



JINDAL POLY FILMS LTD.

Plot No.-12, Sector-B-1,
Local Shopping Complex,
Vasant Kunj,
New Delhi-110070 (INDIA)
Phone : 011-26139256 (10 Lines)
Fax : (91-11) 26125739
Web. : www.jindalgroup.com

Declaration of Result of Postal Ballot and E-Voting Notice dated 29.09.2015..

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("**Rules**") and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), 2014 and clause 35B of the Listing Agreement{(now Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}, the Notice of Postal Ballot and E-voting dated 29 September 2015 had been circulated to the Shareholders of the Company seeking their consent for Resolutions as stated herein below on the matter set out therein.

The Company had also offered e-voting facility to the Shareholders to enable them to cast their votes electronically (e-voting) on the Resolutions proposed in the Notice of Postal Ballot and E-Voting.

The Voting (by means Postal Ballot and E-voting) was open from 9.00 AM on Friday, 06th November 2015 and end on 5.00 PM on Saturday, 05th December 2015.

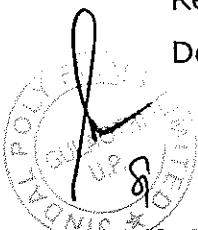
Further dispatch of notice through courier and E-mail was completed on 5th November, 2015.

The Board of Directors has appointed Mr. Deepak Kukreja,(FCS-4140), Practicing Company Secretary (CP No. 8265) – Partner of M/s DMK Associates Company Secretaries, New Delhi and in case of failing him Mrs Monika Kohli (FCS5480) Practicing Company Secretary (CP No. 4936) – Partner of M/s DMK Associates Company Secretaries, New Delhi as a Scrutinizer to conduct the Postal ballot voting process (including e-voting) in a fair and transparent manner.

Mr. Deepak Kukreja, Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and votes casted by means of E-voting from 9.00 AM on Friday, 06th November 2015 and end on 5.00 PM on Saturday, 05 December 2015. and submitted his Report dated 07th December 2015 to Mr. Sanjay Mittal, Whole-time Director. On the basis of Scrutinizer's Report, the Whole-time Director has declared the Result on today, i.e 8th December, 2015.

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

CIN : L17111UP1974PLC003979





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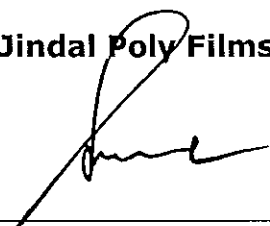
The Result as per Scrutinizer's above mentioned Report is as follows:

Item No. of Notice	Matter	Type of Resolution	No. of Votes in favour	% of votes In Favour	No. of Votes Against	% of votes Against	No. of Votes Invalid	% of votes Invalid
1	To authorise Board of Directors in the matter relating to issue of securities to Qualified Institutional Buyers (as defined in the SEBI regulation) (QIB's) and matter incidental thereto.	Special Resolution	30066071	95.92	1278540	4.08	0	0
2	Amendment of the Main Objects Clause of Memorandum of Association.	Special Resolution	31343825	99.99	743	0.00	43	0.00
3	To approve the Re-Classification of the Authorized Share Capital.	Special Resolution	30066048	95.92	1278563	4.079	0	0.00
4	Deletion of the Other Objects Clause of the Memorandum of Association of the Company.	Special Resolution	31343848	99.99	720	0.00	43	0.00
5	Adoption of New Set of Articles of Association of the Company in pursuance of Companies Act, 2013	Special Resolution	31293270	99.84	51341	0.16	0	0
6	Appointment of Mr. Amit Jain (DIN:0028335) as Independent Director of the Company.	Ordinary Resolution	31343787	99.997	720	0.00	104	0.00

Based on the Report of Scrutinizer, the Resolution as set out in the Notice of Postal Ballot and E-Voting dated 29 September 2015 has been duly approved by the shareholders of the Company with Requisite majority.

Date: 08th December 2015.

For **Jindal Poly Films Ltd.**


Mr. Sanjay Mittal
Whole-time Director

DIN: 01327274

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

CIN : L17111UP1974PLC003979



DMK ASSOCIATES

COMPANY SECRETARIES

To,

The Chairman
M/s Jindal Poly Films Limited
19th K M Hapur, Bulandshahr Road,
P O Gulaothi, Bulandshahr
Uttar Pradesh-245408

SUB: SCRUTINIZER REPORT ON RESULT OF POSTAL BALLOT

Dear Sir,

The Board of the Company at its meeting held on September 29, 2015 has appointed us as Scrutinizer pursuant to section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement {(now Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}, to conduct the Postal Ballot process for E voting and Physical Ballot Form in a fair and transparent manner in respect to the following Six (6) Resolutions:

Resolution Number	Type of Resolution	For
1.	Special Resolution	To authorize Board of Directors in the matter relating to issue of securities to Qualified Institutional Buyers (as defined in the SEBI regulation) (QIB's) and matter incidental thereto.
2.	Special Resolution	Amendment of the Main Objects Clause of Memorandum of Association.
3.	Special Resolution	To approve the Re-Classification of the Authorized Share Capital.
4	Special Resolution	Deletion of the Other Objects Clause of the Memorandum of Association of the Company.



5	Special Resolution	Adoption of New Set of Articles of Association of the Company in pursuance of Companies Act, 2013.
6	Ordinary Resolution	Appointment of Mr. Amit Jain (DIN:0028335) as Independent Director of the Company.

WE SUBMIT OUR REPORT AS UNDER:

1. The Company has completed the dispatch of postal ballot notice(s), forms and electronic ballot on December 5, 2015 along with postage prepaid envelope to its Members whose name(s) appeared on the Register of Members/List of Beneficiaries as on October 23, 2015.
2. In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with clause 35B of Listing Agreement, the company has provided e-Voting facility to all its Members (including companies /FIs/FIIs etc.) to enable them to cast their votes electronically.
3. The Company has engaged Karvy Computershare Private Limited ("Karvy") as the service provider, for extending the facility of electronic voting to the Members of the Company.
4. The e-voting results were blocked on December 5, 2015 at 5:00P.M.
5. No physical postal ballot form has been received from the Members and electronic ballot report generated from Karvy has been entered in a register separately maintained for the purpose.
6. We have downloaded the E-voting report from the Karvy website in respect of members who voted through e-voting.
7. All the postal ballot forms and e votes received upto 5:00 pm on 5th December, 2015 i.e. last date and time fixed by the company for receipt of the same, were considered and none of the envelope /postal ballot forms received after due date were considered for the purpose of this report.
8. The Postal ballot forms and electronic ballots were matched with Register of members of the Company/ list of beneficiaries as on 23rd October, 2015.



9. There were 683 envelopes containing postal ballot form along with Postal Ballot notice, which were returned undelivered. These envelopes have not been opened and are kept separately.
10. We did not find any defaced or mutilated ballot paper.
11. The Members exercised their voting either by electronic or physical mode. There was no case wherein a Member opted for both facilities.
12. The total paid up shares capital of the Company as on cut-off date was Rs. 420,477,130 /- divided into 420,477,13 equity shares of Re. 10/- .
13. After our scrutiny, the summary of postal ballot forms and E voting is given below:-

Resolution No. 1 - To authorize Board of Directors in the matter relating to issue of securities to Qualified Institutional Buyers (as defined in the SEBI regulation) (QIB's) and matter incidental thereto (Special Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
15	30066071	95.92	71.50

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
35	1278540	4.08	3.04



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members voted –Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	0	0	0

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 1 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 2 - Amendment of the Main Objects Clause III of Memorandum of Association (Special Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
46	31343825	99.99	74.54

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
3	743	0.00	0.00



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members voted –Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
1	43	0	0	43

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 2 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 3 - To approve the re-Classification of the Authorised Share Capital (Special Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
14	30066048	95.92	71.50

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
36	1278563	4.07	3.04



(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members voted –Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	0	0	0

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 3 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 4- Deletion of the Other Objects Clause of the Memorandum of Association of the Company (Special Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
47	31343848	99.99	74.54

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
2	720	0.00	0.00

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members voted –Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
1	43	0	0	43

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 4 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 5 - Adoption of New Set of Articles of Association of the Company (Special Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
45	31293270	99.84	74.42

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
5	51341	0.16	0.12

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members voted –Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
0	0	0	0	0

RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

Resolution No. 6-Appointment of Mr. Amit Jain (DIN:0028335) as Independent Director of the Company (Ordinary Resolution)

(I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
47	31343787	99.99	74.54

(II) VOTED AGAINST THE RESOLUTION:

No. of Members voted through E-voting and Postal Ballot Forms	Total no. of votes cast(shares) through E-voting and Postal Ballot Forms	% of total number of valid votes cast	% of total no. of shares of the Company
2	720	0.00	0.00

(III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members voted –Postal Ballot Forms	No. of votes cast (Shares) – Postal Ballot Forms	Total no. of votes cast through E-voting and Postal Ballot
1	104	0	0	104

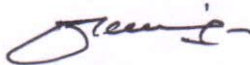
RESULT

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Postal Ballot Notice is passed in favour of the resolution with requisite majority.

14. The Register of Postal Ballot was maintained electronically containing details of e-voting and physical voting separately.
15. We have handed over the registers and other records for safe custody to Mr. Sanjeev Kumar, Company Secretary of the Company (who has been authorized by the Board to supervise the postal ballot process).
16. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you

Yours Sincerely
For DMK ASSOCIATES
COMPANY SECRETARIES



DEEPAK KUKREJA
SCRUTINIZER
(Practicing Company Secretary)
31/36, Basement, Old Rajinder Nagar
Delhi - 110060
FCS No: 4140
CP No: 8265



Date : 07.12.2015
Place : New Delhi