

# JINDAL PHOTO LIMITED

**Ref: JPL/Sectt./Feb-17/**

**13<sup>th</sup> February, 2017**

The Listing Department  
National Stock Exchange of India Limited  
Exchange Plaza, 5th Floor, Plot No. C-1  
Block – G, Bandra-Kurla Complex  
Bandra (East),  
Mumbai –400 051.

The Deptt of Corporate Services  
The BSE Ltd  
25, PJ Towers, Dalal Street  
Mumbai – 400001.

**Sub: Voting Pattern in respect of the Postal Ballot Notice dated 6<sup>th</sup> January, 2017 as Prescribed under Regulation 44 of SEBI (LODR), 2015.**

**Code : JINDALPHOT / 532624 Series : Eq**


Dear Sir/Madam,

Please find enclosed herewith following Documents in the matter of Postal Ballot Notice dated 6<sup>th</sup> January, 2017 issued to the Equity Shareholders seeking their consent for Resolutions on the matter as set out therein.

1. Voting Pattern, as Prescribed under Regulation 44 of SEBI (LODR), 2015.
2. Scrutinizer Report dated 13<sup>th</sup> February, 2017.
3. Result declared on 13<sup>th</sup> February, 2017.

You are requested to acknowledge it and bring it to the notice of all concerned.

Yours truly,  
For Jindal Photo Limited

  
(Ashok Yadav)  
Company Secretary  
Encl: as above



Date of declaration of Postal Ballot Result	JINDAL PHOTO LIMITED
Total number of shareholders on record date	13.02.2017
NUMBER OF BALLOT PAPERS RECEIVED FROM SHAREHOLDERS WHO VOTED PHYSICALLY	22797
Promoters and Promoter Group:	5
Public:	14
NUMBER OF SHAREHOLDERS WHO VOTED ELECTRONICALLY	
Promoters and Promoter Group:	NIL
Public:	3

Resolution (1)										
Resolution required: (Special) SHIFTING OF REGISTERED OFFICE FROM THE UNION TERRITORY OF DADRA AND NAGAR HAVELI TO THE STATE OF UTTAR PRADESH										
Whether promoter/ promoter group are interested in the agenda/resolution? NO										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
Promoter and Promoter Group	E-Voting		7366834	98.7536	7366834	0	100.0000	0.0000		
	Poll	7459815	0		0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0		0	0	0.0000	0.0000		
Public- Institutions	E-Voting		0	0.000	0	0	#DIV/0!	0.0000		
	Poll	1872	0	0.00	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0		0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		199	0.0071	199	0	100.0000	0.0000		
	Poll	2796639	0	0.00	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		1784	0.0638	1760	24	98.6547	1.3453		
Total		10258326	7368817	71.8325	7368793	24	99.9997	0.0003		



**Resolution (2)**

**ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Resolution required: (Special)

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		7366834	98.7536	7366834	0	100.0000	0.0000
	Poll	7459815	0		0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0		0	0	0.0000	0.0000
Public- Institutions	E-Voting		0	0.000	0	0	#DIV/0!	#DIV/0!
	Poll	1872	0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0		0	0	0.0000	0.0000
Public- Non Institutions	E-Voting		199	0.0071	199	0	100.0000	0.0000
	Poll	2796639	0	0.00	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		1784	0.0638	1760	24	98.6547	1.3453
<b>Total</b>		<b>10258326</b>	<b>7368817</b>	<b>71.8925</b>	<b>7368793</b>	<b>24</b>	<b>99.9997</b>	<b>0.0003</b>



Resolution (3)									
ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY									
Resolution required: (Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?	NO								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		7366834	98.7536	7366834	0	100.0000	0.0000	
	Poll	7459815	0		0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0		0	0	0.0000	0.0000	
Public- Institutions	E-Voting		0	0.000	0	0	#DIV/0!	#DIV/0!	
	Poll	1872	0	0.00	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		0		0	0			
Public- Non Institutions	E-Voting		199	0.0071	199	0	100.0000	0.0000	
	Poll	2796639	0	0.00	0	0	0.0000	0.0000	
	Postal Ballot (if applicable)		1760	0.0629	1736	24	98.6364	1.3636	
	Total	10258326	7368793	71.8323	7368769	24	99.9997	0.0003	



Resolution (4)										
Resolution required: (Special) AUTHORISATION FOR FURTHER ISSUANCE OF SHARES BY SUBSIDIARY AND/OR TO SELL OR DISPOSAL OF INVESTMENT HELD IN SUBSIDIARY.										
Whether promoter/ promoter group are interested in the agenda/resolution? NO										
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100		
Promoter and Promoter Group	E-Voting		7366834	98.7536	7366834	0	100.0000	0.0000		
	Poll	7459815	0		0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		0		0	0	0.0000	0.0000		
Public- Institutions	E-Voting		0	0.000	0	0	#DIV/0!	#DIV/0!		
	Poll	1872	0	0.00		0	0.0000	0.0000		
	Postal Ballot (if applicable)		0	0.00	0	0	0.0000	0.0000		
Public- Non Institutions	E-Voting		199	0.0071	199	0	100.0000	0.0000		
	Poll	2796639	0	0.00	0	0	0.0000	0.0000		
	Postal Ballot (if applicable)		1760	0.0629	1736	24	98.6364	1.3636		
Total		10258326	7368793	71.8323	7368769	24	99.9997	0.0003		

For JINDAL PHOTO LTD.

Company Secretary  
(Ashok Yadav)  
ACS: 14223







SCRUTINIZER REPORT

To,  
The Chairman,  
Jindal Photo Limited  
260/23, Sheetal Industrial Estate,  
Demani Road, Dadra - 396193

Sub: Resolutions passed through Remote E-Voting / Postal Ballot pursuant to Section 108 and 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014

I, Akarshika Goel, (Practicing Company Secretary), have been appointed as the Scrutinizer by the Board of Directors of Jindal Photo Limited ("the Company") having its registered office situated at 260/23, Sheetal Industrial Estate, Demani Road, Dadra - 396193, for the purpose of scrutinizing the businesses transacted through the remote electronic voting process and postal ballot on Friday 6<sup>th</sup> January, 2017.

The Company had appointed Central Depository Services (India) Limited (CDSL) as the Service Provider for extending the facility of remote electronic voting to the shareholders of the Company from Friday, 13<sup>th</sup> January, 2017 at 9:00 A.M. till Saturday, 11<sup>th</sup> February, 2017 at 5:00 P.M with voting rights proportional to the shareholding as on 6<sup>th</sup> January, 2017. The Remote E-voting was thereafter disabled by CSDL. The Remote E-Voting results were unblocked by me on, 11<sup>th</sup> February, 2017 in the presence of Mr. Shubham Agrawal and Mr. Piyush Garg.

The Management of the Company is responsible to ensure the compliances with requirements of the Companies Act, 2013 and Rules relating to remote e-voting on resolutions specified in the notice in this regard. My responsibility as a Scrutinizer for the remote e-voting/postal ballot process is restricted to scrutinize the results and presenting the Report for the votes cast "in favour" or "against" the resolutions.


8/33, 3<sup>rd</sup> Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

Tel: +91 11 42773662, 45091596

Email: admin@groverahuja.net

Accepted

For Jindal Photo Ltd.

  
Chairman Board of Director  
DIN 00006460



The result of the E-Voting and Postal Ballot, are as follows:

(A) As Special Resolution- Item No. 1.

Shifting of registered office of the Company from the Union Territory of Dadra and Nagar Haveli to the State of Uttar Pradesh.

I. Voted in favour of the Resolution:

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	3	199	00.00
Postal Ballot	17	7368594	99.99
Total	20	7368793	99.99

II. Voted against the Resolution:

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	-	-	-
Postal Ballot	1	24	00.00
Total	1	24	00.00

III. Invalid Votes:

	Number of Members who voted	Number of votes cast (in proportion to shareholding)
E-Voting	-	-
Postal Ballot	1	24
Total	1	24

8/33, 3<sup>rd</sup> Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

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Email: admin@groverahuja.net

Accepted  
For Jindal Photo Ltd.

Chairman Board of Directors  
DIN: 00006460



**(B) As Special Resolution- Item No.2.**

Alteration of the Object clause of the Memorandum of Association of the company to insert three new sub clauses after sub clause 4 of clause III (A) and to make it compliant with the provisions of Companies Act, 2013.

**I. Voted in the favour of the Resolution:**

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	3	199	00.00
Postal Ballot	17	7368594	99.99
Total	20	7368793	99.99

**II. Voted against the Resolution:**

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	-	-	-
Postal Ballot	1	24	00.00
Total	1	24	00.00

**III. Invalid Votes:**

	Number of Members who voted	Number of votes cast (in proportion to shareholding)
E-Voting	-	-
Postal Ballot	1	24
Total	1	24

8/33, 3<sup>rd</sup> Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

Tel: +91 11 42773662, 45091596

Email: admin@groverahuja.net

Accepted  
For Jindal Photo Ltd.

Chairman Board of Directors  
(Director)



✓



(C) As Special Resolution- Item No.3.

Alteration of Liability clause of Memorandum of Association of the company to make it compliant with provisions of Companies Act, 2013.

I. Voted in the favour of the Resolution:

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	3	199	00.00
Postal Ballot	16	7368570	99.99
Total	19	7368769	99.99

II. Voted against the Resolution:

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	-	-	-
Postal Ballot	1	24	00.00
Total	1	24	00.00

III. Invalid Votes:

	Number of Members who voted	Number of votes cast (in proportion to shareholding)
E-Voting	-	-
Postal Ballot	1	24
Total	1	24

8/33, 3<sup>rd</sup> Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

Tel: +91 11 42773662, 45091596

Email: admin@groverahuja.net

Accepted  
For Jindal Photo Ltd.

Chairman Board of (Director)  
DIN: 00006460



**(D) As Special Resolution- Item No.4.**

Authorization for further issuance of shares by subsidiary and/or to sell or disposal of investment held in subsidiary i.e **Jindal India Powertech Limited**

**I. Voted in the favour of the Resolution:**

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	3	199	00.00
Postal Ballot	16	7368570	99.99
<b>Total</b>	<b>19</b>	<b>7368769</b>	<b>99.99</b>

**II. Voted against the Resolution:**

	Number of Members who voted	Number of votes cast (in proportion to shareholding)	% of total number of valid votes cast
E-Voting	-	-	-
Postal Ballot	1	24	00.00
<b>Total</b>	<b>1</b>	<b>24</b>	<b>00.00</b>

**III. Invalid Votes:**

	Number of Members who voted	Number of votes cast (in proportion to shareholding)
E-Voting	-	-
Postal Ballot	1	24
<b>Total</b>	<b>1</b>	<b>24</b>

8/33, 3<sup>rd</sup> Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

Tel: +91 11 42773662, 45091596

Email: admin@groverahuja.net

Accepted  
For Jindal Photo Ltd.

Chairman Board of (Director)



The register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Postal ballot and remote e-voting.

Thanking You,  
For Grover Ahuja and Associates

(Akarshika Goel)  
(Partner)  
C.P No. 12770



Date: 13.02.2017  
Place: New Delhi

We the undersigned witnessed that the votes were unblocked from the e-voting website of Central Depository Services (India) Limited (CDSL) (<https://www.evotingindia.com>) in our presence at 05:00 P.M. on 11<sup>th</sup> February, 2017 at the office of the Scrutinizer.

Shubham Agrawal  
Driving Licence No.  
RJ44 20150003825

Piyush Garg  
Driving Licence No  
DL-0520090016382

Accepted  
For Jindal Photo Ltd.

Chairman Board of Directors (Director)  
DIN: 00006460

8/33, 3<sup>rd</sup> Floor, Satbhava School Marg, W.E.A., Karol Bagh, New Delhi - 110005

Tel: +91 11 42773662, 45091596

Email: admin@groverahuja.net

# JINDAL PHOTO LIMITED

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

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and Clause 44 of the SEBI (LODR) Regulations, 2015 the Notice of Postal Ballot including E-voting dated 6<sup>th</sup> January, 2017 had been circulated on January 12, 2017 to all 22,797 Shareholders of the Company whose names appeared on the Register of Members/List of Beneficiaries as on the cut-off date of January 6, 2017, out of which 15,776 postal ballot notice were sent via courier along with self-address postage prepaid envelopes whose email ids were not registered with the company and 7021 postal ballot notices and forms through electronic means (through emails) whose email ids were registered with the company, seeking their consent for Resolutions on the matter as set out therein.

In compliance to provisions of Rule 20 and 22 of the Companies (Management and Administration) rules, 2014 read with Regulation 44 of SEBI (LODR) Regulations, 2015, the company has provided e-Voting facility to all - members / Shareholders (including companies /FIs/FII's etc.) to enable them to cast their votes electronically. The E voting started on January 13, 2017 at 9:00 A.M. and ended on February 11, 2017 at 5:00 P.M.

The Company has engaged Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the Members of the Company.

The Board of Directors of the Company has appointed Ms. Akarshika Goel, Practicing Company Secretary (Membership No. ACS 29525 and CP No. 12770) Partner of M/s Grover Ahuja & Associates, Company Secretaries, New Delhi, as scrutinizer for conducting the postal ballot and remote e-voting process in a fair and transparent manner and to receive and scrutinize the completed Physical Postal Ballot Forms from the Shareholders.

Ms. Akarshika Goel, Scrutinizer has carried out the scrutiny of all the Postal Ballot forms received and votes casted by means of E-voting from January 13, 2017 at 9:00 A.M. to February 11, 2017 at 5:00 P.M. and submitted his Report dated 13<sup>th</sup> February, 2017 to the Chairman of the Board of Directors of the Company.

The Result as per Scrutinizer's Report are as under:

**RESOLUTION NO. 1: SHIFTING OF REGISTERED OFFICE FROM THE UNION TERRITORY OF DADRA AND NAGAR HAVELI TO THE STATE OF UTTAR PRADESH (SPECIAL RESOLUTION)**



# JINDAL PHOTO LIMITED

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company
3	199	17	7368594	7368793	99.99%	71.83%

**(II) VOTED AGAINST THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company
0	0	1	24	24	0.00%	0.00%

**(III) INVALID VOTES OF THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast through E-voting and poll
0	0	1	24	24

**RESULT**

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

**RESOLUTION NO. 2 – ALTERATION OF THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (SPECIAL RESOLUTION)**

**(I) VOTED IN FAVOUR THE RESOLUTION:**

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company
3	199	17	7368594	7368793	99.99%	71.83%





# JINDAL PHOTO LIMITED

## (II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company
NIL	N.A	1	24	24	0.000%	0.0007%

## (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast through E-voting and poll
0	0	1	24	24

## RESULT

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

## RESOLUTION NO.3- ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY (SPECIAL RESOLUTION)

### (I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company
3	199	16	7368570	7368769	99.99%	71.83%

### (II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Member s/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company



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# JINDAL PHOTO LIMITED

0	0	1	24	24	0.00%	0.00%
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### (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast through E-voting and poll
0	0	1	24	24

### RESULT

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

### RESOLUTION NO. 4 - AUTHORISATION FOR FURTHER ISSUANCE OF SHARES BY SUBSIDIARY AND/OR TO SELL OR DISPOSAL OF INVESTMENT HELD IN SUBSIDIARY (SPECIAL RESOLUTION)

#### (I) VOTED IN FAVOUR THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company
3	199	16	7368570	7368769	99.99%	71.83%

#### (II) VOTED AGAINST THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)-E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast (shares) through E-voting and Postal ballot	% of total number of valid votes cast	% of total no. of shares of the Company
0	0	1	24	24	0.00%	0.00%



# JINDAL PHOTO LIMITED

## (III) INVALID VOTES OF THE RESOLUTION:

No. of Members voted in E-voting	No. of votes Cast (Shares)- E Voting	No. of Members/ Proxies voted – Postal ballot	No. of votes cast (Shares) – Postal ballot	Total no. of votes cast through E-voting and poll
0	0	1	24	24

## RESULT

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

The Report of Scrutinizers is enclosed herewith.

Date: 13<sup>th</sup> February, 2017

for Jindal Photo Ltd.



**Shiv Kumar Mittal**  
(Chairman Board of Director)  
DIN: 00006460

