



# 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

**JPFL/DE-PT/SE/2015-16/5**

**Date: 2<sup>nd</sup> June, 2015**

The Manager, Listing  
National Stock Exchange of India Ltd.  
Exchange Plaza,  
Bandra-Kurla Complex  
Bandra (E)  
MUMBAI - 400 051  
Fax No. 022 -26598237/38  
cc nse@nse.co.in  
cmlist@nse.co.in

The Manager Listing  
BSE Limited.  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
MUMBAI - 400 001  
Fax No. 022-22721919/2037/  
2039/ 2041/2061  
corp.relations@bseindia.com  
corp.compliance@bseindia.com

Dear Sir(s),

**(Jindal Poly Films Ltd. Scrip Code 500227)**

**Subject: Declaration of Result of Postal Ballot and E-Voting.**

**Re: Clause 31 of the Listing Agreement.**

This is to inform you that:

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions of the Companies Act, 2013, Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities & Exchange Board of India ("SEBI Circulars"), the Company had sought the approval of the Public Shareholders of the Company through Postal Ballot Process including E-voting for the following Business:

**"To approve the Scheme of Arrangement among Jindal Photo Limited and Jindal Poly Films Limited and their respective Shareholders and Creditors"**

As mentioned in the notice, the Chairman of the Company has declared the Result on today i.e 2<sup>nd</sup> June, 2015 on the basis of the

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

CIN : L17111UP1974PLC003979



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Scrutinizer (Mrs. Pragnya Parimita Pradhan , Practicing Company Secretary) Report dated 30th May, 2015, in this regard please find enclosed herewith following Documents:

1. Duly Signed copy of Result of the Postal Ballot Process.
2. The Scrutinizer (Mrs. Pragnya Parimita Pradhan, Practicing Company Secretary) Report dated 30th May, 2015.

This is for your information and records.

Thanking You,

**Yours faithfully,  
For Jindal Poly Films Limited**

  
**Sanjeev Kumar  
Company Secretary**



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## Declaration of Result of Postal Ballot and E-Voting.

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), Clause 35B of the Equity Listing Agreement with Stock Exchanges and Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, both issued by the Securities & Exchange Board of India ("**SEBI Circulars**"), the Notice of Postal Ballot and E-voting dated 10<sup>th</sup> April, 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 Wednesday, 29<sup>th</sup> April, 2015 and end on 5.00 PM on Thursday, 28<sup>th</sup> May, 2015.

The Board of Directors has appointed Mrs. Pragya Parimita Pradhan, Practicing Company Secretary (CP No. 12030) - proprietor of M/s Pragnya Pradhan & Associates Company Secretaries as a Scrutinizer to conduct the Postal ballot voting process (including e-voting) in a fair and transparent manner.

Mrs. Pragya Parimita Pradhan, 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 Wednesday, 29<sup>th</sup> April, 2015 and end on 5.00 PM on Thursday, 28<sup>th</sup> May, 2015 and submitted her Report dated 30<sup>th</sup> May, 2015 to the Chairman of the Board, on 2<sup>nd</sup> June, 2015.

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


Item No. of Notice	Matter	Type of Resoluti on	No. of Votes in favour	% of votes in Favour	No. of Votes Against	% of votes Against
1	To approve the Scheme of Arrangement among M/s Jindal Photo Limited. and M/s Jindal Poly Films Limited. and their respective Shareholders and Creditors.	#	1970364	99.69	6077	0.31

# In term of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013, the Scheme shall be acted upon only if the votes cast by the public shareholders in favour (Assent) of the proposal are more than the number of votes cast by the public shareholders against ( Dissent) it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

Based on the Report of Scrutinizer, the Resolution as set out in the Notice of Postal Ballot and E-Voting dated 10<sup>th</sup> April, 2015 has been duly approved by the shareholders of the Company with Requisite majority.

Date: 2<sup>nd</sup> June, 2015.

For **Jindal Poly Films Ltd.**

  
(Authorised Signatory)  
Mr. Sanjay Mittal  
Whole-time Director  
DIN: 01327274



# PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

## Report of Scrutinizer

[Pursuant to Section 108 & 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014]

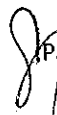
To,

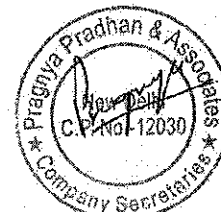
The Chairman,  
**JINDAL POLY FILMS LIMITED,**  
19TH K M HAPUR BULANDBHAHR ROAD  
P O GULAOTHI  
BULANDBHAHR  
UTTAR PRADESH  
PIN: 245408

Dear Sir,

I, **Pragnya Parimita Pradhan, Company Secretary in Whole Time Practice**, having office at WZ-189, Hari Bhawan, Khampur, Opp. West Patel Nagar, New Delhi – 110008, have been appointed as the Scrutinizer by the Board of Directors of **Jindal Poly Films Limited** (the Company) pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, for the purpose of scrutinizing the Postal Ballot and e-voting Process in a fair and transparent manner in respect of the Ordinary Resolution stated in the Notice of the Postal Ballot dated April 10, 2015 proposed to be passed by equity shareholders of the Company, submit my report as under :

1. The Notice of the Postal Ballot dated April 10, 2015 along with Postal Ballot Form and postage-prepaid self-addressed Business Reply Envelope was sent to all the members of the Company, dispatch of which was completed on April 27, 2015, for seeking their approval on the Ordinary Resolution as set out in said Postal ballot Notice through Postal Ballot and E-voting process.
2. The Company has provided the e-voting facility to the Members to exercise their votes electronically on said Ordinary Resolution through the e-voting service facility arranged by Karvy Computershare Private Limited.
3. The members of the Company holding shares as on the "Cut-off" date of April 10, 2015 were entitled to vote on the said Ordinary Resolution.
4. The voting period for e-voting and Postal Ballot was commenced on April 29, 2015 (9.00 Hours IST). The voting period for e-voting was ended on May 28, 2015 (17.00 Hours IST) and the Karvy's e-voting platform was blocked thereafter. The last date for the receipt of physical Postal Ballot Forms by the Scrutinizer was May 28, 2015.

 Page 1 of 4



5. The Postal ballot Register was prepared to record equity shareholder's Assent or Dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholder, number of shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of postal ballots which are received in defaced or mutilated form and postal ballot forms which are invalid.

6. The Ballot Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA). None of the Postal Ballot Form was incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over-written, wrongly signed no form is rejected and treated as invalid.

7. The votes cast through e-voting were unblocked on May 28, 2015 around 5.05 p.m. in the presence of two witnesses, Mr. Praduman Rawal (WZ-170D, Sadhi Khampur, Near Satyam Cinema, West Patel Nagar, New Delhi-110008) and Ms. Neeru Kataria (WZ-189, Hari Bhawan, Sadhi Kampur, Opp. West Patel Nagar, New Delhi-110008), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: Praduman  
Name Praduman Rawal

Signature: Neeru  
Name Neeru Kataria

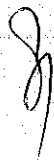
8. The votes cast were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting and Postal Ballot Forms.

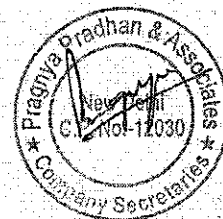
I have scrutinized and reviewed the Postal ballot and e-voting process in a fair and transparent manner. Please note that one equity share of the Company represent one vote. Members' voting right is in proportion to his share in paid up capital of the Company.

I now submit my Report as under on the result of the Postal ballot and e-voting in respect of the following Resolution:

**Item No. -1--**

**"RESOLVED THAT** pursuant to the provisions of Sections 391-394 and other applicable provisions, if any of the Companies Act, 1956 and subject to the approval of the Hon'ble High Court of Judicature at Allahabad and subject to other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Hon'ble High Court of Judicature at Allahabad, consent of the Public Shareholders of the Company be and is hereby accorded to the Scheme of Arrangement among Jindal Photo Limited and Jindal Poly Films Limited and their respective Shareholders and Creditors."





“RESOLVED FURTHER THAT the Board of Directors of the Company including duly constituted Committee thereof, be and are hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary to have the Scheme approved by the High Court of Judicature at Allahabad and other relevant authorities (as may be required), to effectively implement the arrangement embodied in the Scheme and to accept such modifications and/or conditions, if any, which may be required and/or imposed by the High Court of Judicature at Allahabad and/or other relevant authorities, including to file relevant applications and make appropriate representations in respect thereof, and take all necessary steps in the matter as they may in their absolute discretion deem necessary, desirable or expedient to give effect to the above resolution, and to settle any questions, doubts and difficulties that may arise in this regard and incidental thereto.”

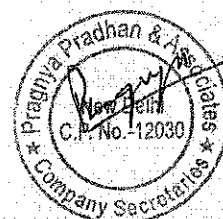
“RESOLVED FURTHER THAT the Board of Directors of the Company and/or a duly constituted Committee of Directors be and are hereby authorized to delegate all or any of their powers herein conferred, to any Director(s) or any other officer(s)/authorized representative(s) of the Company to give effect to the aforesaid resolution.”

(i) Voted in favour of the Ordinary Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	3	730	0.0369
Voted by E-voting	40	19,69,634	99.6541
<b>Total</b>	<b>43</b>	<b>19,70,364</b>	<b>99.6900</b>

(ii) Voted against the Ordinary Resolution:

Particulars	Number of members	Number of votes cast by them	% of total number of valid votes cast
Voted By Physical Postal Ballot Forms	0	0	0
Voted by E-voting	10	6077	0.3074
<b>Total</b>	<b>10</b>	<b>6077</b>	<b>0.3074</b>



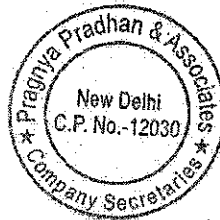
(iii) Votes abstained/invalid:

Particulars	Number of members	Number of votes cast by them
Voted By Physical Postal Ballot Forms	0	0
Voted by E-voting	1	30
<b>Total</b>	<b>1</b>	<b>30</b>

9. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,  
Yours faithfully,

For PRAGNYA PRADHAN & ASSOCIATES  
(Company Secretaries)



*Pragnya Parimita Pradhan*

(Pragnya Parimita Pradhan)  
Proprietor

Date: 30-05-2015  
Place: New Delhi

*27*