



NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **36th Annual General Meeting** of the Members of **JINDAL WORLDWIDE LIMITED** will be held on **Tuesday, 27th September, 2022 at 01:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following agenda business items:

ORDINARY BUSINESS:

Agenda No. 01: Adoption of Financial Statements -

To consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended on 31st March, 2022 together with the Report of the Board of Directors and Report of the Statutory Auditors thereon.

Agenda No. 02: Declaration of Final Dividend -

To declare the Final Dividend @ 10% on Paid Up Equity Share Capital (i.e ₹ 0.10 per equity share) for the Financial Year 2021-2022.

Agenda No. 03: Re-Appointment of Dr. Yamunadutt Agrawal (DIN: 00243192) as a Director liable to retire by rotation under Section 152 of the Companies Act, 2013 -

To appoint a Director in place of Dr. Yamunadutt Agrawal (DIN: 00243192), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

Agenda No. 04: Re-appointment of M/s. SAREMAL & Co., (FRN: 109281W), Chartered Accountants, Ahmedabad, as statutory auditors of the Company for second consecutive Term of 1 year and fixation of remuneration thereof -

Annotation: The members are hereby informed that the first term of appointment of existing Statutory Auditors of the Company i.e. M/s. Saremal & Co., (FRN 109281W) , Chartered Accountants shall be expired at the conclusion of this 36th AGM who were earlier appointed with the approval of the Board of Directors and subsequent with the approval of Members of the Company at the AGM held on 27th September, 2017 as the Statutory Auditors of the Company to hold the office for a term of 5 (Five) years from the conclusion of 31st AGM till the conclusion of the 36th AGM to conduct the statutory audit from Financial Year 2017-2018 upto the Financial Year 2021-2022.

Accordingly, due to expiry of their existing first term of appointment at the conclusion of the 36th AGM and pursuant to Sections 139, 141 & 142 and all other applicable provisions of the Companies Act, 2013 and relevant rules made there under, the Board of Directors in its meeting held on 8th August, 2022 has approved to re-appoint M/s. Saremal & Co., Chartered Accountants as Statutory Auditors for a second consecutive term of 1 year from the conclusion of this 36th AGM till the conclusion of 37th AGM and to conduct the statutory audit for the Financial Year 2022-2023, subject to the approval of shareholders of the Company at this ensuing AGM.

Accordingly, the consent of the members be and is hereby required for re-appointment of M/s. Saremal & Co., Chartered Accountants of the Company for a second consecutive term of 1 year.

To consider and if thought fit, to pass the following resolution, as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 139, 141, 142 and all 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) and pursuant to the recommendations of the Audit Committee and subsequent approval of the Board of Directors thereon; the consent of the shareholders of the Company be and is hereby accorded for re-appointment of M/s. SAREMAL & Co., (FRN: 109281W), Chartered Accountants, Ahmedabad as the Statutory Auditors of the Company for a second consecutive term of 1(one) year from the conclusion of this 36th AGM till the conclusion of the 37th AGM to conduct the statutory audit for the F.Y. 2022-2023 on such remuneration as may be mutually agreed upon by the Audit committee/Board of Directors and the re-appointing Statutory Auditors."

"RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to file such e-form to the Registrar of Companies, Ahmedabad and to do all such acts, deeds and things which may be deemed necessary to give effect to the above said resolution."

SPECIAL BUSINESS:

Agenda No.05: Ratification of remuneration payable to M/s. K. V. Melwani & Associates (FRN:100497), Cost Accountants, Ahmedabad, Cost Auditors of the Company for Financial Year 2022-2023 -

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 recommendation of Audit Committee and 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, Cost Accountants, Ahmedabad (FRN:100497) Cost Auditors of the Company; as approved and appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the Financial Year 2022-2023; amounting to ₹ 90,000/- (excluding taxes, travelling and other out-of-pocket expenses incurred by the said Auditor) be and is hereby ratified and confirmed."

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

Agenda No.06: To consider and approve for elevation of Mr. Amit Agarwal, Managing Director from the designation of Managing Director to the designation of "Vice-Chairman & Managing Director" of the Company.

Annotation: The members are hereby informed that in furtherance to the Special resolution passed by the Shareholders of the Company at 35th Annual General Meeting held on 30th September, 2021 for re-appointment of Mr. Amit Agrawal as Managing Director of the Company, the Board of Directors recognized his contribution towards the tremendous growth of the Organization. Under his leadership, the Company has demonstrated a consistent and strong growth in both Revenue and Profits, with a particular emphasis on the highest standards of Corporate Governance. Thus, the Board of Directors of the Company in its meeting held on 28th May, 2022 has approved for an elevation of Mr. Amit Agrawal from the designation of 'Managing Director' of the Company to the designation of 'Vice-Chairman & Managing Director' of the Company; subject to the approval of Shareholders in the ensuing Annual General Meeting; with a belief that his elevation would result into achieving the organization goals at a level higher to the one existing and that his significant role in planning and implementing the Company's future growth strategies shall help in building a more robust organization structure.

Accordingly, the consent of the members be and is hereby required for an elevation of Mr. Amit Agrawal as "Vice-Chairman & Managing Director" of the Company.

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

"RESOLVED THAT in partial modification of the Special resolution passed by the Shareholders of the Company at 35th Annual General Meeting held on 30th September, 2021 for re-appointment of Mr. Amit Agrawal as Managing Director of the Company and pursuant to the provisions of Section 2(51), 196, 197, 198, 203 read with the Schedule V of the Companies Act, 2013 and 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, and the Articles of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee; the consent of Shareholders of the Company be and is hereby accorded for an elevation of Mr. Amit Agrawal from the designation of 'Managing Director' of the Company to the designation of 'Vice-Chairman & Managing Director' of the Company w.e.f 28th May, 2022.

"RESOLVED FURTHER THAT except for the change in designation, all other terms and conditions of appointment and remuneration of Mr. Amit Agrawal shall remain same as approved by the Shareholders of the Company in the 35th Annual General Meeting held on 30th September, 2021.

"RESOLVED FURTHER THAT the Letter of Re-Appointment dated 30th September, 2021 as issued earlier to Mr. Amit Agrawal as the Managing Director of the Company be and hereby stands valid and that only a fresh letter of intimation for the elevation as "Vice-Chairman & Managing Director" be issued to him as an addition to his letter of re-appointment issued earlier.



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

**For and On Behalf of Board of Directors of
JINDAL WORLDWIDE LIMITED**

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

**Place: Ahmedabad
Date: 08th August, 2022**

NOTES:

I. GENERAL INFORMATION:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Regulation 17 and 36 of SEBI (LODR) Regulations, 2015 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 Ordinary Business under Agenda No. 04 and Special Business under Agenda nos. 5 and 6 as stated above is annexed hereto.
2. The Board of Directors have considered and decided to include the Agenda Nos. 5 and 6 as stated above as Special Business in the ensuing AGM, being unavoidable in nature.
3. Pursuant to General Circular No. 02/2022 dated 05th May, 2022 in relation to “Clarification on holding AGM through VC & OAVM”, the Ministry of Corporate Affairs (‘MCA’) has allowed the companies whose AGMs were due to be held in/ during the year 2022, to conduct their AGMs on or before 31st December, 2022 through VC/OAVM without the physical presence of the members at a common venue. Further, on receiving various representations, the Securities and Exchange Board of India (‘SEBI’) also issued Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 providing relaxation from Regulation 36(1)(b) of SEBI (LODR) Regulations, 2015 upto 31st December, 2022 in respect to sending hard copies of annual reports to the shareholders.

The above MCA Circulars & SEBI Circulars are to be read with the previously issued MCA General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 on account of the threat posed by COVID-19” and MCA General Circular Nos. 20/2020, 02/2021, 19/2021 and 21/2021 dated 05th May, 2020, 13th January, 2021, 08th December, 2021 and 14th December, 2021, respectively, in relation to “Clarification on holding AGM through VC & OAVM” (hereinafter collectively referred to as “MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter collectively referred to as “SEBI Circulars”)

Accordingly, in compliance with the aforementioned circulars, the 36th Annual General Meeting (“AGM”) of the Company will be held on Tuesday, 27th September, 2022 at 01.00 p.m. through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility to transact the businesses as set out in the Notice of AGM and therefore no physical presence of members is required.

Dispatch of Annual Report through E-Mail: Accordingly, in compliance to the aforementioned circulars, the Annual Report for the Financial Year 2021-2022 of the Company will be sent only through electronic mode only (i.e E-Mail) to those Shareholders of the Company whose E-Mail IDs are registered with the Company or the Registrar and Share Transfer Agent (the “RTA”), i.e., M/s. Cameo Corporate Services Limited.

A printable copy of the said Annual Report along with the Notice of the ensuing Annual General Meeting shall also be made available on the website of the Company “www.jindaltextiles.com” and on the website of BSE Limited “www.bseindia.com” and National Stock Exchange of India Limited “www.nseindia.com”, before and within the prescribed time limit as per the provisions of the Companies Act, 2013.

5. Keeping the convenience of the Members of the Company positioned in different time zones into consideration, the Annual General Meeting has been scheduled on a working day on 27th September, 2022 at 01:00 P.M. (IST).

6. As per the prevailing provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself/herself and the proxy need not be a member of the Company. However, since Annual General Meeting will be held through VC/OAVM where physical attendance of members in any case has been dispensed with, there is no requirement of appointment of proxies in pursuance of the aforementioned MCA Circulars and SEBI circulars specifically wherein SEBI has temporarily dispensed the compliance of Regulation 44(4) of the SEBI (LODR) Regulations, 2015 in case of meetings held through electronic mode only and hence the Proxy Form is not annexed to this Notice convening the 36th Annual General Meeting (AGM) of the Company.
7. **Procedure for attending the AGM through VC/OAVM** – The Company has continued appointing “Central Depository Services Limited” (CDSL) for rendering its services in regards to the facility to shareholders for attending the AGM through VC/OAVM and to cast votes thereby through E-Voting facility. The detailed instructions in this regard are provided separately in Section II forming part of this Notice.
8. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with relevant rules and Regulation 42 of SEBI (LODR) Regulations, 2015 with the Stock Exchanges; the Register of Members and Share Transfer Books of the Company will remain closed (Book Closure Period) from **Wednesday, 21st September, 2022 to Tuesday 27th September, 2022 (both days inclusive)** for the purpose of the 36th Annual General Meeting of the Company and for the purpose of declaration of Dividend for the Financial Year 2021-2022.
9. 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 36th Annual General Meeting. Members desirous of inspecting the same may send their requests at “csjindal@jindaltextiles.com” from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers atleast 5 days before the date of AGM. Also, such necessary documents shall be made available for inspection upon login at CDSL E-Voting system at <https://www.evotingindia.com/> during the AGM.
10. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through E-Voting during the AGM.
11. 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.
12. **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; the shareholders are thus 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 .

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".

13. 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 03rd November, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated 14th 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.

Members are requested to intimate/update changes, if any, pertaining to their name, postal address, E-Mail IDs, telephone/mobile numbers, Permanent Account Number (PAN), KYC, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,:

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 25th 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/Form ISR-3 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.

14. The details in regards to the funds liable to be transferred to "Investor Education Protection Fund (IEPF)" has been stated in the Corporate Governance Report forming part of this Annual Report.
15. The Company has designated an exclusive E-Mail ID "csjindal@jindaltextiles.com" for redressal of shareholders'/ Investors complaints/grievances. In case shareholders have any queries, complaints/grievances, then they may kindly write at E-mail ID : "csjindal@jindaltextiles.com" or at investor@cameoindia.com from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers.
16. **Dividend:** In order to maintain the continuity and a track record of declaration of dividend since years and considering the outstanding and highest ever Company's performance for the Financial Year under review in last 5 Financial Years, the Board of Directors has recommended for declaration of 10% Final Dividend for the Financial Year 2021-2022 which if declared at this ensuing Annual General Meeting by the Shareholders of the Company, will be paid on due date to those members whose names stands 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) to the RTA of the Company 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 **Record Date i.e. Tuesday, 20th September, 2022** (being the book closure period starting from Wednesday, 21st September, 2022).

Accordingly, an Ordinary Business in regards to declaration of Final Dividend for the Financial Year 2021-2022 has been proposed in this Notice of Annual General Meeting for the approval of the Shareholders thereof.

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

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

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

17. Since the 36th Annual General Meeting of the Company will be held through VC/OAVM without any physical presence of the shareholders of the Company, therefore no Route Map and Attendance Slip is applicable in this case and accordingly the same is not annexed to this Notice convening the 36th Annual General Meeting (AGM) of the Company.
18. Pursuant to the Section 152 of the Companies Act, 2013, Regulation 26 and 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 as issued by ICSI, the brief profile and expertise in specific functional areas and other required details pertaining to Director seeking retire by rotation and eligible for re-appointment under the Ordinary Business Agenda No. 3 of the said Notice is tabled below:

NAME	DR. YAMUNADUTT AGRAWAL, (Chairman and Non-Executive Non-Independent Director)
Directors Identification Number (DIN)	00243192
Date of Birth & Age	03 rd February, 1945 aged 77 Years
Nationality	Indian
Qualification	MD in Medicines
Experience & Expertise	He possesses around 48 Years of core experience in 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 Vidhyalaya. 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 , 2022	2,61,88,000 Equity Shares - 13.06%



NAME	DR. YAMUNADUTT AGRAWAL, (Chairman and Non-Executive Non-Independent Director)
Directorship held in other Companies as on 31 st March , 2022	Amitara Green Hi-Tech Park Private Limited Alana Petrochem Private Limited Apparely Textiles Private Limited Balaji Weft Private Limited Chemicant Private Limited Crystalize Research And Solutions Private Limited Expede-Tech Research & Development Private Limited Finetrends Textiles Private Limited Goodcore Spintex Private Limited Jilco Securities Private Limited Jindal Flocks Private Limited Jindal Mobiltrix Private Limited Jindal Shirtings Private Limited Narol Textile Infrastructure & Enviro Management Saroj Weavers Private Limited Spinbell Textiles Private Limited Tarachand Exports (India) Private Limited
Membership/Chairmanships held in Committees of other Companies as on 31 st March , 2022	NIL
Relationship with other Directors / Key Managerial Personnel	Father of Mr. Amit Agrawal –Managing Director of the Company
Number of meetings of the Board of Directors of the Company as attended during the Financial Year 2021-2022	7 out of total 7
Terms & Conditions	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

II. INSTRUCTIONS FOR ATTENDING THE AGM 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 ensuing Annual General Meeting (AGM) by electronic means only and the businesses shall be transacted through E-Voting Services. The facility of casting the votes by the members using an electronic voting system **(i.e. E-Voting which includes both "Remote E-Voting (during the E-voting Period and before the AGM date)" and "E-Voting (during the period of AGM)"** will be provided by Central Depository Services (India) Limited (CDSL). The detailed procedure to be followed in this regard has been given below. The members are requested to go through the same carefully.
- ii. Members whose names are recorded in the Register of Members as maintained by the RTA of the Company as on the Cut-off date i.e. **Tuesday, 20th September, 2022**, shall be entitled to avail the facility of E-Voting for the ensuing Annual General Meeting.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and prior to the Cut-off date i.e. **Tuesday, 20th September, 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 Annual General Meeting 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. Tuesday, 20th September, 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 AGM date)" and "E-Voting (during the period of AGM)" of the ensuing Annual General Meeting in a fair and transparent manner.
- viii. The Scrutinizer shall immediately, after the conclusion of voting process of the ensuing Annual General Meeting, 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 Annual General Meeting.
- 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 36th Annual General Meeting 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 **Saturday, 24th September, 2022 (9:00 a.m.)** and ends on **Monday, 26th September, 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. Tuesday, 20th September, 2022** shall cast their votes electronically only either by way of "**Remote E-Voting (during the E-voting Period and before the AGM date)**" or by way of "**E-Voting (during the period of AGM)**". The E-Voting module shall be closed by the Scrutinizer and disabled by the CDSL for voting thereafter.

B. Instructions for attending the Annual General Meeting through VC/OAVM:

- i. The Members can attend the AGM through VC/OAVM mode maximum before and after 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 AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- ii. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



- iii. Pursuant to 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 AGM 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 authorized signatory(ies) who are authorized to vote and/or attend the Meeting, to the Company through e-mail at 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 36th Annual General Meeting of the Company will be held through VC/OAVM without any physical presence of the shareholders of the Company, the facility for voting through Ballot Form (Poll Paper) would not be made available at the ensuing Annual General Meeting and the members attending the meeting through VC/OAVM who have not already casted their votes by Remote E-Voting shall be able to exercise their right at the meeting through E-Voting (during the period of AGM). The members who have already cast their vote by Remote E-Voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their e-vote again.
- v. Shareholders may access the facility of E-Voting at "<https://www.evotingindia.com>" under shareholders/ members login by using the Remote E-Voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- vi. Shareholders are requested to attend the Meeting preferably through Laptops / IPads for better experience with Web Camera and High Speed Internet Connection/ Stable Wi-Fi/ LAN Connection to avoid any Audio/ Visual Loss due to low network and other such technical issues/glitches during the meeting.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at "csjindal@jindaltextiles.com". The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance atleast 12 days prior to meeting mentioning their name, demat account number/folio number, E-Mail IDs, mobile number at "csjindal@jindaltextiles.com". These queries will be replied 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 AGM date)" - FOR ALL INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN 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 09th 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	<ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, links to e-Voting Service Providers will be provided, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ Easi Registration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting.
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 & voting during the meeting.</p>

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



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

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

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

For Shareholders holding shares in Demat Form (other than Individual Shareholders) & Physical Form	
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. • 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.
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"> • 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).

- 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 **220903073 (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 AGM" :

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

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

Contact Details	
E-Voting Agency:	CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED Name: Mr. Rakesh Dalvi Address: Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25 th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013. Contact No.: Toll Free No. 1800 22 55 33 E-mail ID: helpdesk.evoting@cdslindia.com
Company:	JINDAL WORLDWIDE LIMITED "Jindal House" Opp. D – Mart, I.O.C. Petrol Pump Lane, Shivranjani, Shyamal 132 Ft Ring Road, Satellite, Ahmedabad – 380015, Gujarat Phone: 91-79-71001500 E-mail Id: " csjindal@jindaltextiles.com " Website: " www.jindaltextiles.com "
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"
Scrutinizer:	M/S. SPANJ & ASSOCIATES, Company Secretaries, Ahmedabad E-mail ID: "csdoshiac@gmail.com"

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

AGENDA NO. 04:

Re-appointment of M/s. SAREMAL & Co., (FRN: 109281W), Chartered Accountants, Ahmedabad, as statutory auditors of the Company for second consecutive Term of 1 year and fixation of remuneration thereof -

Justification of Re-Appointment: The members are hereby informed that the first term of appointment of existing Statutory Auditors of the Company i.e. M/s. Saremal & Co., (FRN 109281W), Chartered Accountants shall be expired at the conclusion of this 36th AGM who were earlier appointed with the approval of the Board of Directors and subsequent with the approval of Members of the Company at the AGM held on 27th September, 2017 as the Statutory Auditors of the Company to hold the office for a term of 5 (Five) years from the conclusion of 31st AGM till the conclusion of the 36th AGM to conduct the statutory audit from Financial Year 2017-2018 upto the Financial Year 2021-2022.

Accordingly, due to expiry of their existing first term of appointment at the conclusion of the 36th AGM and pursuant to Sections 139, 141 & 142 and all other applicable provisions of the Companies Act, 2013 and relevant rules made there under and considering their past performance, experience and expertise and based on recommendation of Audit Committee of the Company, the Board of Directors in its meeting held on 8th August, 2022 has approved to re-appoint M/s. Saremal & Co., Chartered Accountants as Statutory Auditors for a second consecutive term of 1 year from the conclusion of this 36th AGM till the conclusion of 37th AGM and to conduct the statutory audit for the Financial Year 2022-2023, subject to the approval of shareholders of the Company at this ensuing AGM.

Particulars of re-appointment as per the Regulation 36(5) of SEBI (LODR) Regulations, 2015 & other applicable provisions, if any of any statute of law:

Particulars	Details
Period of Re-Appointment & Terms & Conditions of Re-appointment	Re-Appointment for 2 nd consecutive term of 1 year i.e. from the conclusion of 36 th AGM till the conclusion of 37 th AGM and to conduct the statutory audit for the F.Y. 2022-2023 at such amount of Audit fees and on such terms and conditions as may be agreed mutually between the said statutory auditors and the Board of Directors, subject to the approval from shareholders in this ensuing Annual General Meeting.
Basis of recommendation for re-appointment	Re-Appointment based on recommendation of Audit Committee of the Company
Credentials (Brief Profile) of the statutory auditor	M/s Saremal & Co. (Firm Registration No. 109281W) is a firm of Chartered Accountants situated at Ahmedabad, engaged in the profession of Financial and System Auditing, System Development Advisory services, Taxation, Financial and Investment Management, Investigation, Corporate Services; Management related services and Consultancy in Corporate and other allied laws since last 42 years. The firm is established in 1979 headed by its senior partner Shri S. P. Shah. The firm, since then, has been offering varied services to its clients. The firm is Peer Reviewed by ICAI and holds a valid Peer Review Certificate.

Relationship/Interest: None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, financially or otherwise, in the resolution set out at Agenda No. 04 of the Notice.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Agenda No. 04 of the Notice of this Annual General Meeting, in relation to the re-appointment of Statutory Auditors and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

AGENDA NO.05:

Ratification of remuneration payable to M/s. K. V. Melwani & Associates (FRN:100497), Cost Accountants, Ahmedabad, Cost Auditors of the Company for Financial Year 2022-2023 -

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K. V. Melwani & Associates, Cost Accountants, Ahmedabad as Cost Auditors to conduct the cost audit of the cost records to be maintained by the Company for the Financial Year 2022-2023 at a remuneration of ₹ 90,000/- excluding all applicable taxes, travelling and other out-of-pocket expenses incurred by them 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.

Relationship/Interest: None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, financially or otherwise, in the resolution set out at Agenda No. 05 of the Notice.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Agenda No. 05 of the Notice of this Annual General Meeting, in relation to the ratification of remuneration payable to said Cost Auditors of the Company for Financial Year 2022-2023 and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

AGENDA NO.06:

To consider and approve for elevation of Mr. Amit Agarwal, Managing Director from the designation of Managing Director to the designation of "Vice-Chairman & Managing Director" of the Company.

Justification for Elevation: The members are hereby informed that in furtherance to the Special resolution passed by the Shareholders of the Company at 35th Annual General Meeting held on 30th September, 2021 for re-appointment of Mr. Amit Agrawal as Managing Director of the Company for another term of 5 years i.e. w.e.f. 03rd September, 2021 to 02nd September, 2026, the Board of Directors has recognized his continuous contribution towards the tremendous growth of the Organization. Under his leadership, the Company has demonstrated a consistent and strong growth in both Revenue and Profits, with a particular emphasis on the highest standards of Corporate Governance. Thus, on recommendation by the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 28th May, 2022 has approved for an elevation of Mr. Amit Agrawal from the designation of 'Managing Director' of the Company to the designation of 'Vice-Chairman & Managing Director' of the Company; subject to the approval of Shareholders in the ensuing Annual General Meeting; with a belief that his elevation would result into achieving the organization goals at a level higher to the one existing and that his significant role in planning and implementing the Company's future growth strategies shall help in building a more robust organization structure.

Declarations: The Company has received the consent letter for being elevated and all such necessary disclosures as are required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 from Mr. Amit Agarwal.

Thus, in the opinion of the Board, Mr. Amit Agrawal continues to satisfy all the applicable conditions for being elevated as 'Vice-Chairman & Managing Director' and do fulfills all such other conditions as specified both in the Companies Act, 2013 read with rules framed thereunder and SEBI (LODR) Regulations, 2015.

Qualification, Experience & Expertise- Being an accomplished business development leader, Mr. Amit Agrawal, aged 45 years is a Promoter-Managing Director of the Company and has rich and varied experience of around 23 years in the Textile Industry and has been involved in the operations of the Company over a long period of time. He possess the Master Degree of Business Administration from U.S.A. and has guided the Company towards diversification and growth to emerge as a world leader in the Textile industry.

Letter of Re-Appointment/ Execution of Memorandum: the Letter of Re-Appointment dated 30th September, 2021 as issued earlier to Mr. Amit Agrawal as the Managing Director of the Company be and hereby stands valid and that only a fresh letter of intimation for the elevation as "**Vice-Chairman & Managing Director**" be issued to him as an addition to his letter of re-appointment issued earlier and shall be uploaded on the website of the Company, subject to the approval of the shareholders on the Agenda No. 06 of this Notice to the AGM which shall be together construed as a written memorandum setting out the terms of employment of the Managing Director in such a manner that it has actually been executed between the Company and Mr. Amit Agrawal Director in pursuance to the provisions of the Section 190 of the Companies Act, 2013.

Terms & Conditions of Elevation: except for the change in designation, all other terms and conditions of appointment and remuneration of **Mr. Amit Agrawal** shall remain same as approved by the Shareholders of the Company in the 35th Annual General Meeting held on 30th September, 2021.

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

None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested financially or otherwise, in passing of the above mentioned resolution, except Mr. Amit Agarwal himself, Dr. Yamunadutt Agrawal (Chairman, Director of the Company & relative of Mr. Amit Agarwal) & Kaushal Agarwal (Promoter of the Company and relative of Mr. Amit Agarwal) to the extent of their shareholding interest in the Company.

Brief Profile of Mr. Amit Agrawal:

NAME	MR. AMIT AGRAWAL (MANAGING DIRECTOR - EXECUTIVE)
Directors Identification Number (DIN)	00169061
Date of Birth & Age	28 th April, 1977; Aged 45 Years
Nationality	Indian
Qualification	Master Degree of Business Administration from U.S.A.
Experience & Expertise	He possesses 23 Years of core experience in Textile Industry.
Date of first Appointment on the Board of the Company	28 th September, 2004
Shareholding in Jindal Worldwide Limited as at 31 st March , 2022	3,88,92,000 equity shares – 19.40%
Directorship held in other Companies as on 31 st March , 2022	<ol style="list-style-type: none"> 1. Apparely Textiles Private Limited 2. Alana Petrochem Private Limited 3. Amitara Green Hi-Tech Park Private Limited 4. Aegios Polyfilms Private Limited 5. Balaji Weft Private Limited 6. Crystalize Research And Solutions Private Limited 7. Deepshikha Exim Private Limited 8. Durafine Polymers Private Limited 9. Expede-Tech Research & Development Private Limited 10. Finetrends Textiles Private Limited 11. Goodcore Spintex Private Limited 12. Jindal Mobiltric Private Limited 13. Jindal Shirtings Private Limited 14. Jindal Speciality Chemicals India Private Limited 15. Kashyap Tele-Medicines Limited 16. Premium Yoga Fitness Centre Private Limited 17. Saroj Weavers Private Limited 18. Spinbell Textiles Private Limited
Membership/Chairmanships held in Committees of other Companies as on 31 st March, 2022	Member of Stakeholders Relationship Committee of Kashyap Tele Medicines Limited
Relationship with other Directors / Key Managerial Personnel	As Above
Number of meetings of the Board attended during the Financial Year 2021-2022	Mr. Amit Agarwal has attended all 7 Board Meetings of the Company held during the Financial Year 2021-2022.
Terms & Conditions	Same as mentioned in Explanatory Statement above to Agenda No 06. of this Notice of AGM.
Remuneration Last Drawn	₹ 15 Lakhs per month / ₹ 1.80 Crores per annum

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Agenda No. 06 of the Notice of this Annual General Meeting, in relation to the aforementioned change in designation/Elevation and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

**For and On Behalf of Board of Directors of
JINDAL WORLDWIDE LIMITED**

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

**Place: Ahmedabad
Date: 08th August, 2022**