

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

POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies
(Management and Administration) Rules, 2014]**

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) read with the General Circular No. 14/ 2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020 and General Circular No.39/2020 dated 31st December 2020 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars") and SEBI Circular SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January, 15, 2021 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by COVID - 19", Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India (ICSI) and pursuant to other applicable laws and regulations, that the resolutions appended below are proposed for approval of the members of **Jindal Photo Limited** ("the Company") through postal ballot ("Postal Ballot") and electronic voting ("e-voting").

The explanatory statement pursuant to Sections 102, 108, 110, rules made thereunder, the MCA Circulars and other applicable provisions, if any, of the Act pertaining to the aforesaid resolution setting out the material facts concerning the resolution and the reasons thereof is annexed hereto for your consideration.

The Board of Directors has appointed Ms. Akarshika Goel of Grover Ahuja & Associates Practicing Company Secretaries (Membership No. ACS 29525 and CP No. 12770), as scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner.

Due to difficulty in dispatch of Postal Ballot notice, Postal Ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending the Postal Ballot Notice in electronic form only.

In compliance with the provisions of Section 108 and 110 of the Act, read with Rule 20 and 22 of the Companies (Members and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is providing e-voting facility through Link Intime India Private Limited (LIPL).

The Company is providing remote e-voting facility to its Members for voting on the resolution contained in this Postal Ballot Notice. The Members can vote on such resolution through remote e-voting facility only. Assent or dissent of the Members on the resolution mentioned in Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars.

Members have been provided with remote e-voting facilities arranged by the Company and are requested to read the instructions in the Notes under the section "General information and instruction relating to e-voting.

The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after completion of scrutiny of the postal ballots (e-voting). The results shall be declared on or before **Friday, 19th March, 2021 at 17:00 Hours (IST)** and communicated to BSE Limited ("BSE"), National Stock Exchange of India Limited ("NSE") (together the "Stock Exchanges") and Link Intime India Private Limited (LIPL), Registrar and Share Transfer Agents and would also be displayed on the Company's website <https://www.jindalphoto.com>. Postal Ballot Notice would only be taken through the remote e-voting system as per the MCA Circulars.

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

Commencement of E-voting: From 9:00 (IST) on Tuesday, 16th Feb, 2021 and End of E-voting: Up to 17:00 (IST) on Wednesday, 17th March, 2021.

E- Voting shall not be allowed beyond 17:00 (IST) on Wednesday, 17th March, 2021, and shall be disabled by Link Intime India Private Limited (LIPL).

During the e-voting period, members of the company, holding shares either in physical form or in Dematerialized form, as on **Friday, 12th Feb, 2021** may cast their vote electronically.

In the event the draft resolutions as set out in the notice are assented by the requisite majority by means of e-voting), they shall be deemed to have been passed as Special Business at a General Meeting.

SPECIAL BUSINESS:

Approval for reclassification of Aakriti Ankit Agarwal and M/s Aakriti Trust from "Promoter and Promoter Group" category to "Public" category

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 31 A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the SEBI (LODR) Regulations) and other applicable laws and subject to approval from stock exchanges where the securities of Jindal Photo Limited (the Company) are listed (the Stock Exchanges) and other appropriate Statutory or Regulatory authority(ies) as may be required, the consent of the Members of the Company be and is hereby given to re-classify the status and shareholding of Aakriti Ankit Agarwal and M/s Aakriti Trust from Promoter and "Promoter Group" category to "Public" category and removal of their name from the list of Promoters/Promoters Group and shareholding pattern and any records and / or disclosures made/ or to be made by the Company.

Details of their shareholding in the Company are as under:

S. No	Members seeking reclassification as "Public" shareholder	No. of shares held	% of total shares
1	Aakriti Ankit Agarwal	NIL	NIL
2	M/s Aakriti Trust	NIL	NIL

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for taking note of the following:

Promoters/ Promoters Group members seeking reclassification along with persons related to such Promoter do not:

- i. together, hold more than 10% of the voting rights of the Company.
- ii. exercise control over the affairs of the Company directly or indirectly.
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company.
- v. act as a Key Managerial person in the Company.
- vi. be a 'willful defaulter' as per the Reserve Bank of India Guidelines.
- vii. be a fugitive economic offender.

RESOLVED FURTHER THAT as may be necessary or on approval from Stock Exchanges and other Statutory and Regulatory Authority(ies) as may be required for reclassification, the Company shall give effect to such reclassification in all records, disclosures and in shareholding pattern from the immediate succeeding quarter

under Regulation 31 and applicable provisions of SEBI (LODR) Regulations / applicable laws and in other records, filings etc. as may be relevant or necessary from such date as may be appropriate.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary or Chief Financial Officer of the Company be and are hereby severally authorized to submit the applications for reclassification to the Stock Exchanges where the securities of the Company are listed and any other Statutory or Regulatory Authority(ies) as may be required in this regard, represent and sign necessary applications, documents, undertaking etc. and to take such steps expedient or desirable to give effect to this resolution and further to do all such acts, deeds, matter or things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard and obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may think.

RESOLVED FURTHER THAT copy of this resolution certified by any one Director or Company Secretary be provided to the concerned person(s) as may be necessary."

**By Order of the Board
For JINDAL PHOTO LIMITED**

**Sd/-
Ashok Yadav
Company Secretary
ACS: 14223**

Place : New Delhi
Dated : 11th February, 2021

Notes:

- 1. The explanatory statement pursuant to Sections 102 and 110 of the Act stating all material facts and the reasons for the proposal is annexed herewith. It also contains all the disclosures as specified in the Act, SEBI (LODR) Regulations, 2015 and MCA Circulars.**
- The Postal Ballot Notice is being sent to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"), (NSDL together with CDSL, the "Depositories") and is available with the Company as on February 12, 2021. A copy of this Postal Ballot Notice will also be available on the website of the Company <https://www.jindalphoto.com/investors.asp> the relevant section of the websites of the Stock Exchanges on which the Equity Shares of the Company are listed and the website of Link Intime India Private Limited (LI IPL).
- Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the members as on February 12, 2021. A person who is not a shareholder on this date should treat this notice for information purpose only.
- Due to difficulty in dispatch of physical notice / postal ballot form / self-addressed envelope etc., by post or courier, on account of threat posed by COVID-19 pandemic situation, the Company is sending Postal Ballot Notice in electronic form only and express its inability to dispatch hard copy of Postal Ballot Notice along with postal ballot form and pre-paid business reply envelope to the members for this Postal Ballot.

In case of members whose 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>

Those members who have already registered their email addresses are requested to keep their email addresses validated with their Depository Participants / the Company's Registrar and Share Transfer Agent to enable servicing of notices / documents / Annual Reports electronically to their email address.

5. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system only.
6. Resolution passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
7. In compliance with Sections 108 and 110 of the Act and the Rules made there under and Regulation 44 of SEBI (LODR) Regulations, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolution through the e-voting facility arranged by Link Intime India Private Limited (LI IPL). The instructions for e-voting are annexed to this Postal Ballot Notice.
8. A shareholder cannot exercise vote by sending physical Postal Ballot or by proxy on Postal Ballot. All the members are requested to cast their votes only through remote e-voting as per the procedure provided above.
9. The Scrutinizer will submit his report to the Chairman or the Company Secretary of the Company after the completion of scrutiny, and the result of the voting by Postal Ballot will be announced by the Chairman or any Director of the Company duly Authorised or the Company Secretary of the Company, on or before Friday, 19th March, 2021, at the Head office/Registered office of the Company and will also be displayed on the website of the Company <https://www.jindalphoto.com/investors.asp> besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agents.
10. The resolution, if passed by the requisite majority, shall be deemed to have been passed on Wednesday, 17th March, 2021 i.e., the last date of e-voting.
11. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by remote e-voting.

12. General information and instructions relating to e-voting.

Pursuant to the provisions of Section 108 of the Act read with the Rules thereunder and Regulation 44 of SEBI (LODR) Regulations, the Company is offering e-voting facility to its members in respect of the resolution proposed to be passed in terms of Postal Ballot Notice. The Company has engaged the services of Link Intime India Private Limited (LI IPL) as the Authorized Agency to provide e-voting facilities.

- I. The e-voting facility will be available during the following voting period:
 - a) Commencement of e-voting: Tuesday, 16th Feb, 2021 at 9.00 Hours (IST).
 - b) End of e-voting: Wednesday, 17th March, 2021 at 17.00 Hours (IST).
- II. The cut-off date for the purpose of e-voting is Friday 12th Feb, 2021.
- III. This communication forms an integral part of the Postal Ballot Notice, which is enclosed herewith and is also made available on the website of the Company <https://www.jindalphoto.com/investors.asp>. Attention is invited to the statement on the accompanying Notice that the Company is pleased to provide e-voting facility through LI IPL for all members of the Company to enable them to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company.
- IV. Remote e-Voting Instructions for members. Please read the instructions for e-voting given below before exercising the vote:
 1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of LI IPL 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: -

- A. User ID: Enter your User ID
- Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - Members/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
 - 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.
- Members holding shares in CDSL demat account shall provide either 'C' or 'D', above.
 - Members holding shares in NSDL demat account shall provide 'D', above.
 - 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 Members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under 'SHARE HOLDER' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.
4. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to 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.
9. 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'.

10. In case members/members is having valid email address, Password will be sent to his / her registered e-mail address.
 - 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.
11. For 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, members/members can login any number of time till they have voted on the resolution(s) for a particular “Event”. Members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
12. In case 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. InstaVote Support Desk, Link Intime India Private Limited.
13. Once the vote on the resolution is cast by a shareholder through e-voting, the shareholder shall not be allowed to change it subsequently.
14. Mrs. Akarshika Goel of Grover Ahuja & Associates, Practicing Company Secretaries (Membership No. ACS 29525 and CP No. 12770) has been appointed as Scrutinizer for conducting the e-voting process in accordance with law. The Scrutinizer’s decision on the validity of e-voting shall be final. The e-mail ID of the Scrutinizer is csakarshika@gmail.com
15. The result of the voting along with the Scrutinizer’s Report will be communicated to the stock exchanges and will also be hosted on the website of the Company <https://www.jindalphoto.com/investors.asp> and on LIPL’S website (<https://instavote.linkintime.co.in>).
16. The voting rights for the shares are one vote per equity share, registered in the name of the members / beneficial owners as on Friday 12th February, 2021. Members holding shares either in physical form or dematerialized form may cast their vote electronically.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013.

ITEM No. 1 Reclassification of Aakriti Ankit Agarwal and M/s Aakriti Trust from” Promoter and Promoter Group” category to “Public” category:

The Company is in receipt of requests from the members listed below, for reclassification of their status from Promoter/ Promoter Group category to Public category under Regulation 31A of SEBI (LODR) Regulations, 2015.

Details of their shareholding in the Company are as under:

S. No	Members seeking reclassification as “Public” shareholder	No. of shares held	% of total shares
1	Aakriti Ankit Agarwal	NIL	NIL
2	M/s Aakriti Trust	NIL	NIL

The requests received from the said members were placed before the Board at their meeting held on October 28, 2020. The Board of Directors have approved the requests for reclassification of the said members from Promoter/Promoter Group category to Public category of the Company, subject to approval of members and the Stock Exchanges, as none of the above Promoters and persons related to such Promoter:

- i.* together, hold more than 10% of the voting rights of the Company.
- ii. exercise control over the affairs of the Company directly or indirectly.
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company.
- v. act as a Key Managerial person in the Company.
- vi. be a 'willful defaulter' as per the Reserve Bank of India Guidelines.
- vii. be a fugitive economic offender.

*As per Regulation 31A (1)(b) of SEBI(LODR) Regulations,2015, and under sub clauses (ii), (iii) and (iv) of clause (pp) of sub regulation (1) of the regulation 2 of SEBI(ICDR), Regulations, 2018 "persons related to Promoter(s) seeking re-classification" together hold not more than 10% voting rights of the Company.

At present Shareholding of Aakriti Ankit Agarwal and M/s Aakriti Trust is nil and their names are appearing under category of promoter by virtue of provisions of SEBI (ICDR) Regulations, 2018, however Aakriti Ankit Agarwal got married seven years ago, neither she in her individual capacity nor through Trust have been involved in any type of activities related to business affairs of the company or in other words they are not related/ involved in any way in the business affairs of the company.

Further, the Company has also received consent from Members of Promoters/Promoters Group for reclassification from 'Promoter and Promoter Group' category and removal of names of Aakriti Ankit Agarwal and M/s Aakriti Trust from the list of 'Promoter and Promoters' Group' category.

Further as per the existing provisions of SEBI (LODR) Regulations, 2015 it is permissible for reclassification of promoter as public category and removal thereof subject to compliance of provisions of Regulations 31A and approval of members and subsequent approval of stock exchanges, SEBI and other Regulations if, any.

In view of the explanations given by the applicants as detailed above and in consideration to the conditions as stipulated in Regulation 31A of the SEBI (LODR) Regulations, 2015 the Board of Directors of the Company commend the passing of the Resolution under Item No.1 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Resolution, except to the extent of shareholding held by them in the Company, if any.

**By Order of the Board
For JINDAL PHOTO LIMITED**

**Sd/-
Ashok Yadav
Company Secretary
ACS: 14223**

Place : New Delhi
Dated : 11th February, 2021