

## 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**  
**DIN: 00243192**



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## POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

Postal Ballot No.

| Sr. No. | Particulars  | Details of Member[s] |
|---------|--|----------------------|
| 1.      | Name and Registered Address of the first named Member (in block letters) |                      |
| 2.      | Name(s) of the joint Member(s), if any                                   |                      |
| 3.      | Registered Folio No. / DP ID & Client ID No.                             |                      |
| 4.      | No. of shares held   |                      |

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 6<sup>th</sup> November, 2015 of the Company by sending my / our assent or dissent to the said Special Resolution by placing a tick (✓) mark in the appropriate box below:

| Item No. | Description  | No. of shares held by me/us | I / We assent [agree] to the Resolution [FOR] | I/ We dissent to the Resolution [AGAINST] |
|----------|--|-----------------------------|---|---|
| 1        | Special Resolution for approval for Investments / Loans / Guarantees/ Securities to be provided beyond the limits prescribed under section 186 of the Companies Act, 2013 and maximum up to Rs. 750 Crores |                             |   |   |

Place :

Date :

\_\_\_\_\_  
Signature of the Member

**Note:** Please read the instructions printed below carefully before filling this Form and for e voting. Please refer to the instructions for voting through electronic means provided as mentioned below.

## INSTRUCTIONS

1. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on 20<sup>th</sup> November, 2015.
2. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
3. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided as below.
4. This form should be completed and signed by the Member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/furnished by NSDL/CDSL to the Company, in respect of the shares held in the physical form or Demat Form respectively) by the first named Member and in his / her absence, by the next named Member.
5. Consent must be accorded by placing a tick mark [✓] in the column 'I assent (agree) to the resolution' or dissent must be accorded by placing a tick mark [✓] in the column 'I dissent (disagree) to the resolution'.
6. The votes of a Member will be considered invalid on any of the following grounds:
  - a) if the Postal Ballot Forms are unsigned, incomplete or incorrectly filled;
  - b) if the Member's signature does not tally
  - c) if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceed the total number of shares held;
  - d) the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member, or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or it is difficult to verify the signature, or one or more of the above grounds.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before Tuesday, 5.00 p.m. 29<sup>th</sup> December, 2015 if any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
8. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney, along with attested specimen signatures, should be mailed to helpdesk.evoting@cdslindia.com and with a copy marked to the Scrutinizer at csjindal@jindaltextiles.com, or deposited at the registered office of the Company.
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelopes in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
11. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member on the relevant date, i.e. 20<sup>th</sup> November, 2015.
12. The Scrutinizer's decision on the validity of the postal ballot shall be final.

**13. The instructions for shareholders voting electronically are as under:**

- i) The voting period begins on 9.00 a.m. on Monday, 30<sup>th</sup> November, 2015 and ends on 5.00 p.m. on Tuesday, 29<sup>th</sup> December, 2015. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20<sup>th</sup> November, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders.
- iv) Now Enter your User ID  
For CDSL : 16 digits beneficiary ID,  
For NSDL : 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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.
- vii) If you are a first time user follow the steps given below:

| <b>For Members holding shares in Demat Form and Physical Form</b> |   |
|---|---|
| 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 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul> |
| Date of Birth (DOB)   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details   | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).</li> </ul>   |

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the Jindal Worldwide Limited to vote.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non - Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)