

# Jindal Poly Investment And Finance Company Limited

## JINDAL POLY INVESTMENT AND FINANCE COMPANY LIMITED

[Corporate Identity No. L65923UP2012PLC051433]

Registered Office: 19th K.M. Hapur- Bulandshahr Road, P.O. Gulaothi, Distt. Bulandshahr, UP-203408.

Corporate Office: Plot No. 12, Sector B -1, Local Shopping Complex, Vasant Kunj, New Delhi – 110070.

Phone No.: 011-40322100, Email: cs\_jpifcl@jindalgroup.com, Website: www.jpifcl.com

**NOTICE** is hereby given that the **12<sup>th</sup> Annual General Meeting** of the Members of **Jindal Poly Investment and Finance Company Limited** will be held on **Friday, September 27, 2024, at 3.00 P.M.** through Video Conferencing (VC)/ other Audit Visual Means (OAVM) to transact the following business:

### Ordinary Businesses

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2024 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Prakash Matai (DIN- 07906108) who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and it thought fit, to pass the following resolution as an ordinary resolution.

**“RESOLVED THAT** pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), **M/s Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No.- 500063N)**, be and is hereby appointed as Statutory Auditors of the Company for a term of five consecutive years to hold the office from the conclusion of 12<sup>th</sup> (twelfth) Annual General Meeting upto the conclusion of the 17<sup>th</sup> (Seventeen) Annual General Meeting to be held in the year 2029, on such remuneration as may be mutually agreed upon between the Board of Directors and the Statutory Auditors.

### Special Business

4. **Appointment of Mr. Anil Kaushal (DIN: 00128866) as the Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 152, and 161 read with applicable Schedule(s) and other provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as per Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], **Mr. Anil Kaushal (DIN:00128866)** who was appointed as an Additional Director under section 161 of the Act in the Board Meeting held on 2nd September, 2024 and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation

By order of the Board of Directors,  
For **Jindal Poly Investment and Finance Company Limited**

**Swati Tiwari**  
Company Secretary & Compliance Officer  
Membership No: A46625

Place: New Delhi  
Date: 2<sup>nd</sup> September, 2024

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## NOTES:

1. Pursuant to the Circulars bearing File No. Policy-17/57/2021-CL-MCA dated 23.09.2023, Circular No. 2/2022 dated 05.05.2022, 19/2021 dated 08.12.2021, 20/2020 dated 05.05.2020 other circulars issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
2. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
3. The Company’s Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is KFin having their office at Selenium, Tower-B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana – 500 032, India.
4. Corporate Members are required to send a scanned copy (PDF/JPEG format) of its Board or governing body Resolution/ Authorization etc. authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting to KFin Technologies Private Limited (Kfintech), RTA by e-mail through its registered mail id suresh.d@Kfintech.com.
5. In compliance with the aforesaid MCA circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose e-mail address are registered with the Company or CDSL/NSDL (“Depositories”). Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website [www.jpifcl.com](http://www.jpifcl.com) websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) and on the website of RTA at [www.kfintech.com](http://www.kfintech.com). 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.

Member of the Company holding shares either in physical form or in demetallized form as per Benpos data i.e Friday, August 30, 2024 will be cut off date for sending Annual Report through electronic mode.

6. Procedure for registering the email address and obtaining the Annual Report, e-AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA / Company (in case of shareholders holding shares in physical form):
  - (a) Those members who have not yet registered their email address are requested to get their email address registered by following the procedure given below:
    - (i) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
    - (ii) Members holding shares in physical form may register their email address and mobile number with KFin by sending an e-mail request at the email ID [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual Report, AGM Notice and the e-voting instructions.

The process for registration of email address with KFin for receiving the Notice of e-AGM and login ID and password for e-voting is as under:

- (i) Visit the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>
- (ii) Select the company name: Jindal Poly Investment and Finance Company Limited
- (iii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).
- (iv) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.

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- (v) Enter the email address and mobile number.
  - (vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
  - (vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
  - (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
  - (ix) System will confirm the email address for the limited purpose of serving the Notice of the AGM, the Annual Report of the Company for the financial year 2023-24 and the e-voting instructions along with the User ID and Password.
7. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
  8. Since the AGM will be held through VC/OAVM, therefore the route map is not annexed in this notice.
  9. The Explanatory Statement as required under section 102 of the Act is annexed hereto. Further, additional information with respect to Item No. 3 is also annexed hereto. The Board of Directors has considered and decided to include Item Nos. 4 as Special Business in the AGM in view of the business requirements and as such unavoidable in nature
  10. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act and relevant documents referred to in this Notice of AGM and explanatory statement, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. 27<sup>th</sup> September, 2024. Members seeking to inspect such documents can send an email to [cs\\_jpifcl@jindalgroup.com](mailto:cs_jpifcl@jindalgroup.com)
  11. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 21<sup>st</sup> September, 2024 to Friday, 27<sup>th</sup> September, 2024 for the purpose of Annual General Meeting.
  12. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified carefully.
  13. With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI has notified the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 on 8<sup>th</sup> June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository w.e.f. 31<sup>st</sup> March, 2019. In view of the above and the inherent benefits of holding shares in electronic form, we urge the shareholders holding shares in physical form to opt for dematerialization.
  14. The Details of the Directors seeking appointment and/or re-appointment under item no. 2 and 4 of this Notice is annexed hereto in terms of Regulation 26(4) and 36(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.
  15. The members seeking any information with regard to the accounts or any matter to be placed at the AGM or having any questions in connection with the matter placed at AGM, are requested to send email to the Company on or before Thursday, 19<sup>th</sup> September, 2024 on [cs\\_jpifcl@jindalgroup.com](mailto:cs_jpifcl@jindalgroup.com). The same will be replied suitably.
  16. The Company has paid the Annual Listing Fees for the financial year 2024-25 to the following Stock Exchanges, viz. Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) on which the Company's Equity Shares are presently listed.
  17. Voting through electronic means i.e. e-voting: The Company has engaged the services of KFintech as the authorized agency for conducting of the E- AGM and providing E-Voting Facility.

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- (a) In terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended and Regulation 44 of SEBI (LODR) read with SEBI circular dated 9th December, 2020, the Company is providing remote e-voting facility to those members whose names appear in the register of members as on Friday, 20<sup>th</sup> September, 2024 (end of Day) being the "cut-off Date" fixed for the purpose, to exercise their right to vote at the 12<sup>th</sup> AGM by electronic means. Members may transact the business through e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- (b) Information and instructions for Insta Poll : the facility for voting through electronic voting system will also be made available during the Meeting ("Insta Poll") and Members attending the e-AGM who have not cast their vote(s) by remote e-voting and are otherwise not barred from doing so, shall be eligible to cast their vote electronically during the e-AGM. The Company has engaged the services of KFin as the agency to provide e-voting facility.
- (c) The e-voting period commences on Tuesday, 24<sup>th</sup> September, 2024 (9:00 a.m.) and ends on Thursday, 26<sup>th</sup> September, 2024 (5:00 p.m.). During the e-voting period, members of the Company, holding shares either in physical form or in dematerialised form, may cast their votes electronically. The e-voting module shall be disabled by KFin for voting thereafter and thus, remote e-voting shall not be allowed beyond Thursday, 26<sup>th</sup> September, 2024 (5:00 p.m.). Once the vote on a resolution is cast by a member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast vote again.
- (d) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again at the Meeting;
- (e) A member can opt for only single mode of voting, that is, through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting

## 18. Electronic dispatch of Notice and Annual Report:

In accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 09/2023 dated 25<sup>th</sup> September, 2023, SEBI No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7<sup>th</sup> October, 2023 and SEBI Circular No. SEBI/HO/ DDHS/P/CIR/2023/0164 dated 6th October, 2023, the Annual Report for Financial Year 2023-24, which *inter-alia* comprises of the Audited Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Audited Consolidated Financial Statements along with the Reports of the Auditors thereon for the Financial Year ended 31<sup>st</sup> March, 2024 pursuant to section 136 of the Act and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ KFin or the DP(s). The physical copies of such statements and Notice of AGM will be dispatched only to those shareholders who request for the same.

Members are requested to register/update their email addresses, in respect of electronic holdings with the Depository through the concerned DPs and in respect of physical holdings with the Company/KFin by following due procedure.

A copy of the Notice of this AGM along with Annual Report for the FY 2023-24 is available on the website of the Company at <https://www.jpifcl.com>, website of the Stock Exchanges where the shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>.

### 1. Members are requested to:

- a. intimate to KFin/ the Company, changes, if any, pertaining to their postal address, e-mail address, telephone/mobile numbers, PAN, nominations, in Form ISR- 1 and other forms prescribed by SEBI;
- b. intimate to the respective DP, changes, if any, in their registered addresses at an early date, in case of shares held in dematerialised form;
- c. quote their folio numbers/DP ID/ Client ID in all correspondence;
- d. consolidate their holdings into one folio in case they hold shares under multiple folios in the identical order of names;

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- e. register their PAN with their DPs, in case of shares held in dematerialised form; and
- f. refer to Frequently Asked Questions (“FAQs”) section on Company’s website at the weblink <https://www.jpifcl.com/investor-relations/reports> for all requisite formats and procedures.

## 19. Submission Of Questions / Queries prior to AGM:

- a. For ease of conduct of AGM, Members who wish to ask questions/express their views on the items of the businesses to be transacted at the meeting are requested to write to the Company’s investor email [cs\\_jpifcl@jindalgroup.com](mailto:cs_jpifcl@jindalgroup.com), at least 48 hours before the time fixed for the AGM i.e. by 3.00 p.m. (IST) on Wednesday 25<sup>th</sup> September, 2024, mentioning their name, demat account number/folio number, registered email ID, mobile number, etc. The queries may be raised precisely and in brief to enable the Company to answer the same suitably depending on the availability of time at the AGM.
- b. Alternatively, Members holding shares as on the cut-off date i.e. Friday, 20<sup>th</sup> September, 2024, may also visit <http://emeetings.kfintech.com> and click on the tab “Post Your Queries” and post their queries/ views in the window provided, by mentioning their name, demat account number/ folio number, email ID and mobile number. The window shall be closed 48 hours before the time fixed for the AGM i.e. at 3.00 p.m. (IST) on Wednesday 25<sup>th</sup> September, 2024.
- c. Members can also post their questions during AGM through the “Ask A Question” tab, which is available in the VC/OAVM Facility as well as in the one-way live webcast facility. The Company will, at the AGM, endeavour to address the queries received till 3.00 p.m. (IST) on Wednesday 25<sup>th</sup> September, 2024 from those Members who have sent queries from their registered email IDs. Please note that Members’ questions will be answered only if they continue to hold shares as on the cut-off date.

## 20. Speaker Registration Before AGM:

Members of the Company who would like to speak or express their views or ask questions during the AGM may register themselves as speakers by visiting <http://emeetings.kfintech.com> and clicking on “Speaker Registration” during the period from Monday, 23<sup>rd</sup> September, 2024 (9:00 a.m. IST) upto Wednesday, 25<sup>th</sup> September, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak/express their views/ask questions during the AGM provided they hold shares as on the cut-off date i.e. Friday, 20<sup>th</sup> September, 2024. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.

## 21. Instructions for members attending the AGM through VC/OAVM:

- a) **Attending The AGM:** Members will be provided with a facility to attend the AGM through video conferencing platform provided by KFin. Members are requested to login at <http://emeetings.kfintech.com> and click on the “Video Conference” tab to join the Meeting by using the remote e-voting credentials.
- b) Please note that Members who do not have User ID and Password for e-voting or have forgotten User ID and Password may retrieve the same by following the instructions provided in Note No. 21.
- c) Members may join the Meeting through Laptops, Smartphones, Tablets or iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches. Members are encouraged to join the Meeting through Laptops with latest version of Google Chrome for better experience.
- d) Members can join the AGM in the VC/OAVM mode 30 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned at Point No. a above and this mode will be available throughout the proceedings of the AGM.
- e) In case of any query and/or help, in respect of attending AGM through VC/OAVM mode, Members may refer to the “How it Works” section of <http://emeetings.kfintech.com> or contact at [cs\\_jpifcl@jindalgroup.co](mailto:cs_jpifcl@jindalgroup.co), or at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or Mr. Suresh Babu, (Unit: Jindal Poly Investment and Finance Company Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District,

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Nanakramguda, Hyderabad - 500 032 or at einward.ris@kfintech.com or evoting@kfintech.com or phone no. 040 - 6716 2222 or call toll free No. 1800-309-4001 on phone No.: 040-6716 1509 or call KFin's toll free No.: 1800-3094-001 for any further clarifications

22. The manner of remote e-voting by (a) individual shareholders holding shares of the Company in demat mode, (b) shareholders (other than individuals holding shares of the Company in demat mode) and shareholders holding shares of the Company in physical mode, and (c) Members who have not registered their e-mail address are provided herein below:

## I. Remote e-voting:

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per Regulation 44 of the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Company is providing e-voting facility through KFin Technologies Limited ('KFintech') on all resolutions set forth in this Annual General Meeting Notice, to Members holding shares as on Friday, 20<sup>th</sup> September, 2024, being the cut-off date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

As per the SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled to all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories / websites of depositories / depository participants.

Individual demat account holders would be able to cast their vote without registering again with the e-Voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

Any person holding shares in physical form and non-individual shareholders, may obtain the login ID and password by sending a request at evoting@Kfintech.com. However, if he / she /it is already registered with KFintech for remote e-Voting then he /she /it can use his / her /its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

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

NSDL	CDSL
<p><b>1. User already registered for IDeAS facility:</b></p> <p>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></p> <p>II. Click on the "Beneficial Owner" icon under "Login" under 'IDeAS' section.</p> <p>III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"</p> <p>IV. Click on company name or e-Voting service provider (i.e. KFintech) and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</p>	<p><b>1. Existing user who have opted for Easi / Easiest:</b></p> <p>I. Visit URL:</p> <p>II. <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>III. Click on New System Myeasi</p> <p>IV. Login with your registered user id and password.</p> <p>V. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</p> <p>VI. Click on e-Voting service provider name to cast your vote.</p>

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NSDL	CDSL
<p><b>2. User not registered for IDeAS e-Services:</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>.</li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol>	<p><b>2. User not registered for Easi/Easiest:</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a></li> <li>II. Proceed with completing the required fields.</li> <li>III. Post registration is completed, follow the steps given in point 1.</li> </ol>
<p><b>3. Alternatively by directly accessing the e-Voting website of NSDL:</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will be redirected to NSDL Depository site where you can see e-Voting page.</li> <li>V. Click on company name or e-Voting service provider name and you will be redirected to KFinTech e-Voting website for casting your vote during the remote e-Voting period.</li> </ol>	<p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide your demat Account Number and PAN No.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFinTech</b> where the e-Voting is in progress.</li> <li>V. Click on company name and you will be redirected to KFinTech e-voting website for casting your vote during the remote e-voting period.</li> </ol>

## II. Individual Shareholders (holding securities in demat mode) login through their depository participants.

- i. You can also login using the login credentials of your demat account through your demat accounts / websites of Depository Participants registered with NSDL / CDSL for e-Voting facility.
- ii. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.
- iii. Click on options available against company name or e-Voting service provider – KFinTech and you will be redirected to e-Voting website of **KFinTech** for casting your vote during the remote e-Voting period without any further authentication.

### **Important note:**

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned websites of Depositories / Depository Participants.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL:

Members facing any technical issue - NSDL	Members facing any technical issue - CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 22-23058542-43.

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

- A. Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from Kfintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
  - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e- voting, you can use your existing User ID and password for casting the vote.
  - iii. After entering these details appropriately, click on “LOGIN”.
  - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the EVEN for Jindal poly investment and finance company Limited and click on “Submit”.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - ix. 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.
  - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), 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).
  - xii. 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 authorised representative(s), to the Scrutinizer at email with a copy marked to [deepak.kukreja@dmkassociates.in](mailto:deepak.kukreja@dmkassociates.in), [evoting@kfintech.com](mailto:evoting@kfintech.com) and [cs\\_jpifcl@jindalgroup.com](mailto:cs_jpifcl@jindalgroup.com). The scanned image of the above- mentioned documents should be in the naming format “Corporate Name Even No.” The documents should reach the Scrutinizer on or before 5:00 pm on 27<sup>th</sup> September 2024-
- B. Members whose email IDs are not registered with the Company/Depository Participants(s)], will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Postal / AGM/ EGM Notice cannot be serviced, for receiving the soft copy of the notice and e-voting instructions along with the User ID

# Jindal Poly Investment And Finance Company Limited

and Password. In case of any queries, member may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual general Meeting Notice and the e-voting instruction

- ii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

## 23. OTHER INSTRUCTIONS:

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Suresh Babu, (Unit: Jindal Poly Investment and Finance Company Limited) of KFin Technologies Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 - 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Tuesday, 24<sup>th</sup> September, 2024 (9:00 a.m.) and ends on Thursday, 26<sup>th</sup> September, 2024 (5:00 p.m.). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 20<sup>th</sup> September, 2024, may cast their votes electronically. Any person who is not a member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the members, the members shall not be allowed to change it subsequently.
- d. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 20<sup>th</sup> September, 2024
- e. Any Member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from Kfintech in the manner as mentioned below:
  - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

### Example for NSDL:

MYEPWD <SPACE> IN12345612345678

### Example for CDSL:

MYEPWD <SPACE> 1402345612345678

### Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iii. Member may call Kfintech toll free number 1800-309-4001 for any assistance.
- iv. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).

## Scrutinizer for E-Voting

The Board has appointed Mr. Deepak Kukreja, (FCS 4140) and in his absence Ms. Monika Kohli, (FCS 5480), Practicing Company Secretaries and Partners of M/s. DMK & Associates, Company Secretaries, New Delhi, ("the Scrutinizers") for conducting the AGM and e-voting process in a fair and transparent manner.

The Scrutinizer's shall submit a Report after the completion of scrutiny of votes cast through e-voting. The Chairperson or a person authorised by him in writing shall declare the result of voting forthwith.

In the event the resolution is passed by requisite majority, the date of passing the resolution shall be deemed to be on Friday, September 27, 2024, viz. last date specified by the Company e-voting.

# Jindal Poly Investment And Finance Company Limited

The results of the e-voting along with the scrutinizer's report shall be communicated on or before on Friday, September 27, 2024 to the BSE Limited and National Stock Exchange of India Limited, where the shares of the company are listed and shall be placed on the Company's website [www.jpifcl.com](http://www.jpifcl.com) and on the website of Kfintech (<https://evoting.kfintech.com>) immediately after the result is declared by the Chairperson or any other person authorised by the Chairperson.

## **EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

### **ITEM NO. 3**

#### **Appointment of Statutory Auditor of the Company**

##### **In term of Regulation 36(3) of SEBI(LODR) 2015**

M/s. APT and Co. LLP, Chartered Accountants (Firm Registration No. 014621C/N500088) was appointed as the statutory auditor of the Company at the 7<sup>th</sup> Annual General Meeting held on September 27, 2019, for a term of five financial years, from 2019-20 to 2023-24. Accordingly, they are holding office of the statutory auditors upto the conclusion of the forthcoming 12<sup>th</sup> Annual General Meeting of the Company.

Audit Committee of the Company has proposed to appoint **M/s Suresh Kumar Mittal & Co.**, Chartered Accountants (Firm Registration No. 500063N), as the Statutory Auditor of the Company. M/s Suresh Kumar Mittal & Co., Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2), Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

**M/s Suresh Kumar Mittal & Co** is proposed to be appointed for five consecutive years in place of ongoing auditors. M/s APT and Co. LLP, Chartered Accountants, to hold the office from the conclusion of 12<sup>th</sup> Annual General Meeting till the conclusion of the 17<sup>th</sup> Annual General Meeting to be held in the year 2029.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee. There is no material change in the remuneration proposed to be paid to Auditors for the financial year 2024-25 and the remuneration paid to the Retiring Auditors for the financial year 2023-24.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice. The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

### **Item No 4**

#### **Appointment of Mr. Anil Kaushal (DIN:00128866) as the Director of the Company**

The Board of Directors of the Company at its Meeting held on 2<sup>nd</sup> September, 2024, pursuant to the recommendation of the Nomination and Remuneration Committee has approved the appointment of Mr. Anil Kaushal (DIN: 00128866) as an Additional Director (Non-Executive and Non-Independent) of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Anil Kaushal would hold office up to the date of ensuing Annual General Meeting and thereafter, subject to the approval of the Members of the Company, appointed as a Non-Executive and Non-Independent Director of the Company, liable to retire by rotation. Mr. Anil Kaushal has given his consent to act as a director. The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

#### **Profile**

Mr. Anil Kaushal is a fellow member of Institute of Companies Secretaries of India with a gratifying career span of around four decades predominantly in the areas of Secretarial functions, Litigation, Legal Affairs & Documentation, Mergers & De-mergers, IPO Management, NBFC & Stock Exchange Regulatory Affairs and Company Law Compliances.

# Jindal Poly Investment And Finance Company Limited

## **Academic and Institutional Engagements:**

1. Fellow member of the Institute of Company Secretaries of India,
2. Diploma in Business Finance from Institute of Chartered Financial Analysts of India, Hyderabad
3. Bachelor of Commerce University of Delhi

As Mr. Anil Kaushal has vast experience in handling of Secretarial compliances and matter related thereto & Stock Exchange Regulatory Affairs, RBI compliance. He possess skill to assess potential compliance risks and help develop strategies to mitigate them, ensuring the company adheres to legal and regulatory requirements. He also has expertise in implementing risk management frameworks to safeguard the organization against legal and financial implication.

Mr. Anil Kaushal holds 10 Equity Shares in the Company. The NRC has identified certain skills and capabilities required by the Directors of the Company. The skill sets possessed by Mr. Anil Kaushal are aligned to those identified by NRC and brief Profile are provided in the Notice of Annual general Meeting of the Company for the financial year ended 31<sup>st</sup> March, 2024.

Mr. Anil Kaushal is not disqualified from being appointed as Director in terms of section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority.

The Board is of the view that Mr. Anil Kaushal's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the NRC, recommends his appointment to the Members as set forth in resolution at item no. 4 of the Notice by way of Ordinary resolution.

Except Mr. Anil Kaushal, being the appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

## **Annexure -1**

### **Disclosure regarding Directors seeking appointment/re-appointment at the Annual General Meeting Pursuant to Regulation 36(3) of SEBI (LODR), Regulations, 2015 and Secretarial standards-2 on General Meeting.**

Name	Mr. Prakash Matai	Mr. Anil Kaushal
Date of Birth and Age	30/04/1969 (55 Yrs)	12/08/1961 (63 yrs)
DIN	07906108	00128866
Category	Non-Executive Director	Non- Executive Director
Date of first appointment on the Board	05/05/2020	02/09/2024
Brief Resume and nature of expertise in specific functional areas	Mr. Prakash Matai is an LLB, PG Diploma in Materials Management, MBA in Marketing and Finance, and a B.Sc. in Biology, he has achieved substantial cost savings, driven dispute resolutions, and led global assignments and having around 31 years experience.	Mr. Anil Kaushal is a fellow member of Institute of Companies Secretaries of India with a career span of around four decades predominantly in the areas of Secretarial functions, Litigation, Legal Affairs & Documentation, Mergers & De-mergers, IPO Management, NBFC & Stock Exchange Regulatory Affairs and Company Law Compliances
Terms & conditions of appointment/reappointment	He retires by rotation at the ensuing Annual General Meeting and is proposed to be re-appointed in the category of Non- Executive Director, whose office is liable to retire by rotation.	He is appointed as Non-Executive Director, who is liable to retire by rotation.

# Jindal Poly Investment And Finance Company Limited

Details of remuneration sought to be paid and remuneration last drawn	NIL Remuneration and to receive sitting fees only to attend Meetings of the Board and Committees thereof.	NIL Remuneration and to receive sitting fees only to attend Meetings of the Board and Committees thereof.														
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Not related to any other Directors and Key Managerial Personnel of the Company	Not related to any other Directors and Key Managerial Personnel of the Company														
Number of Board Meetings attended during the year	5/5	NA														
Directorships held in other Companies	<ol style="list-style-type: none"> <li>1. Consolidated Finvest and Holdings Limited</li> <li>2. Jindal Photo Limited</li> <li>3. Jindal Specialty Films Limited</li> <li>4. Jindal Defense Solutions Limited</li> <li>5. Jindal Poly Films Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. Yarntex Exports Limited</li> <li>2. Commet Impex Private Limited</li> <li>3. R.H. Finvest Private Limited</li> <li>4. Rini Investment &amp; Finance Private Limited</li> <li>5. Indocount Securities Limited</li> </ol>														
Memberships / Chairmanships of Committees of Companies.	<ol style="list-style-type: none"> <li>1. In the Company- NIL</li> <li>2. Consolidated Finvest and Holdings Limited <table border="1" data-bbox="515 977 862 1290"> <tr> <td>Audit Committee</td> <td>Chairman</td> </tr> <tr> <td>Nomination and Remuneration Committee</td> <td>Chairman</td> </tr> <tr> <td>Stakeholder Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </table> </li> </ol>	Audit Committee	Chairman	Nomination and Remuneration Committee	Chairman	Stakeholder Committee	Member	Corporate Social Responsibility Committee	Member	<p>In the Company</p> <table border="1" data-bbox="920 903 1376 1060"> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholder Committee</td> <td>Member</td> </tr> <tr> <td>Corporate Social Responsibility Committee</td> <td>Member</td> </tr> </table>	Audit Committee	Member	Stakeholder Committee	Member	Corporate Social Responsibility Committee	Member
Audit Committee	Chairman															
Nomination and Remuneration Committee	Chairman															
Stakeholder Committee	Member															
Corporate Social Responsibility Committee	Member															
Audit Committee	Member															
Stakeholder Committee	Member															
Corporate Social Responsibility Committee	Member															
Resigned from Listed Companies in past three years	None	NA														
Number of shares held	NIL	10														

**By order of the Board of Directors,  
For Jindal Poly Investment and Finance Company Limited**

**Swati Tiwari**  
Company Secretary & Compliance Officer  
Membership No: A46625

Place: New Delhi  
Date: 2<sup>nd</sup> September, 2024