

## NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the **35<sup>th</sup> Annual General Meeting** of the Members of **JINDAL WORLDWIDE LIMITED** will be held on **Thursday, the 30<sup>th</sup> day of September, 2021 at 03:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

### 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, 2021 together with the Reports of the Board of Directors and Statutory Auditors thereon.

#### Item No.02 : Final Dividend -

To declare the Final Dividend @ 15% on Paid Up Equity Share Capital (i.e ₹ 0.15 per equity share) for the Financial Year 2020-2021.

#### Item No.03 : Re-Appointment of Mr. Vikram Oza (DIN: 01192552) as a Director liable to retire by rotation under Section 152 of the Companies Act, 2013 -

To appoint a Director in place of Mr. Vikram Oza (DIN: 01192552), Non-Executive Non-Independent Director, 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 2021-2022 -

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) and as approved by the Board of Directors of the Company, the remuneration payable to M/s. K. V. Melwani & Associates, Practicing Cost Accountants, Ahmedabad (FRN:100497); as appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the Financial Year 2021-2022; amounting to ₹ 90,000/- (excluding taxes, travelling and other out-of-pocket expenses incurred by the said Auditor); be and is hereby ratified and confirmed."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such necessary step as may be necessary, proper and expedient to give effect to the aforesaid resolution.

#### Item No.05 : To consider and approve the Re-Appointment of Mr. Amit Agrawal (DIN:00169061) as a Managing Director of the Company.

**Elucidation:** The Members are hereby informed that; 'Mr. Amit Agrawal' (DIN:00169061) was re- appointed earlier as Managing Director of the Company with approval of shareholders in the Annual General Meeting held on 30<sup>th</sup> September, 2016 for a term of 5 years i.e. w.e.f 3<sup>rd</sup> September, 2016 to 2<sup>nd</sup> September, 2021 and thus due to the expiry of his existing term of appointment in this year itself, the Board of Directors in its meeting held on 22<sup>nd</sup> June, 2021 has re-appointed him on the Board of the Company as the Managing Director of the Company due to his overwhelming expertise, exposure, repute and vast knowledge into the Textiles and other major sectors, subject to the approval of Shareholders in the ensuing Annual General Meeting.

Accordingly, the consent of the members be and is hereby required for re-appointment of Mr. Amit Agrawal as the Managing Director of the Company for a further tenure of 5 Years.

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

**"RESOLVED THAT** pursuant to the provisions of Section 2(51), 196, 197, 198, 203 read with the Schedule V of the Companies Act, 2013 and other applicable Provisions/ Rules/ Regulations/Articles (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, the SEBI (LODR) Regulations, 2015 and the Articles of the Association of the Company and further considering the recommendations made by the Nomination and Remuneration Committee and subsequent approval of the Board of Directors thereon; the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Amit Agrawal (DIN: 00169061) as the Managing Director of the Company; whose term of appointment be expired on

2<sup>nd</sup> September, 2021; for an another term of 5 (Five) years i.e. w.e.f. 3<sup>rd</sup> September, 2021 to 2<sup>nd</sup> September, 2026 on such terms and conditions as detailed in the explanatory statement annexed 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 in such manner as may be mutually decided by the Board of Directors and the re-appointing Director and whose term of appointment shall be liable to be retire by rotation."

**"RESOLVED FURTHER THAT** the Letter of Re-Appointment as issued earlier to Mr. Amit Agrawal as the Managing Director of the Company shall stands revoked and a fresh letter of re-appointment be issued to him pursuant to his re-appointment by shareholders with such terms and conditions as may be mutually decided between the Board of Directors of the Company and the re-appointing Director."

**"RESOLVED FURTHER THAT** pursuant to the re-appointment of Mr. Amit Agrawal as Managing Director of the Company and provisions of Section 203 of the Companies Act, 2013, Mr. Amit Agrawal, shall be continued to be 'Key Managerial Personnel' of the Company. "

**"RESOLVED FURTHER THAT** pursuant to Section 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with relevant Regulation of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, Mr. Amit Agarwal be paid a remuneration, perquisites & other benefits amounting to ₹ 15 Lakhs per month / ₹ 1.80 Crores per annum for his term of re-appointment i.e. w.e.f. 3<sup>rd</sup> September, 2021 to 2<sup>nd</sup> September, 2026 provided that any such remuneration, perquisites & other benefits payable to Mr. Amit Agrawal shall not exceed the overall ceiling limit of the total managerial remuneration or such other limits as may be prescribed under the Act from time to time and shall be subject to the terms & conditions as may be mutually agreed upon between the Board of Directors and the re-appointing Director."

**"RESOLVED FURTHER THAT** the Board of Directors (including its Committee thereof) be and is hereby authorized to increase the remuneration of Mr. Amit Agarwal from time to time to the extent the Board of Directors may deem appropriate, provided that such increase is within the overall limits of the managerial remuneration as may be prescribed under Section 197 & 198 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with relevant Regulation of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time."

**"RESOLVED FURTHER THAT** the remuneration as decided above by the Board of Directors shall be reduced proportionately if it exceeds the overall ceiling limit of the total managerial remuneration or such other limits as may be prescribed under Section 197 & 198 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with relevant Regulation of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof from time to time."

**"RESOLVED FURTHER THAT** any Director of the Company be and is hereby severally authorized to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies and to do all acts, deeds and things as may be necessary, proper or expedient to give effect to the aforesaid resolutions."

**By Order of the Board of Directors Of  
JINDAL WORLDWIDE LIMITED**

**Sd/-  
(DR. YAMUNADUTT AGRAWAL)  
Chairman & Director  
DIN: 00243192**

**Place : Ahmedabad  
Date : 04<sup>th</sup> September, 2021**

**NOTES:**

**I. GENERAL INFORMATION:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Regulation 17 of SEBI (LODR) Regulations, 2015 in respect of the Special Business under item nos. 4 & 5 as stated above is annexed hereto.

Further, pursuant to the Section 152 of the Companies Act, 2013, Regulation 36 of the SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 as issued by Institute of Company Secretaries of India (ICSI), the brief profile and expertise in specific functional areas and other required details pertaining to the Director as recommended for his re-appointment as "**Managing Director**" in the ensuing Annual General Meeting under Special Business Item No. 5 of the said Notice have been stated and provided in the explanatory statement as annexed hereto.

2. The Board of Directors have considered and decided to include the Item Nos. 4 & 5 as stated above as Special Business in the ensuing AGM, being unavoidable in nature.

3. In view of massive outbreak of the Coronavirus Disease 2019 (COVID-19) global pandemic as declared by World Health Organization (WHO) on 11<sup>th</sup> March, 2020 and its resultant difficulties faced by the stakeholders on account of the threat posed by COVID-19 and the continuing lockdown restrictions on the movements of persons at several places, the Ministry of Corporate Affairs (MCA) vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 read with General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020 and General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 (hereinafter known as MCA Circulars) have prescribed for to conduct the Annual General Meeting held during the Calendar Year 2020 through Video Conferencing (VC) mode or Other Audio Visual Means (OAVM) mode or through both the modes i.e. "VC/OAVM and Physical mode (only after having permission from relevant authority)".

Further, due to the ongoing effects of COVID-19, the MCA vide its General Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 has allowed companies to conduct its AGM due on or before 31<sup>st</sup> December, 2021 through video Conferencing mode in accordance to para 3 & 4 of the General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020.

Accordingly, in compliance to the applicable provisions of the Companies Act, 2013 and aforementioned circulars, your Company has opted for to conduct the Annual General Meeting to be held in this Calendar Year 2021 through Video Conferencing (VC) mode or Other Audio Visual Means (OAVM) mode only.

4. Further, in view of the prevailing situations and owing to the difficulties involved in dispatching of physical copies of the Annual Report, the Securities and Exchange Board of India (SEBI) vide its circular Ref. No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (hereinafter known as SEBI Circular) and the MCA vide its aforesaid MCA circulars had prescribed the manner and mode of issue of notices of AGM to the members of the Company and had specifically stated that the notice of AGM to Members may be given/sent only through E-Mail and that the printing and dispatch of Annual Reports was dispensed with for the AGM to be held during Calendar Year 2020. Further, due to the ongoing effects of COVID-19, the said relaxations has been extended till 31<sup>st</sup> December, 2021 by the SEBI vide its Circular Ref. No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15<sup>th</sup> January, 2021.

**Dispatch of Annual Report through E-Mail :** Accordingly, in compliance to the aforementioned circulars, the Annual Report for the Financial Year 2020-2021 of the Company will be sent only through electronic mode only (i.e E-Mail) to those Shareholders of the Company whose E-Mail IDs are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Cameo Corporate Services Limited.

A printable copy of the said Annual Report alongwith the Notice of the ensuing Annual General Meeting shall also be made available on the website of the Company "[www.jindaltextiles.com](http://www.jindaltextiles.com)" and on the website of BSE Limited "[www.bseindia.com](http://www.bseindia.com)" and National Stock Exchange of India Limited "[www.nseindia.com](http://www.nseindia.com)", before and within the prescribed time limit as per the provisions of the Companies Act, 2013.

5. Keeping the convenience of the Members of the Company positioned in different time zones into consideration, the Annual General Meeting has been scheduled at 3:00 P.M. (IST).
6. As per the prevailing provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General 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. However, since Annual General Meeting will be held through VC/OAVM where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies in pursuance of the aforementioned MCA Circulars and SEBI circulars specifically wherein SEBI has temporarily dispensed the compliance of Regulation 44(4) of the SEBI (LODR) Regulations, 2015 in case of meetings held through electronic mode only.

Accordingly, the facility of appointment of proxies by members will not be available for the ensuing Annual General Meeting of the Company and hence no such Proxy Form is annexed to this Notice convening the 35<sup>th</sup> Annual General Meeting (AGM) of the Company.

7. **Procedure for attending the AGM through VC/OAVM** – The Company has appointed “Central Depository Services Limited” (CDSL) for rendering its services in regards to the facility to shareholders for attending the AGM through VC/OAVM and to cast votes thereby through E-Voting facility. The detailed instructions in this regard are provided separately in Section II forming part of this Notice.
8. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting is dispensed away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the 31<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2017.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with relevant rules; the Register of Members and Share Transfer Books of the Company will remain closed (Book Closure Period) from **Saturday, 25<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021** (both days inclusive) for the purpose of the 35<sup>th</sup> Annual General Meeting of the Company.
10. In compliance of the aforementioned MCA circulars, all the documents referred to in the accompanying notice and the Explanatory Statement shall be made available for inspection by the members of the Company through electronic mode only upto the date of 35<sup>th</sup> Annual General Meeting. Members desirous of inspecting the same may send their requests at “csjindal@jindaltextiles.com” from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers. Also, such necessary documents shall be made available for inspection upon login at CDSL E-Voting system at <https://www.evotingindia.com/> during the AGM .
11. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through E-Voting during the AGM.
12. 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.
13. 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.
14. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file (a) nomination in the prescribed Form SH-13 and (b) for cancellation / variations in nomination in the prescribed Form SH-14 with the Registrar & Transfer Agent (RTA) of the Company. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant.
15. 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 Company/RTA for recording the same in the respective shareholder records. As a part of compliance of said circulars, the Company had also sent the various reminder letters to the concerned physical shareholders in respect of updation of the aforesaid details alongwith a KYC Updation form in 2018 itself.

Accordingly, as per the communication received from the RTA of the Company, the RTA had put all the folios under 'Enhanced due diligence' tag (EDD tag) which falls under any of the following category after completion of the necessary procedures for sending reminder letters to the shareholders:

- a) Where dividend/interest/ redemption remains unpaid for three years & above.
- b) PAN / bank account details not available in the folio.
- c) Any other type of incomplete information in said folios.

Henceforth, all transaction requests received from the folios aged under EDD are being rejected from 15<sup>th</sup> April, 2019 & the following documents are called for:

- 1) PAN & Bank mandate (only for folios falling under (b) above),
- 2) Proof of address
- 3) Proof of Identity
- 4) Any one original Utility Bill (Electricity bill/Gas bill/Telephone bill etc.) not older than 3 months.

Thus, 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 Updation Form" which forms an integral part of this Annual Report and send the signed "KYC Updation Form" to the RTA of the Company and a copy of same at the Registered Office of the Company.

16. 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 Ref. No. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated 9<sup>th</sup> July, 2018 and further SEBI Notification no. No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018 and press release dated 3<sup>rd</sup> December, 2018, in regard to the amendment in Regulation 40 of SEBI (LODR) (Fourth Amendment) Regulations, 2018 for mandatory dematerialization of the physical securities upto 31<sup>st</sup> March 2019; all the physical shareholders of the Company were duly requested by the Registrar & Transfer Agent of the Company to convert their shares held in physical form into dematerialization form on or before 31<sup>st</sup> March, 2019.

Thus pursuant to above, the shareholders are thus informed that w.e.f. 1<sup>st</sup> April, 2019, any request for effecting transfer of shares held in physical form is not being and will not be processed by the RTA or the Company except transmission cases. 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 31<sup>st</sup> March, 2019.
- 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 31<sup>st</sup> March, 2019 can do so only after the shares are dematerialized.

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", National Securities Depository Limited (NSDL) i.e. "www.nsdl.co.in" and Company i.e. "www.jindaltextiles.com".

17. The details in regards to the funds liable to be transferred to "Investor Education Protection Fund (IEPF)" has been stated in the Corporate Governance Report forming part of this Annual Report.

18. The Company has designated an exclusive E-Mail ID "csjindal@jindaltextiles.com" for redressal of shareholders'/ Investors complaints/grievances. In case shareholders have any queries, complaints/grievances, then they may kindly write at E-mail ID : "csjindal@jindaltextiles.com" from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers.
19. **Dividend:** Pursuant to the recommendation of the 5% Final Dividend by the Board of Directors in their meeting held on 22<sup>nd</sup> June, 2021 and further considering the profitability and strong financial performance of the Company in the Financial Year 2020-2021 and in the interest of the shareholders of the Company, the Board of Directors of the Company has reconsidered and revised the Final Dividend from 5 % to 15 % for the Financial Year 2020-2021 in its Board meeting held on 4<sup>th</sup> September, 2021.

Accordingly, the Board of Directors has recommended for declaration of the 15% Final Dividend for the Financial Year 2020-2021 which if declared at this ensuing Annual General Meeting by the Shareholders of the Company, 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 Friday, 24<sup>th</sup> September, 2021 (being the book closure period starting from Saturday, 25<sup>th</sup> September, 2021).

Accordingly, an Ordinary Business in regards to declaration of Final Dividend for the Financial Year 2020-2021 has been proposed in this Notice of Annual General Meeting for the approval of the Shareholders thereof.

**Tax Deduction at Source (TDS) on Dividend :** Pursuant to the Income Tax Act, 1961 , as amended by the Finance Act, 2020, it is hereby informed that w.e.f. 1<sup>st</sup> April, 2020, any Dividend declared and paid by the Company will be taxable in the hands of shareholders. Henceforth, for any Dividend as declared by the Company, the payment of dividend shall be made after necessary deduction of tax at source. The Company shall therefore be required to deduct tax at source at the applicable rates at the time of making the payment of the Dividend, if declared at the respective AGMs.

The TDS rate may vary depending on the residential status of the shareholder and the documents submitted by the shareholders and accepted by the Company in accordance with the provisions of the Income Tax Act, 1961 and at such TDS rates as may be modified/prescribed by the Government from time to time. Members are hereby requested to refer to the Income Tax Act, 1961 in this regard. In general, to enable compliance with TDS requirements, members are requested to update the details like Residential Status, PAN and category as per the Income Tax Act, 1961 with their Depository Participants or in case shares are held in physical mode, with the Company / RTA. Further, if the shareholders doesn't want to have tax deduction they may submit the Form for Non –Deduction of Tax i.e. Form 15G or 15H to the RTA by uploading the same on its web link "[https://investors.cameoindia.com/.](https://investors.cameoindia.com/)" and to the RTA / Company. A notification pertaining to the said amendment has been placed on the website of the Company.

For any queries in regards to the same may be addressed to the RTA / Company at their respective E-Mail IDs.

20. Since the 35<sup>th</sup> Annual General Meeting of the Company will be held through VC/OAVM without any physical presence of the shareholders of the Company, therefore no Route Map and Attendance Slip is applicable in this case and accordingly the same is not annexed to this Notice convening the 35<sup>th</sup> Annual General Meeting (AGM) of the Company.



21. Pursuant to the Section 152 of the Companies Act, 2013, Regulation 26 and 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 as issued by ICSI, the brief profile and expertise in specific functional areas and other required details pertaining to Director seeking retire by rotation and eligible for re-appointment under the Ordinary Business Item No. 3 of the said Notice is tabled below.

NAME	MR. VIKRAM OZA ( Non-Executive Non-Independent Director)
Directors Identification Number (DIN)	01192552
Date of Birth & Age	05 <sup>th</sup> June, 1959 & Aged 62 Years
Nationality	Indian
Qualification	Chartered Accountant –ICAI, New Delhi
Experience & Expertise	He has a post qualification Experience of more than 3 decades in the field of Accountancy, Auditing, Tax Laws & Finance. He possesses a remarkable journey in the field of Finance. He has worked in various diversified sectors such as Paper Mill, Ice Cream Industry, Engineering Industry, and Pharmaceutical Industry & Textile Industry. He has been sharing his vast knowledge & experience with various fora including with students of educational institutes. He has also achieved a notable eminence with his praiseworthy intellect and wisdom into the Banking Sector and his valuable contribution towards the Finance Department of the Textile Industries which helps them in raising its finances in an easy and effective manner. Mr. Vikram Oza has a talent to provide the Corporates his valuable support and counsel across a wide array of situations.
Date of first Appointment on the Board of the Company	1 <sup>st</sup> November, 2006
Shareholding in Jindal Worldwide Limited as at 31 <sup>st</sup> March , 2021	NIL
Directorship held in other Companies as on 31 <sup>st</sup> March , 2021	Good-Slate Credit Rating Private Limited
Membership/Chairmanships held in Committees of other Companies as on 31 <sup>st</sup> March , 2021	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the Financial Year 2020-2021	4 out of total 5
Terms & Conditions	Same terms and conditions as exist at time of change in category of his Directorship as Non-Executive Non-Independent Director w.e.f 14 <sup>th</sup> February, 2020 and that shall be liable to retire by rotation pursuant to relevant provisions of the Companies Act, 2013.
Remuneration Last Drawn	Emoluments of ₹ 12 Lakhs per annum

## II. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS:

### A. General Instructions:

- 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 from time to time read with 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 the facility to members to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means only and the businesses shall be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system (i.e. E-Voting which includes both "Remote E-Voting (during the E-voting Period and before the AGM date)" and "E-Voting (during the period of AGM)" 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 the same carefully.

- ii. Members whose names are recorded in the Register of Members as maintained by the RTA of the Company as on the **Cut-off date i.e. Friday, 24<sup>th</sup> September, 2021**, shall be entitled to avail the facility of E-Voting for the ensuing Annual General Meeting.
  - iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and prior to the Cut-off date i.e. Friday, 24<sup>th</sup> September, 2021 and holds shares as on Cut-off Date, may obtain the Login ID and Password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) with a copy marked to the Company on "[csjindal@jindaltextiles.com](mailto:csjindal@jindaltextiles.com)". However, if the Member is already registered with CDSL for E-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through E-Voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.
  - iv. A printable copy of Notice of the ensuing Annual General Meeting shall also be disseminated on the website of the CDSL "[www.evotingindia.com](http://www.evotingindia.com)" and shareholders can have the access of same.
  - v. Once the vote on a resolution is cast by the shareholders, the shareholders shall not be allowed to change it subsequently.
  - vi. The E-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 i.e. Friday, 24<sup>th</sup> September, 2021.
  - vii. **M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad**, has been appointed as the Scrutinizer to scrutinize the E-Voting process [i.e. **E-Voting which includes both "Remote E-Voting (during the E-voting Period and before the AGM date)" and "E-Voting (during the period of AGM)"**] of the ensuing Annual General Meeting in a fair and transparent manner.
  - viii. The Scrutinizer shall immediately, after the conclusion of voting process of the ensuing Annual General Meeting, will unblock the votes cast through 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 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 E-Voting forthwith, within 48 hours of conclusion of the Annual General Meeting.
  - ix. 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 35<sup>th</sup> Annual General Meeting of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
  - x. Those Shareholders whose E-Mail Ids are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this Notice are requested to submit the following through their registered E-Mail Ids to the respective E-Mail Ids of the Company/RTA:
    - **For Physical Shares-** Name of Shareholder, Folio No., scanned copy of the Share Certificate (front and back), self-attested scanned copy of PAN Card & AADHAR Card
    - **For Dematerialized Shares -** Name of Shareholder, Demat Account Details (CDSL-16 digit beneficiary ID or NSDL-16 digit DP ID + Client ID), Client Master Report, Consolidated Demat Account Statement, Self-Attested scanned copy of PAN Card & AADHAR Card.
- On receipt of the requests as above, the Company/RTA shall coordinate with CDSL and provide the login credentials accordingly.
- xi. The voting period begins on **Monday, 27<sup>th</sup> September, 2021 (9:00 a.m.) and ends on Wednesday, 29<sup>th</sup> September, 2021 (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 i.e. Friday, 24<sup>th</sup> September, 2021 shall cast their votes electronically only either by way of "Remote E-Voting (during the E-voting Period and before the AGM date)" or by way of "E-Voting (during the period of AGM)". The E-Voting module shall be disabled by CDSL for voting thereafter.

#### **B. Instructions for attending the Annual General Meeting Through VC/OAVM:**

- i. The Members can attend the AGM through VC/OAVM mode maximum before and after 20 minutes of the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first



- come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- ii. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
  - iii. Pursuant to provisions of Section 113 of the Companies Act, 2013, the Corporate members intending to appoint their authorized representative to attend the Meeting are requested to ensure that the authorized representative submit a certified copy of the Board Resolution, Power of Attorney or such other valid authorizations, authorising them to attend and vote on their behalf at the Meeting through VC/OAVM to the Company/RTA.
  - iv. Since the 35<sup>th</sup> Annual General Meeting of the Company will be held through VC/OAVM without any physical presence of the shareholders of the Company, the facility for voting through Ballot Form (Poll Paper) would not be made available at the ensuing Annual General Meeting and the members attending the meeting through VC/OAVM who have not already casted their votes by Remote E-Voting shall be able to exercise their right at the meeting through E-Voting (during the period of AGM) . 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 e-vote again.
  - v. Shareholders may access the facility of E-Voting at "https://www.evotingindia.com" under shareholders/members login by using the Remote E-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
  - vi. Shareholders are requested to attend the Meeting preferably through Laptops / IPads for better experience with Web Camera and High Speed Internet Connection/ Stable Wi-Fi/ LAN Connection to avoid any Audio/Visual Loss due to low network and other such technical issues/glitches during the meeting.
  - vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request atleast 7 days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at "csjindal@jindaltextiles.com". The shareholders who do not wish to speak during the AGM but have queries may send their queries atleast 12 days in advance prior to meeting mentioning their name, demat account number/folio number, E-Mail IDs, mobile number at "csjindal@jindaltextiles.com". These queries will be replied to by the Company suitably by E-Mail only..
  - viii. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**C. Instructions and Procedure for casting vote through "Remote E-Voting (during the E-voting Period and before the AGM date)"- FOR ALL INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES INTO DEMAT MODE.**

In reference to the remote e-voting facility provided by the Company to its shareholders under Regulation 44 of SEBI(LODR) Regulations, 2015, it has been observed by the SEBI that participation by the public non-institutional shareholders/retail shareholders is at a negligible level due to necessity of registration on multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India and maintenance of multiple user IDs and passwords by the shareholders.

Thus, In order to increase the efficiency of the voting process, SEBI vide its Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 09<sup>th</sup> December, 2020 have enabled e-voting facility to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

The facility shall be available to all individual shareholders holding the securities in demat mode and thereby are allowed to vote through their demat account maintained with Depositories and Depository Participants and are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The ESPs may continue to provide the facility of e-voting as per the existing process to all physical shareholders and shareholders(other than individuals) viz. institutions/ corporate shareholders.

Pursuant to aforementioned SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, links to e-Voting Service Providers will be provided, so that the user can visit the e-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/">https://web.cdslindia.com/myeasi/Registration/</a> Easi Registration</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' Section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' Section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL is as mentioned below:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**D. Instructions and Procedure for casting vote through “Remote E-Voting (during the E-voting Period and before the AGM date)”- FOR ALL PHYSICAL SHAREHOLDERS HOLDING SECURITIES INTO PHYSICAL MODE AND NON-INDIVIDUALS SHAREHOLDERS HOLDING SECURITIES INTO DEMAT MODE.**

- i. The shareholders should log on to the e-voting website “www.evotingindia.com”
- ii. Click on “Shareholders”.
- iii. 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.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If members are holding shares in demat form and had logged on to “www.evotingindia.com” and voted on an earlier voting of any Company, then the existing password is to be used.
- vi. If any member is a first time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form (other than Individual Shareholders) &amp; Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to contact Company/RTA and to use the sequence number as sent by Company/RTA and further requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<p>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.</p> <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>

- vii. After entering these details appropriately, click on “SUBMIT” tab.
- viii. 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.
- ix. For Members holding shares in physical form, the details can be used only for E-Voting on the resolutions contained in this Notice.

- x. Click on the EVSN 210906126 of the Jindal Worldwide Limited to vote.
- xi. On the voting page, a tab of "RESOLUTION DESCRIPTION" exists and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that members assent to the Resolution and option NO implies that members dissent to the Resolution.
- xii. Click on the "RESOLUTION FILE LINK" if a member wish to view the entire Resolution details.
- xiii. After selecting the resolution a member have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If a member wish to confirm the vote, click on "OK ", else to change the vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once a member 'CONFIRM' the vote on the resolution, modification is not allowed thereafter.
- xv. A member can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. 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.

**D. Instructions and Procedure for casting vote through "E-Voting-During and At the AGM" :**

- i. The procedure for attending meeting and e-Voting on the day of the AGM is same as the instructions mentioned above for Remote E-Voting.
- ii. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- iii. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through Remote E-Voting and are otherwise not barred from doing so, shall be eligible to vote through E-Voting system available during the AGM. Shareholders who have already voted prior to the meeting date would not be entitled to vote during and at the meeting.
- iv. If any Votes are cast by the shareholders through the E-Voting available during the AGM and if the same shareholders have not attended/participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of E-Voting during the meeting is available only to the shareholders attending the meeting.
- v. Shareholders who have voted through Remote E-Voting will be eligible to attend the AGM. However, they will not be eligible to vote during and at the AGM.

**E. Notes for Non – Individual Shareholders and Custodians for Facility of E-Voting:**

- 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 in the "Corporates" module.
- 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.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their respective email IDs, if they have voted from individual tab & not uploaded same in the CDSL e-voting system, for the scrutinizer to verify the same.

**D. Contact Details for Any Queries/Grievances:**

In case you have any queries or issues regarding attending the AGM or in regards to E-Voting, the members may refer the Frequently Asked Questions (FAQs) and E-Voting manual available at "www.evotingindia.com" under help Section or alternatively, members may also contact the following officials responsible to address any Queries/Grievances regarding attending the AGM or in regards to E-Voting:

<b>Contact Details</b>	
<b>E-Voting Agency:</b>	<p><b>CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED</b>  <b>Mr. Rakesh Dalvi, Sr. Manager, (CDSL)</b>                      Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013.                      Phone: (022- 23058738) or (022-23058543) or (022-23058542)                      E-mail Id: helpdesk.evoting@cdslindia.com</p>
<b>Company:</b>	<p><b>JINDAL WORLDWIDE LIMITED</b>                      "Jindal House" Opp. D – Mart, I.O.C. Petrol Pump Lane, Shivranjani, Shyamal 132 Ft Ring Road, Satellite, Ahmedabad – 380015, Gujarat                      Phone: 91-79-71001500                      E-mail Id: "csjindal@jindaltextiles.com"                      Website: "www.jindaltextiles.com"</p>
<b>Registrar and Transfer Agent :</b>	<p><b>M/s. CAMEO CORPORATE SERVICES LIMITED</b>                      Subramanian Building, No. 1, Club House Road Chennai 600002                      Phone: 044- 28460390                      E-mail Id: "investor@cameoindia.com"                      Website : "www.cameoindia.com"</p>
<b>Scrutinizer:</b>	<p><b>M/S. SPANJ &amp; ASSOCIATES,</b>                      Practicing Company Secretaries, Ahmedabad                      E-mail ID: "csdoshiac@gmail.com"</p>

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF SEBI (LODR) REGULATIONS, 2015

### ITEM NO. 04 :

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K. V. Melwani & Associates, Practising Cost Accountants, Ahmedabad as Cost Auditors to conduct the cost audit of the cost records to be maintained by the Company in respect of textiles products for the Financial Year ending on 31<sup>st</sup> March, 2022 at a remuneration of ₹ 90,000/- excluding all applicable taxes, travelling and other out-of-pocket expenses incurred by her in connection with the aforesaid audit, subject to the approval of shareholders in the ensuing Annual General Meeting.

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. 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, 2022.

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. 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 :** Mr. Amit Agarwal (DIN:00169061) was re- appointed earlier as Managing Director of the Company with approval of shareholders in the Annual General Meeting held on 30<sup>th</sup> September, 2016 for a term of 5 years i.e. w.e.f 3<sup>rd</sup> September, 2016 to 2<sup>nd</sup> September, 2021 and thus due to the expiry of his existing term of appointment in this year itself, the Company proposed to re-appoint him on the Board of the Company as the Managing Director of the Company due to his overwhelming expertise, exposure, repute and vast knowledge into Advanced management and expansion of business, products and strategies into the Textile Sector and other major sectors. Accordingly, pursuant to the provisions, Rules, Regulations, Schedules (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and of the SEBI (LODR) Regulations, 2015 and the Articles of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee, the Board of Directors in its meeting held on 22<sup>nd</sup> June, 2021 has approved for his re-appointment subject to the approval of shareholders in the ensuing Annual General Meeting based on his performance evaluation.

It is strongly believed that the Company would be immensely benefitted with vast knowledge and varied experience and leadership of Mr. Amit Agrawal as the Managing Director of the Company.

**Declarations:** Mr. Amit Agrawal satisfies all the applicable conditions as set out under Section 196 read with Schedule V of the Act for being eligible for the office of the Managing Director. The Company has received all such necessary disclosures as are required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 from Mr. Amit Agarwal including the following:

- i. Consent to act as the Managing Director in the prescribed Form DIR-2 pursuant to Section 152 of the Companies Act, 2013 read with relevant rules thereof.
- ii. Declaration to the effect that he is not disqualified to become a Director , pursuant to Section 152 & 164 of the Companies Act, 2013 read with relevant rules thereof.
- iii. Disclosure of Interest in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013 read with relevant rules thereof.
- iv. Declaration to the effect that he is not debarred from being or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such statutory authority.

Thus, in the opinion of the Board, the said Director do fulfills all such other conditions as specified both in the Companies Act, 2013 read with rules framed thereunder and SEBI (LODR) Regulations, 2015 for being re-appointed as the Managing Director of the Company.



**Qualification, Experience & Expertise:** Being an accomplished business development leader, Mr. Amit Agrawal, aged 44 years is a Promoter-Managing Director of the Company and has rich and varied experience of around 22 years in the Textile Industry and has been involved in the operations of the Company over a long period of time. He possess the Master Degree of Business Administration from U.S.A. and has guided the Company towards diversification and growth to emerge as a world leader in the Textile industry. He possesses a remarkable journey in the Textile & IT Sector.

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

**Relationship with other KMP & Directors of the Company :** Mr. Amit Agarwal is related with one Director of the Company, being son of Dr. Yamunadutt Agrawal, Chairman & Director of the Company.

**Terms & Conditions of Re-Appointment:**

- a.) Tenure: Mr. Amit Agarwal is being re-appointed for a term of 5 (Five) years w.e.f. 3<sup>rd</sup> September, 2021 to 2<sup>nd</sup> September, 2026 which shall be liable to retire by rotation.
- b.) Termination: The aforesaid reappointment may be terminated by either party by giving to the other party not less than one month prior notice in writing of such termination or payment in lieu of notice or in such manner as may be mutually agreed upon between the Board of Directors and the re-appointing Director from time to time.
- c.) Remuneration: Pursuant to Section 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with relevant Regulation of SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, Mr. Amit Agarwal be paid a remuneration, perquisites & other benefits amounting to ₹ 15 Lakhs per month / ₹ 1.80 Crores per annum provided that any such remuneration, perquisites & other benefits payable to Mr. Amit Agrawal shall not exceed the overall ceiling limit of the total managerial remuneration or such other limits as may be prescribed under the Companies Act, 2013 Act from time to time and shall be subject to the terms & conditions as may be mutually agreed upon between the Board of Directors and the re-appointing Director.
- d.) Perquisites and other benefits may include the following:
  - Medical Insurance and Personal Accident Insurance
  - Medical Reimbursement
  - Conveyance & Travelling
  - Mobile/Telephone Facility
  - Reimbursement of such other expenses relating, including but not limited to day to day utilities viz. gas, electricity, furniture and fixtures etc., traveling, field visits, mobile, e-mail devices, communication facilities, entertainment, other out-of-pocket expenses, etc. incurred by him in connection with or relating to the business of the Company.
  - Other perquisites, allowances, benefits and amenities as per as may be mutually agreed upon between the Board of Directors and the re-appointing Director from time to time.

The terms and conditions of the aforesaid reappointment/ employment including but not limited to the remuneration payable to Mr. Amit Agrawal may be revised, modified, altered and varied from time to time as may be determined by the Board at its sole discretion.

**Letter of Re-Appointment/ Execution of Memorandum:** Subject to the approval of the shareholders on the Item No. 5 of this Notice to the AGM, a letter of re-appointment shall be issued to the re-appointing Director and be uploaded on the website of the Company and the same shall be construed as a written memorandum setting out the terms of employment of the Managing Director in such a manner that it has actually been executed between the Company and the re-appointing Director in pursuance to the provisions of the Section 190 of the Companies Act, 2013. A copy of the draft letter of re-appointment shall be made available for inspection by the shareholders through electronic mode only.

None of the Directors or 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 the re-appointing Director himself i.e. Mr. Amit Agarwal, Dr. Yamunadutt Agrawal (Chairman, Director of the Company & relative of the re-appointing director) & Kaushal Agarwal (Promoter of the Company and relative of the re-appointing Director) to the extent of their shareholding interest in the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 05 of the Notice of this Annual General Meeting, in relation to the aforementioned re-appointment and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

**BRIEF PROFILE OF MR. AMIT AGRAWAL:**

<b>NAME</b>	<b>MR. AMIT AGRAWAL (MANAGING DIRECTOR - EXECUTIVE)</b>
Directors Identification Number (DIN)	00169061
Date of Birth & Age	28 <sup>th</sup> April, 1977; Aged 44 Years
Nationality	Indian
Qualification	Master Degree of Business Administration from U.S.A.
Experience & Expertise	He possesses 22 Years of core experience in Textile Industry.
Date of first Appointment on the Board of the Company	28 <sup>th</sup> September, 2004
Shareholding in Jindal Worldwide Limited as at 31 <sup>st</sup> March, 2021	38542000 equity shares – 19.22%
Directorship held in other Companies as on 31 <sup>st</sup> March, 2021	<ol style="list-style-type: none"> <li>1. Apparely Textiles Private Limited</li> <li>2. Amitara Green Hi-Tech Park Private Limited</li> <li>3. Aegios Polyfilms Private Limited</li> <li>4. Balaji Weft Private Limited</li> <li>5. Crystalize Research And Solutions Private Limited</li> <li>6. Deepshikha Exim Private Limited</li> <li>7. Denimade Textiles Private Limited</li> <li>8. Expede-Tech Research &amp; Development Private Limited</li> <li>9. Finetrends Textiles Private Limited</li> <li>10. Goodcore Spintex Private Limited</li> <li>11. Jindal Denifin Line Private Limited</li> <li>12. Jindal Shirtings Private Limited</li> <li>13. Jindal Speciality Chemicals India Private Limited</li> <li>14. Kashyap Tele-Medicines Limited</li> <li>15. Saroj Weavers Private Limited</li> <li>16. Shape Of You Private Limited</li> <li>17. Spinbell Textiles Private Limited</li> <li>18. Premium Yoga Fitness Centre Private Limited</li> </ol>
Membership/Chairmanships held in Committees of other Companies as on 31 <sup>st</sup> March, 2021	Member of Stakeholders Relationship Committee of Kashyap Tele-Medicines Limited
Relationship with other Directors / Key Managerial Personnel	Mr. Amit Agarwal is related with one Director of the Company, being son of Dr. Yamunadutt Agrawal, Chairman & Director of the Company.
Number of meetings of the Board attended during the Financial Year 2020-2021	Mr. Amit Agarwal has attended all 5 Board Meeting of the Company held during the Financial Year 2020-2021.
Terms & Conditions	Same as mentioned in Explanatory Statement above to Item No 5. Of this Notice of AGM.
Remuneration Last Drawn	₹2 Lakhs per month / ₹ 24 Lakhs per annum

**By Order of the Board of Directors of  
JINDAL WORLDWIDE LIMITED**

Sd/-  
**(DR. YAMUNADUTT AGRAWAL)**  
Chairman & Director  
DIN: 00243192

**Place : Ahmedabad  
Date : 04<sup>th</sup> September, 2021**

# 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**

Date: // //

Folio No:

**Regd. Office :**  
 "Jindal House" Opp.D-Mart, I O C Petro Pump Lane,Shivranjani Shyamal,  
 132ft Ring Road, Satellite, Ahmedabad – 380015  
 Phone 079-71001500

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**

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**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: \_\_\_\_\_ Sign : \_\_\_\_\_ Sign: \_\_\_\_\_ Sign: \_\_\_\_\_  
**Registered holder Joint holder 1 Joint holder 2 Joint holder 3**

Postal barcode

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

\_\_\_\_\_ (Address 1)

\_\_\_\_\_ (Address 2)

\_\_\_\_\_ (Address 3)