

Date: 6<sup>th</sup> September, 2018

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza  
Plot no. C/1, G Block  
Bandra- Kurla Complex, Bandra (E)  
Mumbai - 400 051  
NSE Company Code: JINDWORLD

**The Bombay Stock Exchange Limited**  
Listing Department  
Phiroz Jeejeebhoy Tower,  
25th Floor, Dalal Street  
Mumbai – 400 001  
BSE Company Code: 531543

Ref: Company ISIN NO. : - INE247D01021

**Subject: NOTICE OF 32<sup>ND</sup> ANNUAL GENERAL MEETING AND BOOK CLOSURE PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Dear Sir/Ma'am,

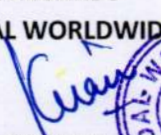
Pursuant to Regulations 30, 42, 44 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we notify the following as under:

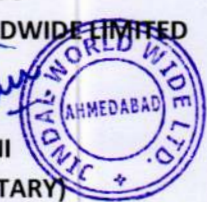
1. The 32<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held on **Friday, 28<sup>th</sup> September, 2018 at 4.30 p.m.** at 206, Chikwadi, Saijpur, Gopalpur, Ahmedabad - 382445. The notice of the 32<sup>nd</sup> Annual General Meeting is enclosed herewith.
2. The Register of Members and the Share Transfer Book will remain closed from **Saturday, 22<sup>nd</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018** (both days inclusive) for the purpose of AGM and determining names of the Shareholders eligible for dividend on equity shares for the Financial Year 2017-2018. The dividend, if approved by the shareholders, will be paid within 30 days from the date of declaration.
3. The Company has provided the facility to vote by electronics means (e-voting) on all resolutions as set out in the notice of AGM to those members, holding shares either in physical or in electronic form as on the cut-off date i.e. **Friday, 21<sup>st</sup> September, 2018**. The remote e-voting will commence at **Tuesday, 25<sup>th</sup> September, 2018 (9:00 a.m.) and ends on Thursday, 27<sup>th</sup> September, 2018 (5:00 p.m.)**.

You are kindly requested to acknowledge and update the same in your records.

THANKS & REGARDS

FOR JINDAL WORLDWIDE LIMITED

  
CS KIRAN GERYANI  
(COMPANY SECRETARY)



Encl. – Notice of AGM; Proxy Form; Attendance Slip; Route Map.

## NOTICE OF 32<sup>ND</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the Members of **JINDAL WORLDWIDE LIMITED** will be held on **Friday, the 28<sup>th</sup> day of September, 2018** at **4:30 P.M.** at **206, Chikwadi, Saijpur, Gopalpur, Ahmedabad-382445**, to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No.01 : Adoption of Financial Statements -**

To consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.

#### **Item No.02 : Declaration of Final Dividend -**

To declare the final dividend @ 5% on Paid Up Equity Share Capital (i.e ₹ 0.25 paise per equity share).

#### **Item No.03 : Re-Appointment of Mr. Jitendra Agrawal (DIN: 00243327) as a Director liable to retire by rotation -**

To appoint a Director in place of Mr. Jitendra Agrawal (DIN: 00243327), who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **Item No.04 : Ratification of remuneration payable to M/s. K. V. Melwani & Associates, Practicing Cost Accountants, Ahmedabad, Cost Auditors of the Company for Financial Year 2018-2019 -**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. K. V. Melwani & Associates, Practicing Cost Accountants (FRN:100497) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the Financial Year 2018-2019, amounting to ₹ 85,000/- excluding taxes, travelling and other out-of-pocket expenses incurred by the said Auditor in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

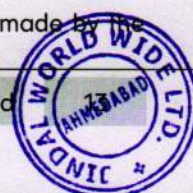
#### **Item No.05 : To re-appoint Mr. Shrikant N. Jhaveri (DIN: 02833725) as an Independent Director of the Company -**

**Elucidation:** The members are hereby informed that Mr. Shrikant N. Jhaveri, an Independent Director of the Company who was appointed with the shareholder's approval in the Annual General Meeting held on 27<sup>th</sup> September, 2017 for a term of 1 year i.e. w.e.f 10<sup>th</sup> May, 2017 to 09<sup>th</sup> May, 2018, is required to be re-appointed on the Board of the Company due to the expiry of his existing term of appointment.

Accordingly, the consent of the members is required to re-appoint him as an Independent Director of the Company for a further period of 5 (Five) Years for a second consecutive term w.e.f. 10<sup>th</sup> May, 2018 to 09<sup>th</sup> May, 2023; the same which was accorded by the Board of Directors in their Board Meeting held on 03<sup>rd</sup> May, 2018, subject to the prior approval of shareholders in the ensuing Annual General Meeting.

To consider and if thought fit, to pass, with or without modification(s), the following Resolutions as a **Special Resolutions:**

**“RESOLVED THAT** pursuant to the provisions of Section 149 read with the Schedule IV, Section 152, & other applicable provisions, Rules, Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and of the SEBI (LODR) Regulations, 2015, and further pursuant to the Article of the Association of the Company and considering the recommendations made by the



Nomination and Remuneration Committee and further approval of the Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Mr. Shrikant N. Jhaveri (DIN: 02833725) as an Independent Director of the Company; whose first term of appointment expired on 09<sup>th</sup> May, 2018 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director of the Company; to hold office for a second term of 5(Five) consecutive years w.e.f. 10<sup>th</sup> May, 2018 to 09<sup>th</sup> May, 2023, not liable to retire by rotation and on such terms and conditions as detailed in the explanatory statement hereto, which is hereby approved and sanctioned, with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and /or agreement in such manner as may be mutually decided by the Board of Directors and the re-appointing Independent Director.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of SEBI (LODR) Regulations, 2015 and SEBI (LODR) (Amendment) Regulations, 2018 thereof to be effective from 1<sup>st</sup> April, 2019 & other applicable provisions, Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), if any; the consent of the members be and is hereby accorded for continuing the directorship of Mr. Shrikant N. Jhaveri as the Independent Non-Executive Director on the Board of the Company, on or after attaining the age of 75 years during his term of re-appointment w.e.f. 10<sup>th</sup> May, 2018 to 09<sup>th</sup> May, 2023, on the basis of justification stated in the explanatory statement annexed to this notice hereto.”

**“RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolutions without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**Item No.06 : To consider and approve the proposal of sub-dividing/ splitting of Face Value of Equity Shares from ₹ 5/- each to ₹ 1/- each of the Company as per Section 61(1)(d) of the Companies Act, 2013 -**

**Elucidation:** In order to improve the liquidity of your Company’s Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Members are informed that it would be advantageous for the Company for sub-dividing the Face Value of the Company from ₹ 5/- to ₹ 1/- each and consequent sub-division of Equity shares thereof.

To consider and if though fit, to pass, with or without modification(s), the following Resolutions as a **Special Resolutions:**

**“RESOLVED THAT** pursuant to the provisions of Section 61(1)(d) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, permissions as may be required from concerned authorities or bodies and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, the consent of the Members be and is hereby accorded for sub-dividing the existing Authorized Share Capital of the Company as follows:

Class of Share Capital	From			To		
	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)
Authorized Share Capital	6,00,00,000	5/-	30,00,00,000/-	30,00,00,000	1/-	30,00,00,000/-

**“RESOLVED FURTHER THAT** pursuant to the sub-division of Face Value of Equity Shares of the Company, the existing fully paid-up 4,01,04,080 Equity Shares of the Company of the Face Value of ₹5 /- each (Rupees Five Only)

as existing on the Record Date (as and when be decided by the Board), shall stand sub-divided into fully paid-up 20,05,20,400 (After Split) Equity Shares of Face Value of ₹ 1/- each (Rupee One Only) with effect from the Record Date (as and when be decided by the Board)."

**The existing Paid Up Capital be sub-divided as follows:**

Class of Share Capital	From			To		
	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)	No. of Shares	Face Value (in ₹)	Total Share Capital (in ₹)
Paid Up Equity Share Capital	4,01,04,080	5/-	20,05,20,400/-	20,05,20,400	1/-	20,05,20,400/-

**"RESOLVED FURTHER THAT** upon the sub-division of the Face Value of Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the Face Value of ₹ 5/- each held in physical form, if any, shall be deemed to have been automatically cancelled with effect from the Record Date (as and when be decided by the Board), and the Board be and is hereby authorized to recall the same from the shareholders, if necessary, and to issue new shares certificates in lieu thereof, with regard to sub-divided equity shares in accordance with the provisions of the Companies (Share Capital and Debentures) Rules, 2014 (as amended) and other applicable regulations and in the case of the Equity Shares held in the dematerialized form, the sub-divided Equity Shares shall be credited to the respective beneficiary accounts of the members with their Depository Participants and the Company shall take such corporate actions as may be necessary in relation to the existing Equity Shares."

**"RESOLVED FURTHER THAT** any Director(s) and/or Company Secretary of the Company be and is/are hereby Jointly/Severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution including but not limited to fixing of the record date as per the requirements of the SEBI (LODR) Regulations, 2015 and subsequent amendments thereto and such other applicable provisions/enactments and amendments from time to time, execution of all necessary documents with the Stock Exchanges and the Depositories and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and to settle any question or difficulty that may arise with regard to the sub-division of the Equity Shares as aforesaid or for any matters connected herewith or incidental hereto."

**Item No.07 : To consider and approve Alteration of 'Capital Clause' in Memorandum of Association as per the Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 -**

**Elucidation:** The proposed sub-division of Face Value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be altered and substituted with the a new Clause V to reflect the corresponding changes in the Authorized Share Capital consequent to the said sub-division of Face Value of Equity Shares of the Company.

The members are requested to consider and, if though fit, to pass, with or without modification(s), the following Resolutions, as a **Special Resolutions:**

**"RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for the amendment and substitution of the existing Clause V of the Memorandum of Association of the Company with the following new Clause V:

“V. The Authorized Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores Only) divided into 30,00,00,000 (Thirty Crores Only ) Equity Shares of ₹ 1/- (Rupees One Only) each.”

“**RESOLVED FURTHER THAT** the draft copy of the altered Memorandum of Association of the Company as circulated to the members be and is hereby considered, approved and adopted by the members; subject to the approval of Registrar of Companies, Ahmedabad.”

“**RESOLVED FURTHER THAT** any Director(s) and/or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto and to execute all such documents, instruments and writings as may be required in this connection and, to give effect to the aforesaid resolution.”

**By Order of the Board of Directors**

**(Dr. Yamunadutt Agrawal)**

**Chairman/ Director**

**DIN: 00243192**

**Place : Ahmedabad**

**Date : 13<sup>th</sup> August, 2018**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under Item No. 04 to 07 as stated above is annexed hereto.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 07<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of existing Auditors, who were appointed in the 31<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Relevant Rules and pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015; the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 22<sup>nd</sup> September, 2018 to Friday, 28<sup>th</sup> September, 2018** (both days inclusive) for the purpose of the 32<sup>nd</sup> Annual General Meeting (AGM).
7. The documents referred to in the notice are open for inspection at the Registered & Corporate Office of the Company on all working days except Sunday(s) and Public holidays, between 11.30 A.M. to 02.30 P.M. up to the date of Annual General Meeting.
8. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 12 days in advance, so as to enable the Company to keep the information ready.
9. For the convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, annexed to this Annual Report. Members/ Proxies are requested to



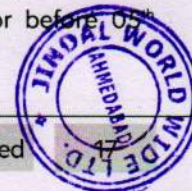
bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.

10. Members who hold the shares in the dematerialized form and physical form are requested to incorporate their DP ID and Client ID Number and Folio Number, respectively, in the Attendance Slip/Proxy Form; alongwith the number of shares held by them; for easier identification of attendance at the Meeting.
11. Corporate members intending to send their authorized representative to attend the Meeting are requested to ensure that the authorized representative carries a certified copy of the Board Resolution, Power of Attorney, or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
12. Members are requested to bring their copy of Annual Report at the Meeting.
13. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.
14. Members holding shares in terms of physical mode and dematerialized mode are requested to notify immediately the change of their address , e-mail ids and bank particulars/mandate to the Registrar and Share Transfer Agent M/s. CAMEO CORPORATE SERVICES LIMITED, the Company and their respective Depository Participants and in case of any queries shareholders can write at "investor@cameoindia.com"; on a separate letter without clubbing it with any other request, for quicker attention.
15. If any of the members are holding shares in the same name or in the same order of names, under different folios, then members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
16. Members holding shares in single name and in physical form are advised to register the nomination in respect of their shareholding in the Company. The Nomination Form SH-13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.
17. **MANDATORY UPDATION OF PAN AND BANK ACCOUNT DETAILS:** With reference to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 and SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16<sup>th</sup> July, 2018 , all the physical shareholders of the Company whose ledger folios have incomplete/incorrect/invalid details with respect to PAN and Bank Account details, are required to provide such particulars as are mandatorily required to be furnished ; to the Issuer Company/RTA for recording the same in the respective shareholder records.

Accordingly, in compliance with aforesaid circulars, a letter in respect of updation of the aforesaid details alongwith a KYC Form has been dispatched to all those physical shareholders whose details were incomplete/incorrect/invalid in the Register of Members, on 09<sup>th</sup> August, 2018 by the Registrar & Transfer Agent of the Company.

Additionally, for better compliance and for the purpose of updation of the correct and valid details, all the shareholders are requested to fill in the all the details as required in the said "KYC Form" which forms a part of this Annual Report and send the signed "KYC Form" to the RTA of the Company and a copy of same at the Registered Office of the Company.

18. **MANDATORY DEMATERIALIZATION OF PHYSICAL SECURITIES:** With reference to the SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 read with BSE Circular No. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July, 2018 and NSE Circular No. NSE/CML/2018/26 dated 9<sup>th</sup> July, 2018, in regard to the amendment in Regulation 40 of SEBI (LODR) (Fourth Amendment) Regulations, 2018 for mandatory dematerialization of the physical securities upto 5<sup>th</sup> December, 2018; all the physical shareholders of the Company are hereby requested to convert their shares held in physical form into dematerialization form on or before 05<sup>th</sup> December, 2018.



The detailed procedure of conversion of physical shares into dematerialization form is available on the website of Central Depository Services (India) Limited (CDSL) i.e. "[www.cdslindia.com](http://www.cdslindia.com)", National Securities Depository Limited (NSDL) i.e. "[www.nsdl.co.in](http://www.nsdl.co.in)" and Company i.e. "[www.jindaltextiles.com](http://www.jindaltextiles.com)".

Any request for effecting transfer of shares held in physical form will not be processed by the RTA or the Company with effect from 5<sup>th</sup> December, 2018. In case of any queries, the shareholders are requested to kindly contact to the RTA/Company.

**Accordingly, key points of the aforesaid circulars are:**

- a.) The amendment does not prohibit the investor from holding the shares in physical form, investor has the option of holding shares in physical form even after 5<sup>th</sup> December, 2018.
  - b.) The amendment is not applicable for transmission (i.e. transfer of title of shares by way of inheritance / succession) and transposition (i.e. re arrangement / interchanging of the order of name of shareholders) cases.
  - c.) Any investor who is desirous of transferring shares (which are held in physical form) after 5<sup>th</sup> December, 2018 can do so only after the shares are dematerialized.
19. The Company has designated and exclusive Email ID:- "[csjindal@jindaltextiles.com](mailto:csjindal@jindaltextiles.com)" for redressal of shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write at the above mentioned e-mail address.
20. The Notice of this 32<sup>nd</sup> Annual General Meeting, Audited Financial Statements for Financial Year 2017-2018 along with Directors' Report and Auditors' Report are available on the website of the Company "[www.jindaltextiles.com](http://www.jindaltextiles.com)".
21. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DOP/CIR-05/2007 dated 27<sup>th</sup> April, 2007, has made "PAN" the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /Registrar and Share Transfer Agent for registration of such transfer of shares.
22. The dividend, as recommended by the Board of Directors, if declared at this ensuing Annual General Meeting, will be paid on due date to those members whose names stand registered on the Company's Register of Members: -
- a.) **As Beneficial Owners**- as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) in respect of shares held in Demat Form, and;
  - b.) **As Members**- as per Register of Members of the Company in respect of shares in Physical Form ; as at the end of business hours on cut-off date of **Friday, 21<sup>st</sup> September, 2018** (being the book closure period starting from Saturday, 22<sup>nd</sup> September, 2018).
23. A Route Map of the venue of the 32<sup>nd</sup> Annual General Meeting is forming part of this Annual Report as per the requirement of the Secretarial Standards -2 on "General Meeting".



24. Pursuant to the Section 152 of the Companies Act, 2013, Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 issued by ICSI, the Details of the Directors seeking Re-Appointment in the ensuing Annual General Meeting are as given below:

NAME	MR. JITENDRA AGRAWAL	MR. SHRIKANT N. JHAVERI
Directors Identification Number (DIN)	00243327	02833725
Date of Birth & Nationality	27 <sup>th</sup> October, 1960 – Indian	20 <sup>th</sup> December, 1943 - Indian
Qualification	Mr. Jitendra Agrawal, aged 57 Years is Commerce Graduate. He boasts more than 40 years of experience in handling the textile business and has been instrumental in long-term visions and strategies of the Company. He possess National & International experience in textile manufacturing and marketing of textiles products.	Mr. Shrikant N. Jhaveri, aged 74 Years is a Post Graduate (Masters of Science) in Electrical Engineering from Stevens Tech, New Jersey (U.S.A). He is an energetic, focused and organized personality having vast experience in Electrical Industry. He is currently an Independent Director in S A L Steel Limited since 2011 and was Deputy General Manager (DGM) of Gujarat Industrial Investment Corporation, a Semi-Government Financial Corporation.
Date of first Appointment on the Board of the Company	1 <sup>st</sup> April, 2001	10 <sup>th</sup> May, 2017
Shareholding in Jindal Worldwide Limited as at 31 <sup>st</sup> March , 2018	14,96,000 Equity Shares @ ₹ 5/- each	NIL
Directorship held in other Companies	<ol style="list-style-type: none"> <li>1. Jindal Synthetics Limited</li> <li>2. Jindal Denifin Line Private Limited</li> <li>3. Yash Exports (India) Private Limited</li> <li>4. Jilco Securities Limited</li> <li>5. Shikha Weavers Private Limited</li> <li>6. Bellfield Power Inception Private Limited</li> <li>7. Marveltech Industrial Textile Park Private Limited</li> </ol>	<ol style="list-style-type: none"> <li>1. S A L Steel Limited</li> </ol>
Membership/Chairmanships of Audit and Stakeholders Relationship Committees in other Companies	NIL	<b>SAL Steel Limited:</b> Audit Committee- Member
Relationship with other Directors / Key Managerial Personnel	Brother of Dr. Yamunadutt Agarwal and not related to any other Director / KMP	NIL
Number of meetings of the Board attended during the Financial Year 2017-2018	11	07





**25. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:**

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 issued by the ICSI, the Company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the ensuing Annual General Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners are maintained by the Depositories as on the Cut-off date of **Friday, 21<sup>st</sup> September, 2018**, shall be entitled to avail the facility of remote e-voting as well as voting at the ensuing Annual General Meeting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the Annual General Meeting and prior to the Cut-off date i.e. Friday, 21<sup>st</sup> September, 2018, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the ensuing Annual General Meeting by following the procedure mentioned in this part.
- iv. The e-voting period begins on **Tuesday, 25<sup>th</sup> September, 2018 (9:00 A.M.)** and ends on **Thursday, 27<sup>th</sup> September, 2018 (5:00 P.M.)**. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 21<sup>st</sup> September, 2018, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- v. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The facility for voting through Ballot Form (Poll Paper) would be made available at the ensuing Annual General Meeting and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the Meeting, but shall not be entitled to cast their vote again.
- vii. The voting rights of the members shall be in proportion of their shares to the paid up equity share capital of the Company as on the Cut-off date of Friday, 21<sup>st</sup> September, 2018.
- viii. **M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad**, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process as well as the voting through Poll paper at the ensuing Annual General Meeting, in a fair and transparent manner.
- ix. The Scrutinizer shall immediately, after the conclusion of voting at ensuing Annual General Meeting, will first count the votes cast at the ensuing Annual General Meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall, submit a Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the voting forthwith, within 48 hours of conclusion of the Annual General Meeting.
- x. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL "[www.cdslindia.com](http://www.cdslindia.com)" and on the website of the Company "[www.jindaltextiles.com](http://www.jindaltextiles.com)".



48 hours after the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

The Step by Step procedure and instructions for casting your vote electronically are as under:

- a) The e-voting period begins on **Tuesday, 25<sup>th</sup> September, 2018 (9:00 A.M.)** and ends on **Thursday, 27<sup>th</sup> September, 2018 (5:00 P.M.)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, 21<sup>st</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) The shareholders should log on to the e-voting website "**www.evotingindia.com**"
- c) Click on "Shareholders".
- d) 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.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) 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.
- g) 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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 (d).</li> </ul>

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant Company (**Jindal Worldwide Limited**) on which you choose to vote.
- l) 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.

- m) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- n) 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.
- o) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q) If a demat account holder has forgotten the 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.
- r) Shareholders can also cast their vote using CDSL’s mobile application “m-Voting” available for IOS, Android & Windows based mobiles. The m-Voting app can be downloaded from Google Play Store. Shareholders may login to “m-voting” using their e-voting credentials to vote for the Company resolution(s).

**Note for Non – Individual Shareholders and Custodians -**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to “[www.evotingindia.com](http://www.evotingindia.com)” and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to “[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)”.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to “[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)” and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at “[www.evotingindia.com](http://www.evotingindia.com)” under help Section or write an email to “[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)”. The contact details of the officials responsible to address the grievances connected with e-voting is mentioned below:

**CONTACT DETAILS**

<b>Company</b>	<b>: JINDAL WORLDWIDE LIMITED</b> Opp. D – Mart, I.O.C. Petrol Pump Lane, Shivranjani, Shyamal 132 Ft Ring Road, Satellite, Ahmedabad – 380015, Gujarat Phone: 91-79-71001500 <b>E-mail Id: “<a href="mailto:csjindal@jindaltextiles.com">csjindal@jindaltextiles.com</a>”</b> <b>Website: “<a href="http://www.jindaltextiles.com">www.jindaltextiles.com</a>”</b>
<b>Registrar and Transfer Agent</b>	<b>: M/s. CAMEO CORPORATE SERVICES LIMITED</b> Subramanian Building, No. 1, Club House Road Chennai 600 002 Phone: 044- 28460390 <b>E-mail Id: “<a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a>”</b>
<b>E-Voting Agency</b>	<b>: CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED</b> <b>E-mail Id: “<a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>”</b>
<b>Scrutinizer</b>	<b>: M/S. SPANJ &amp; ASSOCIATES,</b> Practicing Company Secretaries, Ahmedabad <b>E-mail Id: “<a href="mailto:csdoshiac@gmail.com">csdoshiac@gmail.com</a>”</b>



**EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013****Item No. 04 :**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. K. V. Melwani & Associates, Practicing Cost Accountants, Ahmedabad as Cost Auditors to conduct the audit of the cost records maintained by the Company in respect of textiles products for the Financial Year ending on 31<sup>st</sup> March, 2019 at a remuneration of ₹ 85,000/- excluding Goods and Service Tax, travelling and other out-of-pocket expenses incurred by her in connection with the aforesaid audit.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 04 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31<sup>st</sup> March, 2019.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 04 of the Notice.

The Board of Directors recommends the Ordinary Resolution as set out in Item No. 04 for the approval of the shareholders of the Company.

**Item No. 05 :**

**Justification of Re-Appointment :** Pursuant to the provisions of Section 149 read with the Schedule IV, Sections 152, 161 & other applicable provisions (including any statutory modification(s) or re-enactment thereof for the being in force), if any, of the Companies Act, 2013, Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015, the Article of the Association of the Company, considering the recommendations made by the Nomination and Remuneration Committee and as part of the initiative to create enduring guidance for the Company and to enhance the involvement of the professionalized personnels in Management of the Company; **Mr. Shrikant N. Jhaveri (DIN: 02833725)**, who was appointed as an Independent Director of the Company with the shareholder's approval in the 31<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017 for a term of 1 year i.e. w.e.f 10<sup>th</sup> May, 2017 to 09<sup>th</sup> May, 2018 (First Term), is required to be re-appointed on the Board of the Company due to the expiry of his existing term of appointment.

Accordingly, the Nomination & Remuneration Committee of the Company; on the basis of the report of performance evaluation which meets out the expectation of the management; has recommended re-appointment of Mr. Shrikant N. Jhaveri for a second consecutive term on the Board of the Company.

Pursuant to the recommendation of the Nomination & Remuneration Committee, based on the performance evaluation of the said Independent Director and considering his background, experience and contributions made by him during his tenure, the Board of Directors considers that the continued association of Mr. Shrikant N. Jhaveri would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Accordingly, the consent of the members is required to re-appoint him as an Independent Director of the Company for a further period of 5 Years for a second consecutive term w.e.f. 10<sup>th</sup> May, 2018 to 09<sup>th</sup> May, 2023; the same which was accorded by the Board of Directors in their Board Meeting held on 03<sup>rd</sup> May, 2018, subject to the prior approval of shareholders in the ensuing Annual General Meeting.

**Continued Directorship:** As per Regulation 17(1A) of the SEBI (LODR) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), to be effective at various stages, inter alia, provides that "no listed company shall appoint



a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect”.

Accordingly, Mr. Shrikant N. Jhaveri will attain the age of 75 years on 20<sup>th</sup> December, 2018 and hence approval for his continued directorship after attainment of 75 years of age, during his tenure of appointment, requires the approval of shareholders by way of a Special Resolution; the same which, as per the recommendation of the Nomination and Remuneration Committee, is accorded by the Board of Directors in their Board Meeting held on 13<sup>th</sup> August, 2018, subject to the prior approval of shareholders in the ensuing Annual General Meeting and on the basis of the justification stated above.

**Declarations:** Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015. In the opinion of the Board he do fulfill the conditions as specified both in the Companies Act, 2013 and rules framed there and SEBI (LODR) Regulations, 2015 for his re-appointment as an Independent Director of the Company.

**Terms :** Mr. Shrikant N. Jhaveri is being re-appointed for the second consecutive term for the period of 5 years w.e.f. 10<sup>th</sup> May, 2018 to 09<sup>th</sup> May, 2023. Pursuant to Section 149(13) of the Companies Act, 2013, the term of the said re-appointing Director shall not be liable to retire by rotation, being the same Independent Director.

He shall be paid such sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board within the limits stipulated under the Companies Act, 2013.

A Copy of letter of re-appointment of Mr. Shrikant N. Jhaveri setting out the detailed terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company and is placed on the website of the Company “[www.jindaltextiles.com](http://www.jindaltextiles.com)”.

**Brief Profile of Mr. Shrikant N. Jhaveri:** Mr. Shrikant N. Jhaveri, aged 74 Years is a Post Graduate (Masters of Science) in Electrical Engineering from Stevens Tech, New Jersey (U.S.A). He is an energetic, focused and organized personality having vast experience in Electrical Industry. He is currently an Independent Director in S A L Steel Limited since 2011 and was Deputy General Manager (DGM) of Gujarat Industrial Investment Corporation, a Semi-Government Financial Corporation. The details of said Director seeking re-appointment are mentioned in Point no. 24 of the notes to the Notice of this Annual General Meeting.

**Candidature:** Pursuant to Section 160 of the Companies Act, 2013; a notice has been received from Mr. Amit Agrawal, signifying the candidature of Mr. Shrikant N. Jhaveri as an Independent Director and intention to propose his re-appointment as Independent Director of the Company.

Further, as the said re-appointment was recommended by the Nomination & Remuneration Committee of the Company; the requirement of deposit of ₹ 1 Lakh for proposing candidature is dispensed away with due to amendment made under Section 160 of the Companies Act, 2013 vide MCA Notification dated 9<sup>th</sup> February, 2018.

**Relationship/Interest:** None of the Directors / Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, financially or otherwise, in passing of the above mentioned resolution, except Mr. Shrikant N. Jhaveri.

Accordingly, consent of the members is sought for passing a Special Resolutions as set out at Item No. 05 of the Notice of this Annual General Meeting, in relation to the re-appointment of Independent Director.

The Board of Directors recommends the Special Resolutions as set out in Item No. 05 for the approval of the shareholders of the Company.



**Item No. 06 :**

In order to improve the liquidity of your Company's Equity Shares in the Stock Markets with higher floating stock in absolute numbers and to make them more affordable for the small retail investors to invest in the Company, the Members are informed that it would be advantageous for the Company for sub-dividing the Face Value of the Equity Shares of the Company from ₹ 5/- each to ₹ 1/- each and consequent sub-division of Equity shares thereof.

Accordingly, consent of the members is sought for passing a Special Resolutions as set out in Item No. 06 of the Notice of this Annual General Meeting, in relation to the Sub-Division of the Equity Shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives is/are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of the Notice, except to the extent of their respective shareholding in the Company.

The Board of Directors recommends the Special Resolutions as set out in Item No. 06 for the approval of the shareholders of the Company.

**Item No. 07 :**

The proposed sub-division of Face Value of equity shares of the Company requires alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company. In view of this, Clause V of Memorandum of Association is proposed to be altered and substituted with the a new Clause V to reflect the corresponding changes in the Authorized Share Capital of the Company consequent to the said sub-division of Face Value of Equity Shares of the Company.

A copy of the proposed set of new Memorandum of Association of the Company is available for inspection by the members at the registered office of the Company.

Accordingly, consent of the members is sought for passing a Special Resolutions as set out in Item No. 07 of the Notice of this Annual General Meeting, in relation to the Alteration of Capital Clause of the Memorandum of Association of the Company,

None of the Directors / Key Managerial Personnel of the Company / their relatives is / are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 07 of the Notice, except to the extent of their respective shareholding in the Company.

The Board of Directors recommends the Special Resolutions as set out in Item No. 07 for the approval of the shareholders of the Company.

**By Order of the Board of Directors**

**(Dr. Yamunadutt Agrawal)**

**Chairman/ Director**

**DIN: 00243192**

**Place : Ahmedabad**

**Date : 13<sup>th</sup> August, 2018**



**JINDAL WORLDWIDE LIMITED**

CIN: L17110GJ1986PLC008942

Regd. Office: "Jindal House", I.O.C. Petrol Pump Lane,  
Shivranjani Shyamal 132 Ft Ring Road, Satellite, Ahmedabad - 380015

**ATTENDANCE SLIP****32<sup>ND</sup> ANNUAL GENERAL MEETING**Friday, 28<sup>th</sup> September, 2018

Reg. Folio/DP & Client No.	
No .of Shares Held	

Member's Name : \_\_\_\_\_

Proxy's Name : \_\_\_\_\_

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 32<sup>nd</sup> Annual General Meeting of the Company on Friday, 28<sup>th</sup> September, 2018 at 4.30 P.M. at 206, Chikuwadi, Saijpur, Gopalpur, Ahmedabad-382445.

\_\_\_\_\_  
Member's/ Proxy's Signature

**Note:**

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.





**KYC FORM**

{Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018 }

To  
**CAMEO CORPORATE SERVICES LTD**  
Subramanian Building No.1, Club House Road  
Chennai -600002. Phone No.044-28460390  
**Unit : JINDAL WORLDWIDE LIMITED**  
**Regd. Office :**  
"Jindal House" Opp.D-Mart, I O C Petro Pump Lane, Shivranjani Shyamal,  
132ft Ring Road, Satellite, Ahmedabad - 380015  
Phone 079-71001500

Date: // //

**Folio No:**

Dear Sir Madam,

We refer to the current KYC status as provided by you in the below table:

**No of Shares:** \_\_\_\_\_

Name of the shareholder(s)	PAN (A)	Bank details (B)	Specimen Signature (C)	Email ID (D)	Mobile No. (E)	Nominee Details (F)

Based on the above data, we are forwarding herewith the required supporting documents by ticking in the appropriate checkbox below for all the fields where the status is shown as 'Required' in the above table).

**A For registering PAN of the registered and/or joint shareholders (as applicable)**

Registered shareholder  Joint holder  Joint holder 2  Joint holder 3 (self-attested copy for all Shareholders attached)

**B For registering Bank details of the registered shareholder**

Aadhar/Passport/utility bill  Original cancelled cheque leaf  Bank Passbook/Bank Statement

**C For registering the Specimen Signature of registered and/or joint shareholders (as applicable)**

Affidavit  Banker verification  Original cancelled cheque leaf  Bank Passbook/Bank Statement (for all Shareholders attached)

**D For Updating the email id** \_\_\_\_\_

**E Mobile No**

\_\_\_\_\_

**F For registering the nominee details by the registered shareholder**

Form SH-13 (Nomination registration form attached)

Note:-For residents of Sikkim instead of PAN provide Aadhar Card/Voters Card/Driving License/Passport or any other identity proof issued by Govt.

I /We hereby state that the above mentioned details are true and correct and we consent towards updating the particulars based on the self-attested copies of the documents enclosed with this letter by affixing my/our signature(s) to it

Sign: \_\_\_\_\_  
Registered holder

Sign : \_\_\_\_\_  
Joint holder 1

Sign: \_\_\_\_\_  
Joint holder 2

Sign: \_\_\_\_\_  
Joint holder 3

**Postal barcode**

Mr/Ms/Mrs \_\_\_\_\_ (Registered holder)  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_





**JINDAL WORLDWIDE LIMITED**

CIN: L17110GJ1986PLC008942

Regd. Office: "Jindal House", I.O.C. Petrol Pump Lane,  
Shivranjani Shyamal 132 Ft Ring Road, Satellite, Ahmedabad - 380015

**PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and  
Rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I/We being the member(s) \_\_\_\_\_ of shares of Jindal Worldwide Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him  
 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him  
 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_

and whose signature(s) are appended below, as my/ our proxy to attend and vote (on a poll) for me/us and on my/behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on **Friday, 28<sup>th</sup> September, 2018 at 4.30 P.M. at 206, Chikwadi, Saijpur, Gopalpur, Ahmedabad-382445** and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	Resolutions	For	Against
1.	To consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended on 31 <sup>st</sup> March, 2018 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To declare the final dividend @ 5% on Paid Up Equity Share Capital (i.e ₹ 0.25 paisa per equity share).		
3.	To appoint a Director in place of Mr. Jitendra Agrawal (DIN: 00243327), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	Ratification of remuneration payable to M/s. K. V. Melwani & Associates, Practicing Cost Accountants, Ahmedabad, Cost Auditors of the Company for Financial Year 2018-2019.		
5.	To re-appoint Mr. Shrikant N. Jhaveri (DIN: 02833725) as an Independent Director of the Company.		
6.	To consider and approve the proposal of sub-dividing/ splitting of Face Value of Equity Shares from ₹ 5/- each to ₹ 1/- each of the Company as per Section 61(1)(d) of the Companies Act, 2013.		
7.	To consider and approve Alteration of 'Capital Clause' in Memorandum of Association as per the Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018.

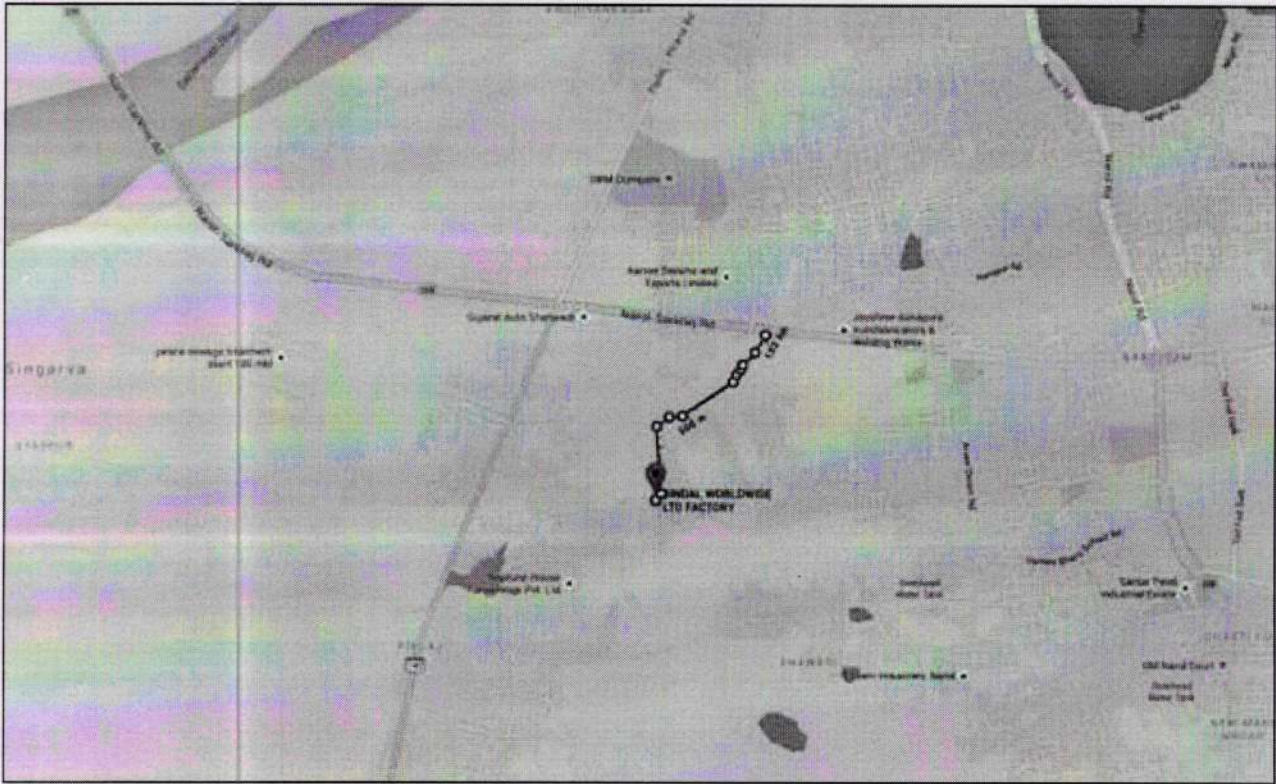
Signature of shareholder(s) \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
- A Proxy need not be a Member.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

**ROUTE MAP OF 32<sup>ND</sup> AGM VENUE**



**JINDAL WORLDWIDE LIMITED**

**At 206, Chikuwadi, Saijpur, Gopalpur, Ahmedabad-382445.**

