



MAHARASHTRA SEAMLESS LIMITED

INTERIM CORPORATE OFFICE : Plot No.106, Institutional Sector-44, Gurgaon-122 002 Haryana (India)
Phone No. : 91-124-4624000, 2574326, 2574325, 2574728* Fax : 91-124-2574327
E-mail : contact@mahaseam.com Website : www.jindal.com
CIN No: L99999MH1988PLC080545
CORPORATE OFFICE : Plot No. 30, Institutional Sector-44, Gurgaon-122 002 Haryana (India)

E-Communication

MSL/SEC/SE/2022-23

21st October, 2022

BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400001

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block-G,
Bandra - Kurla Complex
Bandra (E), Mumbai-400051

Stock Code: 500265

Scrip Code: MAHSEAMLES

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 Sir/Madam,

Pursuant to the Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice dated 17th October, 2022.

The Postal Ballot Notice, along with other relevant documents, have been sent electronically 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 14th October, 2022 ("Cut-off date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of NSDL for the purpose of providing e—voting facility to all its members. The voting will commence from **Saturday, 22nd October, 2022 from 09.00 a.m. (IST) and ends at 05.00 p.m. (IST) on Sunday, 20th November, 2022.**

The results of the postal ballot will be announced on or before **22nd November, 2022.** The above information will also be made available on the website of the Company www.jindal.com.

Submitted for your information and record.

Thanking you,
Yours faithfully,
For Maharashtra Seamless Limited

Ram Ji Nigam
Company Secretary

Encl.- As stated above

JINDAL
D.F. JINDAL GROUP

REGD. OFF. & WORKS : Pipe Nagar, Village, Sukeli, N.H.17, B.K.G. Road, Taluka-Roha, Distt. Raigad-402 126 (Maharashtra)
Phone : 02194-238511, 238512, 238567, 238569* Fax : 02194-238513
MUMBAI OFFICE : 402, Sarjan Plaza, 100 Dr. Annie Besant Road, Opp. Telco Showroom, Worli, Mumbai-400 018
Phones : 022-2490 2570 /72 /74* Fax : 022-2492 5473
HEAD OFFICE : 5, Pusa Road, 2nd Floor, New Delhi-110005 Phones : 011-28752862, 28756631 Email : jpdelhi@bol.net.in
KOLKATA OFFICE : Sukhsegar Apartment, Flat No. 8A, 8th Floor, 2/5, Sarat Bose Road, Kolkata - 700 020
Phone : 033-2455 9982, 2454 0053, 2454 0056* Fax : 033 - 2474 2290 E-mail : msl@cal.vsnl.net.in
CHENNAI OFFICE : 3A, Royal Court. 41, Venkatnarayana Road, T. Nagar Chennai-600017
Phone : 044-2434 2231* Fax : 044-2434 7990



MAHARASHTRA SEAMLESS LIMITED

CIN: L99999MH1988PLC080545

Regd. Office: Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha,
Distt. Raigad - 402 126, Maharashtra

Phone: +91 2194 238511, 238512, 238516 **Fax:** +91 02194 238513

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

Interim Corporate Office: Plot No. 106, Institutional Sector-44, Gurugram-122 003, Haryana

Phone: +91 124 4624000, 2574326, 2575626 **Fax:** +91 124 2574327

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

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 the Companies (Management and Administration) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings (SS-2), as amended from time to time and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting Postal Ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022, in view of the COVID-19 pandemic (collectively referred to as 'MCA Circulars'), that the resolutions appended below are proposed to be passed by the members through Postal Ballot only by voting through electronic means (remote E-voting).

SPECIAL BUSINESS:

Item No. 1: Reclassification of Authorised Share Capital

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Rules framed thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the existing Authorised Share Capital of the Company by cancellation of unissued 2,00,00,000 (Two Crore) Preference Shares of Rs. 10 (Rupees Ten) and creation of 4,00,00,000 (Four Crore) Equity Shares of Rs. 5 (Rupees Five) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crore only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of Rs. 5 (Rupees Five) each with the power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and vary, modify or to abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association."



Item No. 2: Increase in Authorized Share Capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Rules framed thereunder and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 60,00,00,000 (Rupees Sixty Crore only) divided into 12,00,00,000 (Twelve Crore) Equity Shares of Rs. 5 (Rupees Five) each to Rs.70,00,00,000 (Rupees Seventy Crore only) divided into 14,00,00,000 (Fourteen Crore) Equity Shares of Rs. 5 (Rupees Five) each by creation of 2,00,00,000 (Two Crore) Equity Shares of Rs. 5 (Rupees Five) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

- V. The Authorised Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crore only) divided into 14,00,00,000 (Fourteen Crore) Equity Shares of Rs. 5 (Rupees Five) each with the power to increase and reduce the capital and to divide the shares in the capital for the time being into several classes and attach thereto respectively such preferential, deferred, guaranteed, qualified or special rights, privileges and vary, modify or to abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association.”

Item No. 3: Issue of Bonus Shares

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

“RESOLVED THAT in accordance with Section 63 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as “the Board”, which term shall be deemed to include, unless context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (“SEBI”), including, the applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) and other applicable regulatory authority(ies), and such permissions, sanctions, conditions and approvals as may be necessary in this regard, consent of the members of the Company be and is hereby accorded to the Board for capitalization of such sum of the Capital Redemption Reserve/Securities Premium Account of the Company, as may be considered necessary by the Board for the purpose of issuance of bonus shares of face value of Rs. 5 (Rupee Five) each, credited as fully paid up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members on such date (“Record Date”) as may be fixed by the Board in this regard, in the proportion of 1 (One) equity share as bonus share for every 1 (One) existing equity share



RESOLVED FURTHER THAT the issue and allotment of the said bonus shares to the extent that they relate to non-resident Indians (NRIs), persons of Indian origin (PIO)/overseas corporate bodies (OCBs) and other foreign investors of the Company, will be subject to the approval(s) of the Reserve Bank of India (RBI) and any other regulatory authority(ies), as may be required.

RESOLVED FURTHER THAT no allotment letters shall be issued to the allottees of the bonus shares and in case of the members who hold shares or opt to receive the shares in dematerialised form, the bonus equity shares shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s) and in the case of members who hold equity shares in certificate form, the share certificate(s) in respect of such bonus equity shares shall be despatched or credited in a separate demat account, in accordance with applicable laws, within such time as prescribed by law and the relevant authorities.

RESOLVED FURTHER THAT the bonus shares to be allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank in all respects *pari passu* with the existing equity shares of the Company, as on the Record Date, including with a right to participate in dividend, if any, to be declared after the date of allotment of these bonus shares.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take necessary steps for listing of such bonus shares on the Stock Exchanges where the securities of the Company are presently listed as per provisions of the SEBI Listing Regulations and other applicable regulations, rules and guidelines.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to take all such steps as may be necessary and to determine all other terms and conditions of the issue of bonus shares including to settle any question, difficulty or doubt that may arise in this regard as the Board may in its absolute discretion deem fit.”

**By Order of the Board of Directors
For Maharashtra Seamless Limited**

**Place: New Delhi
Date: 17th October, 2022**

**Ram Ji Nigam
Company Secretary
M. No. ACS-18763**

NOTES:

1. The Explanatory Statement for the proposed resolutions 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. The Board of Directors of the Company has appointed Ms. Jyoti Sharma (FCS 8843), Proprietor M/s JVS Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot through remote e-voting process in a fair and transparent manner.
3. As per MCA Circulars and on account of the threat posed by the COVID-19 pandemic the Company is sending this Notice in electronic form only to those Members whose e-mail addresses are registered with the Company/ Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes



to receive this Postal Ballot Notice. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

4. The aforesaid Notice has been uploaded on the website of the Company i.e. www.jindal.com the same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and is also available on the website of NSDL (agency providing the remote e-Voting facility) at www.evoting.nsdl.com.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all Members of the Company. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Process for registration of email id for obtaining Postal Ballot Notice and user id/password for e-voting:

For Physical Holding: Send a request to the Registrar and Transfer Agents of the Company (RTA), at rta@alankit.com providing Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering e-mail address.

For Demat Holding: Please contact your Depository Participant (DP) and register your e-mail address in your demat account, as per the process advised by your DP. After successful registration of the e-mail address, a copy of this Postal Ballot Notice along with the remote e-voting user ID and password will be sent to your registered e-mail address, upon request received from the Members.

7. The Resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of e-voting i.e. 20th November, 2022.
8. **The Instructions for remote e-voting are as under:**
 - i. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.
 - ii. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 14th October, 2022 ("Cut-off date"). Only those 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 by remote e-voting. A person who is not a Member as on the Cut-off date should treat this Postal Ballot Notice for information purposes only. The remote e-voting period commences from 9.00 a.m.



(IST) on Saturday, 22nd October, 2022 and ends at 5.00 p.m. (IST) on Sunday, 20th November, 2022. The e-voting module shall be disabled by NSDL thereafter.

Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

iii. The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-voting system





A) Login method for e-voting for Individual shareholders holding securities in demat mode

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/DPs to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="557 1272 1426 1709">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="557 1709 1426 1865">2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="557 1865 1426 2150">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL),



	<p>Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at respective website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no. 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.

B) Login method for e-voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**How to Log-in to NSDL e-Voting website?**

1. Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDeAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***



5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in **process for those shareholders whose e-mail IDs are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, PAN, name and registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

Select "EVEN" of Company, which is 122752 for which you wish to cast your vote during the remote e-voting period.



1. Now you are ready for e-voting as the voting page opens.
2. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
3. Upon confirmation, the message “Vote cast successfully” will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number from depository.
4. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
5. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional/Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter etc. with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to legal2015js@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evoting.nsdl.com> to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (“FAQs”) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evoting.nsdl.com>. For any grievances connected with facility for e-voting, please contact Ms. Pallavi Mhatre, Manager, NSDL, 4th Floor, ‘A’ Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: evoting@nsdl.co.in, toll free no: 18001020990/1800224430.

Other Instructions

The Scrutinizer shall after the conclusion of the e-voting on 20th November, 2022, submit their report to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the e-voting of the Postal Ballot forthwith. The resolutions, if passed by requisite majority, shall be deemed to have been passed on 20th November, 2022 being the last date of the remote e-voting.

Results of voting shall be declared on or before 22nd November, 2022. The results along with scrutinizers’ report would be intimated to the Stock Exchange where the securities of the Company are listed, Depositories and Registrar and Share Transfer Agent and will be displayed on the Company’s website www.jindal.com and on the website of NSDL www.evoting.nsdl.com and at the registered office of the Company.



EXPLANATORY STATEMENT

(Pursuant to Section 102 read with Section 110 of the Companies Act, 2013)

Item Nos. 1 & 2

The present Authorised Share Capital of the Company is Rs. 60,00,00,000 (Rupees Sixty Crore only) divided into 8,00,00,000 (Eight Crore) Equity Shares of Rs. 5 (Rupees Five) each and 2,00,00,000 (Two Crore) Preference Shares of Rs. 10 (Rupees Ten) each.

In order to facilitate implementation of proposal of issue of bonus shares, as set out in item no. 3 of the Notice, it is proposed to:

- a. Reclassify the Authorised Share Capital by cancellation of unissued 2,00,00,000 Preference Shares of Rs. 10 each amounting to Rs. 20,00,00,000 and creation of 4,00,00,000 Equity Shares of Rs. 5 each and,
- b. Further, increase the Authorized Share Capital by creation of 2,00,00,000 Equity Shares of Rs. 5 each

After implementation of the above resolutions the Authorised Share Capital will be increased to Rs. 70,00,00,000 divided into 14,00,00,000 Equity Shares of Rs. 5 each.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Members. The respective resolutions at item nos. 1 & 2 seek approval of members to reclassify and increase the Authorised Share Capital and accordingly to amend Clause V of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company/ their relatives may be deemed to be concerned or interested financially or otherwise in the resolutions.

The Board recommends the resolutions as set out in item nos. 1 & 2 of the accompanying Postal Ballot Notice for the approval of members of the Company.

Item No. 3

The Board of Directors at its meeting held on 17th October, 2022, subject to consent of the members of the Company, approved and recommended issue of bonus equity shares of Rs. 5 (Rupees Five) each credited as fully paid-up to eligible members of the Company as on the Record Date, in the ratio of 1 (One) new fully paid-up equity share of Rs. 5 (Rupee Five) each for every 1 (One) existing fully paid-up equity share of Rs.5 (Rupees Five only) each, aggregating to Rs. 33,49,98,130 (Rupees Thirty Three Crore Forty Nine Lakhs Ninety Eight Thousand One Hundred Thirty only) divided into 6,69,99,626 (Six Crore Sixty Nine Lakhs Ninety Nine Thousand Six Hundred Twenty Six) Equity Shares of Rs. 5 (Rupee Five) each.

The Post-Bonus paid-up equity share capital of the Company will be Rs. 66,99,96,260 (Rupees Sixty Six Crore Ninety Nine Lakhs Ninety Six Thousand Two Hundred Sixty only) divided into 13,39,99,252 Equity Shares of Rs. 5 (Rupees Five) each.

Article 53 of the Articles of Association of the Company permits capitalization out of Capital Redemption Reserve/Securities Premium Account of the purpose of issue of bonus shares.



The bonus shares will be issued to the members by capitalizing a sum not exceeding Rs. 33,49,98,130 (Rupees Thirty Three Crore Forty Nine Lakhs Ninety Eight Thousand One Hundred Thirty only) out of the Company's Capital Redemption Reserve and Securities Premium Account as on 31st March, 2022 and such equity shares upon allotment will rank *pari-passu* in all respect with the existing equity shares of the Company and will be subject to the Memorandum of Association and Articles of Association of the Company.

Pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 read with Articles of Association of the Company, the proposed issue of the bonus shares, inter-alia, requires approval of members of the Company, by way of a special resolution.

The proposed issue of bonus shares will be made in line with the regulations issued by Securities and Exchange Board of India (SEBI) and subject to such approval, if required from statutory authorities.

None of the Directors or Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, financially or otherwise in the resolution, except to the extent of their shareholding in the Company.

The Board recommends the resolution as set out in item no. 3 of the accompanying Postal Ballot Notice for the approval of members of the Company.

**By Order of the Board of Directors
For Maharashtra Seamless Limited**

**Place: New Delhi
Date: 17th October, 2022**

**Ram Ji Nigam
Company Secretary
M. No. ACS-18763**