



**JINDAL SAW LTD.**

## **NOTICE**

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Jindal Saw Ltd. will be held at Registered Office at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.)- 281 403 on Saturday, the 28th day of September, 2013 at 1.30 p.m. to transact the following businesses:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss for the year ended 31st March, 2013 and the Reports of Directors and Auditors.
2. To declare a dividend.
3. To appoint a Director in place of Shri Devi Dayal, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Raj Kamal Agarwal, retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Dr. Kuldip Bhargava, retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint M/s. N. C. Aggarwal & Co., Chartered Accountants, retiring Auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

### **SPECIAL BUSINESS:**

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

“Resolved that Shri Neeraj Kumar be and is hereby appointed as a Director of the Company.”

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

“Resolved that in accordance with the provisions of Section 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 and subject to such approvals as may be necessary, Shri Neeraj Kumar be and is hereby appointed as Group CEO & Whole-time Director of the Company for a period of 5 years with effect from 1st July, 2013 on the following terms and conditions including remuneration with authority to the Board of Directors to alter and vary the terms and conditions of the said arrangement and/or remuneration subject to the same not exceeding the limits specified in Schedule XIII to the Companies Act, 1956 as may be agreed between the Board of Directors and Shri Neeraj Kumar :-

- (i) Basic Salary : ₹ 7,00,000/- per month.
- (ii) HRA : 50% of Basic Salary
- (iii) Responsibility Allowance : 75% of Basic Salary
- (iv) Contribution to the Provident Fund : 12% of the Basic Salary.
- (v) Bonus : 20% of the Basic Salary.
- (vi) Professional Pursuit : ₹ 750/- per month.
- (vii) Special Allowance: ₹ 613,880/- per month.
- (viii) CEA : As per Income Tax Act upto two children.
- (ix) Medical Benefits : Reimbursement of medical expenses incurred for self and family in a year up to ₹ 30,000/-.

## NOTICE

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- (x) Leave Travel Concession: Actual fares excluding hotel expenses incurred for self and family in a year up to ₹ 6,00,000/-.
- (xi) Gratuity : As per Rules of the Company but shall not exceed half month's salary for each completed year of service.

In Addition to the above salary, he will also be entitled for following perquisites:

1. One Club membership for self and family.
2. Company maintained two vehicles.
3. Medical Insurance for self and family as per policy of the Company.
4. Personal Accidental Insurance Coverage for self as per policy of the Company.
5. Other allowances and perquisites as per the Company's policy as is customary for such position.

"The Group CEO & Whole-time Director so long as he functions as such shall not be paid any sitting fee for attending the meetings of Board of Directors or Committees thereof and he shall not be liable to retire by rotation.

"Resolved Further that the Board of Directors be and is hereby authorized to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

Place: New Delhi  
Date: 1st July, 2013

By order of the Board  
for JINDAL SAW LTD.

Regd. Office:  
A-1, UPSIDC Indl. Area Nandgaon Road,  
Kosi Kalan Distt. Mathura (U.P.)-281 403

SUNIL K JAIN  
Company Secretary

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID & EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ABOVE MEETING.
2. The Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 relating to Special Business to be transacted is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 25th September, 2013 to 27th September, 2013 (both days inclusive).
4. The Dividend, if approved, will be paid to those shareholders whose names appear : (a) as Beneficial Owners as at the end of the business hours on 24th September, 2013 as per the list to be furnished by NSDL and CDSL in respect of shares held in the Electronic Form; and (b) as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 24th September, 2013.



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5. The Members are requested to notify promptly any change in their address to the Company.
6. Pursuant to the provisions of Section 205A of the Companies Act, 1956, as amended, dividend for the year ended 30th September, 2006 which having been remaining unpaid for a period of 7 years will be transferred to the Investor Education and Protection Fund established by the Central Government on or before 4th February, 2014. Shareholders who have not encashed the dividend warrants so far for the financial year ended on 30th September, 2006 are requested to make their claim to the Company at Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066 before 4th February, 2014. It may also be noted that once the unclaimed dividend is transferred to the fund as above, no claim shall lie in respect thereof.
7. Section 109A of the Companies Act, 1956 extends nomination facility to all shareholders.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agents, M/s. RCMC Share Registry Pvt. Ltd.
9. The information required under Clause 49 of the Listing Agreement relating to Corporate Governance with respect to those Directors retiring by rotation and seeking reappointment/ appointment is given hereunder.
10. Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed M/s RCMC Share Registry (P) Ltd., B-106, Sector -2, Noida as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.
11. Members are informed that the Company is sending Annual Report through e-mail to those Shareholders who have registered their e-mail id with the Company.

Place: New Delhi  
Date: 1st July, 2013

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for JINDAL SAW LTD.

SUNIL K JAIN  
Company Secretary

## NOTICE

### EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956

#### Item No. 7 & 8

The Board of Directors in their meeting held on 27th May, 2013 appointed Shri Neeraj Kumar as an additional director as well as Group CEO & Whole-time Director of the Company effective from 1st July, 2013 for a period of 5 years on the terms of remuneration as specified in the resolution. Shri Neeraj Kumar has a vast experience of about 23 years in general management, corporate strategy, corporate finance, chain management and re-engineering of process across core infrastructure, commodity, services and financial sectors with large Indian business houses, multinationals and financial institutions. He was also associated with the Company as Director-Finance & CFO from 2002 to 2006.

With the increase volume of business and complexities involved in the operation of the Company, the Board is of the view that the Company will be benefited by his rich experience. The Board, therefore, proposes his appointment to the office of Director as well as Group CEO & Whole-time Director for your approval.

In terms of Section 257 of the Companies Act, 1956, Shri Neeraj Kumar holds office as an additional director only up to the ensuing Annual General Meeting. The Company has received a notice pursuant to Section 257 from a member signifying his intention to propose the candidature of Shri Neeraj Kumar to the office of director of the Company.

None of the Directors other than Shri Neeraj Kumar himself is in any way interested or concerned in the Resolution.

The above details may please be treated as an abstract of terms of appointment and remuneration between the Company and Shri Neeraj Kumar under Section 302 of the Companies Act, 1956.

Place: New Delhi  
Date: 1st July, 2013

By order of the Board  
for JINDAL SAW LTD.

Regd. Office:  
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Kosi Kalan Distt. Mathura (U.P.)-281 403

SUNIL K JAIN  
Company Secretary

#### IMPORTANT COMMUNICATION TO MEMBERS

In an effort to make the earth a better place to live, the green movement has been sweeping over the Globe. Not only are individuals doing things to help the environment, companies & governments are as well. The Ministry of Corporate Affairs (MCA) has taken an "Green Initiative in Corporate Governance" by allowing paperless compliance by Companies through electronic mode and has issued recently a circular bearing no. 17/2011 dated April 21, 2011 stating that service of documents by a Company to its members can be made through electronic mode. The move of the ministry allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants, Members who hold shares in physical form are requested to fill in the Registration form provided in this Annual Report and register the same with M/s RCMC Share (Registry) Private Limited.



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## NOTICE

Details of Directors seeking appointment/ reappointment at the forthcoming Annual General Meeting pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges

Name of Director	Shri Devi Dayal	Dr. Raj Kamal Agarwal	Shri Kuldip Bhargava	Shri Neeraj Kumar
Date of Birth	02.07.1941	07.07.1952	22.04.1953	02.05.1963
Date of Appointment	30.07.2004	30.01.2006	22.11.2001	01.07.2013
Qualification	LL. B., M. A.	M.B.B.S.	Industrialist	M. Sc. (Physics) & MBA
Expertise in Specific Functional Area	I.A.S. (Retd.)	Dr. Agarwal is a Medical Practitioner. He has been on the Board of several public and private limited companies for a long time and has a considerable experience in corporate affairs.	Shri Kuldip Bhargava, is an industrialist. He has more than 38 years of experience in managing industries like steel rolling, casting, fabrication, tubes making, etc.	Management & Finance
Directorship in other Indian Public Limited Companies as on 31.03.2013	1. Hotels Sun Air Ltd. 2. Omexe Ltd. 3. Sahara Prime City Ltd.	1. Hexa Tradex Ltd. 2. Virtue Drilling PTE Ltd	Hexa Tradex Ltd.	NIL
Chairman / Membership of Committees in other Indian Public Limited Companies as on 31.3.2013 (C=Chairman ; M=Member)	Nil	2 (M)	1 (C) 1 (M)	Nil
No. of equity shares held	Nil	Nil	8,000	Nil
Director Identification No	01083282	00005349	00011103	01776688



# JINDAL SAW LTD.

Registered office: A-1, UPSIDC Indl. Area, Nandgaon Road,  
Kosi Kalan, Distt. Mathura (U.P.) - 281 403

## PROXY FORM & ATTENDANCE SLIP

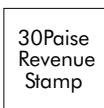
I/We.....of.....  
in the District of.....being a member/of.....  
the above named Company hereby appoint.....  
of.....in the district of.....  
.....of failing him.....  
of.....in the district of.....  
as my/ our proxy to attend and vote for us/me behalf at the 28th Annual General Meeting to be held on Saturday, the 28th day of September, 2013 at 1.30 P.M. at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 and at any adjournment thereof.

Signed this.....day of.....

Signature.....

Address.....

.....



Folio No. ....

D.P. ID / Client ID\* .....

No. of Shares held .....

- N.B. : (1) The Proxy need not be a member.  
(2) The Proxy form duly signed and stamped should reach the Company's Regd. Office at least 48 hours before the time of meeting i.e., before 1.30 P.M. on 26th September, 2013.

## ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

I/We hereby record my /our presence at the 28th Annual General Meeting of the Company at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Saturday, the 28th day of September, 2013.

Name of the Shareholder ..... Folio No. ....

Name of the Proxy/Representative, if any ..... D.P. ID / Client ID\* .....

Signature of the Shareholders/Proxy ..... No. of Shares held .....

Representative .....

Note : Shareholders/ Proxy holders are requested to bring their Attendance Slips with them and to hand over at the gate of the Meeting Hall after affixing their signature. Please bring the proof of your shareholding.

\*Applicable for investors holding shares in electronic mode.

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