



**Extra-Ordinary General Meeting**  
**Dated 30<sup>th</sup> December, 2022**  
**JINDAL WORLDWIDE LIMITED**

## JINDAL WORLDWIDE LIMITED

CIN : L17110GJ1986PLC008942

**Registered Office & Corporate Office** : "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 **Website**: [www.jindaltextiles.com](http://www.jindaltextiles.com) **E-mail**: "[info@jindaltextiles.com](mailto:info@jindaltextiles.com)"

### NOTICE OF 1<sup>ST</sup> EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an **Extra-Ordinary General Meeting** of the Members of **JINDAL WORLDWIDE LIMITED** will be held on **Friday, 30<sup>th</sup> December, 2022 at 10:30 A.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the business as given below:

#### PROPOSED RESOLUTIONS

##### **1 : TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SIDHARATH KAPUR (DIN-02153416) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('Listing Regulations'), applicable provisions of the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Sidharath Kapur (DIN: 02153416) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 5<sup>th</sup> October, 2022 to hold office upto the date of the ensuing General Meeting/Postal Ballot process of the Company and who has submitted the declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years with effect from 5<sup>th</sup> October, 2022."

**"RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

##### **2 : TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. MUKESH GUPTA (DIN-06638754) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

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

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('Listing Regulations'), applicable provisions of the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Mr. Mukesh Gupta (DIN: 06638754) who was appointed as an Additional Director in the category of Non-Executive Independent Director of the Company w.e.f. 14<sup>th</sup> November, 2022 to hold office upto the date of the ensuing General Meeting/Postal Ballot process of the Company and who has submitted the declaration that he meets the criteria of independence as provided under the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years with effect from 14<sup>th</sup> November, 2022."

**“RESOLVED FURTHER THAT** approval of the Members be and is hereby accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

**By Order of the Board of Directors of  
Jindal Worldwide Limited**

Sd/-

**(Dr. Yamunadutt Agrawal)**

**DIN: 00243192**

**Chairman & Director**

**Place : Ahmedabad**

**Date : 6<sup>th</sup> December, 2022**

**NOTES:**

**I. GENERAL INFORMATION:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Regulations 17 and 36 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the **Listing Regulations**”) and as required under Secretarial Standard – 2 on General Meetings as issued by the Institute of Company Secretaries of India (ICSI), in respect of the proposed Special Resolutions under Item nos. 1 and 2 as stated above is annexed hereto.

2. In view of the situation arising out of Covid-19 global pandemic, the Ministry of Corporate Affairs (“**MCA**”) vide its circulars dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2022 (“**MCA Circulars for General Meetings**”) and Securities and Exchange Board of India (“**SEBI**”) vide its circulars dated 12<sup>th</sup> May, 2020 and 15<sup>th</sup> January, 2021 (“**SEBI Circulars for General Meetings**”), permitted the holding of general meetings through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the provisions of the Act, the Listing Regulations, MCA Circulars for General Meetings and SEBI Circulars for General Meetings, EOGM of the Company is being held through VC / OAVM. In view of the same, members can attend and participate in the EOGM through VC / OAVM.

As this EOGM is being held pursuant to MCA Circulars for General Meetings and SEBI Circulars for General Meetings through VC / OAVM, the facility to appoint proxy will not be available for this EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, a Body Corporate is entitled to appoint authorised representative to attend the EOGM through VC / OAVM and participate thereat and cast their votes through e-voting.

As this EOGM will be held through VC / OAVM, the Route Map is not annexed to this Notice.

3. Keeping the convenience of the Members of the Company positioned in different time zones into consideration, the EOGM has been scheduled on a working day on 30<sup>th</sup> December, 2022 at 10:30 A.M. (IST).
4. **Procedure for attending the EOGM 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 EOGM 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.
5. 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 EOGM. 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 atleast 5 days before the date of EOGM.
6. 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 EOGM.
7. 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.

8. Members are informed that as an ongoing measure to enhance ease of doing business for investors in dealing in securities markets by investors, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated 14<sup>th</sup> December, 2021 has made applicable Common and Simplified Norms for processing investor's service request by RTAs and norms for mandatory furnishing PAN, KYC details and Nomination through various Forms. The prescribed forms for updating these details are placed on the website of the Company.

Members are requested to intimate/update changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details viz. bank name, branch details, bank account number, MICR code, IFSC code, etc. following the method and modes as mentioned in the EOGM Notice

**For shares held in dematerialized form:** to their Depository Participants (DPs)

**For shares held in physical form:** to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and in other such applicable forms in pursuance to above mentioned SEBI Circular. The downloadable version of such Forms are available on the website of the Company.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate, claim from unclaimed suspense account, renewal/ exchange of securities certificate, endorsement, sub-division/splitting of securities certificate, consolidation of securities certificates/folios, transmission and transposition. Accordingly, members are requested to make such service requests by submitting a duly filled and signed Form ISR – 4, the downloadable version of such Form is available on the website of the Company and Registrar and Transfer Agent. It may be noted that any service request can be processed only after the folio is KYC Compliant.

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.

As a part of compliance of aforesaid circulars, the Company had also intimated the physical shareholders about the compliance required by sending the notices to the concerned physical shareholders via Registered Post through the RTA of the Company.

9. Information of Mr. Sidharath Kapur and Mr. Mukesh Gupta seeking appointment at the EOGM, which includes particulars of their qualification, brief resume, area of expertise and other details are provided in the Explanatory Statement to the Notice as prescribed under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

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

### A. General Instructions:

- i. Pursuant to 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 EOGM 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 EOGM date)**" and "**E-Voting (during EOGM)**") 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, 23<sup>rd</sup> December, 2022**, shall be entitled to avail the facility of E-Voting for the ensuing EOGM.
- 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, 23<sup>rd</sup> December, 2022** and holds shares as on Cut-off Date, may

obtain the Login ID and Password by sending a request at helpdesk.evoting@cdslindia.com with a copy marked to the Company on "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 EOGM shall also be disseminated on the website of the CDSL "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, 23<sup>rd</sup> December, 2022**.
- vii. **M/s. SPANJ & Associates, 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 EOGM date)"** and "E-Voting (during the EOGM)" of the ensuing EOGM in a fair and transparent manner.
- viii. The Scrutinizer shall immediately, after the conclusion of voting process of the EOGM, 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 prescribed time frame of conclusion of the EOGM.
- ix. The Results declared along with the Scrutinizer's Report shall be submitted to the Stock Exchange i.e. BSE & NSE and shall be placed on the website of CDSL "www.cdslindia.com" and on the website of the Company "www.jindaltextiles.com" after the conclusion of the EOGM of the Company.
- 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/CDSL shall coordinate with each other and thereafter login credentials shall be provided accordingly.

- xi. The voting period begins on **Tuesday, 27<sup>th</sup> December, 2022 (9:00 a.m.)** and ends on **Thursday, 29<sup>th</sup> December, 2022 (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, 23<sup>rd</sup> December, 2022** shall cast their votes electronically only either by way of **"Remote E-Voting (during the E-voting Period and before the EOGM date)"** or by way of **"E-Voting (during the EOGM)"**. The E-Voting module shall be closed by the Scrutinizer and disabled by the CDSL for voting thereafter.

#### **B. Instructions for attending the EOGM through VC/OAVM:**

- i. The Members can attend the EOGM through VC/OAVM mode maximum before and after 30 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 EOGM through VC/OAVM will be made available to at least 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 EOGM without restriction on account of first come first served basis.
- ii. Members attending the EOGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

- iii. Pursuant to the provisions of Sections 112 and 113 of the Act and Rules framed thereunder, the Institutional/ Corporate Members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the EOGM through VC/ OAVM and are required to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Power of Attorney/ appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote and/or attend the Meeting, to the Company through e-mail at [csjindal@jindaltextiles.com](mailto:csjindal@jindaltextiles.com).

Alternatively, they can also upload the Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on "**Upload Board Resolution/ Authority Letter**" displayed under "**e-Voting**" tab in their login.

- iv. Since the EOGM 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) will not be made available at the ensuing EOGM and the members attending the meeting through VC/OAVM who have not casted their votes by Remote E-Voting shall be able to exercise their right at the meeting through E-Voting (during the EOGM). 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](mailto:csjindal@jindaltextiles.com)". The shareholders who do not wish to speak during the EOGM 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](mailto:csjindal@jindaltextiles.com)". These queries will be replied by the Company suitably through 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 EOGM 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.

Therefore, pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December, 2020, e-voting facility has been enabled 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. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<p>Users 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.</p> <ol style="list-style-type: none"> <li>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>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting 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 EOGM.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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>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>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	<p>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 &amp; voting during the meeting.</p>

**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:**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at a toll free no. 1800 22 55 33.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 EOGM 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" module.
- 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	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Shareholders 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 221207006 (Jindal Worldwide Limited) on which you choose 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.

**E. Instructions and Procedure for casting vote through "E-Voting-during and at the EOGM":**

- i. The procedure for attending meeting and e-Voting on the day of the EOGM 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 at the EOGM 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 EOGM. 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 EOGM 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 EOGM. However, they will not be eligible to vote during EOGM.

**F. 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.

**G. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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

In case you have any queries or issues regarding attending the EOGM 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 EOGM or in regards to E-Voting:

<b>CONTACT DETAILS</b>	
<b>CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED:</b>	<b>E-mail ID:</b> helpdesk.evoting@cdslindia.com <b>Name:</b> Mr. Rakesh Dalvi <b>Contact No.:</b> Toll Free No. 1800 22 55 33 <b>Address:</b> Mr. Rakesh Dalvi, Sr. Manager, (CDSL) 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.
<b>COMPANY:</b>	<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 <b>Phone:</b> 079-71001500 <b>E-mail Id:</b> "csjindal@jindaltextiles.com" <b>Website:</b> "www.jindaltextiles.com"
<b>REGISTRAR AND TRANSFER AGENT :</b>	<b>M/s. CAMEO CORPORATE SERVICES LIMITED</b> Subramanian Building, No. 1, Club House Road, Chennai 600002 <b>Phone:</b> 044- 28460390 <b>E-mail Id:</b> "investor@cameoindia.com"
<b>SCRUTINIZER:</b>	<b>M/S. SPANJ &amp; ASSOCIATES</b> Company Secretaries, Ahmedabad <b>E-mail Id:</b> "csdoshiac@gmail.com"

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

### **Item No. 1:**

#### **TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. SIDHARATH KAPUR (DIN-02153416) AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 4<sup>th</sup> October, 2022 had appointed Mr. Sidharath Kapur (DIN: 02153416) as an Additional Director (Non-Executive Independent Director) of the Company w.e.f. 5<sup>th</sup> October, 2022 for a period of 5 (five) consecutive years, subject to approval of members by way of a special resolution.

Pursuant to SEBI LODR (Third Amendment) Regulations 2021 read with the corrigendum, the Listed Companies are to ensure that the approval of shareholders for appointment of a person on Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Considering this change being effective from 1<sup>st</sup> January, 2022, the Directors so appointed are to be regularised within a period of 3 months from their appointment.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Sidharath Kapur as a Director.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

The resolution contained in Item no. 1 of the accompanying Notice, accordingly, seeks members' approval for appointment of Mr. Sidharath Kapur as an Independent Director on the Board of the Company on the terms and conditions as specified in the letter of appointment.

Except Mr. Sidharath Kapur and his relatives (to the extent of their shareholding, if any), none of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Nomination and Remuneration Committee has reviewed the capabilities of Mr. Sidharath Kapur vis-a-vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Sidharath Kapur as an Independent Director, for a term of 5 (five) consecutive years effective from 5<sup>th</sup> October, 2022. In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

In the opinion of the Board of Directors, Mr. Sidharath Kapur, fulfils the conditions specified in the Companies Act, 2013, Rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and in the opinion of the Board of directors, he is independent of management.

Mr. Sidharath Kapur has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the "Act"). He has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the **Annexure-1** attached to this Notice.

Accordingly, the Board of Directors recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mr. Sidharath Kapur as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 5<sup>th</sup> October, 2022, for approval of the Members.

**Item No. 2:****TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. MUKESH GUPTA (DIN-06638754) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 14<sup>th</sup> November, 2022 had appointed Mr. Mukesh Gupta (DIN: 06638754) as an Additional Director (Non-Executive Independent Director) of the Company w.e.f 14<sup>th</sup> November, 2022 for a period of 5 (five) consecutive years, subject to approval of members by way of a special resolution.

Pursuant to SEBI LODR (Third Amendment) Regulations 2021 read with the corrigendum, the Listed Companies are to ensure that the approval of shareholders for appointment of a person on Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Considering this change being effective from 1<sup>st</sup> January, 2022, the Directors so appointed are to be regularised within a period of 3 months from their appointment.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Mr. Mukesh Gupta as a Director.

As per the provision of Section 149(13) read with explanation to Section 152(6) of the Companies Act, 2013 ("the Act"), the period of office of Independent Director will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

The resolution contained in Item no. 2 of the accompanying Notice, accordingly, seeks members' approval for appointment of Mr. Mukesh Gupta as an Independent Director on the Board of the Company on the terms and conditions as specified in the letter of appointment.

Except Mr. Mukesh Gupta and his relatives (to the extent of their shareholding, if any), none of the Directors/Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Nomination and Remuneration Committee has reviewed the capabilities of Mr. Mukesh Gupta vis-a-vis the role and capabilities required as decided by the Committee based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Mr. Mukesh Gupta as an Independent Director, for a term of 5 (five) consecutive years effective from 14<sup>th</sup> November, 2022. In the opinion of Nomination and Remuneration Committee and the Board, he possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company.

In the opinion of the Board of Directors, Mr. Mukesh Gupta, fulfils the conditions specified in the Companies Act, 2013, Rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and in the opinion of the Board of directors, he is independent of management.

Mr. Mukesh Gupta has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the "Act"). He has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority.

Disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the **Annexure-1** attached to this Notice.

Accordingly, the Board of Directors recommends the Special Resolution as set out in the accompanying Notice in relation to appointment of Mr. Mukesh Gupta as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 14<sup>th</sup> November, 2022, for approval of the Members.

**By Order of the Board of Directors of  
Jindal Worldwide Limited**

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

**Place : Ahmedabad  
Date : 6<sup>th</sup> December, 2022**

## ANNEXURE – 1

## DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Name of the Director	Mr. Sidharath Kapur	Mr. Mukesh Gupta
Director Identification Number (DIN)	02153416	06638754
Date of Birth (Age)	30 <sup>th</sup> July, 1962	18 <sup>th</sup> September, 1961
Nationality	Indian	Indian
Date of first appointment on Board	5 <sup>th</sup> October, 2022	14 <sup>th</sup> November, 2022
Qualification	CA, CS, B.Com.	B. Sc., MBA
No. of shares held in the Company	Nil	Nil
Number of Board Meetings attended	1 meeting - since appointment	1 meeting - since appointment
Expertise in specific functional areas	Experience in business scaling, transformation, value creation, revenue enhancement, bidding and Merger & Amalgamation.	Over 37 years of rich and diverse leadership experience in every facet of life insurance industry.
Skills and capabilities required for the role as an Independent Director	Mr. Sidharath Kapur is a seasoned C Suite global business leader with 32 years' of experience in Airports, Renewable Energy, Infrastructure, Oil & Gas, Real Estate and Financial Services globally. He has also attended the Global Advanced Management Programme by Indian School of Business & Kellogg School of Management and further also completed a Diploma in Merchant Banking and Financial Services - Part A with 2 <sup>nd</sup> rank on All India Basis from Institute of Chartered Financial Analysts of India. Such attributes and experience enables him to provide the Board with valuable insights across extensive issues in various areas of the Company.	Mr. Mukesh Gupta possess over 37 years of rich and diverse leadership experience in every facet of life insurance industry. He has attended a number of certification & training programmes, both within India & overseas, which includes training program of FALIA (Foundation for the Advancement of Life & Insurance around the world), on Leadership in Public Sector Banks and Financial Institutions conducted by IIM Ahmedabad and Marketing Strategies in turbulent times conducted by ISB Hyderabad. Such attributes and experience enables him to provide the Board with valuable insights across extensive issues in various areas of the Company.
Terms and Conditions of appointment	As stated in the explanatory statement in the Notice of EOGM.	
Remuneration last drawn	Sitting fees paid since his appointment	
Other Directorship (excluding foreign Companies) as on date of this EOGM Notice	1. J. Kumar Infraprojects Limited 2. Amuna International Airport Private Limited 3. IQ Square Private Limited	1. ITC Limited 2. IDBI Bank Limited
Committee position held in other Companies (Statutory Committees)	<b>J. KUMAR INFRAPROJECTS LIMITED</b> * Member - Audit Committee * Chairman - Nomination and Remuneration Committee * Chairman - Risk Management Committee	<b>IDBI BANK LIMITED</b> * Member - Audit Committee * Member - Nomination and Remuneration Committee
Listed Companies from which the Director resigned in the past three years	NIL	DCM Shriram Industries Limited-14/03/2022
Relationships between Directors and Key Managerial Personnel inter-se	Not related to any Director / Key Managerial Personnel	