



BOARD'S REPORT

To the Members,

Your Directors have pleasure in presenting the 47th Annual Report on the business and operations of the Company together with Audited Financial Statements for the year ended 31st March 2021.

The Standalone and Consolidated Financial Results for the year under review are given below: -

1. FINANCIAL RESULTS

Particulars	Rs. in Lacs except EPS			
	Standalone		Consolidated	
	Year Ended		Year Ended	
	31.03.2021	31.03.2020	31.03.2021	31.03.2020
Total Income from Operations	4,07,481	3,52,968	4,08,228	3,54,640
Other income	13,550	7,313	14,336	7,356
Total Income	4,21,031	3,60,282	4,22,564	3,61,908
Profit before finance cost, depreciation and tax	1,23,403	72,167	1,24,383	74,086
Finance Cost	5,721	9,138	5,850	9,528
Depreciation	14,215	11,562	14,488	11,835
Net Profit for the period (before Tax, Exceptional and Extraordinary Items)	1,03,467	51,467	1,04,045	52,723
Exceptional Items gain / (loss)	-	-	-	-
Net Profit/ (Loss) for the before Tax	1,03,467	51,467	1,04,045	52,723
Total Tax (including Current Tax, current tax adjustment and Deferred Tax)	24,909	3,591	24,956	3,859
Net Profit and loss for the period	78,558	47,876	79,088	48,864
Total Comprehensive Income for the period (Comprising Profit / (Loss) for the period (after Tax) and Other Comprehensive Income (after Tax) attributable to Equity Holders of the parent	78,667	47,972	79,187	48,960
Paid up Equity Share Capital (Face Value of Rs. 10/- each)	4,379	4,379	4,379	4,379
Other Equity (excluding revaluation reserve)	254,030	1,75,800	-	1,81,051
Earnings / (Loss) Per Share (EPS) (of Rs. 10/- each) on Net Profit (Not annualised) - Basic and Diluted	179.40	109.34	180.62	111.60

2. CONSOLIDATED FINANCIAL STATEMENTS

In pursuance of the provisions of the Companies Act, 2013, rules framed thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable Accounting Standards, the Company has prepared Consolidated Financial Statements of the Company for the financial year ended March 31, 2021. The Audited Consolidated Financial Statements along with Auditor's Report and the Statement containing salient features of the financial statements of the Subsidiaries (Form AOC – 1) forms part of the Annual Report.



3. OPERATIONS

Your Company is engaged in the manufacturing of Biaxially-Oriented Polyethylene Terephthalate (BOPET) and Biaxially Oriented Poly Propylene Films (BOPP films), Cast Poly Propylene Films (CPP films), Thermal Lamination Films and Non-Woven Products such as Interlining, Disposable Fabrics and Fabrics for Industrial Applications, etc. The manufacturing plant of the Company at Nasik, Maharashtra is the world’s largest integrated facility for the production of BOPET and BOPP Films.

During the year under review, the Revenue from operations of the Company was Rs. 4,07,481 Lakhs as against Rs 3,52,968 Lakhs during the previous Financial Year.

4. PERFORMANCE HIGHLIGHTS

The Profit before exceptional item and Tax was Rs. 1,03,467 Lakhs as against Rs. 51,467 Lakhs. The Company is taking various measures to retain and increase its market share and to improve margins.

Further, during the year under review, Revenue from operations on consolidated basis was Rs.4,08,228 Lakhs and Net Profit after Tax (attributable to owners of the Parents) was Rs.79,088 Lakhs. Earnings per Equity Share (Consolidated) was Rs 180.62 per Equity share.

5. DIVIDEND

The Board recommends dividend @ Rs. 2 per equity share of Rs. 10 each for the financial year ended March 31, 2021 out of Profits. The total outgo on this account will be Rs. 875.80 Lakhs.

6. DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), the Board of Directors of the Company has adopted a Dividend Distribution Policy (‘Policy’) which aims to maintain a balance between profit retention and a fair, sustainable and consistent distribution of profits among its Members. The Policy is available on the website of the Company under ‘Investor Relations’ section at https://www.jindalpoly.com/Uploads/image/337imguf_JPFLDividend-Distribution-policy.pdf

7. TRANSFER TO RESERVES

The Board of Directors have decided to retain the entire amount of profits for FY 2020-21 in the profit and loss account as retained earnings.

8. CORPORATE GOVERNANCE REPORT AND CODE OF CONDUCT

Your Directors strive to maintain highest standards of Corporate Governance. The Corporate Governance Report is attached to this Report. The declaration of the Whole-Time Director confirming compliance with the ‘Code of Conduct’ of the Company and Auditor’s Certificate confirming compliance with the conditions of Corporate Governance are enclosed with Corporate Governance Report to this Report.

9. SUBSIDIARIES

S No	Subsidiary Companies u/s 2(87) of the Companies Act, 2013.	Turnover during 2020-2021 (Rs. in Lakhs)	Percentage Contribution in consolidated Turnover
1	Jindal Films India Limited (CIN: U25199DL2010PLC210480),	5,741.12	1.41
2	Jindal Packaging Trading DMCC (Reg. No. DMCC64743)	NIL	NIL
3	Jindal Imaging Limited (CIN: U24299DL1999PLC099183)	NIL	NIL
4	J. And D. Speciality Films Private Limited (CIN: U74999DL2018PTC341022)	NIL	NIL



10. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your Company has formulated a long-term CSR Policy to contribute wellbeing and development of the society through direct contribution as well as through BC Jindal Foundation. The CSR Policy is available on the Company’s website at https://www.jindalpoly.com/Uploads/image/110imguf_CSR-Policy.pdf

As a part of its CSR initiatives, the Company is working mainly in the areas of rural development, provision of various infrastructure facilities, provision of clean drinking water, education, environmental support, etc. The composition and terms of reference of Corporate Social Responsibility Committee are given in the Corporate Governance Report. The Annual Report on CSR activities as prescribed under Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 is attached as **Annexure “A”** to this Report.

11. DIRECTORS.

A) CHAIRMAN

Mr. Radha Krishna Pandey, Non-Executive & Independent Director is the Chairman of the Board of the company

B) APPOINTMENT AND RE-APPOINTMENT - OTHER DIRECTOR

Mr. Rathi Binod Pal, Non-Independent and Non- Executive Director (DIN: 00092049)) who retires by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting

Mr. Sanjeev Saxena, Whole Time Director (DIN: 07899506) who retires by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting

Mr. Devinder Kumar Rithaliya, Whole Time Director and Mr. Sanjeev Aggarwal, Non- Executive Director have been appointed as Additional Directors to the Board of Directors w.e.f. 28th May 2021

The details of the proposed appointment/re- appointment of Directors are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of 47th Annual General Meeting (AGM) of your Company

C) CESSATION OF DIRECTORS

Mr. Sagato Mukerji (DIN: 06465901) and Mrs. Shakshi Gupta (DIN: 07388012) ceases to be Directors of the Company w.e.f 28th May 2021.

D) INDEPENDENT DIRECTORS.

Mr. R. K. Pandey (DIN 00190017) is acting as an Independent Director and his tenure will come to end on 31st March, 2024.

Mrs. Sonal Agarwal (DIN 08212478) is acting as an Independent Director and her tenure will come to end on 27th August, 2023.

E) INDEPENDENT DIRECTORS DECLARATION

The Company has received necessary declaration from each Independent Director under section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence laid down in section 149 (6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. KEY MANAGERIAL PERSONNEL

The following personnel’s continue as KMPs as per the definition under Section 2(51) and Section 203 of the Act:

- a) Mr. Sanjeev Saxena - Whole-Time Director
- b) Mr. Sagato Mukerji - Whole-Time Director



- c) Mr. Amit Jain, Company Secretary (up to 06th June,2020)
- d) Mr. Sanjeev Kumar, Company Secretary (w.e.f 12th June,2020)
- e) Mr. Animesh Banerjee, Chief Executive Officer (Up to 31st December 2020)
- f) Mr. Vinod Kumar Gupta, Chief Executive Officer (w.e.f. 12th February 2021)
- g) Mr. Vinay Jindal, Chief Financial Officer

However, after the end of financial year 2020-2021, following changes take place:

- Mr. Devinder Kumar Rithaliya, Whole-Time Director has been appointed as additional director to the Board w.e.f. 28th May 2021.
- Mr. Amit Ganguly has been appointed as Chief Financial Officer of the company w.e.f. 28th May 2021 in place of Mr. Vinay Jindal, Chief Financial Officer who had resigned from his office w.e.f. 28th May 2021 due to his personal commitments.
- Mr. Sagato Mukerji, Whole-Time Director has resigned from his office w.e.f. 28th May 2021.

13. CHANGE IN NATURE OF BUSINESS, IF ANY

There was no change in the nature of business during the year under review.

14. STATEMENT OF BOARD OF DIRECTORS

The Board of Directors of the Company are of the opinion that all the Independent Directors of the Company appointed/ re-appointed during the year, possesses integrity, relevant expertise and experience required to best serve the interest of the Company. The Independent Directors have confirmed compliance of relevant provisions of Rule 6 of the Companies (Appointments and Qualifications of Directors) Rules, 2014.

I. DIVERSITY OF THE BOARD

The Company believes that diversity is important to the work culture at any organization. In particular, a diverse Board, among others, will enhance the quality of decisions by utilizing different skills, qualifications and professional experience for achieving sustainable and balanced development.

II. REMUNERATION POLICY

In pursuance of the provisions of Section 178 of the Companies Act, 2013 and Listing Regulations, the Company has formulated a Remuneration Policy which is available at Company's website at https://www.jindalpoly.com/Uploads/image/115imguf_Remuneration-Policy.pdf

The Remuneration Policy, inter-alia, includes the appointment criterion & qualification requirements, process for appointment & removal, retirement policy and remuneration structure & components, etc. of the Directors, KMP and other senior management personnel of the Company. As per the Remuneration Policy, a person proposed to be appointed as Director, KMP or other senior management personnel should be a person of integrity with high level of ethical standards. In case of appointment as an independent director, the person should fulfill the criteria of independence prescribed under the Companies Act, 2013, rules framed thereunder and the Listing Regulations. The Remuneration Policy also contains provisions about the payment of fixed & variable components of remuneration to the Whole-Time Director and payment of sitting fee & commission to the non-executive directors and describes fundamental principles for determination of remuneration of senior management personnel and other employees.

III. DISCLOSURES UNDER THE COMPANIES ACT, 2013, RULES THEREUNDER AND SECRETARIAL STANDARDS

- a. The Paid-up Equity Share Capital of the Company as on 31.03.2021 was Rs 43.78 Crore. Your Company has not issued any shares during the Financial Year 2020-2021.
- b. No significant and material orders have been passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.



- c. With reference to Section 134(3)(h) of the Companies Act, 2013, all contracts and arrangements with related parties under Section 188(1) of the Act, entered into by the Company during the Financial Year, were in the ordinary course of business and on an arm's length basis. The details of the related party transactions as required under Accounting Standard are set out in **Note 42** to the standalone financial statements forming part of this Annual Report. No Material Related Party Transactions, i.e. transactions amounting to ten percent or more of the annual consolidated turnover as per the last audited financial statements, were entered during the year by your Company. Accordingly, the disclosure of Related Party Transactions to be provided under section 134(3)(h) of the Companies Act, 2013, in Form AOC – 2 is not applicable.

As per the Listing Regulations, all related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee has been obtained for the transactions which are of foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval are presented to the Audit Committee by way of a statement giving details of all related party transactions. The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions and can be accessed on the Company's website at https://www.jindalpoly.com/Uploads/image/114imguf_Policy-on-Related-Party-Transactions.pdf

- d. The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act, has been uploaded on Company's website i.e. <https://www.jindalpoly.com/download-reports>
- e. The following information is given in the Corporate Governance Report attached to this Report:
- i. The performance evaluation of the Board, the Committees of the Board, Chairperson and the individual Directors;
 - ii. The Composition of Audit Committee;
 - iii. The details of establishment of Vigil Mechanism;
 - iv. Details of unclaimed Dividend and Shares transferred to IEPF during 2020-2021; and
- f. The Company has no Employee Stock Option Plan for the Employees of the Company and its Subsidiaries.
- g. The particulars of loans and guarantees given and investments made under Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements. During the year, the auditors and the secretarial auditors have not reported any fraud under Section 143(12) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.
- h. The Company has complied with the applicable Secretarial Standards prescribed under Section 118(10) of the Companies Act, 2013.

IV. DIRECTORS RESPONSIBILITY STATEMENT

Your Directors hereby state that:

- a. In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same;
- b. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit and loss of the Company for the year ended March 31, 2021;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;



- d. The Directors have prepared the annual accounts on a going concern basis;
- e. The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f. The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

15. INTERNAL FINANCIAL CONTROLS

The Company has policies and procedures in place for ensuring orderly and efficient conduct of its business including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.

16. INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Companies Act, 2013, the Board has appointed M/s. B.K. Shroff & Co., Chartered Accountants (FRN 302166F) as Internal Auditor for conducting the Internal Audit of the Company for the financial year 2021-2022.

17. AUDITORS AND COST AUDITORS

The Notes to the Financial Statements read with the Auditor's Reports are self-explanatory and therefore, do not call for further comments or explanations. There has been no qualification, reservation, adverse remark or disclaimer in the Auditor's Report.

The shareholders of the Company at their 43rd AGM held on Saturday, 19th August, 2017, has appointed M/s. Singhi & Co. Chartered Accountants (Firm Registration No. 302049E) as Auditor of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of 43rd AGM of the Company till the conclusion of 48th AGM of the Company.

The Board of Directors of the Company had appointed M/s. R.J. Goel & Co., Cost Accountants for conducting audit of cost accounts of the Company, as applicable, for the financial year 2021-2022.

As required under the Companies Act, 2013 and rules framed thereunder, your Directors are seeking ratification from the members of the Company for the remuneration payable to M/s. R.J. Goel & Co., Cost Accountants. Further we confirm that we have in compliance of maintenance of cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013

18. SECRETARIAL AUDIT

In pursuance of the provisions of Section 204 of the Companies Act, 2013, the Board of Directors of the Company had appointed M/s DMK Associates, Practicing Company Secretaries for conducting secretarial audit of the Company for the financial year 2021-2022. The Secretarial Audit Report issued by the aforesaid Secretarial Auditors is attached as **Annexure B** to this Report.

There has been no qualification, reservation, observation, disclaimer or adverse remark in the Secretarial Audit Report.

19. SECRETARIAL STANDARDS

During the Financial Year 2020-2021, the Company has complied with applicable Secretarial Standards issued by the Institute of the Company Secretaries of India.

20. LISTING WITH STOCK EXCHANGES

The Company confirms that it has paid the Annual Listing Fees for the Financial Year 2021-2022 to the NSE and the BSE where the Company's equity shares are listed.

21. ANNUAL RETURN

Pursuant to the provisions of section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies



(Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at the link: <https://www.jindalpoly.com/download-reports>

22. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Details of unclaimed Dividend and Shares transferred to IEPF during Financial year 2020-21 are given in Corporate Governance Report.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company have duly complied with the provision of Section 186 of the Companies Act, 2013 during the year under review. The details of loans, guarantees and investments are covered in the notes to the Financial Statements

24. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

During the year under review, no significant / material orders were passed by the regulators or the Courts or the Tribunals impacting the going concern status and the Company's operations in future

25. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The energy efficient operation of the plants results into manifold benefits in the form of saving of natural and financial resources and reduction of carbon footprint. The Company takes continuous initiatives to make its manufacturing facilities energy efficient. The requisite information with regard to conservation of energy, technology absorption and foreign exchange earnings and outgo in terms of the Companies (Accounts) Rules, 2014 is set out in **Annexure C** attached to this Report.

26. RISK MANAGEMENT

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

27. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has devised a vigil mechanism in the form of a Whistle Blower Policy in pursuance of provisions of Section 177(10) of the Companies Act, 2013 and details whereof is available on the Company's website at https://www.jindalpoly.com/Uploads/image/125imguf_WHISTLEBLOWERPOLICY.pdf

During the year under review, there was no complaint received under this mechanism.

28. EVALUATION OF BOARD'S PERFORMANCE

On the advice of the Board of Directors, the Nomination and Remuneration Committee has formulated the criteria for the evaluation of the performance of Independent Directors, Non-Independent Directors and the Chairman of the Board. The Independent Directors of the Company have also convened a separate meeting for this purpose. All the results and evaluation have been communicated to the Chairman of the Board of Directors.

29. DEPOSITS

During the year, the Company has not accepted any deposits from the public under Chapter V of the Companies Act, 2013. There was no public deposit outstanding as at the beginning and at the end of the financial year 2020-2021.

30. PARTICULARS OF EMPLOYEES

The human resource is an important asset which has played pivotal role in the performance and growth of the Company over the years. Your Company maintains very healthy work environment and the employees are motivated to contribute their best in the working of the Company. The information required to be



JINDAL POLY FILMS LIMITED

disclosed in pursuance of Section 197 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is attached as **Annexure D** to this Report.

The information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 pertaining to the top ten employees in terms of remuneration drawn and their other particulars also form part of this report. However, the report and the accounts are being sent to the members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary at cs_jpoly@jindalgroup.com

31. BUSINESS RESPONSIBILITY REPORT

Pursuant to regulation 34(2)(f) of the SEBI(LODR) Regulations, 2015, Business Responsibility Report for the year is presented in a separate section forming part of the Annual Report as **Annexure E**.

32. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Your Company has in place a policy on prevention of Sexual Harassment at workplace. This policy is in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

As per the said Policy, an Internal Complaints Committee is also in place to redress complaints received regarding sexual harassment. There was no complaint received from an employee during the financial year 2020-2021 and hence no complaint is outstanding as on March 31, 2021 for redressal.

33. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY

There were no material changes / commitments affecting the financial position of the Company or that may require disclosure, between March 31, 2021 and the date of Board's Report.

34. ACKNOWLEDGEMENT

Your Directors would like to express their gratitude to financial institutions, Banks and various State and Central Government authorities for the co-operation extended to the Company. Directors also take this opportunity to thank the shareholders, customers, suppliers and distributors for the confidence reposed by them in the Company. The employees of the Company contributed significantly in achieving the results. Your Directors take this opportunity to thank them and hope that they will maintain their commitment to excellence in the years to come.

For and on behalf of Board of Directors

Sd/-
Devinder Kumar Rithaliya
Whole-Time Director
DIN: 01417408

sd/-
Rathi Binod Pal
Director
DIN: 00092049

Date: 26 August 2021
Place: New Delhi