



MAHARASHTRA SEAMLESS LIMITED

CORPORATE OFFICE : Plot No. 30, 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

E-Communication

March 12, 2020

Ref.: MSL/G/SEC/SE/2019-20

BSE Limited
25th Floor, P.J. Towers,
Dalal Street, Mumbai-400 001
Security Code: 500265

NATIONAL STOCK EXCHANGE OF INDIA LTD.
"EXCHANGE PLAZA", C-1, BLOCK G,
BANDRA-KURLA COMPLEX, BANDRA (E),
MUMBAI - 400 051

Stock Code : 500265

Scrip ID : MAHSEAMLES

Sub: Notice of Postal Ballot

Dear Sirs,

Please find enclosed herewith a copy of the postal ballot notice dated March 05, 2020 along with Explanatory Statement and postal ballot form.

The Company is in process of sending Postal Ballot Notice, along with other relevant documents, to those shareholders of the Company, 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 March 06, 2020 ("Cut-off date"), to seek their approval as set out in said 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 e-voting will commence from Wednesday, March 18, 2020 (9:00 A.M. IST) and shall end on Thursday, April 16, 2020 (5:00 P.M. IST).

The results of the postal ballot will be announced on or before Saturday, April 18, 2020. The above information will also be made available on the website of the Company i.e. www.jindal.com.

Submitted for your information and record.

Thanking you,
Yours faithfully,

For **MAHARASHTRA SEAMLESS LIMITED**


D.C. Gupta
V.P. & Company Secretary



Encl. - as stated above

JINDAL
D.P. 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 : jpldelhi@bol.net.in

KOLKATA OFFICE : Sukhsagar 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

JINDAL
D. P. JINDAL GROUP

Registered 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 (Haryana) - 122003

E-mail: secretarial@mahaseam.com, **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 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings (SS-2), as amended from time to time, 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 / mortgage etc. on the asset(s) and/or property(ies) 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 Sections 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof, constituted or to be constituted, authorized / to be authorised for the purpose or any person(s) authorized / to be authorised by the Board to exercise the powers conferred on the Board by this Resolution) of the Company, to create mortgage(s), pledge, charge(s), lien(s), hypothecation(s), encumbrance(s) and/or any other security interest ("Encumbrance") in addition to existing Encumbrance(s) created hitherto, on all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company, in case of events of defaults, in favour of the bank(s), financial institution(s), Central Government or State Government, body(ies) corporate, firm(s) and/ or any other lender(s) or creditor(s), fixed deposit trustee(s), debenture trustee(s), security trustee(s) / Agent(s) or any other body, concerned entity(ies) or authority(ies) for securing the borrowings availed or to be availed by the Company or its subsidiary(ies) / Associate(s) / Joint venture(s), by way of loan(s), advance(s), debenture(s) [comprising fully/partly Convertible Debenture(s) and/or Secured/ Unsecured Non-Convertible Debenture(s)] or bond(s) or any other instrument(s) / security(ies) or otherwise, up to a sum of Rs. 1000 Crores (Rupees One Thousand Crores only) or equivalent amount in any other foreign currency, from time to time, outstanding at any time, along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to finalise, settle and execute such document(s)/deed(s)/writing(s)/paper(s)/agreement(s)/ undertaking(s) as may be required and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem fit, necessary expedient or appropriate and settle any question, difficulty or doubt that may arise in this regard."

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

Place : Gurugram
Date : March 5, 2020

D. C. GUPTA
V. P. & Company Secretary
FCS 2424



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 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 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 conducting the Postal ballot /e-voting process in accordance with law and in a fair and transparent manner.
4. The voting commences on Wednesday, March 18, 2020. The Members are requested to note the following:
 - (a) Duly completed Postal Ballot Form should reach the Scrutinizer latest by 5.00 p.m. (IST) on Thursday, April 16, 2020 at the following address:

To,
Mr. Hemant Kumar Singh, Scrutinizer
Maharashtra Seamless 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 latest by 5.00 p.m. (IST) on Thursday, April 16, 2020. Please note that E-voting will be disabled for voting after the said date and time.
5. The Postal Ballot Notice is being sent in electronic form to the members who have registered their e-mail addresses with the Company/ Registrars and Transfer Agents of the Company (in case of physical shareholding) / with their Depository Participants (in case of electronic shareholding). Physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent to members whose e-mail addresses are not registered, by permitted mode along with a self-addressed postage pre-paid Business Reply Envelope.
6. 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.
7. 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, March 6, 2020 ("cut-off date") only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.
8. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
9. 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.
10. The voting on item included in the Notice cannot be exercised through proxy.
11. 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@mahaseam.com. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice is also available on the website of the Company - www.jindal.com and website of CDSL - www.evotingindia.com.
12. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s).
13. In case the shares are jointly held, the Postal Ballot form should be completed and signed by the first named member and in his /her absence, by the next named member.
14. 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. Thursday, April 16, 2020.
15. 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 and the result of the postal ballot will be declared on or before Saturday, April 18, 2020, 5.00 p.m. (IST).
16. 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 and on the website of CDSL - www.evotingindia.com 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.

17. 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. Thursday, April 16, 2020.

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 latest, by 5.00 p.m. (IST) on Thursday, April 16, 2020 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from 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 Wednesday, March 18, 2020 (9.00 A.M) (IST) and ends on Thursday, April 16, 2020 (5.00 P.M) (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, March 6, 2020 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.
- (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 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:

For Members holding shares in Demat Form and Physical Form	
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"> • 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. • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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.
OR 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 resolution contained in this Notice.
- (xi) Click on the EVSN for Maharashtra Seamless 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.
- (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 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.
 - 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 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013

Item No. 1

In order to secure the borrowings which may be made by the Company or its subsidiary(ies) / Associate(s) / Joint venture(s), from time to time, the Company may be required to create mortgage/hypothecate/ charge etc. on all or any of its movable and immovable assets, property(ies) or whole or part of any of undertaking of the Company in favour of lenders for availing financial assistance from them.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board of Directors only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on March 5, 2020, proposed to obtain approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge etc. on the Company's asset(s) / property(ies) including tangible and intangible, both present and future, in favour of the Bank(s), Financial Institution(s), any other Lender(s), Agent(s) and Trustee(s), etc. for securing the borrowing availed or to be availed by the Company or its subsidiary(ies) / Associate(s)/ Joint venture(s), by way of loan(s), debenture(s) (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debenture(s)) or any other security(ies) or otherwise, up to a sum of Rs. 1000 Crores (Rupees One Thousand Crores only) or equivalent amount in any other foreign currency.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.1 of the accompanying Postal Ballot Notice for the approval of members of the Company.

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

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

Place : Gurugram
Date : March 5, 2020

D. C. GUPTA
V. P. & Company Secretary
FCS 2424



MAHARASHTRA SEAMLESS LIMITED

CIN: L99999MH1988PLC080545

Registered 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 (Haryana) - 122003

E-mail: secretarial@mahaseam.com, 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 as amended from time to time]

Serial 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 resolution to be passed through Postal Ballot for the special business stated in the Notice of Postal Ballot dated March 5, 2020 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/mortgage on the asset(s) and/ or property(ies) of the Company.			

Date:

Signature of the Member/Authorised Representative

Place:

Electronic Voting Particulars

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

EVSN (E- Voting Sequence Number)	USER ID	# Sequence Number
200305004		

Applicable to those members who have not updated their PAN with the Company / Depository Participants .

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

Commencement of e-voting	End of e-voting
March 18, 2020 at 9.00 A.M	April 16,2020 5.00 P.M

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, Maharashtra Seamless 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 Scrutinizer not later than 5.00 p.m. (IST) on Thursday, April 16, 2020. 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 Thursday, April 16, 2020.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on March 6, 2020.
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 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 and the result of the postal ballot will be declared on or before Saturday, April 18, 2020, 5.00 p.m. (IST).
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 and on the website of CDSL i.e. www.evotingindia.com 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 and communicated to the Stock Exchanges.