

# JINDAL DRILLING & INDUSTRIES LTD.

**CORPORATE OFFICE :** PLOT NO. 30, INSTITUTIONAL SECTOR-44, GURGAON-122 002 HARYANA (INDIA)  
TEL : +91-124-4624000, 2574326, 2574620 • FAX : +91-124-2574327, 4624215  
E-mail : [contacts@jindaldrilling.in](mailto:contacts@jindaldrilling.in) Website : [www.jindal.com](http://www.jindal.com)  
CIN No: L27201MH1983PLC233813

E-Communication

JDIL/SECT/19/

April 19, 2019

BSE Ltd  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai-400 001  
Security Code: 511034

National Stock Exchange of India Limited  
Exchange Plaza, C-1, Block-G  
Bandra-Kurla Complex  
Bandra (E), Mumbai – 400 051  
Security Code: JINDRILL

**Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”)**

Dear Sirs,

Further to the outcome of meeting of the Board of Directors of the Company dated April 10, 2019, we hereby enclose a copy of the postal ballot notice dated April 10, 2019 (“Postal Ballot Notice”) and postal ballot form.

The Postal Ballot Notice, along with other relevant documents, have been sent to the shareholders whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited as on April 12, 2019 (“Cut-off date”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Monday, April 22, 2019 (9:00 A.M. IST) and shall end on Tuesday, May 21, 2019 (5:00 P.M. IST).

The results of the postal ballot will be announced on or before Thursday, May 23, 2019. The above information will also be made available on the website of the Company: [www.jindal.com](http://www.jindal.com).

This is for your information and record.

Thanking you,

Yours faithfully,  
For Jindal Drilling & Industries Limited

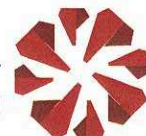
  
**Saurabh Agrawal**  
Company Secretary  
Membership No. A36163

**JINDAL**  
D.F. JINDAL GROUP

**OPERATIONS OFFICE :** 3RD FLOOR, KESHAVA BUILDING, BANDRA - KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400 051  
TEL : +91-22-26592889, 26592892, 26592894 • FAX : +91-22-26592630

**REGD. OFFICE :** PIPE NAGAR, VILLAGE- SUKELI , N.H. 17, B.K.G. ROAD , TALUKA ROHA, DISTT. RAIGAD - 402126 ( MAHARASHTRA )  
TEL : +91-02194-238511, 238512, 238567, 238569 • FAX : +91-02194-238513

**MEMBER :** INTERNATIONAL ASSOCIATION OF DRILLING CONTRACTORS, HOUSTON, TEXAS, USA



**IADC**  
MEMBER

# JINDAL DRILLING & INDUSTRIES LIMITED



**CIN:** L27201MH1983PLC233813

**Regd. Office:** Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road,  
Taluka Roha, Distt. Raigad-402126, Maharashtra

**Phone:** 02194-238511, 238512, 238567, 238569 **Fax:** 02194-238513

**Corporate Office:** Plot No. 30, Institutional Sector-44, Gurugram-122 003 Haryana (India)

**Phone :** +91 124 2574325 / 26, 4624000 **Fax :** +91 124 2574327

**E-mail:** secretarial@jindaldrilling.in, **Website:** www.jindal.com

## POSTAL BALLOT NOTICE

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Management and Administration) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2), that the resolution appended below is proposed to be passed by the members through postal ballot using Postal voting E-voting.

### SPECIAL BUSINESS

#### Item No. 1: Authority to create charge on assets of the Company

To consider and, if thought fit, to pass the following resolution as a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, if any, created by the Company, on its movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions and any Lending Agencies or bodies/ Security Trustees/ Agents, for the purpose of securing any borrowing, loans and/or advances already obtained or that may be obtained, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of Rs. 500 Crores (Rupees Five Hundred Crores only) or equivalent amount in any other foreign currency at any time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalise with the Lenders, documents for creating the aforesaid mortgage(s), hypothecation(s) and/or the charge(s) and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.

**RESOLVED FURTHER THAT** the mortgage(s)/ charge(s) / hypothecation(s) created/ to be created and/or all agreements/ documents executed/ to be executed and all acts done by and with the authority of the Board of Directors are hereby confirmed and ratified."

Registered Office:

Pipe Nagar, Village- Sukeli,  
N.H. 17, B.K.G. Road, Taluka Roha,  
Distt. Raigad-402126, Maharashtra  
CIN: L27201MH1983PLC233813

By Order of the Board of Directors  
For **Jindal Drilling & Industries Limited**

**Saurabh Agrawal**  
Company Secretary  
Membership No. A36163

Place : Gurugram

Date : 10th April, 2019

### NOTES :

1. The Explanatory Statement for the proposed resolution under Item No. 1 pursuant to Section 102 of the Companies Act, 2013 ("Act") read with Section 110 of the Act, setting out material facts is annexed herewith.
2. Members shall have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the Members to cast their votes

# JINDAL DRILLING & INDUSTRIES LIMITED

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electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited ("CDSL") to facilitate E-voting. E-voting is optional. The detailed procedure with respect to E-voting is mentioned later in the Notice.

3. The Company has appointed Mr. Hemant Kumar Singh (FCS 6033), Practising Company Secretary as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
4. The voting commences on Monday, April 22, 2019. The Members are requested to note the following:
  - (a) Duly completed Postal Ballot Form should reach the Scrutinizer by 5.00 p.m. (IST) on Tuesday, May 21, 2019 at the following address:

To,  
Mr. Hemant Kumar Singh, Scrutinizer  
Jindal Drilling & Industries Limited  
Plot No. 30, Institutional Sector-44  
Gurugram, Haryana-122003
  - (b) Postal Ballot Forms received after the said date and time will be strictly treated as if the reply from such Members has not been received.
  - (c) Similarly, the E-voting needs to be exercised by 5.00 p.m. (IST) on Tuesday, May 21, 2019. Please note that E-voting will be disabled for voting after the said date and time.
5. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. If a Member casts votes by both modes, then the voting done through e-voting shall be treated as valid and votes cast through Postal Ballot Form shall be treated as invalid.
6. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. Friday, April 12, 2019 ("cut-off date") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.
7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on the cut-off date. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on the cut-off date.
9. The voting on item included in the Notice cannot be exercised through proxy.
10. In case any eligible Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may write to the Company or send an email to [secretarial@jindaldrilling.in](mailto:secretarial@jindaldrilling.in). The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company - [www.jindal.com](http://www.jindal.com) and website of CDSL - [www.evotingindia.com](http://www.evotingindia.com).
11. The resolution, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Tuesday, May 21, 2019.
12. The Scrutinizer shall submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or a person authorized by him, who shall countersign the same, on Thursday, May 23, 2019 and the result of the postal ballot will be declared on Thursday, May 23, 2019 latest by 5.00 p.m. (IST).
13. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - [www.jindal.com](http://www.jindal.com) and on the website of CDSL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

All material documents referred to in the explanatory statement are available for inspection at the registered office of the Company between 11.00 a.m. to 1.00 p.m. on any working day, except Sunday and holidays, from the date of dispatch of the Notice, upto the last date of voting i.e. Tuesday, May 21, 2019.

## INSTRUCTIONS FOR VOTING

### Voting through Postal Ballot Form

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5.00 p.m. (IST) on Tuesday, May 21, 2019 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from



## JINDAL DRILLING & INDUSTRIES LIMITED

the Member. The postage will be borne and paid for by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.

2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

### The process and manner for remote e-voting are as under:

- (i) The remote e-voting period begins on Monday, April 22, 2019 (9.00 A.M) and ends on Tuesday, May 21, 2019 (5.00 P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday 12th April, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on "Shareholders/Members."
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul>
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
<b>OR</b> Date of Birth (DOB)	If both the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Jindal Drilling & Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

## JINDAL DRILLING & INDUSTRIES LIMITED

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- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" Option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSLs mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google play store. Apple and windows phone users can download the app from the app store and the windows phone store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify and a copy of the same shall be forwarded to [scrutinizer at hemantsinghcs@gmail.com](mailto:scrutinizer@hemantsinghcs@gmail.com)
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at 1800225533.

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No. 1 :

In order to facilitate secure the borrowings which may be made by the Company from time to time, the Company may be required to create mortgage/hypothecate and/or create charge on all or any of its movable and immovable assets or whole of the undertaking of the Company in favour of lenders for availing the financial assistance from them.

Consent of the members is being sought under the provisions of Section 180(1)(a) of the Companies Act, 2013, to mortgage the whole or substantially the whole of the undertaking for obtaining loans or other financial assistance for an aggregate sum not exceeding Rs. 500 crores (Rupees Five Hundred Crores only).

In view of the above, the Board of Directors recommends passing of resolution under Item no. 1 as special resolution.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 1 of the Notice.

Registered Office:

Pipe Nagar, Village- Sukeli,  
N.H. 17, B.K.G. Road, Taluka Roha,  
Distt. Raigad-402126, Maharashtra  
CIN: L27201MH1983PLC233813

By Order of the Board of Directors  
For **Jindal Drilling & Industries Limited**

**Saurabh Agrawal**  
Company Secretary  
Membership No. A36163

Place : Gurugram

Date : 10th April, 2019

# JINDAL DRILLING & INDUSTRIES LIMITED

CIN: L27201MH1983PLC233813

**Regd. Office:** Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha,  
Distt. Raigad -402126, Maharashtra. Tel: 02194-238511-12, Fax: 02194-238513  
**Corporate Office:** Plot No. 30, Institutional Sector 44, Gurugram – 122003, Haryana  
Email: secretarial@jindaldrilling.in, website: www.jindal.com

## POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act 2013, read with Companies Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015]

S.no.

Name and Registered address of the sole/ :  
First Name member :

Name(s) of the Joint holders if any :

Registered Folio no/DPID no/Client ID No :

Number of Equity Shares Held :

I/We hereby exercise my/our vote in respect of the special resolutions to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated 10<sup>th</sup> April 2019 circulated by the Company, by conveying my/our assent (FOR) or dissent (AGAINST) the Resolution enumerated below by placing tick ( √ ) mark in the appropriate column below:

Item no	Description	No of shares held	I/We assent to the Resolution (FOR)	I/We dissent from the Resolution (AGAINST)
1	Authority to create charge on assets of the Company			

Place :

Signature of the Member/Authorised Representative

Date :

## ELECTRONIC VOTING PARTICULARS

The e-voting facility is available in the link <http://evotingindia.com>. The electronic voting particulars are set out as follows

EVEN (E- Voting Event Number)	USER ID	Password/PIN
190410011		

The e-voting facility will be available during the following voting period

Commencement of e-voting	End of e-voting
Monday, April 22, 2019 at 09:00 AM	Tuesday, May 21, 2019 at 05:00 PM

# JINDAL DRILLING & INDUSTRIES LIMITED

CIN: L27201MH1983PLC233813

**Regd. Office:** Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road, Taluka Roha,  
Distt. Raigad -402126, Maharashtra. Tel: 02194-238511-12, Fax: 02194-238513  
**Corporate Office:** Plot No. 30, Institutional Sector 44, Gurugram – 122003, Haryana  
Email: secretarial@jindaldrilling.in, website: www.jindal.com

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## INSTRUCTIONS

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form is permitted) and send it to the Scrutinizer, Mr. Hemant Kumar Singh, Scrutinizer, Jindal Drilling and Industries Limited, Plot No. 30, Institutional Sector-44, Gurugram, Haryana-122003 in the attached self-addressed prepaid postage envelope. However, envelopes containing Postal Ballot Form(s), if sent by courier or registered/ speed post at the expense of the Shareholder will also be accepted.
2. This Form should be completed and signed by the member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named member and in his absence, by the next named member. In case Postal Ballot Form is signed through a Delegatee, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
3. The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the Column 'AGAINST' by placing a tick mark in the appropriate column.
4. Duly completed Postal Ballot Form should reach the Company not later than 5.00 p.m. (IST) on Tuesday, May 21, 2019. All Postal Ballot Forms received after this date will be strictly treated as no reply has been received from the Member.
5. There will be only one Postal Ballot Form for every folio irrespective of the number of joint Member(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/authority letter.
7. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., 5.00 p.m. (IST) on Tuesday, May 21, 2019.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on April 12, 2019.
9. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed prepaid postage envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. A Member need not use all the votes or needs to cast all the votes in the same way
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman/Director. The result of the postal ballot (including e-voting) would be announced by a Director or the Company Secretary of the Company on Thursday, May 23, 2019 latest by 5.00 p.m.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - [www.jindal.com](http://www.jindal.com) and on the website of CDSL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.