

Date: 3rd September, 2019

To,

National Stock Exchange of India Limited
Exchange Plaza
Plot no. C/1, G Block
Bandra- Kurla Complex, Bandra (E)
Mumbai - 400 051
NSE Company Code: JINDWORLD

The Bombay Stock Exchange Limited
Listing Department
Phiroz Jeejeebhoy Tower,
25th Floor, Dalal Street
Mumbai - 400 001
BSE Company Code: 531543

Ref: Company ISIN NO. : - INE247D01039

Subject: NOTICE OF 33RD ANNUAL GENERAL MEETING AND BOOK CLOSURE PURSUANT TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Dear Sir/Ma'am,

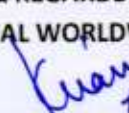
Pursuant to Regulations 30, 42, 44 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we notify the following as under:


1. The 33rd Annual General Meeting (AGM) of the Company will be held on **Friday, the 27th day of September, 2019 at 04:30 p.m.** at 206, Chikwadi, Saijpur, Gopalpur, Ahmedabad - 382445. The notice of the 33rd Annual General Meeting is enclosed herewith.
2. The Register of Members and the Share Transfer Book will remain closed from **Saturday, 21st September, 2019 to Friday, 27th September, 2019** (both days inclusive) for the purpose of AGM and determining names of the Shareholders eligible for dividend on equity shares for the Financial Year 2018-2019. The dividend, if approved by the shareholders, will be paid within 30 days from the date of declaration.
3. The Company has provided the facility to vote by electronics means (e-voting) on all resolutions as set out in the notice of AGM to those members, holding shares either in physical or in electronic form as on the cut-off date i.e. **Friday, 20th September, 2019**. The remote e-voting will commence at **Tuesday, 24th September, 2019 (9:00 a.m.)** and ends on **Thursday, 26th September, 2019 (5:00 p.m.)**.

You are kindly requested to acknowledge and update the same in your records.

THANKS & REGARDS

FOR, JINDAL WORLDWIDE LIMITED


CS KIRAN GERYANI
(COMPANY SECRETARY)



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

CC To :

National Securities Depository Limited
Central Depository Services (India) Limited
Cameo Corporate Services Limited (RTA)

NOTICE OF 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the 33rd Annual General Meeting of the Members of **JINDAL WORLDWIDE LIMITED** will be held on **Friday, the 27th day of September, 2019 at 04:30 p.m. at 206, Chikwadi, Saijpur, Gopalpur, Ahmedabad-382445**, to transact the following business:

ORDINARY BUSINESS:

Item No.01 : Adoption of Financial Statements -

To consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019 together with the Reports of the Board of Directors and Statutory Auditors thereon.

Item No.02 : Declaration of Final Dividend -

To declare the final dividend @ 5% on Paid Up Equity Share Capital (i.e ₹ 0.05 paisa per equity share).

Item No.03 : Re-Appointment of Mr. Rajesh Jain (DIN: 00209896) as a Director liable to retire by rotation under Section 152 of the Companies Act, 2013 -

To appoint a Director in place of Mr. Rajesh Jain (DIN: 00209896), 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 2019-2020 -

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), the remuneration payable to M/s. K. V. Melwani & Associates, Practicing Cost Accountants, Ahmedabad (FRN:100497); appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the Financial Year 2019-2020; amounting to ₹ 90,000/- excluding taxes, travelling and other out-of-pocket expenses to be incurred by the said Auditor in connection with the aforesaid audit, be and is hereby ratified and confirmed."

Item No.05 : To Re-appoint Mr. Vikram Oza (DIN: 01192552) as an Independent Director of the Company-

Elucidation: The members are hereby informed that Mr. Vikram Oza, an Independent Director of the Company who was appointed by passing the shareholder's resolution in the Annual General Meeting held on 16th September, 2014 for a term of 5 years i.e. w.e.f 16th September, 2014 till respective Annual General Meeting; being eligible for re-appointment; is required to be re-appointed on the Board of the Company, due to the expiry of his existing term of appointment

Accordingly, the consent of the members is required to re-appoint him as an Independent Director of the Company for a second consecutive term of 5 Years w.e.f. 27th September, 2019 to 26th September, 2024; the same which was accorded by the Board of Directors in their Meeting held on 13th August, 2019, subject to the approval of shareholders in the ensuing Annual General Meeting.

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 149 read with the Schedule IV, Section 152, & other applicable provisions, Rules, Regulations (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and of the SEBI (LODR) Regulations, 2015; respectively, and further pursuant to the Article of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Mr. Vikram Oza (DIN: 01192552) as an Independent Director of the Company; whose first term of appointment be expired on the date of this Annual General Meeting i.e. 27th September, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of an Independent Director of the Company; to hold office for a second term of 5 (Five) consecutive years w.e.f. 27th September, 2019 to 26th September, 2024, not liable to retire by rotation and on such terms and conditions as detailed in the explanatory statement attached 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 in such manner as may be mutually decided by the Board of Directors and the re-appointing Independent Director."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 17(6)(a) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vikram Oza may be paid sitting fees or commission as may be decided by the Board within the limits stipulated under the Companies Act, 2013."

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and 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.”

Item No.06 : To Re-appoint Mr. Ashish Navnitlal Shah (DIN: 00089075) as an Independent Director of the Company-

Elucidation: The members are hereby informed that Mr. Ashish Navnitlal Shah, an Independent Director of the Company who was appointed by passing the shareholder’s resolution in the Annual General Meeting held on 16th September, 2014 for a term of 5 years i.e. w.e.f 16th September, 2014 till respective Annual General Meeting; being eligible for re-appointment; is required to be re-appointed on the Board of the Company due to the expiry of his existing term of appointment.

Accordingly, the consent of the members is required to re-appoint him as an Independent Director of the Company for a second consecutive term of 5 Years w.e.f. 27th September, 2019 to 26th September, 2024; the same which was accorded by the Board of Directors in their Board Meeting held on 13th August, 2019, subject to the approval of shareholders in the ensuing Annual General Meeting.

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 149 read with the Schedule IV, Section 152 & other applicable provisions, Rules, Regulations (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and of the SEBI (LODR) Regulations, 2015; respectively and further pursuant to the Article of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Mr. Ashish Navnitlal Shah (DIN: 00089075) as an Independent Director of the Company; whose first term of appointment be expired on the date of this Annual General Meeting i.e. 27th September, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of an Independent Director of the Company; to hold office for a second term of 5 (Five) consecutive years w.e.f. 27th September, 2019 to 26th September, 2024, not liable to retire by rotation and on such terms and conditions as detailed in the explanatory statement attached 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 Independent Director.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 17 (6) (a) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ashish Navnitlal Shah may be paid sitting fees or commission as may be decided by the Board within the limits stipulated under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and 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.”

Item No.07 : To Re-appoint Ms. Deepali Agrawal (DIN: 06935197) as an Independent Director of the Company-

Elucidation: The members are hereby informed that Ms. Deepali Agrawal, an Independent Director of the Company who was appointed by passing the shareholder’s resolution in the Annual General Meeting held on 16th September, 2014 for a term of 5 years i.e. w.e.f 16th September, 2014 till respective Annual General Meeting; being eligible for re-appointment; is required to be re-appointed on the Board of the Company due to the expiry of her existing term of appointment.

Accordingly, the consent of the members is required to re-appoint her as an Independent Director of the Company for a second consecutive term of 5 Years w.e.f. 27th September, 2019 to 26th September, 2024; the same which was accorded by the Board of Directors in their Board Meeting held on 13th August, 2019, subject to the approval of shareholders in the ensuing Annual General Meeting.

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 149 read with the Schedule IV, Section 152 & other applicable provisions, Rules, Regulations (including any modification or re-enactment thereof), if any, of the Companies Act, 2013 and of the SEBI (LODR) Regulations, 2015, respectively and further pursuant to the Article of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors, the consent of the members be and is hereby accorded for the re-appointment of Ms. Deepali Agrawal (DIN: 06935197) as an Independent Director of the Company; whose first term of appointment be expired on the date of this Annual General Meeting i.e. 27th September, 2019 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of an Independent Director of the Company; to hold office for a second term of 5 (Five) consecutive years w.e.f. 27th September, 2019 to 26th September, 2024, not liable to retire by rotation and on such terms and conditions as detailed in the explanatory statement attached 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 in such manner as may be mutually decided by the Board of Directors and the re-appointing Independent Director.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 17 (6) (a) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Deepali Agrawal may be paid sitting fees or commission as may be decided by the Board within the limits stipulated under the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and 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.”

Item No.08 : To continue the directorship of Dr. Yamunadutt Agrawal (DIN: 00243192) as a Non-Executive Non- Independent Director of the Company after attaining the age of 75 years during his tenure of directorship -

Elucidation: The members are hereby informed that pursuant to the provisions of SEBI (LODR) Regulations, 2015 and SEBI (LODR) (Amendment) Regulations, 2018 thereof as made effective from 01st April, 2019 which states that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

Accordingly, the consent of the members is required for continuing the directorship of Dr. Yamunadutt Agrawal (DIN: 00243192) as the Non-Executive Non-Independent Director on the Board of the Company, on and after attaining the age of 75 years on 03rd February, 2020 during his tenure of directorship in the Company, the same which was accorded by the Board of Directors in their Board Meeting held on 13th August, 2019, subject to the approval of shareholders in the ensuing Annual General Meeting.

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 SEBI (LODR) Regulations, 2015 and SEBI (LODR) (Amendment) Regulations, 2018 thereof as made effective from 01st April, 2019 & other applicable provisions, Regulations (including any modification or re-enactment thereof), if any and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors; the consent of the members be and is hereby accorded for continuing the directorship of Dr. Yamunadutt Agrawal (DIN: 00243192) as the Non-Executive Non- Independent Director on the Board of the Company, on or after attaining the age of 75 Years during his tenure of directorship, on the basis of justification stated in the explanatory statement annexed to this notice hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized and 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
Jindal Worldwide Limited**

**Sd/-
(Dr. Yamunadutt Agrawal)
Chairman/ Director
DIN: 00243192**

**Place : Ahmedabad
Date : 13th August, 2019**

