

JINDAL DRILLING & INDUSTRIES LTD.

INTERIM CORPORATE OFFICE : PLOT NO.106, SECTOR-44, GURGAON-122 002 HARYANA (INDIA)
TEL : +91-124-4624000, 2574326, 2575626 • FAX : +91-124-2574327
E-mail : contacts@jindaldrilling.in Website : www.jindal.com
CIN : L27201MH1983PLC233813

CORPORATE OFFICE : PLOT NO. 30, INSTITUTIONAL SECTOR-44, GURGAON-122 002 HARYANA (INDIA)

E-Communication

JDIL/SECT/2024-25

6th August, 2024

BSE Ltd
25th 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: Notice of the 40th Annual General Meeting and Annual Report for the Financial Year 2023-24

Dear Sir/Madam,

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the 'Listing Regulations'), we wish to inform the following:

1. The 40th Annual General Meeting ('AGM') of the Members of Jindal Drilling And Industries Limited will be held on **Wednesday, 28th August, 2024 at 03.00 p.m. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')** in accordance with Circulars issued by the Ministry of Corporate Affairs and Securities And Exchange Board of India, from time to time.
2. Pursuant to the said Circulars, AGM Notice and Annual Report for the Financial Year 2023-24 have been sent to all the members of the Company, whose email addresses are registered with the Company/Depository Participant(s).
3. The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the AGM) on all the resolutions set out in the AGM notice to the members, who are holding shares as on Cut-off date i.e. Wednesday, 21st August, 2024. The remote e-voting will commence at 9:00 a.m. (IST) on Saturday, 24th August, 2024 and end at 5:00 p.m. (IST) on Tuesday, 27th August, 2024. Detailed instructions for registering email addresses(s) and voting/attendance at the AGM are given in the AGM Notice.
4. We also enclose the Annual Report of the Company for the Financial Year 2023-24 including Notice convening the 40th AGM of the Company for your record.

You are requested to kindly take the same on record.

Thanking you,
Yours faithfully,
For Jindal Drilling And Industries Limited

Binaya Kumar Dash
Company Secretary

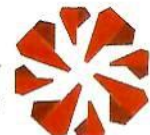
Encl. : As stated above

JINDAL
DRILLING & INDUSTRIES LTD.

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

NOTICE

NOTICE

Notice is hereby given that the 40th Annual General Meeting of Jindal Drilling And Industries Limited [hereinafter the "Company"] will be held on Wednesday, the 28th August, 2024 at 3.00 P.M. through Video Conferencing /Other Audio Visual Means (VC/OAVM) to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and Auditors thereon and in this regard to pass the following resolution(s) as ordinary resolution:
 - (a) **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Reports of Directors and Auditors thereon and
 - (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024 together with the Report of Auditors thereon, be and are hereby considered and adopted."
2. To declare dividend on equity shares and in this regard to pass the following resolution as an ordinary resolution :
"RESOLVED THAT dividend of Rs. 0.50 [10%] per Equity Share of Rs. 5/- each be and is hereby declared for the financial year ended 31st March, 2024."
3. To appoint a Director in place of Mr. Shiv Kumar Singhal [DIN: 00940261], who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution :
"RESOLVED that Mr. Shiv Kumar Singhal [DIN: 00940261] who retires by rotation be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. To appoint Mr Pattamadai Natarajasarma Vijay [DIN : 00049992] as a Non-Executive Independent Director of the Company and in this regard to pass the following resolution as a special resolution :
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 ["Act"] read with the Companies [Appointment and Qualification of Directors] Rules, 2014 and applicable provisions of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["SEBI Listing Regulations"], Mr. Pattamadai Natarajasarma Vijay [DIN : 00049992], who has submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 [five] consecutive years w.e.f. 26th September, 2024 and continuation of his appointment as a Non-Executive Independent Director of the Company on attaining the age of 75 years."
5. To appoint Mrs Sarita Agrawal [DIN : 10713045] as a Non-Executive, Independent Director of the Company and in this regard to pass the following resolution as a special resolution :
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, of the Companies Act, 2013 ["Act"] read with the Companies [Appointment and Qualification of Directors] Rules, 2014 and applicable provisions of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["SEBI Listing Regulations"], Mrs Sarita Agrawal [DIN : 10713045], who has submitted a declaration that she meets the criteria for independence as provided under the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director, not liable to retire by rotation, to hold office for a term of 5 [five] consecutive years w.e.f. 26th September, 2024."

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

Place : New Delhi
Dated : 29th July, 2024

Binaya Kumar Dash
Company Secretary
ICSI : A17982

NOTICE

NOTES:

1. Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No.09/2023 dated 25th September, 2023 ('MCA Circulars') and SEBI Circular dated May 12, 2020, January 15, 2021, read with the subsequent circulars issued from time to time, the latest one being General Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 7, 2023 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars") has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2024. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), MCA Circulars and SEBI Circulars, the 40th AGM of the Company shall be conducted through VC/OAVM. National Securities Depository Limited (NSDL) will be providing facilities in respect of voting through remote e-voting, participation in the AGM and e-voting during AGM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Businesses Item Nos. 4 and 5 in the Notice forms part of this Notice.
3. Additional information, under Regulation 36(3) of SEBI Listing Regulations read with Secretarial Standards [SS-2] issued by the Institute of Company Secretaries of India, in respect of the Directors retiring by rotation, seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice as Annexure.
4. Since the physical attendance of members has been dispensed with, pursuant to aforementioned MCA and SEBI Circulars, the facility of appointment of Proxies by Members will not be available. Hence the Proxy Form, Attendance Slip and Route map are not annexed to this Notice.
5. Corporate/Institutional Members are required to send a scanned certified true copy of the Board Resolution/Authority Letter, etc., authorising their representative to attend the AGM through VC on their behalf and to vote through remote e-voting or during the AGM. The said Resolution/Authorisation shall be sent to the Scrutinizer by email through its registered email address at rguptafcs@gmail.com, with a copy marked to the Company at secretarial@jindaldrilling.in
6. The Company has fixed 14th August, 2024 as the 'Record Date' for the purpose of payment of dividend. Dividend of ₹ 0.50 per equity share of ₹ 5/- each, as recommended by the Board, if declared at the AGM, will be paid, subject to deduction of tax at source, as applicable to:
 - (a) All Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on 14th August, 2024.
 - (b) All Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on 14th August, 2024.
7. SEBI vide its Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, has mandated that with effect from April 1, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details [postal address with PIN and mobile number], bank account details & specimen signature ("KYC") and choice of Nomination.
8. Alankit Assignments Ltd. having its office at Alankit House,4E/2, Jhandelwalan Extension, New Delhi – 110 055 is the Registrar & Share Transfer Agent (RTA).
As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Alankit Assignments Ltd. ("RTA") for assistance.
9. Members are requested to intimate changes, if any, about their name, postal address, e-mail address, telephone/ mobile numbers, PAN, Power of Attorney registration, Bank details etc. to their DPs, in case the shares are held in electronic form and to the RTA/Company, in case the shares are held in physical form, in prescribed Form No. ISR-1 and other forms, quoting their folio number and enclosing the self-attested supporting document. Further, Members may note that SEBI has mandated the submission of PAN by every participant in the securities market.
Members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DP") in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form
10. The Company has transferred the unpaid or unclaimed dividend upto the financial year 2015-16 to the Investor Education and Protection Fund (IEPF) established by the Central Government, pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 read with Investor Education and Protection Fund Authority [Accounting, Audit, Transfer and Refund] Rules, 2016, as amended from time to time, Further, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company, as on 28th August, 2023 (date of last Annual General Meeting) on the website of the Company and the Ministry of Corporate Affairs.

Details of dividend declared for the financial years 2016-17 onwards are given below:

Year	Date of Declaration	Dividend (%)	Per share (Rs.)
2016-17	26.09.2017	10	0.50
2017-18	25.09.2018	10	0.50
2018-19	24.09.2019	10	0.50
2019-20	28.09.2020	10	0.50
2020-21	28.09.2021	10	0.50
2021-22	21.09.2022	10	0.50
2022-23	28.08.2023	10	0.50

Shareholders who have not yet encashed their dividend warrants are requested in their own interest to claim the outstanding dividend before it falls due for transfer to the aforesaid Fund. Further, the shares in respect of such unpaid/unclaimed dividends are also liable to be transferred to the demat account of IEPF Authority. In view of this Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members, whose unpaid/unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5, available on www.iepf.gov.in.

11. All documents referred to in the Notice and the Explanatory Statement shall be available for inspection by the Members at the registered office of the Company on all working days i.e. except Saturdays, Sundays and public holidays between 11.00 A.M. and 1.00 P.M. up to AGM. Such documents will also be available electronically for inspection by the members from the date of circulation of this Notice upto AGM on the basis of the request being sent at secretarial@jindaldrilling.in
12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH - 13. If a Member desires to opt-out or cancel the earlier nomination and record a fresh nomination, the Member may submit the same in Form ISR-3 or Form SH-14, as the case may be. The said forms can be downloaded from the Company's website at <http://www.jindal.com>. Members are requested to submit the said form to their DPs in case the shares are held in electronic form and to the RTA at rta@alankit.com or secretarial@jindaldrilling.in in case the shares are held in physical form, quoting their folio no[s].
13. Members may please note that SEBI vide its Circular No. SEBI/ HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in demat form only, while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant.
14. Members may note that in case they have any dispute against Company and RTA, they can file for Online Resolution of Dispute which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. SEBI has established a common Online Dispute Resolution Portal ["ODR Portal"] for resolution of disputes arising in the Indian Securities Market. Members can use this mechanism only after they have lodged their grievance with the Company and SEBI SCORES system and are not satisfied with the outcome.
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal [<https://smartodr.in/login>] and the same can also be accessed through the Company's website <https://www.jindal.com>.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before August 21, 2024 through email on secretarial@jindaldrilling.in.
17. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.jindal.com and the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the website of National Securities Depository Limited ["NSDL"] at www.evoting.nsdl.com.
18. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
19. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical

mode) and depositories (in case of shares held in demat mode).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to rta@alankit.com or secretarial@jindaldrilling.in by August 14, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to rta@alankit.com or secretarial@jindaldrilling.in. The aforesaid declarations and documents need to be submitted by the shareholders by August 14, 2024.

20. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, shall be available for electronic inspection by the members during the AGM. All documents referred to in the Notice shall also be available for electronic inspection. Members seeking to inspect such documents can send an email to secretarial@jindaldrilling.in
21. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request upto 21st August, 2024, mentioning their name, demat account number/ folio no., email ID, mobile no. on secretarial@jindaldrilling.in. The shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time as appropriate for smooth conduct of the AGM.
22. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders [Shareholders holding 2% or more shareholding], Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on first come first served basis.
23. **Instructions for e-voting and joining the AGM are as follows:**

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' through National Securities Depository Limited (NSDL), for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the Annual General Meeting (AGM) of the Company.

The facility for electronic voting system, shall also be made available at the 40th AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

The remote e-voting period begins on 24th August, 2024 (9.00 A.M) and ends on 27th August, 2024 (5.00 P.M). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st August, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The members who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM and a person who is not a Member as on cut off date i.e. 21st August, 2024 should treat this Notice for information purpose only.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 21st August, 2024.

Mr. Rajesh Gupta (FCS 4870), Practicing Company Secretary, has been appointed as Scrutinizer to scrutinize the voting process in a fair and transparent manner.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The Company has enabled e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the NSDL [E-Voting Service Provider-ESPs], thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The manner and process of remote e-Voting are as under:

Step 1: Access to NSDL e-Voting system

A. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

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"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is 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 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 held with NSDL], 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 options available against company name or e-Voting service provider - 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.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. 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 http://www.cdslindia.com/ and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4. 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or e-Voting service provider-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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method 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 typing the following 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, your 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 log-in 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 email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email 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 email ID is not registered, please follow steps mentioned below in process for those shareholders whose email 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.nsd.com
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your 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
Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:
 1. In case shares are held in physical mode please provide 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] by email to secretarial@jindaldrilling.in
 2. In case shares are held in demat mode, please provide DPID-CLID [16 digit DPID + CLID or 16 digit beneficiary ID], Name, client master or copy of Consolidated Account statement, PAN [self attested scanned copy of PAN card], AADHAR [self attested scanned copy of Aadhar Card] to secretarial@jindaldrilling.in If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 [A]
i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
 3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. 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 and General Meeting is in active status
2. Select "EVEN" of Jindal Drilling And Industries Limited to cast your vote during the remote e-Voting period or casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote
 - I. In case of any queries/grievance, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsd.com or call on toll free no.: 022 - 4886 7000 or send a request at evoting@nsdl.com or rta@alankit.com or to Company at secretarial@jindaldrilling.in. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following no.: 022-48867000. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"
 - II. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication[s]

- III. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st August, 2024.
- IV. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 21st August, 2024, may obtain the login ID and password by sending a request at evoting@nsdl.com or Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system"
- V. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the AGM and a person who is not a Member as on the cut-off date i.e. 21st August, 2024, should treat this Notice for information purposes only.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

E-voting result

1. The Scrutinizer shall immediately after the conclusion of e-voting at the AGM, unblock the votes cast through remote e-voting and e-vote cast during AGM and will make, not later than two working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
2. The Results declared along with the report of the Scrutinizer will be placed on the website of the Company <http://www.jindal.com> and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately submitted to the BSE Limited & The National Stock Exchange of India Ltd.

Other instructions

Please note that:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login ID and password can be used by you exclusively for e-voting on the Resolutions placed by the companies in which you are the Shareholder
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, AND REGULATION 36 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Item No. 4

The Board of Directors upon recommendation of the Nomination and Remuneration Committee has proposed the appointment of Mr Pattamadai Natarajasarma Vijay as a Non-Executive Independent Director of the Company for a period of five years with effect from September 26, 2024, in the forthcoming Annual General Meeting.

The Company has received a declaration from Mr. Pattamadai Natarajasarma Vijay to the effect that he meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 [the "Act"] read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, Mr Pattamadai Natarajasarma Vijay is not debarred or disqualified from being appointed as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory body.

In the opinion of the Board, Mr. Pattamadai Natarajasarma Vijay fulfils the conditions specified in the Act and the Rules framed thereunder and SEBI Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge. Copy of the draft letter of appointment of Mr Pattamadai Natarajasarma Vijay as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company.

The Company has received a notice in writing under Section 160(1) of the Act, proposing his candidature as a Non-Executive Independent Director of the Company.

Accordingly, it is proposed to appoint Mr. Pattamadai Natarajasarma Vijay as a Non-Executive Independent Director of the Company to hold office for a period of five years from 26th September, 2024.

Considering his knowledge and experience, further, approval is also sought for continuation of his appointment on attaining the age of 75 years, during his tenure.

Except Mr. Pattamadai Natarajasarma Vijay and his relatives who may be deemed to be interested in the resolution to the extent of their shareholding, if any, None of the other Directors/ Key Managerial Personnel and their relatives are interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item No. 4, to the members for their approval as a Special Resolution.

Item No. 5

The Board of Directors upon recommendation of Nomination and Remuneration Committee has proposed the appointment of Mrs Sarita Agrawal as a Non-Executive Independent Director of the Company for a period of five years with effect from September 26, 2024, in the forthcoming Annual General Meeting.

The Company has received a declaration from Mrs Sarita Agrawal to the effect that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 (the "Act") read with the Rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations, Mrs Sarita Agrawal is not debarred or disqualified from being appointed as Director of the Company by SEBI/Ministry of Corporate Affairs or such other statutory body.

In the opinion of the Board, Mrs Sarita Agrawal fulfils the conditions specified in the Act and the Rules framed thereunder and SEBI Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge. Copy of the draft letter of appointment of Mrs Sarita Agrawal as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members at the registered office of the Company.

The Company has received a notice in writing under Section 160(1) of the Act, proposing her candidature as a Non-Executive Independent Director of the Company.

Accordingly, it is proposed to appoint Mrs Sarita Agrawal as a Non-Executive Independent Director of the Company to hold office for a period of five years from 26th September, 2024.

Except Mrs Sarita Agrawal and her relatives who may be deemed to be interested in the resolution to the extent of their shareholding, if any, None of the other Directors/ Key Managerial Personnel and their relatives are interested financially or otherwise in the resolution.

The Board recommends the resolution as set out in Item No. 5 to the members for their approval as a Special Resolution.

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

Place : New Delhi
Dated : 29th July, 2024

Binaya Kumar Dash
Company Secretary
ICSI : A17982

Annexure to the Notice of AGM

Details of the Directors seeking appointment/re-appointment at the ensuing Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 on General Meetings issued by the Institute of Company Secretaries of India] :

Particulars	Mr Shiv Kumar Singhal	Mr Pattamadai Natarajasarma Vijay	Mrs Sarita Agarwal
Category of Director	Non-Executive Non-Independent	Non-Executive Independent	Non-Executive Independent
Age (in Years)	63 Year	73 Year	65 Year
Qualifications	B. Com.	M. Sc.	B. A (Hons), M.Phil, M.Lib. Science.
Brief Profile Expertise in specific functional area and Skills	Mr. Shiv Kumar Singhal, aged 63 years, is a Bachelor of Commerce and having wide administrative experience in seamless pipe industry.	Mr. Pattamadai Natarajasarma Vijay, holds a Master's degree in Science and possesses extensive expertise in the stock and financial markets. He is a regular columnist for leading newspapers and financial journals. He has undertaken innumerable investment banking transactions and Merger & Acquisition transactions over a career spread over 50 years. He was also acting as SEBI Authorised Portfolio Manager.	Mrs. Sarita Agrawal, holds a Master's degree in Philosophy and boasts over three decades of entrepreneurial experience driven by self-motivation. She brings a wealth of diverse expertise across various industries and is proficient in managing comprehensive operations, having successfully overseen numerous ventures.
Terms and Conditions of Appointment/ Re-appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Shiv Kumar Singhal is liable to retire by rotation.	Mr Pattamadai Natarajasarma Vijay is proposed to be appointed as a Non-Executive Independent Director not liable to retire by rotation.	Mrs. Sarita Agrawal is proposed to be appointed as a Non-Executive Independent Director not liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any).	As mentioned in Report on Corporate Governance forming part of the Annual Report.	Not Applicable	Not Applicable
Remuneration proposed to be paid	Entitled to sitting fees for Board/Committee meetings.	Entitled to sitting fees for Board/Committee meetings.	Entitled to sitting fees for Board/Committee meetings.
Date of first appointment on the Board.	10th November, 2020	–	–
Shareholding in the Company as on March 31, 2024.	1100	NIL	NIL
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2023-24).	Please refer the Corporate Governance Report	Not Applicable	Not Applicable

Directorships of other Boards	Please refer the Corporate Governance Report	<ol style="list-style-type: none"> 1. Nayara Energy Limited 2. Pharmaids Pharmaceuticals Limited 3. Maharashtra Seamless Limited 4. Ilearnfinance Academy Private Limited. 5. Rainbow Digital Services Pvt. Ltd. 	Not Applicable
Membership / Chairmanship of Committees of other Boards	NIL	<ol style="list-style-type: none"> 1. Chairperson of Audit, Nomination & Remuneration Committee of Pharmaids Pharmaceuticals Ltd. 2. Chairperson of Audit Committee of Maharashtra Seamless Limited. 3. Member of CSR & Sustainability, Stakeholder Relationship Committee of Nayara Energy Limited 	Not Applicable
Listed entities from which resigned in past three years	NIL	NIL	NIL