

**NOTICE OF POSTAL BALLOT**

**DATED 07<sup>TH</sup> JANUARY, 2025**

**(FY 2024-2025)**

**TO**

**SHAREHOLDERS**

**OF**

**JINDAL WORLDWIDE LIMITED**

**JINDAL WORLDWIDE LIMITED**

CIN: L17110GJ1986PLC008942

Registered Office & Corporate Office: "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; Website: [www.jindaltextiles.com](http://www.jindaltextiles.com); Email Id: [csjindal@jindaltextiles.com](mailto:csjindal@jindaltextiles.com)

**NOTICE OF POSTAL BALLOT**

*[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]*

*Dear Shareholders,*

Notice is hereby given pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, read with the MCA General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024 and such other relevant previous circulars as were issued by the Ministry of Corporate Affairs ( hereinafter referred as “**MCA Circulars**”), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI (LODR) Regulations**”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to other applicable laws, rules and regulations, that the resolutions set out below are proposed for approval of the shareholders of Jindal Worldwide Limited (the “**Company**”) through Postal Ballot by remote e-voting process (“e-voting”).

Sr. No.	Description of Special Businesses:
a.)	To Consider and approve for Increase in Authorized Share Capital and Consequent Alteration to the Capital Clause of the Memorandum of Association of the Company.
b.)	To Consider and approve for issuance of Bonus Equity Shares.

The Explanatory Statements pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid proposed resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice.

The Board of Directors of the Company, at their meeting held on Tuesday, 07<sup>th</sup> January, 2025, has appointed M/s. SPANJ & Associates (Membership Number: F3544; COP Number: 2356), Company Secretaries, Ahmedabad, as a Scrutinizer for conducting the Postal Ballot through the e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI LODR Regulations, SS-2 and pursuant to provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is only through remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms and printed envelope. The Company has engaged Central Depository Services (India) Limited (“CDSL”), an Authorised Agency, to provide remote e-voting facility to its Members. The detailed procedure for remote e-voting is provided in this Postal Ballot Notice.

The Scrutinizer will submit its report to the Chairman or any other Authorised Person of the Company after completion of scrutiny of the e-voting. The results shall be declared on or before Tuesday, 18<sup>th</sup> February, 2025 and communicated to BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”) and to the Depository(s) as may be applicable. The results will also be displayed at the Company's website at [www.jindaltextiles.com](http://www.jindaltextiles.com).

Shareholders are requested to carefully read the instructions mentioned under ‘General Instructions’ and related process on remote e-voting in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolutions through the e-voting process not later than 05:00 p.m. (IST) on Saturday, 15<sup>th</sup> February, 2025, failing which it will be considered that no reply has been received from the Shareholder. The proposed resolution, if approved, will be taken as

having duly passed on the last date specified for e-voting by the requisite majority of Shareholders by means of Postal Ballot, i.e. on 15<sup>th</sup> February, 2025.

### SPECIAL BUSINESSES:

#### Agenda No. 1:

#### **TO CONSIDER AND APPROVE FOR INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY-**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, from time to time) and in accordance with the provisions of Article of Association of the Company and approval of concerned Registrar of Companies, Gujarat and upon approval and recommendation of Board of Directors of the Company, the consent of the Shareholders of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 30,00,00,000/- (Rupees Thirty Crore only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 1/- each to Rs. 101,00,00,000/- (Rupees One Hundred and One Crore only) divided into 101,00,00,000 (One Hundred and One Crore) equity shares of Rs. 1/- each resulting into increase of an additional amount of Rs. 71,00,00,000/- (Rupees Seventy One Crore only) divided into 71,00,00,000 (Seventy-One Crore) equity shares of Rs. 1/- each, ranking pari passu in all respect with the existing Equity Shares of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, from the time being in force), the existing Clause V of the Memorandum of Association of the Company relating to Authorized Share Capital be and is hereby substituted with the following Clause V:

**“Clause V:**

*The Authorized Share Capital of the Company is Rs. 101,00,00,000/- (Rupees One Hundred and One Crore only), divided into 101,00,00,000 (One Hundred and One Crore) equity shares of Rs. 1/- each.”*

**RESOLVED FURTHER THAT** Dr. Yamunadutt Agrawal, Chairman & Director of the Company and/or Mr. Amit Agrawal, Vice-Chairman & Managing Director and/or KMPs of the Company be and is/are hereby severally authorized to file such E-forms as applicable with the Registrar of Companies, make necessary compliances to the Stock Exchanges and other authorities and to do all such acts, deeds, matters and things as may be deemed necessary or expedient in this regard.

**RESOLVED FURTHER THAT** Dr. Yamunadutt Agrawal, Chairman & Director of the Company and/or Mr. Amit Agrawal, Vice-Chairman & Managing Director and/or KMPs of the Company be and is/are hereby severally authorized to settle, resolve all such issues, questions, difficulties or doubts whatsoever that may arise in regards to above resolution from the statutory and regulatory authorities without securing any further consent or approval of the Members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things in its absolute discretion as may be deemed necessary, expedient, proper or desirable and which shall be deemed final and binding.”

## Agenda No. 2:

### TO CONSIDER AND APPROVE FOR ISSUANCE OF BONUS EQUITY SHARES-

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

**“RESOLVED THAT** pursuant to the provisions of Section 63 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by the SEBI and the Reserve Bank of India (“RBI”) from time to time, the provisions of the Articles of Association of the Company, and upon approval and recommendation of Board of Directors of the Company, the consent of Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to issue Bonus Equity Shares to the existing equity shareholders of the Company; whose names appear in the Register of Members maintained by the Company/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) (“Depositories”) on a ‘Record Date’ as may be fixed by the Board of Directors of the Company; in the proportion of 4:1 i.e. 4 (Four) new fully paid-up equity shares of Rs. 1/- (Rupees One) each for every 1 (One) existing fully paid-up equity share of Rs. 1/- (Rupees One) each resulting into issuance of aggregate 80,20,81,600 bonus equity shares which shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the consent of shareholders of the Company be and is hereby accorded to capitalize a sum of Rs. 80,20,81,600/- (Eighty Crore Twenty lakh Eighty-One Thousand and Six Hundred Only) out of the free reserves and/or securities premium account and/or retained earnings (as may be applicable) of the Company as per the latest Audited Financial Statements of the Company as on 31<sup>st</sup> March, 2024 or such amount as may be considered necessary for the purpose of the issue of bonus equity shares.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect to the bonus shares and that pursuant to the applicable regulations and provisions, the allotment of bonus equity shares shall be made in following manner for equity shareholders holding the equity shares:

- a. in dematerialized form: to the respective beneficiary demat accounts of the shareholders’ with their respective Depository Participant(s)
- b. In physical form: to the Company’s Unpaid Suspense Account/Demat Suspense Account.

in such manner and style and within such time frame as prescribed by the law and regulatory authorities.

**RESOLVED FURTHER THAT** the allotment of bonus equity shares to the extent that they relate to Non Resident Members, Foreign Portfolio Investors (FPIs), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999, or any other Regulatory Authority, as may be necessary or applicable.

**RESOLVED FURTHER THAT** Dr. Yamunadutt Agrawal, Chairman & Director of the Company and/or Mr. Amit Agrawal, Vice-Chairman & Managing Director and/or KMPs of the Company be and is/are hereby severally authorized to take necessary steps for listing of such issued bonus equity shares on the Recognized Stock Exchanges where the existing equity shares of the Company are listed as per the provisions of the SEBI (LODR) Regulations and other applicable regulations, rules and guidelines as may be applicable from time to time.

**RESOLVED FURTHER THAT** Dr. Yamunadutt Agrawal, Chairman & Director of the Company and/or Mr. Amit Agrawal, Vice-Chairman & Managing Director and/or KMPs of the Company be and is/are hereby severally authorized to file such E-forms as applicable with the Registrar of Companies, make necessary compliances to the Stock Exchanges and other authorities and to do all such acts, deeds, matters and things as may be deemed necessary or expedient in this regard.

**RESOLVED FURTHER THAT** Dr. Yamunadutt Agrawal, Chairman & Director of the Company and/or Mr. Amit Agrawal, Vice-Chairman & Managing Director and/or KMPs of the Company be and is/are hereby severally authorized to settle, resolve all such issues, questions, difficulties or doubts whatsoever that may arise in regards to above resolution from the statutory and regulatory authorities without requiring the Company to secure any further consent or approval of the Members of the company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters and things in its absolute discretion as may be deemed necessary, expedient, proper or desirable and which shall be deemed final and binding.”

**For and on behalf of Board of Directors**

**Jindal Worldwide Limited**

**Sd/-**

**Dr. Yamunadutt Agrawal**

**Chairman & Director**

**DIN: 00243192**

**Date: 07<sup>th</sup> January, 2025**

**Place: Ahmedabad**

**NOTES:**

1. The relevant Explanatory Statements, pursuant to provision of Section 102 of the Companies Act, 2013 (hereinafter referred to as “the Act”) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “the SEBI (LODR) Regulations, 2015”) {including any statutory modification(s) or re-enactment(s) thereof for the time being in force} and as required under Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), in respect of the Special Business Agenda No. 1 to 2 as set out above are annexed hereto.
2. In compliance with the MCA & SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of members / register of beneficial owners as on Friday, 10<sup>th</sup> January, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only. A person who is not a member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.

Further members who have not received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories, are also entitled to vote in relation to the resolution as set out in this Notice.

3. This Postal Ballot Notice will also be available on the Company’s website at [www.jindaltextiles.com](http://www.jindaltextiles.com), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (LODR) Regulations, 2015 and Secretarial Standard (SS)-2 issued by the Institute of Company Secretaries of India on General

Meeting, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

5. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Company's RTA, Cameo Corporate Services Limited, by sending an email at [investor@cameoindia.com](mailto:investor@cameoindia.com). Post successful registration of the e-mail, the member would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, member may write to [investor@cameoindia.com](mailto:investor@cameoindia.com).
6. The e-voting rights of the Shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, 10<sup>th</sup> January, 2025**, being the **cut-off date** for the purpose. The shareholders of the Company holding shares either in dematerialized or in physical form, as on the cut-off date, can cast their vote electronically.
7. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with relevant rules and Regulation 42 of SEBI (LODR) Regulations, 2015; the Register of Members and Share Transfer Books of the Company will remain closed (Book Closure Period) from **Monday, 24<sup>th</sup> February, 2025 to Tuesday, 25<sup>th</sup> February, 2025 (both days inclusive)** for the purpose of issue and allotment of Bonus shares.
8. The remote e-voting period will commence on **Friday, 17<sup>th</sup> January, 2025 at 09:00 A.M. (IST) and will end on Saturday, 15<sup>th</sup> February, 2025 AT 05:00 P.M. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter and the voting shall not be allowed beyond the said date and time.
9. 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 Postal Ballot Process.
10. A member cannot exercise his / her vote through proxy on postal ballot. However, corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution / authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to [csdoshiac@gmail.com](mailto:csdoshiac@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
11. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
12. The proposed resolution, if approved by the requisite majority through Postal Ballot, shall be deemed to have been duly passed on the last date of e-voting i.e. **Saturday, 15<sup>th</sup> February, 2025**. A member cannot exercise his vote by proxy on Postal Ballot. The resolution passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.
13. As required by Rules 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (LODR) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one regional daily newspaper circulating in Gujarat (in vernacular language, i.e. Gujarati).
14. This Notice shall also be available on the website of the Company at [www.jindaltextiles.com](http://www.jindaltextiles.com), websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively and on the website of Central Depository Services (India) Limited at [www.evotingindia.com](http://www.evotingindia.com).

15. Further the results of postal ballot along with Scrutinizer's Report will be declared on or before **Tuesday, 18<sup>th</sup> February, 2025** and displayed on the website of the Company at [www.jindaltextiles.com](http://www.jindaltextiles.com), on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) and also on the Stock Exchanges (the "NSE & BSE") where the equity shares of the Company are listed.

16. **MANDATORY DEMATERIALIZATION OF PHYSICAL SECURITIES:** With reference to the SEBI notification no. SEBI/LADNRO/GN/2022/66 dated 24<sup>th</sup> January, 2022 and SEBI Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 read with SEBI Notification no. No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018, SEBI Notification no. No. SEBI/LAD-NRO /GN/ 2018/49 dated 30<sup>th</sup> November, 2018, press release dated 3<sup>rd</sup> December, 2018, BSE Circular Ref. No. LIST/COMP/15/2018-19 dated 5<sup>th</sup> July, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated 9<sup>th</sup> July, 2018, in regard to the amendment in Regulation 40 of SEBI (LODR) Regulations, 2015 for mandatory dematerialization of the physical securities; the Shareholders are thus informed that w.e.f. 1<sup>st</sup> April, 2019, any request for effecting transfer of shares held in physical form is not being processed by the RTA or the Company.

Accordingly, any requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a Depository. Also, that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form.

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](http://www.cdslindia.com)", National Securities Depository Limited (NSDL) i.e. "[www.nsdl.co.in](http://www.nsdl.co.in)" and Company i.e. "[www.jindaltextiles.com](http://www.jindaltextiles.com)".

As a part of compliance of afore stated 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.

Henceforth, as an on-going measure to enhance ease of dealing in securities markets by investors, the Company shall 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.

17. 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 various Circulars 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.

18. The Company has designated Email Id: [csjindal@jindaltextiles.com](mailto:csjindal@jindaltextiles.com) for redressal of shareholders'/ Investors complaints / grievances. In case shareholders have any queries / complaints / grievances, they may write at [csjindal@jindaltextiles.com](mailto:csjindal@jindaltextiles.com) / [investor@cameoindia.com](mailto:investor@cameoindia.com) from their registered e-mail Id mentioning their names and folio numbers / demat account numbers.

**19. GENERAL INSTRUCTIONS FOR REMOTE E-VOTING:**

In terms of the SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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 e-mail Id in their demat accounts in order to access e-voting facility. Pursuant to above said SEBI Circular, Login method for e-voting 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	<p>Users 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 users to login to Easi / Easiest are requested visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</p> <p>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, we are providing links to e-voting Service Providers, so that the user can visit the e-voting service providers' site directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; e-mail as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with NSDL	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 e-voting period.</p>



	<p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com/">https://eservices.nSDL.com/</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a> visit the e-voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 e-voting period.</p>
<p>Individual Shareholders (holding securities in Demat mode) login through their Depository Participants</p>	<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 e-voting period.</p>

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. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at +91-22 23058738 and +91-22-23058542-43</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nSDL.co.in">evoting@nSDL.co.in</a> or call at toll free no.: 1800 1020990 and 1800 22 44 30</p>

**20. 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 INTO PHYSICAL MODE AND NON-INDIVIDUALS SHAREHOLDERS HOLDING SECURITIES INTO DEMAT MODE.**

- i. The shareholders should log on to the e-voting website “[www.evotingindia.com](http://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](http://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:

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

- 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 **250113003 (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.
- xvii. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

## 21. 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](http://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](mailto: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.

- iv. 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.
- v. 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.
- vi. 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.

**22. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

- i. 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**.
- ii. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
- iii. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting through Depository.**

**23. CONTACT DETAILS FOR ANY QUERIES/GRIEVANCES:**

In case you have any queries or issues regarding 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 E-Voting:

Contact Details:	
<b>E-Voting Agency:</b>	<b>CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED</b> E-mail ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> Name: Mr. Rakesh Dalvi Contact No.: Toll Free No. 1800 22 55 33 Address: Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013.
<b>Company:</b>	<b>JINDAL WORLDWIDE LIMITED</b> “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: “ <a href="mailto:csjindal@jindaltextiles.com">csjindal@jindaltextiles.com</a> ” Website: “ <a href="http://www.jindaltextiles.com">www.jindaltextiles.com</a> ”
<b>Registrar and Transfer Agent :</b>	<b>M/s. CAMEO CORPORATE SERVICES LIMITED</b> Subramanian Building, No. 1, Club House Road Chennai 600002 Phone: 044- 28460390 E-mail Id: “ <a href="mailto:investor@cameoindia.com">investor@cameoindia.com</a> ”
<b>Scrutinizer:</b>	<b>M/S. SPANJ &amp; ASSOCIATES,</b> Company Secretaries, Ahmedabad E-mail ID: “ <a href="mailto:csdoshiac@gmail.com">csdoshiac@gmail.com</a> ”

## EXPLANATORY STATEMENT

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 17 OF THE SEBI (LODR) REGULATIONS, 2015 (INCLUDING ANY STATUTORY MODIFICATION(S) OR RE-ENACTMENT(S) THEREOF, FOR THE TIME BEING IN FORCE)

### Agenda No. 1:

#### **TO CONSIDER AND APPROVE FOR INCREASE IN AUTHORIZED SHARE CAPITAL AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY-**

The shareholders are hereby informed that further to the approval accorded by the Board of Directors in its Board meeting held on Tuesday, 7<sup>th</sup> January, 2025 for the issuance of Bonus Equity Shares to the Company's shareholders in the ratio of 4:1 i.e. 4 new fully paid-up equity shares of Rs. 1/- each for every 1 existing fully paid-up equity share of Rs. 1/- each, it is necessary to increase the Company's Authorized Share Capital in such a proportion that it could meet out the requirement of issue and allotment of Bonus Equity Shares, subject to the approval of the Shareholders of the Company.

The existing Authorized Share Capital of the Company is Rs. 30,00,00,000/- (Rupees Thirty Crore Only) divided into 30,00,00,000 (Thirty Crore) Equity Shares of Rs. 1/- each.

Considering the Bonus issue proposal, it is proposed to increase the Authorized Share Capital from existing Rs. 30,00,00,000/- (Rupees Thirty Crores only) to Rs. 101,00,00,000/- (Rupees One Hundred and One Crore only) resulting into increase of an additional amount of Rs. 71,00,00,000/- (Rupees Seventy One Crore only) divided into 71,00,00,000 (Seventy-One Crore) equity shares of Rs. 1/- each which shall rank pari passu in all respect with the existing Equity Shares of the Company, to facilitate the proposed bonus issue and subsequent allotment and it is further consequently proposed an alteration to the existing Capital Clause (Clause V) of the Memorandum of Association of the Company, the same which was also approved by the Board of Directors of the Company in its meeting held on Tuesday, 07<sup>th</sup> January, 2025.

Pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, increase in the authorized share capital and alteration of the Capital Clause (Clause V) of the Memorandum of Association requires approval of the Shareholders.

**Relationship/Interest:** None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, in passing of the above mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Agenda No. 01 of the Notice of Postal Ballot, and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

### Agenda No. 2:

#### **TO CONSIDER AND APPROVE FOR ISSUANCE OF BONUS EQUITY SHARES-**

The Shareholders are hereby informed that in line with the Company's strategic vision to enhance liquidity in the market and foster broader participation in its growth journey and further with motive to reward its shareholders, the Board of Directors in its Board meeting held on Tuesday, 7<sup>th</sup> January, 2025 has approved for the issuance of Bonus Equity Shares to the Company's shareholders in the ratio of 4:1 i.e. 4 new fully paid-up equity shares of Rs. 1/- each for every 1 existing fully paid-up equity share of Rs. 1/- each by capitalizing its free reserves and/or the securities premium account and/or retained earnings of the Company and has recommended the same to the shareholders for their approval thereof.

The shareholders requested to review and consider the statement of 'other equity' of the latest Audited Financial Statements of the Company as on 31<sup>st</sup> March, 2024 for the sum to be capitalized as per the ratio of bonus issue.

The Shareholders are hereby further informed that for the purpose of bonus issue and capitalization of its free reserves and/or the securities premium account and/or retained earnings of the Company, it has complied with the applicable sections, provisions of the Companies Act, 2013 and other applicable SEBI Regulations in this regard.

Pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013 and subject to applicable statutory and regulatory approvals, the issue of bonus equity shares of the Company requires the approval of 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, in passing of the above mentioned resolution except to the extent of their directorships and shareholding in the Company (if any).

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Agenda No. 02 of the Notice of Postal Ballot, and thus the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company.

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