

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**

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no. 4 to 8 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 ICSI, the brief profile and expertise in specific functional areas and other required details pertaining to Directors as recommended for re- appointment in the ensuing Annual General Meeting under Special Business Item No. 5 to 8 of the said Notice have been stated and provided in the respective explanatory statements as annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 33RD 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.
3. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD REACH THE COMPANY'S REGISTERED OFFICE EITHER IN PERSON OR THROUGH POST NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
4. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 07th May, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 31st Annual General Meeting held on 27th September, 2017.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Relevant Rules and pursuant to Regulation 42 of SEBI (LODR) Regulations, 2015; the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, 21st September, 2019 to Friday, 27th September, 2019** (both days inclusive) for the purpose of the 33rd Annual General Meeting (AGM).
7. All the documents referred to in the accompanying notice and the Explanatory Statement shall be open for inspection at the Registered & Corporate Office of the Company on all working days except Sunday(s) and Public holidays, between 11:30 a.m. to 02:30 p.m. up to the date of Annual General Meeting.
8. Members desirous of getting any information on the Annual Accounts, at the Annual General Meeting, are requested to write to the Company at least 12 days in advance, so as to enable the Company to keep the information ready. Members may address their queries/communications at E-mail ID : "csjindal@jindaltextiles.com".
9. For the convenience of the members and for proper conduct of the meeting, entry to the place of the meeting will be regulated by the Attendance Slip, annexed to this Annual Report. Members/ Proxies are requested to bring the attendance slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
10. Members who hold the shares in the dematerialized form and physical form are requested to incorporate their DP ID and Client ID Number and Folio Number, respectively, in the Attendance Slip/Proxy Form; alongwith the number of shares held by them; for easier identification of attendance at the Meeting.
11. Corporate members intending to send their authorized representative to attend the Meeting are requested to ensure that the authorised representative carries a certified copy of the Board Resolution, Power of Attorney or such other valid authorisations, authorising them to attend and vote on their behalf at the Meeting.
12. In support of the 'Green Initiative' announced by the Government of India, electronic copies of the Annual Report for Financial Year 2018-2019 and this Notice inter alia indicating the process and manner of Remote e-voting along with Attendance Slip and Proxy Form are being sent by E-Mail to all the Members whose E-Mail Ids are registered with the Company/RTA/Depository Participant(s) for communication purposes, unless any Member has requested only for a hard copy of the same. For Members who have not registered their E-Mail address, physical copies will be sent to them in the permitted mode. The Notice of this 33rd Annual General Meeting, Audited Financial Statements for Financial Year 2018-2019 along with Directors' Report and Auditors' Report are available on the website of the Company "www.jindaltextiles.com".
13. As a measure of economy, copies of Annual Report will not be distributed at the venue of the AGM. Members are, therefore, requested to bring their own copies of the Annual Report of the meeting. Members are requested to bring their copy of Annual Report at the Meeting.
14. In case of joint holders attending the meeting, the joint holder who is higher in the order of names will be entitled to vote at the meeting.



15. 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.
16. 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.
17. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 and for cancellation / variation 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.
18. **MANDATORY UPDATION OF PAN AND BANK ACCOUNT DETAILS:** With reference to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 and SEBI/HO/MIRSD/DOS3/CIR/P/2018/115 dated 16th 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 Issuer Company/RTA for recording the same in the respective shareholder records.

A letter in respect of updation of the aforesaid details alongwith a KYC Updation form was duly dispatched to all those physical shareholders whose details were incomplete/incorrect/invalid in the Register of Members, on 09th August, 2018 by the Registrar & Transfer Agent of the Company alongwith two further reminder letters dated 17th October, 2018 and 15th December, 2018, respectively.

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 transactions requests received from the folios placed under EDD are being rejected from 15th April, 2019 for EDD & the following documents are called for:

- a) PAN & Bank mandate (only for folios falling under (b) above),
- b) Proof of address
- c) Proof of Identity
- d) 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 a 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.

19. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DOP/CIR-05/2007 dated 27th April, 2007, has made "PAN" the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company /Registrar and Share Transfer Agent for registration of such transfer of shares.
20. **MANDATORY DEMATERIALIZATION OF PHYSICAL SECURITIES:** With reference to the SEBI notification no. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with BSE Circular Ref. No. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated 9th July, 2018 and further SEBI Notification no. No. SEBI/LAD-NRO /GN/ 2018/49 dated 30th November, 2018 and press release dated 3rd 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 31st March, 2019; all the physical shareholders of the Company were duly requested vide letters dated 09th August, 2018 by the Registrar & Transfer Agent of the Company alongwith two further reminder letters dated 17th October, 2018 and 15th December, 2018, respectively to convert their shares held in physical form into dematerialization form on or before 31st March, 2019.

Thus pursuant to above, the shareholders are informed that w.e.f. 1st 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 31st 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 31st 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".

21. The details in regard to the "Investor Education Protection Fund (IEPF)" has been stated in the Corporate Governance Report forming part of this Annual Report.
22. The Company has designated and exclusive Email ID "csjindal@jindaltextiles.com" for redressal of shareholders'/Investors complaints/grievances. In case you have any queries, complaints/grievances, then kindly write at the above mentioned e-mail address.
23. The dividend, as recommended by the Board of Directors, if declared at this ensuing Annual General Meeting, 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, 20th September, 2019 (being the book closure period starting from Saturday, 21st September, 2019).
24. A Route Map of the venue of the 33rd Annual General Meeting is forming part of this Annual Report as per the requirement of the Secretarial Standards -2 on "General Meeting".
25. Pursuant to the Section 152 of the Companies Act, 2013, Regulation 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. RAJESH JAIN
Directors Identification Number (DIN)	00209896
Date of Birth & Age	19 th September, 1968; Aged 50 Years
Nationality	Indian
Qualification	BE (Electronics & Communication) from Delhi College of Engineering, Post Graduation Diploma in International Business from Delhi School of Economics , Advance Management Programme from Indian Institute of Management
Experience & Expertise	He possesses 27 Years of core experience in International Marketing.
Date of first Appointment on the Board of the Company	02 nd September, 2006
Shareholding in Jindal Worldwide Limited as at 31 st March, 2019	NIL
Directorship held in other Companies as on 31 st March, 2019	Jilco Securities Limited
Membership/Chairmanships held in Committees of other Companies as on 31 st March , 2019	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the Financial Year 2018-2019	5 out of total held 7
Terms & Condition	Same terms and conditions as exist of his original appointment in 2006 and shall be liable to retire by rotation pursuant to relevant provisions of the Companies Act, 2013.
Remuneration Last Drawn	NIL



26. PROCESS AND MANNER FOR MEMBERS OPTING FOR VOTING THROUGH ELECTRONIC MEANS:

- 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 by the 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 members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the ensuing Annual General Meeting ("remote e-voting") 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 them carefully.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners are maintained by the Depositories as on the Cut-off date of **Friday, 20th September, 2019**, shall be entitled to avail the facility of remote e-voting as well as voting at the ensuing Annual General Meeting. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. Friday, 20th September, 2019, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the ensuing Annual General Meeting by following the procedure mentioned in this part.
- iv. The voting period begins on **Tuesday, 24th September, 2019 (9:00 a.m.)** and ends on **Thursday, 26th September, 2019 (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 of Friday, 20th September, 2019, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- v. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- vi. The facility for voting through Ballot Form (Poll Paper) would be made available at the ensuing Annual General Meeting and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. 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 vote again.
- vii. The 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 of Friday, 20th September, 2019.
- viii. **M/s. SPANJ & Associates, Practicing Company Secretaries, Ahmedabad**, has been appointed as the Scrutinizer to scrutinize the remote e-Voting process as well as the voting through Poll paper at the ensuing Annual General Meeting, in a fair and transparent manner.
- ix. The Scrutinizer shall immediately, after the conclusion of voting at ensuing Annual General Meeting, will first count the votes cast at the ensuing Annual General Meeting, thereafter unblock the votes cast through Remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall, submit a Scrutiniser'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 voting forthwith, within 48 hours of conclusion of the Annual General Meeting.
- x. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL "**www.cdslindia.com**" and on the website of the Company "**www.jindaltextiles.com**", within 48 hours after the conclusion of the 33rd AGM of the Company and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

The Step by Step procedure and instructions for casting your vote electronically are as under:

- a) The voting period begins on Tuesday, 24th September, 2019 (9:00 a.m.) and ends on Thursday, 26th September, 2019 (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 Friday, 20th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b) The shareholders should log on to the e-voting website "**www.evotingindia.com**"
- c) Click on "Shareholders".
- d) 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.

- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to "www.evotingindia.com" and voted on an earlier voting of any Company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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).

- h) After entering these details appropriately, click on "SUBMIT" tab.
- i) 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.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant Company (**Jindal Worldwide Limited**) on which you choose to vote.
- l) 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.
- m) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- n) 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.
- o) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q) 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.
- r) Shareholders can also cast their vote using CDSL's mobile application "m-Voting" available for IOS, Android & Windows based mobiles. The m-Voting app can be downloaded from Google Play Store. Shareholders may login to "m-voting" using their e-voting credentials to vote for the Company resolution(s).

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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be mailed to: **"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"** 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" under help Section or write an email to "helpdesk.evoting@cdslindia.com". The contact details of the officials responsible to address the grievances connected with e-voting is mentioned below:

CONTACT DETAILS

Company	: JINDAL WORLDWIDE LIMITED 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"
Registrar and Transfer Agent	: M/s. CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No. 1, Club House Road Chennai 600002 Phone: 044- 28460390 E-mail Id: "investor@cameoindia.com"
E-Voting Agency	: CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED E-mail ID: "helpdesk.evoting@cdslindia.com"
Scrutinizer	: M/S. SPANJ & ASSOCIATES, Practicing Company Secretaries, Ahmedabad E-mail ID: "csdoshiac@gmail.com"

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**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 maintained by the Company for the Financial Year ending on 31st March, 2020 at a remuneration of ₹ 90,000/- excluding Goods and Service Tax, travelling and other out-of-pocket expenses to be 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 31st March, 2020.

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. Vikram Oza (DIN: 01192552) 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.

Pursuant to the provisions of Section 149 read with the Schedule IV, Section 152 & other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Regulation 17 (1) (b) of the SEBI (LODR) Regulations 2015, the Articles of the Association of the Company, considering the recommendations made by the Nomination and Remuneration Committee, the Board considers his re-appointment due to his continued association with the Company, his rich and varied experience into various sectors and to enhance the involvement of the professionalized personnels in Management of the Company. Having achieved a notable eminence with his praiseworthy intellect and wisdom into the Banking Sector and his valuable contribution towards the Finance Department of the Company which helps the Company in raising its finances in an easy and effective manner. Mr. Vikram Oza provides the Company with valuable support and counsel across a wide array of situations.

Based on the performance evaluation of the said Independent Director which completely meets out the expectation of the management and considering his background, vast experience and contributions made by him during his tenure, the Board of Directors are of the view that the continued association of Mr. Vikram Oza would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director and has thus recommended re-appointment of Mr. Vikram Oza for a second consecutive term on the Board of the Company in the Meeting of Board of Directors held on 13th August, 2019, subject to the approval of shareholders in the ensuing Annual General Meeting.

Declarations: Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015. In the opinion of the Board he do fulfills the conditions as specified both in the Companies Act, 2013 and rules framed thereunder and SEBI (LODR) Regulations, 2015 for his re-appointment as an Independent Director of the Company.

Terms of Re-appointment : Mr. Vikram Oza is being re-appointed for the second consecutive term of 5 years w.e.f. 27th September, 2019 to 26th September, 2024. Pursuant to Section 149(13) of the Companies Act, 2013, the term of the said re-appointing Director shall not be liable to retire by rotation.

He may be paid such sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board within the limits stipulated under the Companies Act, 2013.

A Copy of letter of re-appointment of Mr. Vikram Oza stating out the detailed terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company and is placed on the website of the Company "www.jindaltextiles.com".

Qualification, Experience & Expertise: Mr. Vikram Oza, is a qualified Chartered Accountant from ICAI, New Delhi having 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, Pharmaceutical Industry and Textile Industry. He has been sharing his vast knowledge & experience with various fora including with students of educational institutes.

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

Further, as the said re-appointment was recommended by the Nomination & Remuneration Committee of the Company; the requirement of making deposit of ₹ 1 Lakh for proposing candidature is dispensed away due to amendment made under Section 160 of the Companies Act, 2013 vide MCA Notification dated 09th February, 2018.

Relationship/Interest: None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. Vikram Oza.

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 re-appointment of Independent Director and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

BRIEF PROFILE OF MR. VIKRAM OZA:

NAME	MR. VIKRAM OZA
Directors Identification Number (DIN)	01192552
Date of Birth & Age	05 th June, 1959 & Aged 60 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, Pharmaceutical Industry & Textile Industry. He has been sharing his vast knowledge & experience with various fora including with students of educational institutes.
Date of first Appointment on the Board of the Company	01 st November, 2006
Shareholding in Jindal Worldwide Limited as at 31 st March , 2019	NIL
Directorship held in other Companies as on 31 st March , 2019	Good-Slate Credit Rating Private Limited
Membership/Chairmanships held in Committees of other Companies as on 31 st March , 2019	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the Financial Year 2018-2019	7 out of total held 7
Terms & Condition	Re-appointment for the second consecutive term of 5 years w.e.f. 27 th September, 2019 to 26 th September, 2024 which shall not be liable to retire by rotation, and other terms as per the re-appointment letter.
Remuneration Last Drawn	NIL

Item No. 06 :

Justification of Re-Appointment: Mr. Ashish Navnitlal Shah (DIN: 00089075) 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.

Pursuant to the provisions of Section 149 read with the Schedule IV, Section 152, & other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Regulation 17(1)(b) of the SEBI (LODR) Regulations 2015, the Article of the Association of the Company, considering the recommendations made by the Nomination and Remuneration Committee, the Board considers his re-appointment due to his rich and varied experience in the field of financial services, enduring guidance for the Company and to enhance the involvement of the professionalized personnel in Management of the Company.

Based on the performance evaluation of the said Independent Director which completely meets out the expectation of the management and considering his background, vast experience and contributions made by him during his tenure, the Board of Directors are of the view that the continued association of Mr. Ashish Navnitlal Shah would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director and has thus recommended re-appointment of Mr. Ashish Navnitlal Shah for a second consecutive term on the Board of the Company in the Meeting of Board of Directors held on 13th August, 2019, subject to the approval of shareholders in the ensuing Annual General meeting.

Declarations: Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015. In the opinion of the Board he does fulfill the conditions as specified both in the Companies Act, 2013 and rules framed thereunder and SEBI (LODR) Regulations, 2015 for his re-appointment as an Independent Director of the Company.

Terms of Re-appointment : Mr. Ashish Navnitlal Shah is being re-appointed for the second consecutive term of 5 years w.e.f. 27th September, 2019 to 26th September, 2024. Pursuant to Section 149(13) of the Companies Act, 2013, the term of the said re-appointing Director shall not be liable to retire by rotation.

He may be paid such sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board within the limits stipulated under the Companies Act, 2013.

A Copy of letter of re-appointment of Mr. Ashish Navnitlal Shah stating out the detailed terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company and is placed on the website of the Company "www.jindaltextiles.com".

Qualification, Experience & Expertise- Mr. Ashish Navnitlal Shah, possesses a Bachelor's Degree in Mechanical Engineering from Gujarat University and is an accomplished business development leader with 27 years of experience in the field of financial services, space and driving revenue growth through building and maintaining client relationships. Dynamic marketer with proven expertise in Finance and Investment Management. Leverages exemplary communication to establish presence and build a positive brand while fostering continuous clientele satisfaction. He possesses motivational management style with a proven history of building, guiding and retaining high-performance teams to develop and implement strategies for accelerating growth. His creative skills strives to optimize operations, reduce costs and improve service quality while strengthening the bottom-line.

Candidature: Pursuant to Section 160 of the Companies Act, 2013; a notice has been received from one of the Shareholder of the Company -Mr. Jitendra Agrawal, signifying the candidature of Mr. Ashish Navnitlal Shah as an Independent Director and intention to propose his re-appointment as an Independent Director of the Company.

Further, as the said re-appointment was recommended by the Nomination & Remuneration Committee of the Company; the requirement of making deposit of ₹ 1 Lakh for proposing candidature is dispensed away due to amendment made under Section 160 of the Companies Act, 2013 vide MCA Notification dated 09th February, 2018.

Relationship/Interest: None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Mr. Ashish Navnitlal Shah.

Accordingly, consent of the members is sought for passing a Special Resolutions as set out at Item No. 06 of the Notice of this Annual General Meeting, in relation to the re-appointment of Independent Director.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 06 of the Notice of this Annual General Meeting, in relation to the re-appointment of Independent Director and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

BRIEF PROFILE OF MR. ASHISH NAVNITLAL SHAH:

NAME	MR. ASHISH NAVNITLAL SHAH		
Directors Identification Number (DIN)	00089075		
Date of Birth & Age	28 th April, 1963 & Aged 56 Years		
Nationality	Indian		
Qualification	Bachelor's Degree in Mechanical Engineering from Gujarat University		
Experience & Expertise	<p>He is a University Gold Medalist, and has a wide experience in the Financial Service and is an accomplished business development leader with 27 years of experience in the field of financial services, space and driving revenue growth through building and maintaining client relationships. Dynamic marketer with proven expertise in Finance and Investment Management. Leverages exemplary communication to establish presence and build a positive brand while fostering continuous clientele satisfaction. He possesses motivational management style with a proven history of building, guiding and retaining high-performance teams to develop and implement strategies for accelerated growth. His creative skills strives to optimize operations, reduce costs and improve service quality while strengthening the bottom-line.</p>		
Date of first Appointment on the Board of the Company	01 st August , 2014		
Shareholding in Jindal Worldwide Limited as at 31 st March, 2019	NIL		
Directorship held in other Companies as on 31 st March , 2019	Ahimsa Industries Limited Shaival Reality Limited Wealth First Portfolio Managers Limited Dalal And Shah Fiscal Services Limited Dalal And Shah Securities Private Limited DSFS Shares And Stockbroking Private Limited DSFS Insurance Services Private Limited Wealth First Commodities Private Limited Wealth First Investment Advisers Private Limited		
Membership/Chairmanships held in Committees of other Companies as on 31 st March , 2019	Name of the Company Shaival Reality Limited Ahimsa Industries Limited Wealth First Portfolio Managers Limited	Name of Committee Audit Committee Stakeholder Relationship Committee Nomination and Remuneration Committee Audit Committee Stakeholder Relationship Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee Audit Committee	Chairman/Member Chairman Member Member Chairman Chairman Member Chairman Member
Relationship with other Directors / Key Managerial Personnel	NIL		
Number of meetings of the Board attended during the Financial Year 2018-2019	6 out of total held 7		
Terms & Condition	Re-appointment for the second consecutive term for the period of 5 years w.e.f. 27 th September, 2019 to 26 th September, 2024 which shall not be liable to retire by rotation, and other terms as per the re-appointment letter.		
Remuneration Last Drawn	NIL		

Item No. 07 :

Justification of Re-Appointment: Ms. Deepali Agrawal (DIN: 06935197) 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.

Pursuant to the provisions of Section 149 read with the Schedule IV, Section 152, & other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Regulation 17(1)(b) of the SEBI (LODR) Regulations, 2015, the Article of the Association of the Company, considering the recommendations made by the Nomination and Remuneration Committee, the Board of Directors of the Company, after taking into consideration several performance factors, including the performance of Ms. Deepali Agrawal during her existing tenure, additional responsibilities, growth and performance targets for the functions under her responsibility and also considering the compliance of provisions of the Companies Act, 2013 & SEBI (LODR) Regulations, 2015 are of the view that the continued association of Ms. Deepali Agrawal would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director and has thus recommended re-appointment of Ms. Deepali Agrawal for a second consecutive term on the Board of the Company in the Meeting of Board of Directors held on 13th August, 2019, subject to the approval of shareholders in the ensuing Annual General Meeting.

Declarations: Further, she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. The Company has also received declaration from her that she meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015. In the opinion of the Board she does fulfill the conditions as specified both in the Companies Act, 2013 and rules framed thereunder and SEBI (LODR) Regulations, 2015 for her re-appointment as an Independent Director of the Company.

Terms of re-appointment : Ms. Deepali Agrawal is being re-appointed for the second consecutive term of 5 years w.e.f. 27th September, 2019 to 26th September, 2024. Pursuant to Section 149 (13) of the Companies Act, 2013, the term of the said re-appointing Director shall not be liable to retire by rotation.

She may be paid such sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board within the limits stipulated under the Companies Act, 2013.

A Copy of letter of re-appointment of Ms. Deepali Agrawal stating out the detailed terms and conditions of re-appointment is available for inspection by the members at the registered office of the Company and is placed on the website of the Company "www.jindaltextiles.com".

Qualification , Experience & Expertise- Ms. Deepali Agrawal possesses a Bachelor's Degree in Fine Arts from Sheth C N College Of Fine Arts , Ahmedabad and she is having more than 12 years of core experience in the field of Designing & Communication.

Candidature: Pursuant to Section 160 of the Companies Act, 2013; a notice has been received from one of the Shareholder of the Company -Dr. Yamunadutt Agrawal, signifying the candidature of Ms. Deepali Agrawal as an Independent Director and intention to propose her re-appointment as an Independent Director of the Company.

Further, as the said re-appointment was recommended by the Nomination & Remuneration Committee of the Company; the requirement of making deposit of ₹ 1 Lakh for proposing candidature is dispensed away due to amendment made under Section 160 of the Companies Act, 2013 vide MCA Notification dated 09th February, 2018.

Relationship/Interest: None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Ms. Deepali Agrawal.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 07 of the Notice of this Annual General Meeting, in relation to the re-appointment of Independent Director and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

BRIEF PROFILE OF MS. DEEPALI AGRAWAL :

NAME	MS. DEEPALI AGRAWAL
Directors Identification Number (DIN)	06935197
Date of Birth & Age	15 th July, 1971 & Aged 48 Years
Nationality	Indian
Qualification	Graduate in Fine Arts from Sheth C N College Of Fine Arts , Ahmedabad
Experience & Expertise	She is having more than 12 years of core and wide experience in the field of Designing and Communication. She is the Owner of one of the creative Advertising agency i.e. "White Sand Design Studio".
Date of first Appointment on the Board of the Company	01 st August , 2014
Shareholding in Jindal Worldwide Limited as at 31 st March , 2019	1,35,585 Equity Shares @ ₹ 1/- each
Directorship held in other Companies as on 31 st March , 2019	NIL
Membership/Chairmanships held in Committees of other Companies as on 31 st March , 2019	NIL
Relationship with other Directors / Key Managerial Personnel	NIL
Number of meetings of the Board attended during the Financial Year 2018-2019	7 out of total held 7
Terms & Condition	Re-appointment for the second consecutive term of 5 years w.e.f. 27 th September, 2019 to 26 th September, 2024 which shall not be liable to retire by rotation, and other terms as per the re-appointment letter.
Remuneration Last Drawn	NIL

Item No. 08 :

Justification of Continuation of Directorship on Attainment of 75 Years of Age: Pursuant to Regulation 17(1A) of the SEBI (LODR) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), as made effective w.e.f. 1st April, 2019 , inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect".

Dr. Yamunadutt Agrawal (DIN: 00243192), Promoter, Chairman & Non-Executive Director of the Company will attain the age of 75 years on 3rd February , 2020 and hence approval for his continued directorship after attainment of 75 years of age, during his tenure of appointment, requires the approval of shareholders by way of a Special Resolution; the same which, as per the recommendation of the Nomination and Remuneration Committee, is accorded by the Board of Directors in their Board Meeting held on 13th August, 2019, subject to the prior approval of shareholders in the ensuing Annual General Meeting.

Under the stewardship of Dr. Yamunadutt Agrawal, our Company has won many achievements, recognitions awards and laurels. He is a scorer at all levels! He is the man guiding the fortunes of the Company. He has been instrumental for planning and executing growth strategy for the Company and a pioneer of the towering establishment that our Company is. He has a grand vision for company to be a top notch Textile Company and has therefore embarked upon growth plans at a scorching pace and is expected to maintain the same speed in future too. He is a widely travelled man and is considered as an expert on matters related to Textiles and has adorned many prestigious positions in the Textile Industry.

Therefore, due to his valuable contributions, his rich and varied experience and enduring guidance to the Company and pursuant to the provisions of the SEBI (LODR) Regulations, 2015 and considering the recommendations made by the Nomination and Remuneration Committee, the Board considers his continuation on the Board of Directors of the Company.

Declarations: Further, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 In the opinion of the Board he do fulfills the conditions as specified both in the Companies Act, 2013 and rules framed thereunder and SEBI (LODR) Regulations, 2015 for his continuation as a Director on the Board of the Company.

Terms of Continuation of Directorship: Dr. Yamunadutt Agrawal will be continued with his directorship in the Company on the same terms and conditions as exist of his original appointment dated 15th February, 1992 and shall be liable to retire by rotation pursuant to relevant provisions of the Companies Act, 2013.

Relationship/Interest: None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution, except Dr. Yamunadutt Agrawal, Mr. Amit Agrawal & Mrs. Kaushal Agrawal.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 08 of the Notice of this Annual General Meeting, in relation to the continuation of Directorship on attainment of 75 Years of Age thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

BRIEF PROFILE OF DR. YAMUNADUTT AGRAWAL:

NAME	DR. YAMUNADUTT AGRAWAL
Directors Identification Number (DIN)	00243192
Date of Birth & Age	03 rd February, 1945 aged 74 Years
Nationality	Indian
Qualification	MD in Medicines
Experience & Expertise	He possesses 45 Years of core experience into Textile Industry. He is an epitome of strength, self- discipline and leadership skills. He is renowned for his intellect and wisdom. Further, he was a Chairman of The Textile Committee Of Gujarat Chamber Of Commerce. He was also the executive member of the expert consultative committee of Ministry Of Textile. He was the president of The Ahmedabad Textile Processors' Association consecutively for 8 years. He is on the advisory board of the Textile Committee of Gujarat. He is the Vice Chairman of Agrasen Foundation And Maharaja Agrasen Vidyalay. Dr. Agrawal has represented the Gujarat Government in UK, China, Italy, Hong Kong and Singapore in various Summits.
Date of first Appointment on the Board of the Company	15 th February , 1992
Shareholding in Jindal Worldwide Limited as at 31 st March, 2019	2,61,88,000 Equity Shares @ ₹ 1/- each
Directorship held in other Companies as on 31 st March , 2019	Balaji Weft Private Limited Jindal Denifin Line Private Limited Saroj Weavers Private Limited Jilco Securities Limited Shikha Weavers Private Limited Jindal Denim (India) Private Limited Jindals Retail House Private Limited Amitara Green Hi-Tech Park Private Limited Jindal Shirtings Private Limited
Membership/Chairmanships held in Committees of other Companies as on 31 st March , 2019	NIL
Relationship with other Directors / Key Managerial Personnel	Father of Mr. Amit Agrawal –Managing Director of the Company
Number of meetings of the Board attended during the Financial Year 2018-2019	6 out of total held 7
Remuneration Last Drawn	NIL

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

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

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





JINDAL WORLDWIDE LIMITED

CIN: L17110GJ1986PLC008942

Regd. Office: "Jindal House", I.O.C. Petrol Pump Lane, Shivranjani Shyamal 132 Ft Ring Road, Satellite, Ahmedabad - 380015

ATTENDANCE SLIP

33RD ANNUAL GENERAL MEETING

Friday, 27th September, 2019

Reg. Folio/DP & Client No.	
No .of Shares Held	

Member's Name : _____

Proxy's Name : _____

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 33rd Annual General Meeting of the Company on Friday, 27th September, 2019 at 4:30 P.M. at 206, Chikuwadi, Saijpur, Gopalpur, Ahmedabad-382445.

Member's/ Proxy's Signature

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

ROUTE MAP OF 33rd AGM VENUE



JINDAL WORLDWIDE LIMITED

At 206, Chikuwadi, Saijpur, Gopalpur, Ahmedabad-382445.



JINDAL WORLDWIDE LIMITED

CIN: L17110GJ1986PLC008942

Regd. Office: "Jindal House", I.O.C. Petrol Pump Lane, Shivranjani Shyamal 132 Ft Ring Road, Satellite, Ahmedabad - 380015

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s) : _____

Registered Address : _____

E mail Id : _____

Folio No / Client ID: _____

DP ID : _____

I/We being the member(s) _____ of shares of Jindal Worldwide Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____

and whose signature(s) are appended below, as my/ our proxy to attend and vote (on a poll) for me/us and on my/belief at the 33rd Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 04:30 P.M. at 206, Chikuwadi, Saijpur, Gopalpur, Ahmedabad-382445 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr.No.	Resolutions	For	Against
1.	To consider and adopt the Standalone & Consolidated Audited Financial Statements of the Company for the Financial Year ended on 31 st March, 2019 together with the Reports of the Board of Directors and Statutory Auditors thereon.		
2.	To declare the final dividend @ 5% on Paid Up Equity Share Capital (i.e ₹ 0.05 paise per equity share).		
3.	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.		
4.	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.		
5.	To Re-appoint Mr. VikramOza (DIN: 01192552) as an Independent Director of the Company.		
6.	To Re-appoint Mr. Ashish Navnitlal Shah (DIN: 00089075) as an Independent Director of the Company.		
7.	To re-appoint Ms. Deepali Agrawal (DIN: 06935197) as an Independent Director of the Company.		
8.	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, subject to approval of the members of the company in the ensuing Annual General Meeting.		

Signed this _____ day of _____ 2019.

Affix
Revenue
Stamp

Signature of shareholder(s) _____ Signature of Proxy holder(s) _____

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. A Proxy need not be a Member.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. ** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

