

JINDAL PHOTO LIMITED

Corporate Identification Number (CIN): 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 – 110 070;

Email id: cs_jphoto@jindalgroup.com; Website: www.jindalphoto.com Tel. No.: 011-40322100

POSTAL BALLOT NOTICE

(PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013, READ WITH RULE 20 AND RULE 22(1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED) READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Dear Shareholder(s),

Notice is hereby given that pursuant to and in compliance with the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs, inter-alia, for conducting the postal ballot through remote e-voting vide, General Circulars bearing Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 05, 2022, and 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**"), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, the resolution appended below for Voluntary Delisting of Equity Shares of Jindal Photo Limited ("**Company**") from BSE Limited ("**BSE**") and National Stock Exchange of India ("**NSE**") (collectively shall be referred to as "**Stock Exchanges**") is proposed for approval of the Shareholders of the Company through Postal Ballot/remote e-voting process ("**E-voting**"). Communication of assent or dissent of the Members would take place through the E-voting system or a valid Postal Ballot Form. Further, the explanatory statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached. ("**Postal Ballot Notice**"/ "**Notice**")

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the Listing Regulations (iii) the SS-2 and (iv) MCA Circulars, the Company has provided E-voting facility along

with voting by Postal Ballot to its Members whose names appear in the records of National Securities Depository Limited ("**NSDL**") and/or Central Depository Services (India) Limited ("**CDSL**") as on Cut Off Date i.e., Friday, July 10, 2026 ("**Cut Off Date**") and for the Shareholders holding shares in physical form.

Pursuant to Rule 22(5) of the Rules, the Company has appointed Ms. Pragnya Parimita Pradhan (Membership No. ACS 32778; COP No. 12030), proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, as the scrutinizer (the "**Scrutinizer**") for conducting the Postal Ballot process which shall include E-voting and Postal Ballot Forms, in a fair and transparent manner.

The Postal Ballot Notice is being sent to all shareholder(s) whose name appear in the Register of member/List of Beneficial Owners as received from the Company/ Registrar and Share Transfer Agent ("**RTA**") or Depository/ Depository Participants ("**DP**") as on Cut-off Date to the e-mail Ids registered with their DP in case of electronic shareholding; and in case of shareholders whose e-mail ID is not registered, physical copy of Notice of Postal Ballot, explanatory statement and Postal Ballot Form along with pre-paid postal envelopes are being sent by permitted mode. The instructions for e-voting are appended to the Notice. Members are requested to follow the procedure as stated under the instructions for casting of votes through Postal Ballot Forms which is enclosed.

The Company has engaged the services of MUFG Intime India Private Limited (MUFG), Registrar and Share Transfer Agent as its agency for providing e-voting facility to its members.

The voting through e-voting and postal ballot commences on **Monday, July 20, 2026 at 9.00 A.M. IST** and ends on **Tuesday, August 18, 2026 at 5.00 P.M. IST** (both days inclusive). Once the vote is casted by the shareholder, the shareholder shall not be allowed to change it subsequently. The Scrutinizer after receipt of valid Postal Ballot Forms as on the last date specified herein and on the conclusion of E-voting shall unblock the votes cast through E-voting and after completion of scrutiny of votes, the Scrutinizer will submit his report to the Chairman of the Company, or any person authorised by the Chairman. The results of the voting conducted through Postal Ballot (through the Remote e-voting process and/or receipt of valid Postal Ballot Forms) along with the Scrutiniser Report will be announced on or before **Thursday, August 20, 2026**. The result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.jindalphoto.com as well as on the website of website of MUFG Intime India Private Limited i.e. <https://instavote.linkintime.co.in/>. The Company shall simultaneously forward the results to BSE and NSE, where the Equity Shares of the Company are presently listed. The resolution, if approved by the requisite majority and in accordance with Regulation 11 of Delisting Regulations shall be deemed to be passed on **Tuesday, August 18, 2026** i.e., the last date specified for receipt of votes through the e-voting process and submission of Postal Ballot Forms.

SPECIAL BUSINESS:

Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:

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

“RESOLVED THAT pursuant to and in accordance with the provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations, 2021 and as amended from time to time (**“Delisting Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreement entered with BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) (hereinafter collectively referred as **“Stock Exchanges”**) where the Equity Shares of the Company (**“Equity Shares”**) are presently listed and subject to such approvals, permissions and sanctions, as may be required and necessary for the Company and for Concatenate Power Advest Private Limited (**“Acquirer 1”**) and Concatenate Advest Advisory Private Limited (**“Acquirer 2”**), being part of promoter group of the Target Company and Jindal India Power Limited as person acting in concert (**“PAC”**) of Jindal Photo Limited, (**“Company”**), which pursuant to Initial Public Announcement dated June 29, 2026 (**“IPA”**) expressed their intention to acquire **26,46,183 (Twenty Six Lakh Forty Six Thousand One Hundred And Eighty Three)** Equity Shares representing **25.80%** of paid-up equity share capital of the Company that are presently held by the Company’s public shareholders as defined Delisting Regulations (**“Public Shareholders”**); and consequently voluntarily delist the Equity Shares from the Stock Exchanges where the Equity Shares are presently listed i.e. BSE and NSE, in accordance with the Delisting Regulations; and the approval of the Board of Directors of the Company accorded in its meeting held on **Thursday, July 16, 2026** for the voluntary delisting of the Equity Shares of the Company from the Stock Exchanges, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, Listing Regulations as amended from time to time and receipt of the necessary approval from the Stock Exchanges, and such other approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from the Stock Exchanges pursuant to the proposed acquisition by the Acquirers and PAC of 26,46,183 (Twenty Six Lakh Forty Six Thousand One Hundred and Eighty Three) Equity Shares listed on Stock Exchanges and held by the Public Shareholders of the Company in accordance with the provisions of the Delisting Regulations (**“Delisting Proposal”**);

RESOLVED FURTHER THAT the Board of Directors of the Company (**“the Board”**), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things

as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking its In- principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit;

RESOLVED FURTHER THAT any one of the Directors of the Company or Company Secretary & Compliance Officer of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as may be required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT any Director or the Company Secretary & Compliance Officer of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

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

**Sd/-
Mukta Sharma
Company Secretary & Compliance Officer
M. No. F9806**

Date: July 16, 2026

Place: New Delhi

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Act, SS-2 and Regulation 17(11) of the Listing Regulations, as amended pertaining to the said Resolution setting out the material facts concerning the said item and the reasons thereof is annexed hereto.
2. The Notice is being sent in electronic form to all the Members of the Company whose names appear on the Register of Members/ List of Beneficial Owners, as received from National Securities Depositories Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on **Friday, July 10, 2026 (“Cut-Off Date”)** and in case of shareholders whose e-mail IDs are not registered or shareholders holding shares in physical form, physical copy of Notice of Postal Ballot, explanatory statement and Postal Ballot Forms along with pre-paid postal envelopes are being sent by permitted mode.

During this period, Members of the Company holding shares electronic form as on Cut-off Date, may cast their vote electronically. The e-voting module shall be disabled by NSDL & CDSL for voting thereafter.

If any member whose e-mail address is not registered with the Company or Depositories or RTA wants to participate in the E voting Process then, the member is requested to refer the procedure provided in the Notes forming part of this Notice to register their e-mail address and for procuring User Id and Password for e-voting on the resolutions set out in this Notice.

3. The period for voting through physical Postal Ballot Form and remote e-voting shall commence on **Monday, July 20, 2026 at 9.00 A.M. IST** and ends on **Tuesday, August 18, 2026 at 5.00 P.M. IST**.
4. The Company has appointed, Ms. Pragnya Parimita Pradhan (M. No. ACS 32778 and COP No. 12030 and Proprietor of M/s Pragnya Pradhan & Associates, as scrutinizer (“**Scrutinizer**”) for conducting the postal ballot in a fair and transparent manner. The Scrutinizer shall, after conclusion of the voting period, scrutinize the votes cast through e-voting and receipt of valid Postal Ballot Form and prepare the Scrutinizer Report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of complete Postal Ballot process will be announced within two working days of the conclusion of the voting electronically and through physical Postal Ballot Form i.e. on or before Thursday, **August 20, 2026**. The result and the Scrutinizer’s Report shall be placed on the Company’s website www.jindalphoto.com immediately after the result is declared, and would be displayed at the Registered Office of the Company and will also be intimated to the National Stock Exchange of India Limited (“**NSE**”) and BSE Limited (“**BSE**”) (the “**Stock Exchanges**”), where the Equity Shares of the Company are listed.

The shareholders opting to vote through physical Postal Ballot Forms are requested to carefully read the instructions printed overleaf the Postal Ballot Forms and return the same duly completed in all respects in the enclosed self-addressed, postage prepaid reply envelope so as to reach the Scrutinizer on or before 5:00 P.M. on **Tuesday, August 18, 2026**. The Postal Ballot Forms received after close of working hours (5.00 pm IST), on **Tuesday, August 18, 2026** will not be considered.

5. This Notice has been placed on the Company's website at www.jindalphoto.com, RTA's e-voting website: <https://instavote.linkintime.co.in/> and on the website of Stock Exchanges i.e., www.bseindia.com and www.nseindia.com.
6. The voting rights of Shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the said Cut-Off Date. Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date will be entitled to cast their votes or send Postal Ballot Form. A person who is not a Member as on the Cut-Off Date should treat this notice for information purpose only.
7. The Resolution, if passed by the requisite majority through votes cast through e-voting and receipt of valid Postal Ballot Form, will be deemed to have been passed on the last date specified for voting i.e. **Tuesday, August 18, 2026**.
8. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection electronically on all working days, except Saturdays, Sundays and public holidays till **Tuesday, August 18, 2026**. Members seeking to inspect can send an e-mail to Company at cs_jphoto@jindalgroup.com.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

The procedure with respect to Remote e-voting is provided below:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will

be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Enter IDeAS User ID, Password, Verification code & click on “Log-in”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password.
- e) Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 3 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on “Login”.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>.
- b) Go to e-voting tab.

- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or Visit URL: www.cdslindia.com, click on “Login” and select “My Easi New (Token)”.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>.
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password on the registered email id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities

in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.
- b) Enter details as under:
 1. User ID: Enter User ID
 2. Password: Enter existing Password
 3. Enter Image Verification (CAPTCHA) Code
 4. Click “Submit”.(Home page of e-voting will open. Follow the process given under “Steps to cast vote for Resolutions”)

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	SHARE HELD IN PHYSICAL FORM	User ID is Event No + Folio no. registered with the Company

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:
 1. User ID: Enter User ID
 2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)
 4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders, holding shares in NSDL form, shall provide ‘point 4’ above.
 - Shareholders, holding shares in CDSL form, shall provide ‘point 3’ or ‘point 4’ above.
 - Shareholders, holding shares in physical form but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above
 5. 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).
 6. Enter Image Verification (CAPTCHA) Code.
 7. Click “Submit” (You have now registered on InstaVote).Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg. 12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	SHARE HELD IN PHYSICAL FORM	User ID is Event No + Folio no. registered with the Company

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. 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).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. 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.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

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

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at pragnyap.pradhan@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the company at cs_jphoto@jindalgroup.com.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8

Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

- 2) 'Investor's Name - Enter Investor's Name as updated with DP.
- 3) 'Investor PAN' - Enter your 10-digit PAN.
- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) 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). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) 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.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at pragnyap.pradhan@gmail.com with a copy marked to RTA at enotices@in.mpms.muvg.com and the company at cs_iphoto@jindalgroup.com.

HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.muvg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Further Click on “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678)
	CDSL	User ID is 16 Digit Beneficiary ID
	SHARE HELD IN PHYSICAL FORM	User ID is Event No + Folio no. registered with the Company

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Further Click on "forgot password?"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Explanatory Statement pursuant to Sections 102 & 110 of the Companies Act, 2013 and Regulation 17 (11) of the Listing Regulations:

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021:

1. As on date of this Postal Ballot Notice, the Equity Shares Jindal Photo Limited (**“Company”**), are listed on the BSE Limited (**“BSE”**) and National Stock Exchange of India Limited (**“NSE”**) (hereinafter referred as **“Stock Exchanges”**).
2. On June 29, 2026, the Board of Directors of the Company have received an Initial Public Announcement dated June 29, 2026 (**“IPA”**) made by Saffron Capital Advisors Private Limited (**“Manager to the Delisting Offer”**), on behalf of Concatenate Power Advest Private Limited (**“Acquirer 1”**) and Concatenate Advest Advisory Private Limited (**“Acquirer 2”**), being part of promoter group of the Company and Jindal India Power Limited as person acting in concert (**“PAC”**) to acquire all fully paid-up Equity Shares of Rs. 10/- each of the Company (**“Equity Shares”**) that are held by the Company’s public shareholders as defined under the Delisting Regulations as amended from time to time (**“Public Shareholders”**); and consequently voluntarily delist the Equity Shares from the Stock Exchanges where the Equity Shares are listed presently i.e. BSE and NSE, in accordance with the Delisting Regulations (the **“Delisting Proposal”**).
3. As on the date of the IPA, the Company has 1,02,58,326 fully paid-up Equity Shares of Rs. 10/- each out of which Acquirer 1 and Acquirer 2 are the members of the Promoter Group of the Company and the Acquirer 2 is holding Nil Equity Shares in the Target Company. Further, Acquirer 1 holds 75,07,162 (Seventy-Five Lakh Seven Thousand One Hundred and Sixty-Two) Equity Shares having a face value of ₹ 10/- each representing 73.18% of the total issued Equity Share Capital of the Company. The Promoter and Promoter Group of the Target Company collectively hold 76,12,143 (Seventy-Six Lakh Twelve Thousand One Hundred and Forty-Three) Equity Shares representing 74.20% of the total issued Equity Share Capital of the Target Company.
4. Further, Jindal India Power Limited is classified as PAC along with the Acquirers having a common intention and objective of Delisting of Equity Shares of the Target Company in accordance with Regulation 2(1)(q) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Further, Jindal India Power Limited does not hold any Equity Shares in the Target Company.
5. As per the IPA, the rationale for the Delisting Proposal is as follows:

- a. obtain full ownership of the Target Company, which will in turn provide enhanced operational flexibility to support the Company's business and to make strategic investment and increase economic interest in the Target Company;
 - b. save compliance costs and reduction in dedicating management time to comply with the requirements associated with the continued listing, which can be refocused on the Company's Business; and
 - c. provide an exit opportunity to the public shareholder of the Company.
6. The acquisition by the Acquirers and PAC of all Equity Shares held by the Public Shareholders shall be conditional upon the following:
 - (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it;
 - (ii) the Acquirers and PAC accepting the Discovered Price or providing a counter – offer, in accordance with the Delisting Regulations;
 - (iii) the number of Equity Shares validly tendered in the Delisting Proposal is sufficient enough to result in the Delisting Proposal being successful as per the Delisting Regulations;
 - (iv) the Acquirers and PAC/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchanges, as may be required under applicable laws including the Delisting Regulations;
 - (v) receipt of the approvals of relevant third parties, including any lenders, as may be applicable; and
 - (vi) such other terms and conditions as may be set out in the public announcement or the letter of offer to be dispatched to Public Shareholders in accordance with delisting regulations.
7. M/s Bhumika & Co., holding a peer reviewed certificate bearing No. 8009/2026 dated May 26, 2026 valid until May 31, 2031 (**"Peer Reviewed Company Secretary"**) was appointed on July 01, 2026 by Board to carry out due diligence in accordance with the Regulation 10(2) and other applicable provisions of the Delisting Regulations.

Further, the Board, in its meeting held on Thursday, July 16, 2026, took on record the due diligence report dated July 16, 2026 (**"Due Diligence Report"**) and Reconciliation of Share Capital Audit Report July 16, 2026 (**"Audit Report"**) prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board was submitted by the Peer Review Company Secretary. Based on the information available with the Company and after taking on record the Due Diligence Report and Audit Report, the Board, in accordance with Regulation 10(4) of the Delisting Regulations, certified that:

- i. The Company is in compliance with the applicable provisions of securities laws;
 - ii. Acquirers along with person acting in concert ("**PAC**") and its related entities are in compliance with the applicable provisions of securities laws in terms of the report including compliance with Regulation 4(5) of the Delisting Regulations; and
 - iii. The Delisting Proposal is in the interest of the shareholders of the Company.
8. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 10 of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with Regulation 11 of the Delisting Regulations and other applicable law wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against it and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals.
9. In this regard the Board noted and took on record during the Board meeting held on Thursday, July 16, 2026, the letter dated July 16, 2026, received from the Saffron Capital Advisors Private Limited ("**Manager to the Offer**") that the floor price for the Delisting Offer is Rs. 1,119.50/- (Rupees One Thousand One Hundred Nineteen and fifty paise Only) per Equity Share ("**Floor Price**"), and Indicative Price is Rs. 1120/- (Rupees One Thousand One Hundred Twenty Only) per Equity Share ("**Indicative Price**"), which is determined in accordance with Regulation 19A of the SEBI Delisting Regulations. In support of the aforesaid, the letter was accompanied by a valuation report dated July 16, 2026 ("**Valuation Report**") issued by ICON Valuation LLP, Registered Valuer in respect of Securities and Financial Assets (IBBI Registration No. BBI/RV-E/06/2019/107), ("**Registered Valuer**"), signed by Mr. Aseem Mankodi, Partner (IBBI Registration No. IBBI/RV/06/2018/10154).

Further, the "**Reference Date**" in accordance with sub-regulation (2) of Regulation 19A of Delisting Regulations, with respect to the proposed delisting is June 29, 2026 i.e. the date of IPA.

10. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building ("**RBB**") process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoter shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
11. The discovered price will be determined through the reverse book building process specified in Schedule II of the Delisting Regulations, after fixation of the 'Floor Price' which will be determined in terms of Regulation 19A and Regulation 20 of the Delisting Regulations.

12. In terms of the Delisting Regulations, the discovered price will be determined as the price at which shares are accepted through eligible bids, that takes the shareholding of the Acquirers and PAC to 90% of the total issued equity shares excluding the shares which are held by following:
 - a. shares held by custodian(s) against which depository receipts have been issued overseas;
 - b. shares held by a trust set up for implementing an employee benefit scheme under the SEBI (Share Based Employee Benefits) Regulations, 2014; and
 - c. shares held by inactive shareholders such as vanishing companies, struck off companies, shares transferred to Investor Education and Protection Fund account and shares held in terms of sub-regulation (4) of regulation 39 read with Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.
13. The exit offer price will determined in accordance with the reverse book building process as set out in the Delisting Regulations ("**Discovered Price**"). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse book building process will take the shareholding of the Acquirers and PAC to 90% of the issued Equity Shares. Further it is pertinent to note that the Delisting Regulations recognize the concept of 'Indicative Price', which is the price offered by the Acquirers and PAC at their discretion to the public shareholders, which is higher than the floor price, the Acquirers and PAC are bound to complete the delisting offer at the indicative price, even if the discovered price as per the reverse book building process is lower than the indicative price. Further, the Acquirers and PAC has not declared any indicative price for the proposed delisting offer.
14. However, the Acquirers and PAC have the sole discretion to accept or reject the Discovered Price or provide a counter-offer to the Public Shareholders in accordance with the provisions of Regulation 22 of Delisting Regulations. The Acquirers and PAC shall be bound to accept the Equity Shares tendered or offered in the Delisting offer, if the discovered price determined through reverse book building process is equal to the floor price or the indicative price, if any.
15. In terms of regulation 11(2) of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per regulation 11(4) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast by the Public Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.
16. In the event that this special resolution is passed by the members as set out above, subject

to receipt of in-principle approval of the Stock Exchanges and other applicable statutory approval as may be deemed necessary from time to time, a Detailed Public Announcement (“**DPA**”) of the Delisting Proposal will be made by the Acquirers and PAC in accordance with Regulation 15 of the Delisting Regulations followed by dispatch of the Letter of Offer (“**LOF**”) to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.

17. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution.
18. The present Promoter Group of the Company are concerned and interested in the above-mentioned resolution, except as mentioned herein above, none of other 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 their shareholding interest, if any in the Company.

By Order of the Board of Directors
For Jindal Photo Limited

Mukta Sharma
Company Secretary & Compliance Officer
M. No. F9806

Date: July 16, 2026
Place: New Delhi

JINDAL PHOTO LIMITED

Corporate Identification Number (CIN): 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 – 110 070;

Email id: cs_jphoto@jindalgroup.com; Website: www.jindalphoto.com Tel. No.: 011-40322100

Form No. MGT-12

Polling Paper

[Pursuant to section 109(5) & 110 of the Companies Act, 2013 and rule 22 of the Companies (Management and Administration) Rules, 2014]

Name of the Company:	JINDAL PHOTO LIMITED
Head Office	Plot No. 12, Sector-B1, Local Shopping Complex, Vasant Kunj New Delhi - 110070

POSTAL BALLOT FORM		
S. No.	Particulars	Details
1.	Name of the Sole/First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	Equity Shares
5.	No. of Shares Held	

I/We hereby exercise my/our vote in respect of Special Resolution stated in the Postal Ballot Notice dated July 16, 2026 by recording my assent or dissent to the said resolution by placing the tick () mark at the appropriate box below:

S. No.	Resolution	No. of shares held by me	I assent to the resolution (FOR)	I dissent from the resolution (AGAINST)
1.	Special Business Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Equity Shares of the Company are presently listed, in accordance with Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021			

Place:

Date :

(Signature of the Shareholder)

Instructions For Voting Through Postal Ballot Form

Pursuant to provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof for the time being in force), assent or dissent of the shareholders in respect of the resolutions contained in the Notice of Postal Ballot dated July 16, 2026 is being sought through postal ballot process. The shareholder(s) can opt only one mode of voting, i.e. either by remote e-voting or physical mode via sending Ballot Forms. If you are opting for remote e-voting, then do not vote by physical postal ballot also and vice versa. However, in case shareholders cast their vote by physical ballot and e-voting, then voting done through e-voting will prevail and voting done through physical ballot will be treated as invalid.

1. A member/beneficial owner desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier or in person at the expense of the registered member/ beneficial owner will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Unsigned, incomplete, or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.
4. There will be only one Ballot Form for every Folio/ DP ID & Client ID irrespective of the number of joint members.
5. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on July 10, 2026 (**Cut-Off Date**).
6. The right to vote by Ballot Form shall not be exercised by a proxy.
7. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/ demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the Registrar and Share transfer agent of the Company i.e. MUFG Intime India Private Limited (“RTA”). Members are requested to keep the same updated.
8. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for asset or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Postal Ballot Form invalid.
9. Duly completed postal ballot form should reach the Scrutinizer not later than close of business hours by 5.00 p.m. on August 18, 2026. All postal ballot forms received after this date will be strictly treated as if the reply from the member/beneficial owner has not been received.
10. Instructions for e-voting procedure are available in the Postal Ballot Notice. Please follow the steps for e-voting procedure as given in the Notice or as available on the website of Depositories.
11. Members/ beneficial owners are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed envelope, other than the resolution/authority mentioned above, as the envelope will be sent to the Scrutinizer and any extraneous paper found in the envelope would not be considered and would be destroyed by the Scrutinizer. Members/beneficial owners are also requested not to write anything on the postal ballot form except giving their assent or dissent and affixing their signatures.
12. In case a member is desirous of printed postal ballot form or a duplicate thereof, he or she may send an email to the Company at cs_iphoto@jindalgroup.com or write to RTA of the Company at investor.helpdesk@in.mpms.mufg.com. The RTA/Company shall forward the same along with the business reply to the member. However, the duly filled in and signed duplicate postal ballot form should reach the Scrutinizer not later than the date specified in Point No. 9 above.
13. Members are requested to fill in the postal ballot form in indelible ink and not in any erasable writing mode.
14. The date of declaration of the results of ballot shall be taken to be the date of passing of the resolution.
15. The results of the voting by postal ballot will be announced by the Chairman of the Company or in his absence, any person authorized by him, on or before August 20, 2026.

Instructions For Voting in Electronic Form

The Company is pleased to offer a remote e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. The detailed procedure on e-voting is enumerated in the Notes to the Postal Ballot Notice.