

Jindal Saw Limited

CIN: L27104UP1984PLC023979

Registered office: A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Dist- Mathura- 281403

Corporate office: Jindal Centre 12, Bhikaji Cama Place, New Delhi -110066

Email : Investors@jindalsaw.com, Website: www.jindalsaw.com

Phone: +91-11-41462000, 61463544/827, Fax: +91-11-61463666.

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of Jindal Saw Limited will be held on Monday, 23rd September, 2024, at 12.30 p.m. at the registered office of the Company at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Dist- Mathura- 281403, Uttar Pradesh to transact the following special business:-

1. To consider and approve the appointment of Shri Satyakam Mishra as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Satyakam Mishra (DIN: 10711600), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of next Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for his first term of five consecutive years effective from 29th July, 2024.”

2. To consider and approve the appointment of Dr. Chandra Shekhar Agrawal as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Chandra Shekhar Agrawal (DIN: 10740719), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of next Annual General Meeting be and is hereby appointed as an Independent Director of the Company to hold office for his first term of five consecutive years effective from 23rd August, 2024.”

3. To consider and approve sub-division/split of face value of equity shares of the Company from Rs. 2/- each fully paid up to Re. 1/- each fully paid up.

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 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (in each case, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), in accordance with the Articles of Association of the Company and subject to such other approvals, consents, permissions and sanctions, as may be required from concerned statutory/regulatory authorities or bodies or depositories and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, and on recommendation of the Board of Directors of the Company, consent of the shareholder(s) of the Company, be and is hereby accorded for sub-dividing/splitting the existing equity shares of the Company, such that each equity share having face value of Rs. 2/- (Rupee Two only) each fully paid-up, be sub-divided into two (2) equity shares having face value of Re. 1/- (Rupee One only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date (“Record Date”).

RESOLVED FURTHER THAT, pursuant to the sub-division of equity shares of the Company, the authorized capital comprising of equity shares of face value of Rs. 2/- (Rupee Two only) each existing on the Record Date, shall stand sub-divided as follows:

Capital Value	Pre sub-division			Post sub-division		
	No of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)	No of Equity Shares	Face Value (Rs.)	Total Share Capital (Rs.)
Authorised Share Capital	236,50,00,000	2	473,00,00,000	473,00,00,000	1	473,00,00,000

RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, all the Issued, Subscribed and Paid-up equity shares of face value of Rs. 2/- (Rupee Two only) each fully paid-up existing on the Record Date, shall stand sub-divided as follows:

1. Issued equity share capital

Type of Capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of equity shares	Face Value (Rs.)	Total Share Capital (Rs.)
Issued equity share capital	31,97,61,367	2	63,95,22,734	63,95,22,734	1	63,95,22,734

2. Subscribed and Paid up equity share capital

Type of Capital	Pre sub-division			Post sub-division		
	No. of equity shares	Face Value (Rs.)	Total Share Capital (Rs.)	No. of equity shares	Face Value (Rs.)	Total Share Capital (Rs.)
Subscribed and Paid up Share Capital	31,97,54,117	2	63,95,08,234	63,95,08,234	1	63,95,08,234
Add: Kept in abeyance but not allotted	3,250	2	6,500	6,500	1	6,500
Add: Value of forfeited shares	-	-	4,000	-	-	4,000
Total	31,97,57,367	2	63,95,18,734	63,95,14,734	1	63,95,18,734

RESOLVED FURTHER THAT, upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of face value of Rs. 2/- (Rupees Two only) each, fully paid up, held in physical form, shall be deemed to have been automatically cancelled and shall be of no effect on and from Record Date and no letter of allotment shall be issued to the allottees of the sub-divided equity shares having face value of Re. 1/- (Rupee One only) each, fully paid up, and the Company/RTA shall, issue and dispatch the letter of confirmation(s) in lieu of old/existing share certificate(s) on the request of shareholders and, in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares of the face value of Re. 1/- (Rupees one only) each, fully paid up, shall be credited to the respective beneficiary accounts of the shareholders maintained with their respective depository participants, *in lieu* of the existing credits representing the equity shares of the Company of face value of Rs. 2/- (Rupees Two only) each on the Record Date.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make appropriate adjustments to ensure fair and reasonable adjustment to the entitlement of the participants under the Jindal Saw Limited Stock Appreciation Rights Scheme, 2018, due to the sub-division of equity shares as aforesaid to the Stock Appreciation Rights (SAR) (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to do all such acts, deeds, matters and things, to give such directions as it may deem necessary, proper or desirable, to settle any question, difficulty that may arise with regard to the sub-division of the equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including delegation of all or any of its powers herein conferred to any Committee of Directors and/or any person(s) without any further approval of the shareholders.”

4. To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company

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 Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (“the Act”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and on recommendation of the Board of Directors of the Company and subject to such other applicable approval(s) and/ or sanction(s) of the statutory or regulatory authorities, as may be required in this regard, consent of the shareholder(s) of the Company be and is hereby accorded to delete the existing Clause V of the Memorandum of Association of the Company in entirety and substitute the same with the following new Clause V:

V. *“The Authorized Share Capital of the Company is Rs. 683,00,00,000 (Rupees Six Hundred Eighty Three Crores only) divided into 4,73,00,00,000 (Four Hundred and Seventy Three Crores) Equity shares of Re. 1/- (Rupee One only) each, and 210,00,000 (Two Crores Ten Lakh) Preference Shares of Rupees 100/- (Rupees hundred only) each.*

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deed and things including delegating powers to any person(s), as they may in their absolute discretion deem necessary or expedient in respect of matters and things incidental or related thereto and to settle any question or doubt, to give effect to the aforesaid resolution.”

Place: New Delhi
Date: 23rd August, 2024

By order of the Board
for JINDAL SAW LTD.

Regd. Office:
A-1, UPSIDC Indl. Area
Nandgaon Road, Kosi Kalan
Distt. Mathura (U.P.)-281 403
CIN-L27104UP1984PLC023979

SUNIL K. JAIN
Company Secretary
Membership No.: F-3056

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE VALID & EFFECTIVE, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LATER THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ABOVE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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.

2. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

4. 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.

5. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted is annexed hereto.

6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

7. The members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.

8. Members are entitled to make nomination in respect of shares held by them in physical form as per the provisions of section 72 of the Companies Act, 2013. Members desirous of making nomination are requested to send Form SH-13 either to the Company or its Registrar and Share Transfer Agent. Members holding shares in DEMAT form may contact their respective Depository Participant for recording nomination in respect of their shares.

Members are requested to note that pursuant to directions given by SEBI/Stock Exchanges, the Company has appointed M/s RCMC Share Registry Pvt. Ltd., B-25/1, 1st Floor, Okhla Industrial Area, Phase-II, New Delhi-110020 as Registrar and Transfer Agent to look after the work related to shares held in physical as well as demat mode.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall provide their PAN details to the Company/Registrars and Transfer Agent, M/s RCMC Share Registry Pvt. Ltd.

10. As per SEBI mandate for no transfer of shares except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository.

11. As per various amended circulars issued by MCA and SEBI from time to time, Notice of the EGM is being sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories and physical copies to all other Members whose email addresses are not registered with the Company/Depositories. Members may note that the Notice is also available on the Company's website www.jindalsaw.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

12. 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 National Securities & Depository Limited (NSDL) to provide the facility of electronic voting ('e-voting') in respect of the Resolution proposed at this EGM. Mr. Awanish K. Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi shall act as the Scrutinizer for this purpose.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Friday, 20th September, 2024 at 09:00 A.M. and ends on Sunday, 22nd September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th September, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ul style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period, if you are 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.jspVisit 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 held 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 i.e. NSDL** and you will be redirected to e -Voting website of NSDL for casting your vote during the remote e-Voting period.

- Shareholders/Members can also download NSDL Mobile App “**NSDL Speede** facility by scanning the QR code mentioned below for seamless voting experience.



<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile
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	& Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

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

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

Login type	Helpdesk details
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
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 022-23058738 or 022-23058542-43

B) Login Method for eVoting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Login to NSDL eVoting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which

is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL eVoting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e -Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e -Voting will open.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through an e-mail to awanishcorporate@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to NSDL Officials: at evoting@nsdl.co.in

Step 2:

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

- 1.In case shares are held in physical mode please provide 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 (investors@jindalsaw.com).
- 2.In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (contactus@hexatradex.com.). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
- 3.Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

Other Instructions:

- A. The e-voting period commences at 9.00 a.m. on Friday, 20th September, 2024 and ends at 5.00 p.m. on Sunday, 22nd September, 2024. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- B. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 16th September, 2024.
- C. Mr. Awanish K. Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the voting through poll at EGM and remote e-voting process in a fair and transparent manner.
- D. The Scrutinizer shall after the conclusion of voting at EGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in employment of the Company and shall not later than two working days submit a consolidated scrutinizer's report of the total votes cast in favour and against, if any, forthwith to the Chairman of the meeting or any other person authorized by him.
- E. The Results declared along with the scrutinizer's report shall be placed on the Company's website www.jindalsaw.com and on the website of NSDL within 2 (two) working days of conclusion of the EGM of the Company and communicated to the NSE and BSE where Company's equity shares are listed.

Place: New Delhi
Date: 23rd August, 2024

By order of the Board
for JINDAL SAW LTD.

Regd. Office:
A-1, UPSIDC Indl. Area
Nandgaon Road, Kosi Kalan
Distt. Mathura (U.P.)-281 403
CIN-L27104UP1984PLC023979

SUNIL K. JAIN
Company Secretary
Membership No.: F-3056

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item no. 1 & 2

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, the Board of Directors appointed Shri Satyakam Mishra and Dr. Chandra Shekhar Agrawal as Additional Directors in the category of Independent Director of the Company w.e.f. 29th July, 2024 and 23rd August, 2024, respectively. In terms of the provisions of the said Section, they would hold office up to the date of next Annual General Meeting.

Shri Saytakam Mishra and Dr. Chandra Shekhar Agrawal are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consents to act as Directors.

Section 149 of the Companies Act, 2013, inter-alia, stipulates the criteria of independence should a company propose to appoint an Independent Director on its Board. It further provides that an Independent Director can hold office for a term up to 5 consecutive years on the Board of the Company and he shall not be included in the total number of Directors liable to retire by rotation.

The Company has received a declaration from Shri Satyakam Mishra and Dr. Chandra Shekhar Agrawal that they meet the criteria of independence as prescribed both under section 149 of the Companies Act, 2013 and under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They do not hold any shares in the Company as on date.

In the opinion of the Board, Shri Satyakam Mishra and Dr. Chandra Shekhar Agrawal fulfill the conditions of their appointment as Independent Directors and are independent of the management. Their brief resumes, nature of his expertise and other details as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been provided in the Annexure to the Notice.

Keeping in view their experience and knowledge, it would be in the interest of the Company that Shri Satyakam Mishra and Dr. Chandra Shekhar Agrawal are appointed as Independent Directors of the Company for their first term w.e.f. 29th July, 2024 and 23rd August, 2024, respectively. The copy of draft letters of appointment setting out terms and conditions of their appointment are available for inspection by members at the registered office of the Company.

This statement may also be regarded as disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Save and except Shri Satyakam Mishra and Dr. Chandra Shekhar Agrawal and their relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the said ordinary resolution.

The Board recommends the special resolutions set out in item no 1 & 2 to this notice for approval by the members.

Item No 3 & 4

The equity shares of the Company are listed and traded on the National Stock Exchange of India Limited and BSE Limited. With a view to enhance the liquidity of the Company's equity shares and to encourage the participation of retail investors by making equity shares of the Company more affordable to invest, the Board of Directors of the Company in its meeting held on August 23, 2024 considered and approved the sub-division/splitting of the existing equity shares of the Company, such that each equity share having face value of Rs. 2/- (Rupees Two only) fully paid-up, be sub-divided into Two (2) equity shares having face value of Re. 1/- (Rupees One only) each, fully paid-up, ranking *pari-passu* with each other in all respects, with effect from such date as may be fixed by the Board as the Record Date ("Record Date"), subject to approval of shareholders of the Company and such other approvals as may be required.

The sub-division of equity shares would *inter-alia* require appropriate adjustments to be made by the Board to ensure fair and reasonable adjustment to the Share Appreciation Rights (SAR) granted under the Jindal Saw Limited Share Appreciation Rights Scheme, 2018, with respect to SAR (whether vested or unvested as on the Record Date) in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

The sub-division of equity shares of the Company as aforesaid also requires consequential alteration to the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company. There will not be any change in the amount of authorized, subscribed, issued and paid-up share capital of the Company on account of sub-division of equity shares. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

In terms of the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders of the Company is sought by way of ordinary resolutions for sub-division of equity shares and consequential alteration to Capital Clause (Clause V) of the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested (financially or otherwise), in the proposed resolutions mentioned at Item Nos. 3 & 4 except to the extent of their shareholding in the Company.

The Board recommends passing of the resolutions as set out at Item Nos. 3 & 4 as ordinary resolutions.

Place: New Delhi
Date: 23rd August, 2024

By order of the Board
for JINDAL SAW LTD.

Regd. Office:
A-1, UPSIDC Indl. Area
Nandgaon Road, Kosi Kalan
Distt. Mathura (U.P.)-281 403
CIN-L27104UP1984PLC023979

SUNIL K. JAIN
Company Secretary
Membership No.: F-3056

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Satyakam Mishra	Dr. Chandra Shekhar Agrawal
Director Identification No.	10711600	10740719
Date of Birth	10.03.1963	22.09.1956
Date of Appointment	29.07.2024	23.08.2024
Qualification	Retired IRS	M.D. (General Medicine), D.M. (Neurology)
Brief Resume of the Director	<p>Mr. Satyakam Mishra is an IRS (Retd.) M.A.(Philosophy), LLM,D Phil (Advaita Vedant).</p> <p>He served nearly 37 years in varied roles in the Income tax Department, possess profound expertise in the area of accountancy, Investigation, administration, corporate finance, management, policy-formulation, regulatory frameworks and taxation.</p> <p>He also served as Principal Chief Commissioner of Income (International Taxation), Delhi before superannuation. He has experience in corporate cross border transactions & its intricacies in corporate financial governance.</p>	<p>Dr. Chandra Shekhar Agrawal, M.B.B.S, M.D. (General Medicine), D.M. (Neurology), having nearly 45 years of experience in medical field.</p> <p>He is a Senior Consultant & Chairman in the Department of Neurology at Sir Ganga Ram Hospital. He has excellent academic track record to his credit. He is also involved in various research publication relatedwork.</p>
Expertise in Specific Functional Area	Taxation and Management	Organizational Management
Relationship between directors inter-se	Nil	Nil
Directorship in other Listed Companies as on date of appointment	Nil	Nil
Chairman/Membership of Committees in other Listed Companies as on date of appointment (C=Chairman; M=Member)	Nil	Nil
No. of equity shares held	Nil	Nil



JINDAL SAW LTD.

Form No. MGT-11

Proxy form

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

CIN:- L27104UP1984PLC023979

Name of the Company- Jindal Saw Limited

Registered Office:- A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh - 281403.

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 the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature:	or failing him

Name :	E-mail Id:
Address:	
Signature:	or failing him

Name :	E-mail Id:
Address:	
Signature:	, or failing him

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 the Monday, 23rd September, 2024 at 12:30 p.m. at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh -281403 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(s)	Vote	
		For	Against
1.	To consider and approve the appointment of Shri Satyakam Mishra as Independent Director of the Company.		
2.	To consider and approve the appointment of Dr. Chandra Shekhar Agrawal as Independent Director of the Company.		
3.	To consider and approve sub-division of face value of equity shares of the Company from Rs. 2/- each fully paid up to Re. 1/- each fully paid up.		
4.	To consider and approve alteration of Capital Clause of the Memorandum of Association of the Company		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 2024

Affix
Revenue
Stamps

.....
Signature of Shareholder Signature of Proxy holder

Note:

- 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) The proxy need not be a member of the company.
- 3) 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.

ATTENDANCE SLIP

CIN : L27104UP1984PLC023979

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

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*	
Client Id*	

Folio No.	
No. of Shares	

Name of Shareholder:.....

Add:.....

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 September, 2024 at 12:30p.m.

Signature of Shareholder/proxy

*Applicable for investors holding shares in electronic form

Route map to the venue of the meeting

