

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-245408.

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 of 13th Annual General Meeting

NOTICE is hereby given that the **13th Annual General Meeting** of the Members of **Jindal Poly Investment and Finance Company Limited** will be held on **Thursday, July 31, 2025, at 4.00 P.M.** through Video Conferencing (VC)/ other Audio Visual Means (OAVM) to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statement of the Company for the Financial Year ended March 31, 2025 and Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ghanshyam Dass Singal (DIN- 00708019) who retires by rotation and being eligible, offers himself for reappointment.

Special Business

3. **To appoint M/s Ashu Gupta & Co. Practicing Company Secretaries, as Secretarial Auditors of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Regulation 24A and other applicable provisions of the 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) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Ashu Gupta & Co. Practicing Company Secretaries, (Firm Registration Number S2005DE084200), be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years, from Financial Year 2025-26 to 2029-30.

RESOLVED FURTHER THAT approval of Members be and is hereby accorded for payment of Secretarial Audit fee as agreed by the Board of Directors (including any Committee thereof) and said Secretarial Auditor for the Secretarial Audit and other certifications as may be deemed fit for the remaining tenure.

RESOLVED FURTHER THAT any Director or Company Secretary be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

4. **Appointment of Ms. Kirty Agarwal (DIN: 08646168) 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 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], **Ms. Kirty Agarwal (DIN: 08646168)** who was appointed as an Additional Director under section 161 of the Act in the Board Meeting held on 30th June, 2025 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 her candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Woman Director of the Company, liable to retire by rotation.

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5. Appointment of Mr. Suresh Chander Sharma (DIN: 00006394) as Non-Executive Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof for the time being in force], and as recommended by the Nomination and Remuneration Committee and the Board of Directors in their meeting held on 2nd May, 2025, Mr. Suresh Chander Sharma (DIN: 00006394), who was appointed as an Independent Director of the Company at the 08th Annual General Meeting of the Company and who shall hold office of the Independent Director up to 04th May, 2025 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from 05th May, 2025 to 4th May, 2030 on payment of sitting fees to attend meetings of the Board and Committees thereof as fixed by the board from time to time.

RESOLVED FURTHER THAT any Director or Company Secretary be and are hereby severally authorized to fulfil the further requirement for abovesaid reappointment and also to do all such acts, deeds, things to give effect of the aforesaid resolution.”

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

Sd/-
Swati Tiwari

Company Secretary & Compliance Officer
Membership No: A46625

Place: New Delhi
Date: 30th June, 2025

NOTES:

1. Pursuant to the Circulars bearing No. 09/2024 dated September 19, 2024, Circular No. 09/2023 dated 25.09.2023, 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/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 (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 2024-25 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 2024-25 will also be available

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on the Company's website www.jpifcl.com websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of RTA at www.kfintech.com. For Members who have not registered their e-mail address, a letter containing exact web-link of the website i.e. www.jpifcl.com where details pertaining to the entire Integrated Annual Report is hosted is being sent at the address registered in the records of RTA/Company/Depositories. The Company shall provide hard copy of the Integrated Annual Report for FY 2024-25 to the Members, upon request.

Member of the Company holding shares either in physical form or in demetallized form as per Benpos data i.e Friday, 27th June, 2025 will be cut off date for sending Annual Report through electronic mode.

6. Procedure for registering the email address and obtaining the Annual Report, 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 inward.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 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.
 - (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 OTP 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 2024-25 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 Companies Act, 2013 (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. The Board of Directors has considered and decided to include Item Nos. 3 to 5 as Special Business in the AGM in view of the business requirements and as such unavoidable in nature

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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. 31st July, 2025. Members seeking to inspect such documents can send an email to cs_jpifcl@jindalgroup.com
11. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 25th July 2025 to Thursday, 31st July, 2025 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 8th June, 2018 to permit transfer of listed securities only in the dematerialized form with a depository w.e.f. 31st 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. 4 and 5 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 Tuesday, 22nd July, 2025 on cs_jpifcl@jindalgroup.com. The same will be replied suitably.
16. The Company has paid the Annual Listing Fees for the financial year 2025-26 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.
 - (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 Thursday, 24th July, 2025 (end of Day) being the "cut-off Date" fixed for the purpose, to exercise their right to vote at the 13th 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 Monday, 28th July 2025 (9:00 a.m.) and ends on Wednesday, 30th July, 2025 (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 Wednesday, 30th July, 2025 (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.

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- (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. 09/2024 dated September 19, 2024, SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024, the Annual Report for Financial Year 2024-25, 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 31st March, 2025 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/ KFinTech 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/KFinTech by following due procedure.

A copy of the Notice of this AGM along with Annual Report for the FY 2024-25 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 and 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;
- 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, at least 48 hours before the time fixed for the AGM i.e. by 4.00 p.m. (IST) on Tuesday 29th July, 2025, 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 cutoff date i.e. Thursday, 24th July, 2025, 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 4.00 p.m. (IST) on Tuesday 29th July, 2025.

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- 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 4.00 p.m. (IST) on Tuesday 29th July, 2025 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 Wednesday, 23rd July, 2025 (9:00 a.m. IST) upto Tuesday, 29th July, 2025 (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. Thursday 24th July 2025. 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. 23.
- 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 through 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., or at the email ID 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, 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 AGM Notice, to Members holding shares as on , being the cut -off Thursday 24th July, 2025 date fixed for determine eligible members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

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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
1. User already registered for IDeAS facility: <ol style="list-style-type: none"> Visit URL: https://eservices.nsdl.com Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. 	1. Existing user who have opted for Easi / Easiest: <ol style="list-style-type: none"> Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with your registered user id and password. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. Kfintech e-Voting portal. Click on e-Voting service provider name to cast your vote.
2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> To register click on link: https://eservices.nsdl.com. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. Proceed with completing the required fields. Follow steps given in points 1. 	2. User not registered for Easi/Easiest: <ol style="list-style-type: none"> Option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration Proceed with completing the required fields. Post registration is completed, follow the steps given in point 1.
3. Alternatively by directly accessing the e-Voting website of NSDL: <ol style="list-style-type: none"> Open URL: https://www.evoting.nsdl.com/ Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. 	3. Alternatively, by directly accessing the e-Voting website of CDSL: <ol style="list-style-type: none"> Visit URL: www.cdslindia.com Provide your demat Account Number and PAN No. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.

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NSDL	CDSL
IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.	IV. After successful authentication, user will be provided links for the respective ESP, i.e. KFintech where the e- Voting is in progress.
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.	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.

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 in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Members facing any technical issue - CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

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) 8909 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.

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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 Company Name 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 deepak.kukreja@dmkassociates.in with a copy marked to evoting@kfintech.com and 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 Thursday, 31st July, 2025.
- 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 AGM Notice cannot be serviced, for receiving the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to 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 AGM Notice and the e-voting instructions.
 - 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 or evoting@kfintech.com or phone no. 040 – 6716 2222 or call toll free No. 1800-309-4001 for any further clarifications.

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- 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 Monday, 28th July, 2025 (9:00 AM IST) and ends on Wednesday, 30th July, 2025 (5:00 PM IST). 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. on Thursday, 24th July, 2025, 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. on Thursday, 24th July, 2025.
- 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.

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 Thursday, 31st July, 2025, viz. last date specified by the Company e-voting.

The results of the e-voting along with the scrutinizer's report shall be communicated within 48 hours from AGM 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 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

To appoint M/S. Ashu Gupta & Co. Practicing Company Secretaries, as the Secretarial Auditors of the Company

Pursuant to Section 204 of the Companies Act, 2013 read with Rules made thereunder and Regulation 24A of the Listing Regulations, a listed entity shall appoint or reappoint an individual as Secretarial Auditor, on the basis of the recommendation of Audit Committee and the Board of Directors, for not more than one term of five consecutive years

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or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years, with the approval of its shareholders in the Annual General Meeting.

M/s Ashu Gupta & Co, are a reputed firm of Company Secretaries in Practice, specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than 20 years in providing various corporate law services such as incorporation of companies and Limited Liability Partnerships, secretarial audit for various listed companies, voluntary winding up of companies, acting as scrutinizer and appearances before the National Company Law Tribunal on various matters on behalf of clients, etc. The firm also holds a valid Peer Review Certificate.

Accordingly, pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 30th June, 2025, approved the appointment of M/s. Ashu Gupta & Co, Practicing Company Secretaries (Firm Registration Number S2005DE084200), as the Secretarial Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this AGM till the conclusion of the 18th AGM to be held in the year 2030.

The remuneration proposed to be paid is reasonable and commensurate with their audit experience and hence, the same is recommended by the Audit Committee and the Board of Directors for approval of Members of the Company.

Additional fees for statutory certifications and other professional services will be determined separately by the management in consultation with M/s. Ashu Gupta & Co, and will be subject to approval by the Board of Directors and the Audit Committee.

The Board of Directors may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors or KMP's or their relatives are concerned or interested, financially or otherwise, in the said resolution mentioned at Item No. 3 of the Notice.

ITEM NO. 4

Appointment Ms. Kirty Agarwal (DIN: 08646168) as Director of the Company

The Board of Directors of the Company at its Meeting held on 30th June, 2025, pursuant to the recommendation of the Nomination and Remuneration Committee has approved the appointment of Ms. Kirty Agarwal (DIN: 08646168) as an Additional Director (Non-Executive and Non-Independent) of the Company. In terms of the provisions of Section 161(1) of the Act, Ms. Kirty Agarwal 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 Ms. Kirty Agarwal has given her consent to act as a director. The Company has received a notice in writing from a Member under section 160 of the Act, proposing her candidature for the office of Director of the Company.

Profile

Ms. Kirty Agarwal, a graduate from St. Xavier's College, Kolkata and Chartered Accountant by profession has global experience of more than 11 years working at top consulting firms and manufacturing conglomerates. She also partnered with chief experience officers and founders of multiple firms. She is a skilled at senior and cross-functional stakeholder management.

Given her qualification and experience and her fulfilling the criteria and condition as per the Companies Act, 2013 and the rules frames thereunder (including any amendment, modification or re-enactment thereof) for appointment as a non-executive director of the Company, the Board is of the opinion that Ms. Kirty Agarwal can be appointed as a Non-Executive Non Independent Director of the Company.

The Board vide resolutions passed on 30th June, 2025 had approved the appointment of Ms. Kirty Agarwal (DIN: 08646168) as a additional director (Non-Executive Non Independent Woman Director) of the Company with effect from 30th June, 2025 subject to approval of the members of the Company.

Ms. Kirty Agarwal does not hold any equity Shares in the Company. The Nomination and Remuneration Committee has identified certain skills and capabilities required by the Directors of the Company. The skill sets possessed by Ms. Kirty Agarwal are aligned to those identified by Nomination and Remuneration Committee and brief Profile are provided in

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the Notice of Annual general Meeting of the Company for the financial year ended 31st March, 2025.

Ms. Kirty Agarwal is not disqualified from being appointed as Director in terms of section 164 of the Act and has given her consent to act as a Director. She 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 Ms. Kirty Agarwal's knowledge and experience will be of immense benefit and value to the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, recommends her appointment to the Members as set forth in resolution at item no. 4 of the Notice by way of Ordinary resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Kirty Agarwal are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO. 5

Appointment of Mr. Suresh Chander Sharma (DIN: 00006394) as Non-Executive (Independent) Director of the Company.

Mr. Suresh Chander Sharma was appointed as Independent Director on the Board of your Company pursuant to the provisions of section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 at the 8th Annual General Meeting of the Company to hold office upto 04th May, 2025 ("First Term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee at its Meeting held on 02nd May, 2025 on the basis of performance evaluation of Independent Directors and taking into account the, knowledge, acumen, experience and the substantial contribution made by **Mr. Suresh Chander Sharma** during his tenure, has recommended to the Board that continued his association as Independent Directors of the Company would be beneficial to the Company.

In the opinion of the Board, **Mr. Suresh Chander Sharma**, fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations.

The Company has received from **Mr. Suresh Chander Sharma** (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act.

The resolution seeks the approval of the Members by way of Special Resolution in terms of Act and the Listing Regulations, for re-appointment **Mr. Suresh Chander Sharma** as an Independent Director of the Company for a period commencing 05th May, 2025 to 04th May, 2030. **Mr. Suresh Chander Sharma**, once appointed, will not be liable to retire by rotation.

Copy of the draft letter of appointment of **Mr. Suresh Chander Sharma** setting out terms and conditions of appointment are available for inspection by the Members at the Corporate Office of the Company between 10.00 a.m. to 12.00 noon, on all working days (except Saturdays, Sundays and Public Holidays), up to the date of the Annual General Meeting (AGM).

The profile and specific areas of expertise of **Mr. Suresh Chander Sharma** are provided as annexure to this Notice. The Board recommends the resolution set forth in Item No. 5 of this notice for your approval by way of Special Resolution.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr. Suresh Chander Sharma, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

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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. Ghanshyam Dass Singal	Ms. Kirty Agarwal	Mr. Suresh Chander Sharma
Date of Birth and Age	20-08-1971 (54 yrs)	15/08/1989(36 yrs)	01-08-1955 (70 yrs)
DIN	00708019	08646168	00006394
Category	Executive Director	Non-Executive Non-Independent Director	Non- Executive Independent Director
Date of first appointment on the Board	01-08-2014	30-06-2025	05-05-2020
Brief Resume and nature of expertise in specific functional areas	Mr. Ghanshyam Dass Singal is a Fellow Member of Institute of Chartered Accountants of India having more than 25 years of rich experience in the field of MIS, Finance & Accounts.	Ms. Kirty Agarwal, a graduate from St. Xavier's College, Kolkata and Chartered Accountant by profession has global experience of more than 11 years working at top consulting firms and manufacturing conglomerates. She also partnered with chief experience officers and founders of multiple firms. She is skilled at senior and cross-functional stakeholder management	Mr. Suresh Chander Sharma has done Master's Degree of Commerce and L.L.B. having 36 years of rich and diversified experience in the field of Legal and Commercial Matters, Internal Audit, Transportation and real estate matters.
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.	As may be mutually agreed between the company and the director pursuant to the requirements of the Companies Act, 2013 and the resolution stated above.	He is appointed as Non-Executive Independent Director, from 05 th May, 2025 to 04 th May, 2030.
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.
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	Not related to any other Directors and Key Managerial Personnel of the Company
Number of Board Meetings attended during the year	5/6	-	6/6
Directorships held in other	1. Cliff Probuild Limited 2. Jindal Realtors Limited 3. Snap Pack Private Limited 4. Jindal Specialty Films Limited 5. Universus Poly & Steel Limited 6. Jindal Sports Private Limited	1. JPFL Films Private Limited	1. Jindal India Power Limited 2. Jindal Photo Limited 3. Mandakini Coal Company Limited 4. Mandakini Exploration and Mining Limited 5. Solace Land Holding Limited 6. Jindal India Renewable Energy Limited

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Name	Mr. Ghanshyam Dass Singal	Ms. Kirty Agarwal	Mr. Suresh Chander Sharma	
	7. Jindal Football Private Limited 8. Jindal Buildmart Limited 9. Vigil Farms Limited		7. JIRE Green Energy Project Two Limited 8. Jindal India Powertech Limited 9. Snap Pack Private Limited 10. Cosmic Transporter Private Limited	
Memberships / Chairmanships of Committees of Companies.	1. In the Company- Corporate Social Responsibility Committee - Member	NIL	1. In the Company-	
			Audit Committee	Member
			Stakeholder Committee	Member
			Nomination and Remuneration committee	Member
			2. Jindal Photo Limited	
			Audit Committee	Member
			Stakeholder Committee	Chairman
			Nomination and Remuneration committee	Member
Resigned from Listed Companies in past three years	None	None	None	
Number of shares held	NIL	NIL	NIL	

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

Sd/-
Swati Tiwari

Company Secretary & Compliance Officer
Membership No: A46625

Place: New Delhi
Date: 30th June, 2025