

## NOTICE

Notice is hereby given that an Extra Ordinary General meeting of the shareholders of Jindal Saw Limited will be held at the Registered Office of the Company at A-1, UPSIDC Indl. Area, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on the 23rd day of March, 2015 at 12.30 p.m. to transact the following business :-

1. To consider and if thought fit, to pass, the following Resolution as a Special Resolution :-

“RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the revised Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges as applicable and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with JSW Steel Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 10,000 crore from the financial year 2014-2015 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

2. To consider and if thought fit, to pass, the following Resolution as a Special Resolution :-

“RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the revised Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges as applicable and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with Jindal Steel & Power Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 10,000 crore from the financial year 2014-2015 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

Registered Office :  
A-1, UPSIDC Indl. Area  
Nandgaon Road, Kosi Kalan,  
Distt. Mathura (U.P.) – 281 403

By Order of the Board  
for JINDAL SAW LIMITED

Place : New Delhi  
Date : 20th February, 2015

SUNIL K. JAIN  
COMPANY SECRETARY  
FCS : 3056

NOTE:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMEBR OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A proxy form is being sent herewith.

3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Scrutinizer/Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
4. Only registered members of the Company or any proxy appointed by such registered members may attend the EGM as provided under the provisions of the Companies Act, 2013.
5. The Company is providing its members the facility to cast their vote on the resolution by electronic means ("e-voting").
6. In terms of Section 108 of the Companies Act, 2013 read with Rule-20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of NSDL to provide the facility of electronic voting ('e-voting') in respect of the resolution proposed at this EGM. The Board of Directors of the Company has appointed Mr. Awanish K Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi as the scrutinizer for this purpose.
7. The Company is providing an option to the shareholders who do not cast their vote by e-voting, they may cast their vote through ballot paper. Shareholders are requested to send their ballot paper to the scrutinizer, Mr. Awanish K Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries at their address at 574, 2nd Floor, Main Road, Chirag Delhi, New Delhi – 110017 or through mail at e-mail ID awanishdassociates@gmail.com
8. Notice of the EGM along with attendance slip, proxy form, ballot paper and a letter giving the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / depository participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
9. Members / proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
10. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection by the members at the registered office of the Company during the office hours on all working days except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.
11. Shareholders shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

The procedure with respect to e-voting is provided below:-

The instructions and other information for e-voting are as under:

- A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents):
  - i. Open email and open PDF File viz. egmmarch15 with your client ID or folio number as password. The said PDF File contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

- ii. The members of the Company who had not registered their e-mail ID with the Company/RTA their User's ID & Passwords shall be send alongwith notice.
  - iii. Launch internet browser by typing the following URL:https://www.evoting.nsdl.com
  - iv. Click on shareholder-Login.
  - v. Put user ID and password as initial password/PIN noted in step (i) above. Click login.
  - vi. Password change menu appears. Change the password/PIN with new password of your choice with minimum eight digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vii. Home page of e-voting opens. Click on e-voting. Active Voting Cycles.
  - viii. Select 'EVEN' of Jindal Saw Limited.
  - ix. Now you are ready for e-voting as Cast Vote page opens.
  - x. Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted.
  - xi. Upon confirmation, the message "Vote Cast Successfully" will be displayed.
  - xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xiii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to [awanishdassociates@gmail.com](mailto:awanishdassociates@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of EGM (for members whose email IDs are not registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents) :-
- i. Initial password is provided at the e-voting slip for the EGM :-
 

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN
  - ii. Please follow all steps from Sl. No.(iii) to Sl. No.(xi) above, to cast vote.
    - (i) In case of queries, please refer to the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual – Shareholders, available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at Tel: 022-2499 4600.
    - (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
    - (iii) You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
    - (iv) The e-voting period commences on Monday, the 16th March, 2015 from 9.00 a.m. onward and ends on Wednesday, the 18th March, 2015 till 6.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialization form, as on the cut-off date (record date) of 13th February, 2015 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
    - (v) The voting right of shareholders shall be in a proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 13th February, 2015.
    - (vi) The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unlock the votes in the presence of atleast two (2) witnesses not in employment of the Company to make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
    - (vii) The results shall be declared on or after the EGM of the Company. The Results declared along with the scrutinizer's report shall be uploaded on the Company's website [www.jindalsaw.com](http://www.jindalsaw.com) and on the website of NSDL within two (2) days of passing of the resolution at the EGM of the Company and communicated to the Stock Exchanges where Company's equity shares are listed.
    - (viii) Members/Proxies are requested to bring their copies of the notice to the meeting.

- (ix) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents for consolidation into a single folio.

Please note that:

- Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
- Your login ID and password can be used by you exclusively for e-voting on the resolution placed by the companies in which you are the shareholder.
- It is strongly recommended that you do not share your password with any other person and take utmost care to keep it confidential.

In case, you wish to get a physical copy of the Notice of EGM, you may send your request to [investors@jindalsaw.com](mailto:investors@jindalsaw.com) mentioning your Folio/DPID & Client ID No.

## **EXPLANATORY STATEMENT :**

### **Item No. 1 & 2**

The Company in its ordinary course of business and/or on arm's length basis sources material from different steel producers in India and outside India. Given that JSW Steel Limited and Jindal Steel & Power Limited are large steel producers, the Company also purchases material from these companies. The purchase of materials from these companies is dependent on the requirement of the Company for its products from time to time and the ability of supply of specified material by these companies. During the course of its business the Company also sells its products to these companies.

The Company has noted that JSW Steel Limited and Jindal Steel & Power Limited fall under the category of a related party of the Company in terms of the provisions of the revised Clause 49 of the Listing Agreement effective from 1st October, 2014 ("Listing Agreement").

The provisions of the Listing Agreement consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with JSW Steel Limited and Jindal Steel & Power Limited whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial year of the Company. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with JSW Steel Limited and Jindal Steel & Power Limited upto a maximum amount as mentioned in the respective resolutions from the financial year 2014-2015 and onward.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with these two companies, the same is being sought as an abundant precautionary measure.

All related parties shall abstain from voting on these resolutions.

The relevant information is as follows :-

1.	Name of related parties	:	1. JSW Steel Limited 2. Jindal Steel & Power Limited
2.	Name of Director or KMP who is related	:	Shri Prithvi Raj Jindal
3.	Nature of relationship	:	Shri Prithvi Raj Jindal, who is non-executive Chairman of the Company, is brother of Shri Sajjan Jindal who is CMD of JSW Steel Limited and Shri Naveen Jindal who is Chairman of Jindal Steel & Power Limited.
4.	Monetary value	:	The estimated aggregate contract value for the matters proposed in the resolution shall not exceed Rs. 10,000 crores for each of JSW Steel Limited and Jindal Steel & Power Limited.
5.	Nature, material terms and particulars of arrangement	:	Purchase of material by the Company from and the sale of Company's product(s) to these companies are dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by these companies. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.
6.	Any advance paid or received for the arrangement, If any.	:	As per industry norms, custom and uses.

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on 20th January, 2015 and have approved the proposed arrangements with the Related Party(ies) ( i.e JSW Steel Limited and Jindal Steel & Power Limited) and have also decided to seek approval of shareholders by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies ( Meeting of Board and its Powers) Rules , 2014 and Clause 49 of the Listing Agreement amended vide Circular No. CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 and amended further vide Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014.

Shri Prithvi Raj Jindal and his relatives who directly hold in aggregate 15,45,000 equity shares of the Company are concerned or interested in the special resolutions at Item No. 1 & 2. Ms. Sminu Jindal, Managing Director, Ms. Shardha Jatia and Ms. Tripti Puneet Arya, directors of the Company and being daughters of Shri Prithvi Raj Jindal may also be deemed to be interested or concerned in the special resolutions at Item No. 1 & 2.

None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested in the resolution.

The Board of Directors recommends the above special resolutions for your approval.

Registered Office :  
A-1, UPSIDC Indl. Area  
Nandgaon Road, Kosi Kalan,  
Distt. Mathura (U.P.) – 281 403

By Order of the Board  
for JINDAL SAW LIMITED

Place : New Delhi  
Date : 20th February, 2015

SUNIL K. JAIN  
COMPANY SECRETARY  
FCS : 3056

# JINDAL SAW LIMITED

CIN : L27104UP1984PLC023979

Registered Office : A-1, UPSIDC Indl. Area, Nandgaon Road,  
Kosi Kalan, Distt. Mathura (U.P.) – 281 403

## ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL  
AND HAND IT OVER AT THE ENTRANCE

Joint shareholders may obtain additional Slip at the venue of the meeting

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER

I/We hereby record my /our presence at the Extraordinary General Meeting of the Company at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Monday, the 23rd day of March, 2015 at 12.30 PM.

\_\_\_\_\_  
Signature of Shareholder / proxy

- Applicable for investors holding shares in electronic form.

# PROXY FORM

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

## JINDAL SAW LIMITED

CIN : L27104UP1984PLC023979

Registered Office : A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403

Name of the Member(s): Registered Address:		e-mail Id: Folio No./*Client Id: *DP Id:
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I/We, being the member(s) of \_\_\_\_\_ shares of Jindal Saw Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ of failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ of 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/our behalf at the Extraordinary General Meeting of the Company, to be held on Monday, 23rd day of March, 2015 at 12.30 p.m. at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 and at any adjournment thereof in respect of such resolution as are indicated below :

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

Resolutions	For	Against
1. Related Party Transactions with JSW Steel Limited.		
2. Related Party Transactions with Jindal Steel & Power Limited.		

\*Applicable for investors holding shares in electronic form.

Affix a  
15 paise  
Revenue  
Stamp

Signed this ..... Day of ..... 2015

Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

**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 meeting.**
- (2) **A Proxy need not be a member of the Company.**
- (3) A person can act as a proxy on behalf of members not exceeding fifty 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 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 joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

**Form No. MGT- 12****Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company:</b> Jindal Saw Limited				
<b>Registered Office:</b> A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403.				
<b>CIN:</b> L27104UP1984PLC023979				
<b>BALLOT PAPER</b>				
S.No.	Particular	Details		
1.	Name of the first named Shareholder (In Block Letters)			
2.	Postal Address			
3.	Registered Folio No./ *Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Class of Share			
I hereby exercise my vote in respect of Special Resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
No.	Item No.	No. of Shares	I assent to the resolution	I dissent from the resolution
1.	Related Party Transactions with JSW Steel Limited			
2.	Related Party Transactions with Jindal Steel & Power Limited			
<b>Place :</b> <b>Date :</b> <span style="float: right;"><b>(Signature of the shareholder*)</b></span>				

(\*as per Company records)