

Date: 4<sup>th</sup> September, 2017

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. : - INE247D01013

**Subject: NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING AND BOOK CLOSURE PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Dear Sir/Ma'am,

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

1. The 31<sup>st</sup> Annual General Meeting (AGM) of the Company will be held on **Wednesday, 27<sup>th</sup> September, 2017 at 5.00 p.m.** at 206, Chikwadi, Saijpur, Gopalpur, Ahmedabad - 382445. The notice of the 31<sup>st</sup> Annual General Meeting is enclosed herewith.
2. The Register of Members and the Share Transfer Book will remain closed from **Thursday, 21<sup>st</sup> September, 2017 to Wednesday, 27<sup>th</sup> September, 2017** (both days inclusive) for the purpose of AGM and determining names of the Shareholders eligible for dividend on equity shares for the Financial Year 2016-2017. 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. **Wednesday, 20<sup>th</sup> September, 2017**. The remote e-voting will commence at **Sunday, 24<sup>th</sup> September, 2017 (9:00 a.m.)** and ends on **Tuesday, 26<sup>th</sup> September, 2017 (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

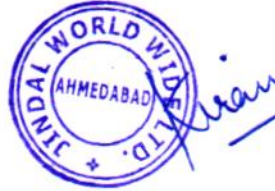
(COMPANY SECRETARY)



**C/C to:**

1. National Securities Depository Limited  
(Trade World, A wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013)
2. Central Depository Securities Limited  
(17th floor, P J Towers, Dalal Street, Fort, Mumbai – 400001)
3. Cameo Corporate Services Ltd.  
(Subramanian Building, No. 1, Club House Road, Chennai 600 002)

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



**NOTICE OF 31<sup>ST</sup> ANNUAL GENERAL MEETING**

NOTICE is hereby given that the 31<sup>st</sup> Annual General Meeting of the Members of JINDAL WORLDWIDE LIMITED will be held on **Wednesday, the 27<sup>th</sup> day of September, 2017 at 5:00 P.M. at 206, Chikuwadi, 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, 2017 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 Equity shares (i.e ₹ 0.50 paisa per equity share).

**Item No.03 : Re-Appointment of Dr. Yamunadutt Agrawal (DIN: 00243192) as a Director liable to retire by rotation-**

To appoint a Director in place of Dr. Yamunadutt Agrawal (DIN: 00243192), who retires by rotation and being eligible, offers himself for re-appointment.

**Item No.04 : To appoint M/s. SAREMAL & Company, (FRN: 109281W), Chartered Accountants, Ahmedabad as Statutory Auditors of the Company and fix their remuneration-**

**Elucidation:** Section 139 of the Companies Act, 2013 lays down the criteria for appointment and mandatory rotation of statutory auditors and pursuant to Section 139 (2) of the Companies Act, 2013 and related rules and provisions made there under, the term of appointment of the existing Statutory Auditors of the Company; M/s. Mehra Anil & Associates, Chartered Accountants, Ahmedabad, was expired as at the end of the Financial Year 2016-2017 as the said audit firm has served the Company for a term of ten consecutive years ; accordingly the Company is required to appoint a new Statutory Auditor for the Company w.e.f F.Y. 2017-2018 in place of M/s. Mehra Anil & Associates, Chartered Accountants, Ahmedabad.

In this regard, on recommendation of Audit Committee, the Board proposes and recommends to appoint M/s. Saremal & Company, (FRN: 109281W) Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company for a term of 5 consecutive years w.e.f. F.Y. 2017-2018 and thereby fixing the remuneration.

The members are requested to consider and, if though fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), **M/s. SAREMAL & Company, (FRN: 109281W)**, Chartered Accountants, who have offered themselves for appointment and have confirmed their eligibility to be appointed as the Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the rules, be and are hereby appointed as the Statutory Auditors of the Company to hold office for a term of 5 consecutive Years from the conclusion of the 31<sup>st</sup> Annual General Meeting until the conclusion of the 36<sup>th</sup> Annual General Meeting and to conduct the statutory audit from the FY 2017-2018 of the Company on such remuneration as may be mutually agreed upon by the Audit committee/ Board of Directors and the Statutory Auditors."

**"RESOLVED FURTHER THAT** appointment of the said statutory auditor shall be subject to the ratification at each Annual General Meeting held after ensuing 31<sup>st</sup> Annual General Meeting."

**Item No.05 : To appoint M/s. B. A. BEDAWALA & CO., (FRN:101064W), Chartered Accountants, Ahmedabad as Branch/Division Auditors of the Company and fix their remuneration-**

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

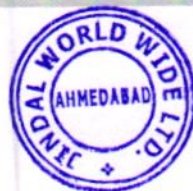
**"RESOLVED THAT** pursuant to the provisions of Section 143 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act, 2013, M/s. B.A. Bedawala & Co, (FRN:101064W), Chartered Accountants, Ahmedabad be and are hereby appointed as the Auditors of the Divisions and Branches of the Company to hold office from the conclusion of the ensuing 31<sup>st</sup> Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and to conduct the Branch and Division Audit for the FY 2017-2018 ; on such remuneration, as shall be fixed by the Board of Directors of the Company."

**SPECIAL BUSINESS:**

**Item No.06 : Ratification of remuneration payable to M/s. K. V. Melwani & Associates, Practicing Cost Accountants, Ahmedabad, Cost Auditors of the Company for Financial Year 2017-2018-**

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 Accountant (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 2017-2018, amounting to ₹ 70,000/- excluding taxes, travelling and other out-of-pocket expenses incurred by her in connection with the aforesaid audit, be and is hereby ratified and confirmed."

**Item No.07 : To appoint & regularize Mr. Shrikant N. Jhaveri (DIN: 02833725) as an Independent Director of the Company-**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149 read with the Schedule IV, Section 152, Section 161 & other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Regulation 17(1)(b) of the SEBI (Listing Obligations & Disclosure Requirements) 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, **Mr. Shrikant N. Jhaveri (DIN: 02833725)**, who was appointed as an Additional Director of the Company w.e.f. 10<sup>th</sup> May, 2017 whose term of office expires at this ensuing 31<sup>st</sup> Annual General Meeting be and is hereby appointed and regularized as a Director of the Company, designated under category of Independent Director to hold office for a term of 1(One) year i.e. from **10<sup>th</sup> May, 2017 to 09<sup>th</sup> May, 2018**; with the due consent of the members in this Annual General Meeting.

**Item No.08 : To appoint & regularize Ms. Maneesha Jha Thakur (DIN: 07183101) as an Independent Director of the Company-**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149 read with the Schedule IV, Section 152, Section 161 & other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015 and further pursuant to the Articles of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee, **Ms. Maneesha Jha Thakur (DIN: 07183101)**, who was appointed as an Additional Director of the Company w.e.f. 11<sup>th</sup> August, 2017 by the Board of Directors, be and is hereby appointed and regularized as Director of the Company, designated under category of Independent Director to hold office for a term of 1 (One) year i.e. from **11<sup>th</sup> August, 2017 to 10<sup>th</sup> August, 2018**; with the due consent of the members in this Annual General Meeting.

**Item No.09: To amend the Clause III (B) and (C) (Object Clause) & Clause IV of Memorandum of Association of the Company and further to adopt new set of Memorandum of Association of the Company in conformity with Table A of Schedule I of the Companies Act, 2013-**

**Elucidation:** The Object Clause under the Companies Act, 1956 includes three sub clauses viz. Main objects, Incidental and ancillary objects whereas the Object Clause under the Companies Act, 2013 includes two sub clauses viz. the objects to be pursued by the Company on its incorporation i.e. "main objects" and "the matters which are necessary for furtherance of the main objects".

Thus, Section 4 and 13 and Table A of Schedule I, read with the Companies (Incorporation) Rules, 2014 of the Companies Act, 2013 lays down the criteria for alteration of Object Clause and further adoption of new set of Memorandum of Association of the Company as per the rules and provisions of the said Sections of the Companies Act, 2013 and accordingly, approval of the members is accorded in this ensuing 31<sup>st</sup> Annual General Meeting .

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

**"RESOLVED THAT** pursuant to the Section 4 and 13 and Table A of Schedule I, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013;

- 1.) **"Clause III (B)** of the Memorandum of Association i.e. "The objects incidental or ancillary to the attainment of the main objects" be and hereby replaced with the title "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE MAIN OBJECT."
- 2.) **"Clause III (C)** of the Memorandum of Association i.e. "Other Objects" be and is hereby deleted."
- 3.) **"Clause IV** of the Memorandum of Association i.e. "The Liability of the Member is limited" be and is hereby substituted with the new clause i.e. "The Liability of the Member(s) is limited upto the amount unpaid, if any , on the shares held by them."

**"RESOLVED FURTHER THAT** pursuant to the Section 4 and 13 and Table A of Schedule I, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013; the draft copy of the new set of Memorandum of Association of the Company as per the prescribed rules and regulations stated in the Companies Act, 2013 and as placed before the Board, be and is hereby substituted with the existing Memorandum of Association of the Company as per the Companies Act, 1956 and the same be and is hereby considered, approved and adopted by the members; subject to the approval of Registrar of Companies, Ahmedabad.

**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 resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage 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.10 : To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013-**

**Elucidation:** Section 5 and 14 and Table F of Schedule I, read with the Companies (Incorporation) Rules, 2014 of the Companies Act, 2013 lays down the criteria for adoption of new set of Articles of Association of the Company as per the rules and provisions of the said Sections of the Companies Act, 2013 and accordingly, approval of the members is accorded in this ensuing 31<sup>st</sup> Annual General Meeting.

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

**"RESOLVED THAT** pursuant to the Section 5 and 14 and Table F of Schedule I, read with the Companies (Incorporation) Rules, 2014 and other applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013; the draft copy of the New Set of Articles of Association of the Company as per the prescribed rules and regulations stated in the Companies Act, 2013 and as placed before the members, be and is hereby substituted with the existing Articles of Association of the Company as per the Companies Act, 1956 and the same be and is hereby considered, approved and adopted by the members; subject to the approval of Registrar of Companies, Ahmedabad.

**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 resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage 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."

**By Order of the Board of Directors**

Sd/-

(Dr. Yamunadutt Agrawal)

DIN: 00243192

Chairman & Director

Place : Ahmedabad

Date : 11<sup>th</sup> August, 2017

**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 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. Corporate members intending to send their authorised representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
5. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no. 6 to 10 as stated above is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday, 21<sup>st</sup> September, 2017 to Wednesday, 27<sup>th</sup> September, 2017** (both days inclusive) for the purpose of the 31<sup>st</sup> Annual General Meeting (AGM).
7. The documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days except Sunday(s) and Public holidays, between 11.30 A.M. to 01.30 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 the Proxy Form. 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 are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
11. 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.
12. Members are requested to bring their copy of Annual Report at the Meeting.
13. Members holding shares in terms of physical mode and dematerialized mode - are requested to notify immediately the change of their address and bank particulars to the Registrar and Share Transfer Agent M/s. **CAMEO CORPORATE SERVICES LIMITED**, Subramanian Building, No. 1, Club House Road, Chennai-600002, Phone: 044-28460390, Email ID: "investor@cameoindia.com".





**JINDAL WORLDWIDE LIMITED**

14. 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 email address.
15. The Shareholders are requested to update the Contact address and e-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company’s Share Transfer Agent.
16. 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.
17. Notice of this Annual General Meeting, Audited Financial Statements for Financial Year 2016-2017 along with Directors’ Report and Auditors’ Report are available on the website of the Company “[www.jindaltextiles.com](http://www.jindaltextiles.com)”.
18. Members holding shares in single name and physical form are advised to make 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.
19. 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.
20. Details of the Directors seeking Appointment / Re-Appointment in the ensuing Annual General Meeting:

NAME	DR. YAMUNADUTT AGRAWAL	MR. SHRIKANT N. JHAVERI	MS. MANEESHA JHA THAKUR
Directors Identification Number (DIN)	00243192	02833725	07183101
Qualification	MD in Medicines	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.	Ms. Maneesha Jha Thakur, aged 51 years, possesses the Master Degree of Arts in English Literature from Delhi University and PGDPM & IR From XLRI, Jamshedpur and has rich and varied experience of 26 years in the Human Resource Field.
Date of first Appointment on the Board of the Company	15 <sup>th</sup> February, 1992	10 <sup>th</sup> May, 2017	11 <sup>th</sup> August, 2017
Share holding in Jindal Worldwide Limited	2618800 Equity Shares	NIL	NIL
Directorship held in other Companies	1. Balaji Weft Private Limited 2. Jindal Denifin Line Private Limited 3. Jindal Shirtings Private Limited 4. Bienville Estates Enterprise Private Limited 5. Jilco Securities Limited 6. Amitara Green Hi-Tech Textiles Park Private Limited	1. S A L Steel Limited	NIL
Membership/ Chairmanships of Audit and Stakeholders Relationship Committees	NIL	<b>SAL Steel Limited:</b> Audit Committee- Member	NIL



21. The dividend, as recommended by the Board of Directors, if declared at the meeting, will be paid on due date to those members whose names stand registered on the Company's Register of Members: -
- 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;
  - 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 Wednesday, 20<sup>th</sup> September, 2017 (being the book closure date starting from Thursday, 21<sup>st</sup> September, 2017).
22. A Route map showing directions to reach the venue of the 31<sup>st</sup> Annual General Meeting is drawn on page no. 94 of this annual report as per the requirement of the Secretarial Standards -2 on "General Meeting".

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

- 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 sub clause (1) & (2) of Regulation 44 of SEBI (LODR) Regulations, 2015, 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 (AGM) 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 Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through them carefully.
- 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 **Wednesday, 20<sup>th</sup> September, 2017**, 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.
- A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Wednesday, 20<sup>th</sup> September, 2017, 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.
- The voting period begins on **Sunday, 24<sup>th</sup> September, 2017 (9:00 A.M.)** and ends on **Tuesday, 26<sup>th</sup> September, 2017 (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 Wednesday, 20<sup>th</sup> September, 2017, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- Members who have cast their votes by remote e-voting prior to the ensuing Annual General Meeting may also attend the Meeting but they shall not be entitled to cast their vote again.
- The facility for voting through Poll Paper would be made available at the ensuing Annual General Meeting and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper.
- 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 Wednesday, 20<sup>th</sup> September, 2017.
- M/s. SPANJ & Associates, Practising Company Secretaries (Unique Code of Partnership Firm: P2014GJ34800), 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.
- 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 Scrutiniser'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 results of the voting forthwith, within 48 hours of conclusion of the Annual General Meeting.
- 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)", within 48 hours after the conclusion of the 31<sup>st</sup> AGM 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:**

- The voting period begins on Sunday, 24<sup>th</sup> September, 2017 (9:00 A.M.) and ends on Tuesday, 26<sup>th</sup> September, 2017 (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 Wednesday, 20<sup>th</sup> September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website "[www.evotingindia.com](http://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](http://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 app 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).

**Notes 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@cslindia.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" under help Section or write an email to "helpdesk.evoting@cslindia.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 Email Id: "csjindal@jindaltextiles.com" Website: "www.jindaltextiles.com"
<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 Email Id: "investor@cameoindia.com"
<b>E-Voting Agency</b>	: <b>CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED</b> E-mail ID : "helpdesk.evoting@cslindia.com"
<b>Scrutinizer</b>	: <b>M/S. SPANJ &amp; ASSOCIATES,</b> Practising Company Secretaries, Ahmedabad E-mail ID: "csdoshiac@gmail.com"

**EXPLANATORY STATEMENT UNDER Section 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 6 :**

On the recommendations of the Audit Committee, the Board of Directors has approved the appointment and remuneration of M/s. K. V. Melwani & Associates, Practising 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, 2018 at a remuneration of ₹ 70,000/- excluding taxes, 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 Act 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the Financial Year ending on 31<sup>st</sup> March, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

**Item No. 7 & 8 :**

**Justification of Appointment :** Pursuant to the provisions of Section 149 read with the Schedule IV, Section 152, Section 161 & other applicable provisions (including any modification or re-enactment thereof), 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)** and **Ms. Maneesha Jha Thakur (DIN: 07183101)** who were appointed as the Additional Directors on the Board of the Company w.e.f. 10<sup>th</sup> May, 2017 and 11<sup>th</sup> August, 2017, respectively, designated under category of Independent Director, who shall hold office upto the date of the ensuing Annual General Meeting of the Company, be and are hereby appointed and regularized with approval of the shareholders in this ensuing AGM for a period of one year as prescribed in the respective resolutions and on the terms and conditions as may be mutually decided between them and the Board.

Pursuant to Section 149(13) of the Companies Act, 2013, the term of the said Independent Directors shall not be liable to retire by rotation.

A declaration to the Board, that the above Independent Directors meet the criteria of independence as provided under Section 149 (6) of the Act is also been submitted to the Board and Board is also of the opinion that the said Directors do fulfill the conditions as specified in the Companies Act, 2013 and rules framed there under for their appointment as the Independent Directors of the Company.



## 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

31<sup>ST</sup> ANNUAL GENERAL MEETING  
Wednesday, 27<sup>th</sup> September, 2017

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

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

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

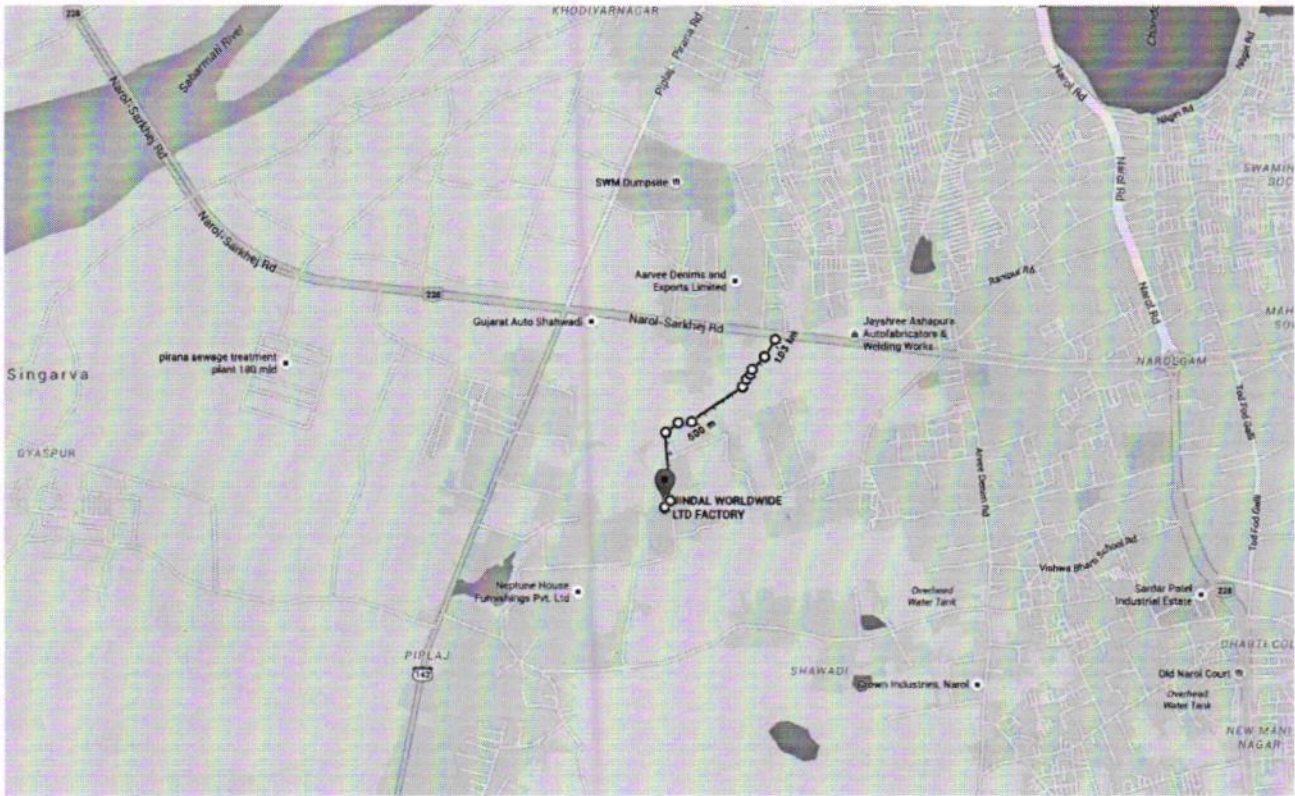
I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 31<sup>st</sup> Annual General Meeting of the Company on Wednesday, 27<sup>th</sup> September, 2017 at 5.00 P.M. at 206, Chikwadi, Saijpur, Gopalpur, Ahmedabad-382445.

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

- Note: 1. Please fill this attendance slip and hand it over at the entrance of the Venue.  
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.



### ROUTE MAP OF AGM VENUE



## FORM MGT-11

## 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 31<sup>st</sup> Annual General Meeting of the Company to be held on Wednesday, 27<sup>th</sup> September, 2017 at 5.00. 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, 2017 together with the Reports of the Board of Directors and Auditors thereon.		
2.	To declare the final dividend @ 5% on Equity shares (i.e Rs. 0.50 paise per equity share).		
3.	To appoint a Director in place of Dr. Yamunadutt Agrawal (DIN: 00243192), who retires by rotation and being eligible, offers himself for re-appointment.		
4.	To appoint M/s SAREMAL & Company, (FRN: 109281W), Chartered Accountants, Ahmedabad as Statutory Auditors of the Company and fix their remuneration		
5.	To appoint M/s B. A. BEDAWALA & CO., (FRN:101064W), Chartered Accountants, Ahmedabad as Branch Auditors of the Company and fix their remuneration		
6.	Ratification of remuneration payable to M/s. K. V. Melwani & Associates, Cost Accountants, Ahmedabad, Cost Auditors of the Company for Financial Year 2017-2018		
7.	To appoint & regularize Mr. Shrikant N. Jhaveri (DIN: 02833725) as an Independent Director of the Company.		
8.	To appoint & regularize Ms. Maneesha Jha Thakur (DIN: 07183101) as an Independent Director of the Company.		
9.	To amend the Clause III (B) and (C) (Object Clause) & Clause IV of Memorandum of Association of the Company and further to adopt new set of Memorandum of Association of the Company in conformity with Table A of Schedule I of the Companies Act, 2013		
10.	To adopt new set of Articles of Association of the Company in conformity with the Companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

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

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.

Affix  
Revenue  
Stamp