. Please fill the attendance slip and hand it over at the entrance of meeting hall.
2. Members / Proxy Holders / authorized Representative are requested to show there photo id proof for attending the meeting.
3. Authorised Representatives of Corporate Member(s) shall produce proper authorization issued in their favour.

