

## JINDAL WORLDWIDE LIMITED

Reg. Off: "Jindal House", Opp. Dmart, I.O.C. Petrol Pump Lane, Shivranjani Shyamal 132 Ft Ring Road, Satellite, Ahmedabad – 380015 Email : csjindal@jindaltextiles.com Website : www.jindaltextiles.com  
CIN: L17110GJ1986PLC008942

### NOTICE OF POSTAL BALLOT

#### Notice pursuant to Section 110 of the Companies Act, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the "Act"), read with the Companies (Management and Administration) Rules, 2014, (the "Rules") including any statutory modification or re-enactment thereof for the time being in force, that the resolution appended is proposed to be passed as special resolution by way of postal ballot / e-voting by the shareholders. The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning the reasons thereof is annexed hereto along with a postal ballot form (the "Form") for your consideration.

In Compliance with Clause 35B of the Listing Agreement with the Stock Exchanges and provisions of Section 110 of the Act, read with Rules including amendment and modifications thereto, the Company is pleased to extend e-voting facilities as an alternative, to enable the shareholders to cast their votes electronically instead of through Form. The Company has engaged the Services of **Central Depository Services (India) Limited** to provide e-voting facility to its Members. It may be noted that e-voting is optional. In case a Member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form and vice versa. In case a Member vote through e-voting facility as well as sends his/her vote through physical vote, the vote cast through e- voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

The Board of Directors of the Company (the "Board") has appointed Mr. Ashish Doshi, Practicing Company Secretary (FCS :3544, COP No. 2356) as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein by filling necessary details and sign the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope so as to reach the Scrutinizer at the Registered Office of the Company not later than 5.00 p.m. on 29<sup>th</sup> December, 2015.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). Please refer the instructions for e-voting given after the Proposed Resolution for the process and manner in which e-voting is to be carried out.

The Scrutinizer will submit his report to the Chairman/Managing Director of the Company after completion of the Scrutiny of the Postal Ballots (Including e – voting). The result of the postal ballot would be announced by a Chairman and in his absence by the Managing Director or the Company Secretary of the Company on Tuesday, 5<sup>th</sup> January, 2016, 5.00 p.m. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges (BSE, NSE & ASE), to the CDSL and displayed along with the Scrutinizer's report on the Company's website viz. [www.jindaltextiles.com](http://www.jindaltextiles.com).

#### **PROPOSED RESOLUTION:**

##### **Special Business**

#### **1. To exceed the limits of providing Corporate Guarantee under Section 186 of the Companies Act, 2013 upto Rs. 750 Crores**

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions, if any of the Act (including any modification or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include, unless the context otherwise requires, any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), (a) to give loan to any person or other body Corporate, (b) give any guarantee or provide security in connection with a loan to any other Body Corporate or person and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate subject to the amount not exceeding Rs. 750 Crore notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments/loans/guarantees/ securities made or given or provided by the Company (as the case may be)."

#### **Registered Office:**

"Jindal House", Opp. Dmart, I.O.C. Petrol Pump Lane,  
Shivranjani Shyamal 132 Ft Ring Road, Satellite, Ahmedabad – 380015

**Place : Ahmedabad**

**Date : 06/11/2015**

**FOR JINDAL WORLDWIDE LIMITED**

**Dr. Yamunadutt Agrawal**  
**Director**

**DIN: 00243192**

**NOTES:**

1. The Explanatory Statement and reasons for the proposed Resolution pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 are given hereunder.
2. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolution as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Ashish Doshi, Scrutiniser, C/o Jindal Worldwide Limited, Jindal House, Opp. D- Mart, I.O.C. Petrol Pump Lane, Shivranjani Shyamal 132Ft. Ring Road, Satellite, Ahmedabad – 380015, Tel:079-71001500 Email: csjindal@jindaltextiles.com so as to reach him on or before 29<sup>th</sup> December, 2015 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the members has not been received.
3. The resolution will be taken as passed effectively on the date of declaration of results, if the results of the Postal Ballot indicate that the requisite majority of the Members of the Company had assented to the resolution. The results of the Postal ballot will be declared on 5<sup>th</sup> January, 2016, 5.00 p.m. at the registered office of the Company. After declaration, the results of the Postal ballot shall be posted on the Company's Website www.jindaltextiles.com besides communicating the same to Stock Exchanges (BSE, NSE & ASE) where the securities of the Company are listed and to the CDSL also.
4. Shareholders who have received notice of the postal ballot by email and who wish to vote through physical postal ballot Form can seek duplicate Postal ballot Form from the Registered Office of the Company at "Jindal House", Opp. D- Mart, I.O.C. Petrol Pump Lane, Shivranjani Shyamal 132Ft. Ring Road, Satellite, Ahmedabad – 380015 or can download the same from the website of the Company www.jindaltextiles.com and fill the same and send it back at the registered office of the Company on or before 29<sup>th</sup> December, 2015, 5.00 p.m.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013  
FORMING PART OF THE NOTICE OF POSTAL BALLOT**

As per the provisions of Section 186 of the Companies Act, 2013, (the "Act") read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended) the Board of Directors of a Company can make any loan, investment or give guarantee or provide any security beyond the prescribed ceiling of i) Sixty percent of the aggregate of the paid-up capital and free reserves and securities premium account or, ii) Hundred percent of its free reserves and securities premium account, whichever is more, if special resolution is passed by the members of the Company.

As a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Companies Act, 2013 to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or give guarantee or provide security in connection with loans, guarantee not exceeding Rs. 750 crore in aggregate.

The investment(s), loan(s), guarantee(s) and security (ies), as the case may be, will be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

These investments are proposed to be made out of own/ surplus funds/internal accruals and or any other sources including borrowings, if necessary, to achieve long term strategic and business objectives.

The Board accordingly recommends to pass the Special resolution through postal ballot.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise in this Special Resolution except to the extent of their directorships and shareholding in the bodies corporate in which investments may be made or loans/guarantee may be given or securities may be provided pursuant to this Special Resolution.

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**Place : Ahmedabad**

**Date : 06/11/2015**

**FOR JINDAL WORLDWIDE LIMITED**

**Dr. Yamunadutt Agrawal**  
**Director**  
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