

Jindal Photo Limited

JINDAL PHOTO LIMITED

[Corporate Identity No. L33209UP2004PLC095076]

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

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

Phone No.: 011-40322100

Email: cs_jphoto@jindalgroup.com, Website: www.jindalphoto.com

NOTICE

NOTICE is hereby given that the **17th Annual General Meeting (AGM)** of the members of **JINDAL PHOTO LIMITED** is scheduled to be held on **Tuesday, September 29, 2020 at 12:30 P.M.** through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**"), to transact the following businesses:

ORDINARY BUSINESS

1. Adoption of the Audited Standalone and Consolidated Financial Statements of the Company
To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2020 including the Audited Balance Sheet as at March 31, 2020 and the Statement of Profit & Loss for the year ended on that date together with relevant schedules and notes thereon together with the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a Director in place of Ms. Geeta Gilotra (DIN 06932697) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of **Mr. Suresh Chander Sharma** as Independent 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 Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under and the SEBI (LODR) Regulations, 2015, as amended from time to time, **Mr. Suresh Chander Sharma** (DIN 00006394) who was appointed by the Board of Directors as an Additional Director of the company on 4th May, 2020 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature

for the office of 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 4th May, 2020 up to 3rd May, 2025."

4. Appointment of **Mr. Prakash Matai** as 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 Section 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules framed there under and the SEBI (LODR) Regulations, 2015, as amended from time to time, **Mr. Prakash Matai** (DIN 07906108) who was appointed by the Board of Directors as an Additional Director of the company on 4th May, 2020 and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature for the office of director of the Company be and is hereby appointed as Director of the Company, liable to retire by rotation."

By order of the Board of Directors
For **Jindal Photo Limited**

Ashok Yadav

Company Secretary

ACS: 14223

Place : New Delhi

Dated : 2.9.2020

NOTES:

1. **In view of the continuing Novel Coronavirus (COVID-19) pandemic, social distancing is a norm to be followed and Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/ 2020 dated May 5, 2020, read with General Circular No.**

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14/ 2020 dated April 8, 2020 and General Circular No. 17/ 2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the members at a common venue.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the aforesaid MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM is being held through VC/ OAVM and the members can attend and participate in this AGM through VC/ OAVM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC / OAVM pursuant to the aforesaid MCA Circulars, read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("said SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In terms of the provisions of Section 113 of the Act read with the aforesaid MCA Circulars Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate thereat, including cast votes by electronic means (details of which are provided separately in this notice). Such Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in the notice, for more information.
4. The Register of Members of the Company and the Share Transfer Books shall remain closed from **23rd September, 2020** to **29th September, 2020** (both days inclusive) for the purpose of Annual General Meeting.
5. 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.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
7. The attendance of the Members at the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. 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 September 25, 2020, on cs_jphoto@jindalgroup.com. The same will be replied suitably.
9. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings, brief profile and other details of Directors seeking appointment/re-appointment are **provided in the "Annexure I" to this Notice.**
10. Those Shareholders whose email IDs are not registered can get their Email ID registered by following procedure as mentioned in this notice. Further, for registration / updation of Bank details shareholders can also refer the notice.
11. In case of joint holders attending the Meeting. Only such joint holder who is higher in the order of names will be entitled to vote.
12. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form at earliest.
13. Members holding shares under different Folio Nos. in the same names are requested to apply for

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consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.

14. In compliance with MCA General Circular 20/2020 dated May 5, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of AGM and Annual Report for FY 2019-20 will also be available on the Company's website www.jindalphoto.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Linkintime India Private Limited at www.linkintime.co.in

Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. Friday, August 28, 2020 will be sent Annual Report for the financial year 2019-20 through electronic mode.

15. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and Relevant documents referred to in this Notice of AGM can send an email to cs_jphoto@jindalgroup.com
16. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the AGM will be the Registered Office of the Company.
17. 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.
18. The Ministry of Corporate Affairs ('MCA') had notified the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from 7th September, 2016 including amendments thereto ('IEPF Rules, 2016'). Amongst other things, the Rules provides for the manner of transfer of the unpaid and unclaimed dividends to the IEPF and the manner of transfer of shares in case any dividend has not been encashed by the shareholders on such shares during the last seven years to the designated Account as prescribed by the IEPF Authority. In pursuance of Compliance of said rules Company had transferred during the year total 65681 Equity Shares to Investor Education

and Protection Fund (IEPF) in respect of dividend remained unpaid/unclaimed for the Financial Year 2011-12. Further, the Company had published notice in newspapers on 3rd July 2019 and also sent notices as per permissible mode on 1st July, 2019 to those shareholders whose dividend on the equity share(s) for the Financial Year 2011- 12 has not been encashed or claimed for the last seven consecutive years. Accordingly, the said share(s) were transferred by the Company to the IEPF Fund.

Any person whose share(s)/ unpaid dividend is transferred to the IEPF Fund may claim the share(s)/ dividend from the Investor Education and Protection Fund Authority ("IEPF Authority") pursuant to the provisions of Section 124 and 125 of the Act by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in. Simultaneously, claimant shall be required to submit a copy of Form IEPF-5 submitted with IEPF Authority duly signed and accompanied by all requisite documents to the Company at its head office address at Plot No. 12, Local Shopping Complex, Sector B-1, Vasant Kunj, New Delhi-110 070 in an envelope marked as "Claim for refund from IEPF Authority" for verification. You are requested to go through the provisions of Section 124 and 125 of the Act and the Rules, as amended and also the information provided on the website www.iepf.gov.in. You may also write to the Company or Company's RTA for any further information / clarification in this regard.

19. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the IEPF constituted by the Central Government. The Company had, accordingly, transferred Rs. 287,628/- being the unpaid and unclaimed dividend amount pertaining to Financial Year 2011- 2012 to the IEPF.
20. 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 by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided members the facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will

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be provided by Link Intime India Private Limited (LIIPL).

21. The remote E-voting facility will be available during the following voting period:

Commencement of E-voting: From 9:00 a.m. (IST), on Saturday, **September 26, 2020**, and End of E-voting: Up to 5:00 p.m. (IST), on Monday, **September 28, 2020**.

22. E-voting shall not be allowed beyond 5:00 p.m. (IST) on **September 28, 2020** and shall be disabled by LIIPL for voting thereafter.

23. During the e-voting period, shareholders of the Company, holding shares either in physical form or in Dematerialized form, as on **September 22, 2020** may cast their vote electronically.

24. Explanatory Statement pursuant to the provisions of Section 102 of the Act in respect of special business to be transacted at the meeting is given in the Notice.

25. Voting through electronic means

- A. Remote e-Voting Instructions for shareholders are as under:

Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LIIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

User ID: Enter your User ID

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company

- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

- C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

- D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/ members holding shares in NSDL demat account shall provide 'D', above
- Shareholders/ members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

1. Click on 'Login' under 'SHARE HOLDER' tab.
2. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
3. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
4. E-voting page will appear.
5. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
6. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
7. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to

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upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

If you have forgotten the password:

Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

E. Other Instructions:

1. Voting at AGM: Only those members, who will be present at the AGM through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
2. Ms. Akarshika Goel of Grover Ahuja & Associates, Practicing Company Secretaries (Membership No. ACS 29525 and CP No. 12770), has been appointed as a Scrutiniser to scrutinise the remote e-voting process and e-voting at AGM in a fair and transparent manner. The Scrutiniser shall submit his/her consolidated report to the Chairman within 48 hours from the conclusion of the AGM.
3. The members who have cast their vote by remote e-voting may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
4. The results declared along with the Scrutinizer's Report shall be communicated to the BSE Limited and National Stock Exchange of India Limited, www.bseindia.com and www.nseindia.com respectively where the shares of the company are listed and shall be placed on the Company's website <http://www.jindalphoto.com/investor-relations.html> and on the website of LIIPL <https://instavote.linkintime.co.in> immediately after the result is declared by the Chairman or any other person authorised by the Chairman.
5. 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).
6. A person who is not a shareholder 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 shareholder, the shareholder shall not be allowed to change it subsequently.
7. The voting rights of shareholder shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. September 22, 2020.

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8. In case a person has become a shareholder of the Company after sending of AGM Notice but on or before the cut-off date for E-voting i.e., on September 22, 2020, he/she may obtain the User ID through writing an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.
9. In case the email address is not registered with the Company / Depository Participant, please follow the process of registering the same as mentioned below:

Physical Holding	<p>Send a request to Registrar and Transfer Agents of the Company, Linkintime India Private Limited at delhi@linkintime.co.in giving details of Folio number, Name of the shareholder, scanned copy of the share certificate (Front and Back), PAN(Self attested scanned copy of PAN Card), AADHAR (Self attested scanned copy of Aadhar Card) for registering email address.</p> <p>Please send your bank detail with original cancelled cheque to our RTA (i.e. Linkintime India Private Limited, Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 alongwith letter mentioning folio no. if not registered already.)</p>
Demat Holding	<p>Please contact your Depository Participant (DP) and register your email address as per the process advised by DP.</p> <p>Please also update your bank detail with your DP for dividend payment if declared by company.</p>

26. Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> Select the "Company" and 'Event Date' and register with your following details: -
 - A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. Mobile No.: Enter your mobile number.
 - D. Email ID: Enter your email id, as recorded with your DP/Company.
 - Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the email id cs_jphoto@jindalgroup.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

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1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.

Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

or

- a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now

The members can join the AGM in the VC/ OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice in points given below. The facility of participation at the AGM through VC/ OAVM will be made available for 1,000 Shareholders on 'first come first serve' basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of 'first come first serve' basis.

EXPLANATORY STATEMENT IN RESPECT OF ITEM NUMBER 3 AND ITEM NUMBER 4 PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Board of Directors of the Company has appointed Mr. Suresh Chander Sharma in the category of Non- Executive (independent) as an Additional Director of the Company w.e.f 4th May, 2020 and was considered as Independent director for the purpose of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. As per the provisions

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of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and they are not liable to retire by rotation. Mr. Suresh Chander Sharma 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 by the company from a member signifying his intention to propose him as a candidate for office of Independent Director of the Company. The matter regarding appointment of above Independent Director was also placed before the Nomination & Remuneration Committee, which commends his appointment as Independent Director. In the opinion of the Board, the aforesaid Independent Director fulfils the conditions specified in the Act and the Rules made there under and the SEBI (LODR) Regulations, 2015 for appointment as Independent Director and he is independent of the management. The terms and conditions of appointment of the above Independent Director shall be open for inspection by any member at the Registered Office during normal business hours on any working day of the Company.

Brief Profile of Mr. Suresh Chander Sharma

Mr. Suresh Chander Sharma is aged about 64 years holds a Master's Degree of Commerce and L.L.B. He has more than 32 years of rich and diversified experience in the field of Legal and Commercial Matters, Internal Audit etc. Presently, he is involved in providing consultancy services. He also has significant experience in dealing with Transportation and real estate matters. He is not related to any of the present directors of the Company. He is not holding any shares in the company in his name or in the name of any of his immediate relatives and is also not holding any beneficial interest in the shares of the Company. He is director on the Board of other Listed Company namely Jindal Poly Investment and Finance Company Limited and he is not member of any committee of the Board of the abovesaid Listed Company.

In terms of the provisions of Section 161(1) of the Act, Mr. Suresh Chander Sharma would hold office up to the date of ensuing Annual General Meeting. Keeping in view the experience and expertise of Mr. Suresh Chander Sharma, the Board considers it desirable that the Company should receive the benefit of his valuable experience and advice and accordingly commends the Resolution for approval by the members for appointment of Mr. Suresh Chander Sharma on the Board of a Company for consecutive 5 years from 4th May, 2020 up to 3rd May, 2025.

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.

Item No. 4

The Board of Directors of the Company has appointed Mr. Prakash Matai as an Additional Director of the Company w.e.f 4th May, 2020 in the category of Non- Executive (Non-independent) whose office is liable to retire by rotation. A notice has been received by the Company from a member signifying his intention to propose him as a candidate for office of Director of the Company. The matter regarding appointment of above Director was also placed before the Nomination & Remuneration Committee, which commends his appointment as Director.

Brief Profile of Mr. Prakash Matai

Mr. Prakash Matai is aged about 51 years and hold MBA Degree with PG Diploma in Materials Management. He possess very rich experience of working with various industries like Automotives, Textile, Packaging and Consulting. He has more than 25 years rich experience in the area of supply chain, procurement, commercial functions and contract management. He is not related to any of the present directors of the Company. He is not holding any shares in the company in his name or in the name of any of his immediate relatives and is also not holding any beneficial interest in the shares of the Company.

He is holdings following positions of the Committee of the Board of the other Listed Company namely Consolidated Finvest and Holdings Limited:

Audit Committee – Chairman

Corporate Social Responsibility Committee – Member

Nomination and Remuneration Committee – Chairman

Stakeholders Relationship Committee - Member

In terms of the provisions of Section 161(1) of the Act, Mr. Prakash Matai would hold office up to the date of ensuing Annual General Meeting. Keeping in view the experience and expertise of Mr. Prakash Matai, the Board considers it desirable that the Company should receive the benefit of his valuable experience and advice and accordingly commends the Resolution for approval by the members for appointment of Mr. Prakash Matai on the Board of a Company.

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.

By order of the Board of Directors
For **Jindal Photo Limited**

Ashok Yadav
Company Secretary
ACS: 14223

Place : New Delhi
Dated : 2.9.2020

Jindal Photo Limited

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.

1	Name	Mr. Suresh Chander Sharma	Mr. Prakash Matai	Ms. Geeta Gilotra
2	Age	64 Years	51 Years	48 Years
3	DIN	00006394	07906108	06932697
4	Category	Non- Executive (Independent)	Non- Executive	Non- Executive
5	Date of first appointment on the Board	4 th May, 2020	4 th May, 2020	10 th August, 2015
6	Brief Resume and nature of expertise in specific functional areas	Holds a Master's Degree of Commerce and L.L.B. He has more than 32 years of rich and diversified experience in the field of Legal and Commercial Matters, Internal Audit etc. Presently, he is involved in providing consultancy services. He also has significant experience in dealing with Transportation and real estate matters.	Hold MBA Degree with PG Diploma in Materials Management. He possess very rich experience of working with various industries like Automotives, Textile, Packaging and Consulting. He has more than 25 years rich experience in the area of supply chain, procurement, commercial functions and contract management.	Commerce Graduate and also having more than 25 years rich experience in the area of Import & Export.
7	Terms & conditions of appointment/re-appointment.	Appointed Non- Executive (Independent) Director for a period of 5 years from 4 th May, 2020 up to 3 rd May, 2025	Appointed Non- Executive Director, whose office is liable to retire by rotation.	She 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.
8	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.	NIL Remuneration and to receive sitting fees only to attend Meetings of the Board and Committees thereof.
9	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
10	Number of Board Meetings attended during the year	N.A.	N.A.	4 (Four)

Jindal Photo Limited

11	Directorships held in other Companies	<ol style="list-style-type: none"> 1. Snap Pack Private Limited 2. Jindal India Thermal Power Limited 3. Xeta Properties Private Limited 4. Jindal Poly Investment and Finance Company Limited 5. Mandakini Exploration and Mining Limited 6. Jindal Operation and Maintenance Limited 	<ol style="list-style-type: none"> 1. Jindal Photo Investments Limited 2. Consolidated Finvest and Holdings Limited 3. Jindal Poly Investment and Finance Company Limited 	<ol style="list-style-type: none"> 1. Consolidated Finvest and Holdings Limited
12	Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of Public Companies.	<ol style="list-style-type: none"> (1) In the Company – NIL (2) Other Public Company – Jindal India Thermal Power Limited <ol style="list-style-type: none"> i) Audit Committee – Chairman ii) Stakeholders Relationship Committee – Chairman iii) Share Allotment Committee - Member iv) Corporate Social Responsibility Committee - Chairman 	<ol style="list-style-type: none"> (1) In the Company – NIL (2) Other Public Companies; <ol style="list-style-type: none"> (i) Consolidated Finvest and Holdings Limited: <ol style="list-style-type: none"> 1. Audit Committee – Chairman 2. Corporate Social Responsibility Committee – Member 3. Nomination and Remuneration Committee – Chairman 4. Stakeholders Relationship Committee – Member (ii) Jindal Photo Investments Limited <ol style="list-style-type: none"> 1. Audit Committee – Member 	<ol style="list-style-type: none"> (1) In the Company – <ol style="list-style-type: none"> (i) Nomination and Remuneration Committee – Member (2) Other Public Company; NIL
13	Number of shares held	NIL shares in the Company in his name or in the name of any of his immediate relatives and is also not holding any beneficial interest in the shares of the Company.	NIL shares in the Company in his name or in the name of any of his immediate relatives and is also not holding any beneficial interest in the shares of the Company.	NIL shares in the Company in his name or in the name of any of his immediate relatives and is also not holding any beneficial interest in the shares of the Company.