



# JINDAL SAW LTD.

## TOTAL PIPE SOLUTIONS

CIN : L27104UP1984PLC023979

Registered Office : A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura – 281403, India

Corporate Office : Jindal Centre, 12, Bhikaji Cama Place, New Delhi – 110 066

Website: [www.jindalsaw.com](http://www.jindalsaw.com), E-mail: [investors@jindalsaw.com](mailto:investors@jindalsaw.com)

### Postal Ballot Notice

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules made thereunder)

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for alteration in the main object of the Memorandum of Association of the Company by inserting the new clauses is proposed to be passed by the shareholders through postal ballot / electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolution setting out the material facts concerning and the reasons thereof is annexed hereto with a postal ballot form for your consideration.

The Board of Directors of the Company has appointed Shri Awanish Kumar Dwivedi of Awanish Dwivedi & Associates, Company Secretaries, New Delhi, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner. Shareholders desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal ballot form(s), if sent by courier or by registered post / speed post at the expense of the shareholders will also be accepted. The postal ballot form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope.

The duly completed postal ballot form(s) should reach the Scrutinizer not later than 5:00 p.m. on 30th December, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the shareholder. Shareholders desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this postal ballot notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results shall be declared on or before 1st January, 2016 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.jindalsaw.com](http://www.jindalsaw.com).

### RESOLUTION

To alter the Objects Clause of the Memorandum of Association of the Company by inserting following new clauses i.e. sub clause no. 3 and sub clause no. 4 and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause 3(A) of the Memorandum of Association of the Company relating to its Main Objects be and is hereby altered by adding the following sub-clauses as new sub-clause 3 and sub clause no. 4 after the existing sub-clause 2 in Clause 3(A):

3. To carry on the business to establish, build, maintain and operate barrages, jetties, ports, terminals, canals, water ways for transportation by water, cargo, goods, material, passengers, shipping for the purpose of establishing and providing of necessary infrastructure / support / logistics on its own or otherwise in India or elsewhere at sea-shores, river / canal banks, setting up on its own or otherwise inland water-housing, container depots, dry container depots, warehouses, stay houses and to provide all logistical / technical / interface of inland water transport, operation of multi nodal transport systems/infrastructure support for the operation of business of carriage of all types of goods / material, passengers through water ways, canal, sea, river, ocean, coastal shipping and to construct, develop, improve various water ways, ports, terminals, depots, linking of canals, rivers for the same both in India and abroad and to purchase by import or otherwise, hire, construct, operate, work, ships and vessels by any class including steamships and to establish, operate and maintain lines or regular services of ships and vessels of any class including steamships and generally to carry on the business of shippers, ship owners and to enter into contracts for the carriage of mails, passenger, goods and cargo of any kind by any means and either by the ships and vessels, railways and conveyance of others taken by Company by hire or on lease both in India and abroad.

4. To establish, maintain and operate shipping and all ancillary services and to purchase, take in exchange, charter, hire or otherwise acquire and to own, work, manage and trade with steam, sailing, motor and other ships, tankers, trawlers, drifters, tugs and vessels of all description with all necessary and convenient equipment and to maintain, repair, fit out, refit, improve, insure and alter, sell, exchange or let out on hire or hire purchase or charter or otherwise deal with and dispose of any of the ships, tankers, trawlers, drifters, tugs and vessels or any of their engines, tackle, gear and equipments and to purchase or otherwise acquire any ship or vessel and ship or vessels including steamships now in the course of construction or to be constructed together with all equipments and tools required for the operation, usage and working of the ships or vessels including steamships and to carry on the business in India or elsewhere to provide, commercialize, control, develop, establish, handle, operate, hold, organize, promote, service, supervise, represent and to act as agent, concessionaires, consultants, or deal in all types of cargo activities in all its branches for collecting and delivering either by own arrangements or through representatives or agents, any documents, goods, articles or things on behalf of customers from one place to another place in any part of the world and to establish maintain and operate transport services in India and outside India as consolidators, break-bulk Cargo Agents for shipping companies, lines and roadways both in India and abroad and to carry on the business of providing all kinds of cargo services such as to collect to deliver parcels, and any other goods and articles in India and abroad and appoint agents, sub-agents in India and abroad to provide the aforesaid services both in India and abroad.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the aforesaid resolution.”

Place: New Delhi  
Date: 10th November, 2015

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

**Note:**

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The postal ballot notice is being sent to the shareholders whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20th November, 2015. The postal ballot notice is being through mail to those shareholders who have registered their E-mail ID with the Company/Depository Participant(s). For shareholders who have not registered their email address with Company/ Depository Participant(s), physical copies of the postal ballot notice is being sent through permitted mode along with a postage-prepaid self-addressed Business Reply Envelope and will also be available on the Company's website [www.jindalsaw.com](http://www.jindalsaw.com) for download.
3. Shareholders whose names appear on the Register of Shareholders / List of Beneficial Owners as on 20th November, 2015 will be considered for the purpose of voting in proportion to their holding on the said date.
4. Resolution to be passed by the shareholders through postal ballot will be deemed to have been passed as the same has been passed at a general meeting of the shareholders.
5. In case any shareholder is desirous of obtaining a printed postal ballot form or its duplicate, he or she may send an e-mail to [investors@Jindalsaw.com](mailto:investors@Jindalsaw.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the shareholder.
6. In terms of Section 108 and 110 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 proposed resolution.

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

- A. In case a shareholder receives an email from NSDL (for Shareholders whose email IDs are registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agent):
- (i) Open email and open PDF file viz., Postal Ballot 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 shareholder shall Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) the shareholder shall Click on Shareholder-Login.
  - (iv) Put user ID and password as password/PIN noted in step (i) above. Click login.
  - (v) 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.
  - (vi) Once the e-voting home page opens. Click on e-voting: Active Voting Cycles.
  - (vii) Select 'EVEN' (E-Voting Event Number) of Jindal Saw Limited as mentioned on the e-voting instruction sheet
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted.
  - (x) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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 shareholder receives physical copy of postal ballot form (for Shareholders whose email IDs are not registered with the Depository Participants/Company's Registrars and Share Transfer Agent or requesting physical copy):
- (i) EVEN user Id & Password are provided in the enclosed evoting instruction sheet
  - (ii) Please follow all steps from Sl.No. (ii) to Sl.No.(xii) above, to cast vote.
7. The voting, through postal ballot and E-voting, shall commence at 9.00 am on, 1st December, 2015 and shall end at 5.00 p.m. on 30th December, 2015. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th November, 2015 may cast their vote. The voting module shall be disabled thereafter.
8. The shareholders can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case shareholders cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.
9. A shareholder cannot exercise his vote by proxy on postal ballot.
10. Shareholders desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on 30th December, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Shareholders will also be accepted. If any postal ballot is received after 5:00 p.m. on 30th December, 2015, it will be considered that no reply from the Member has been received.
11. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the voting on Postal Ballot through Ballot Paper and remote e-voting process in a fair and transparent manner.
12. The Scrutinizer will submit his report, not later than 2 days after the completion of scrutiny, to the Chairman and the result of the voting by postal ballot will be announced by the Chairman, any Director or Company Secretary of the Company duly authorized.

13. The results shall be declared on or before 1st January, 2016 and communicated to the Stock Exchanges, NSDL, Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.jindalsaw.com](http://www.jindalsaw.com).
14. The date of declaration of results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

Place: New Delhi  
Date: 10th November, 2015

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**

Jindal Saw Limited is, inter alia, engaged in multi-product manufacturing including manufacturing large diameter submerged arc pipes and spiral pipes for the energy transportation sector; carbon, alloy and stainless steel seamless pipes and tubes. Besides these, the Company also provides various value added products like pipe coatings, bends and connector castings to its clients.

The Company has global and national footprint and operates various manufacturing and job work facilities, situated in India and overseas like USA, Italy, Dubai, etc. for production and sale of finished goods. This entails movement of goods across geographies. With a view to integrate manufacturing footprint across the globe, it is imperative that the Company strengthens its in-house logistics support system for transit of finished and semi finished goods between multiple locations seamlessly in order to insulate the Company from the vagaries of third party logistic providers in the shipping industry and thereby stabilize the operating costs and ensure better utilisation of capabilities and resources.

Therefore, to strengthen its logistics capabilities and to provide efficient in-house logistics facilities for the shipment of materials between various locations, it is proposed to alter the main object clause of memorandum of Association by adding the new sub-clauses 3 and or 4 as set out in the resolution above.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are, in any way concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company.

The Board recommends the above resolution as set out in the Notice for approval by the shareholders as special resolution.

Place: New Delhi  
Date: 10th November, 2015

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