

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, India

Phone: 91-79-71001500 Website: www.jindaltextiles.com * E-mail: info@jindaltextiles.com

NOTICE OF 38TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **38th Annual General Meeting** of the Members of **JINDAL WORLDWIDE LIMITED** will be held on **Monday, 16th September, 2024 at 03:00 P.M. (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following agenda business items:

ORDINARY BUSINESS:**AGENDA NO. 01:****Adoption of Financial Statements -**

To consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the FY ended on 31st March, 2024 together with the Report of the Board of Directors and Report of the Statutory Auditors thereon.

AGENDA NO. 02:**Declaration of Final Dividend -**

To declare Final Dividend @ 20% on paid up Equity Share Capital (i.e. ₹ 0.20 per equity share) for the FY 2023-2024.

AGENDA NO. 03:**Re-appointment of Mr. Amit Agrawal (DIN: 00169061), Vice-Chairman & Managing Director as a Director liable to retire by rotation under Section 152 of the Companies Act, 2013 -**

To appoint a Director in place of Mr. Amit Agrawal (DIN: 00169061), Vice-Chairman & Managing Director, who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**AGENDA NO. 04:****To consider ratification of remuneration of Cost Auditors of the Company for the FY 2024-2025 -**

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

"RESOLVED THAT pursuant to the recommendation of Audit Committee and pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable to M/s. K. V. Melwani & Associates, Cost Accountants, Ahmedabad (FRN:100497) Cost Auditors of the Company; as approved and appointed by the Board of Directors of the Company to conduct the audit of the Cost Records of the Company for the Financial Year 2024-2025; amounting to ₹ 1,00,000/- (Rupees One Lakh only) (excluding taxes, travelling and other out-of-pocket expenses incurred by the said Auditor) be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT any Director or KMP of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

AGENDA NO. 05:**To consider and approve for giving authorization to Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto an aggregate revised limit of ₹ 3,000 Crores -**

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

“RESOLVED THAT the consent of the Shareholders of the Company be and is hereby accorded to increase the limit under Section 180(1)(c) of the Companies Act, 2013 from existing aggregate limit of ₹ 1,600 Crores (which was earlier approved by the Shareholders vide Postal Ballot process on 12th November, 2021) to an aggregate revised limit of ₹ 3,000 Crores.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory modifications or re-enactments thereof, and in accordance with the Memorandum and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, to borrow any amount of money on such terms and conditions as the Board of Directors may think fit from time to time which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the permissible limit i.e. aggregate of paid-up capital, free reserves and securities premium of the Company, provided that the aggregate amount of money so borrowed by the Board of Directors shall not at any time exceed the limit of ₹ 3,000 Crores (Rupees Three Thousand Crores only).

RESOLVED FURTHER THAT any Director or KMP of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

AGENDA NO. 06:

To consider and approve for giving authorization to Board of Directors under Section 180(1)(a) of the Companies Act, 2013 upto an aggregate revised limit of ₹ 3,000 Crores -

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

“RESOLVED THAT the consent of the Shareholders of the Company be and is hereby accorded to increase the limit under Section 180(1)(a) of the Companies Act, 2013 from existing aggregate limit of ₹ 1,600 Crores (which was earlier approved by the Shareholders vide Postal Ballot process on 12th November, 2021) to an aggregate revised limit of ₹ 3,000 Crores.

RESOLVED FURTHER THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, and in accordance with the Memorandum and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company, to mortgage, hypothecate, sell, lease or otherwise dispose-off, any movable or immovable property of the Company and/or the whole or part of the undertaking of the Company to or in favour of the Lender Banks, Financial Institutions and any other Lenders in the best interest of the Company; to secure the amount borrowed by the Company or any third party from time to time; provided that the aggregate indebtedness secured by the assets/properties/undertaking of the Company shall not at any time exceed the aggregate limit of ₹ 3,000 Crores (Rupees Three Thousand Crores Only).

RESOLVED FURTHER THAT any Director or KMP of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution.”

AGENDA NO. 07:

To consider and approve for giving authorization to Board of Directors to advance any loan, give any guarantee or to provide any security to all such person specified under Section 185 of the Companies Act, 2013 upto an aggregate revised limit of ₹ 3,000 Crores -

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

“RESOLVED THAT the consent of the Shareholders be and is hereby accorded to increase the limit under Section 185 of the Companies Act, 2013 from existing aggregate limit of ₹ 1,500 Crores (which was earlier approved by the Shareholders vide Postal Ballot process on 12th November, 2021) to an aggregate revised limit of ₹ 3,000 Crores.

RESOLVED FURTHER THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any

security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together within whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of ₹ 3,000 Crores (Rupees Three Thousand Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT any Director or KMP of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

AGENDA NO. 08:

To consider and approve for giving authorization to Board of Directors under Section 186 of the Companies Act, 2013 upto an aggregate revised limit of ₹ 3,000 Crores -

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

"RESOLVED THAT the consent of the Shareholders be and is hereby accorded to increase the limit under Section 186 of the Companies Act, 2013 from existing aggregate limit of ₹ 1,500 Crores (which was earlier approved by the Shareholders vide Postal Ballot process on 12th November, 2021) to an aggregate revised limit of ₹ 3,000 Crores.

RESOLVED FURTHER THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder, including any statutory modifications or re-enactments thereof, and in accordance with the Memorandum and Articles of Association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any amount of money on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company, its free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, provided that the aggregate of such amount of money shall not at any time exceed the aggregate limit of ₹ 3,000 Crores (Rupees Three Thousand Crores Only).

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company and Operational Committee be and are hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments/loans/guarantees/securities made or given or provided by the Company (as the case may be).

RESOLVED FURTHER THAT any Director or KMP of the Company be and is/are hereby severally authorised for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental to give effect to this resolution."

AGENDA NO. 09:

To consider and approve Re-Appointment of Mr. Rajesh Jain (DIN: 00209896) as a Non-Executive Independent Director of the Company -

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

"RESOLVED THAT pursuant to the provisions of Section 149 read with the Schedule IV, Section 150 & 152 and any other applicable provisions read with relevant Rules of the Companies Act, 2013 and relevant Regulations of the SEBI (LODR)

Regulations, 2015 (including any modification or re-enactment thereof, for the time being in force); and further pursuant to the Articles of the Association of the Company and considering the recommendations made by the Nomination and Remuneration Committee and further approval of the Board of Directors thereof; the consent of the Shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Rajesh Jain (DIN: 00209896) as an Independent Director of the Company; whose first term of appointment will be expired w.e.f. 14th February, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of an Independent Director of the Company; to hold office for a second term of 5(Five) consecutive years i.e. w.e.f. 14th February, 2025 to 13th February, 2030, on such terms and conditions as detailed in the explanatory statement annexed hereto, which is hereby approved and sanctioned, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and in such manner as may be mutually decided by the Board of Directors and the said Independent Director and whose term of appointment shall not be liable for retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder read with Regulation 17(6)(a) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Rajesh Jain (DIN: 00209896) may or may not be paid sitting fees or commission as may be decided by the Board within the limits stipulated under the Companies Act, 2013.

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

**For and On Behalf of Board of Directors Of
Jindal Worldwide Limited**

Sd/-

(Dr. Yamunadutt Agrawal)

Chairman & Director

DIN: 00243192

Place: Ahmedabad

Date: 13th August, 2024

NOTES:

I. GENERAL INFORMATION:

1. The relevant Explanatory Statements, pursuant to provision of Section 102 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the Act") and Regulation 17 & 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as "the SEBI (LODR) Regulations, 2015") 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. 4 to 9 as set out above are annexed hereto.
2. Pursuant to General Circular No. 09/2023 dated 25th September, 2023 in relation to "Clarification on holding AGM through VC & OAVM", the Ministry of Corporate Affairs ('MCA') has allowed the Companies whose Annual General Meetings ("AGMs") were due to be held in/during the year 2023 or 2024, to conduct their AGMs on or before 30th September, 2024 through VC/OAVM without the physical presence of the Members at a common venue. Further, on receiving various representations, the Securities and Exchange Board of India ('SEBI') also issued SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 providing relaxation from Regulation 36(1)(b) for AGM of SEBI (LODR) Regulations, 2015 upto 30th September, 2024 in respect of sending physical copies of annual reports to the Shareholders.

The above MCA Circulars & SEBI Circulars are to be read with the previously issued MCA General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 on account of the threat posed by COVID-19" and MCA General Circular Nos. 20/2020, 02/2021, 19/2021, 21/2021, 02/2022 and 11/2022 dated 05th May, 2020, 13th January,

2021, 08th December, 2021, 14th December, 2021, 05th May, 2022 and 28th December, 2022 respectively, in relation to "Clarification on holding AGM through VC & OAVM" (hereinafter collectively referred to as "MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January 2023 (hereinafter collectively referred to as "SEBI Circulars")

Accordingly, in compliance with the aforementioned circulars, the 38th Annual General Meeting ("AGM") of the Company will be held on **Monday, 16th September, 2024 at 03.00 p.m. (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) facility to transact the businesses as set out in the Notice of AGM and therefore no physical presence of Members is required.

- 3. Dispatch of Annual Report through E-Mail :** Accordingly, in compliance to the aforementioned circulars, the Annual Report for the Financial Year 2023-2024 of the Company will be sent only through electronic mode only (i.e E-Mail) to those Shareholders of the Company whose E-Mail IDs are registered with the Company or the Registrar and Share Transfer Agent (the "RTA"), i.e., M/s. Cameo Corporate Services Limited. Members who have not registered their E-mail IDs are requested to kindly register the same, to receive documents/notices electronically from the Company in lieu of physical copy of the Annual Report.

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

- 4.** Keeping the convenience of the Members of the Company positioned in different time zones into consideration, the AGM has been scheduled on a working day on Monday, 16th September, 2024 at 03:00 P.M. (IST).
- 5.** As per the prevailing provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. However, since Annual General Meeting will be held through VC/OAVM where physical attendance of Members in any case has been dispensed with, there is no requirement of appointment of proxy(s) in pursuance of the aforementioned MCA Circulars and SEBI circulars specifically wherein SEBI has temporarily dispensed the compliance of Regulation 44(4) of the SEBI (LODR) Regulations, 2015 in case of meetings held through electronic mode only and hence the Proxy Form is not annexed to this Notice convening the 38th AGM of the Company.
- 6. Procedure for attending the AGM through VC/OAVM –** The Company has continued appointing "Central Depository Services Limited" (CDSL) for rendering its services in regards to the facility to Shareholders for attending the AGM through VC/OAVM and to cast votes thereby through E-Voting facility. The detailed instructions in this regard are provided separately in Section II forming part of this Notice.
- 7.** Since the 38th AGM of the Company will be held through VC/OAVM without any physical presence of the Shareholders of the Company, therefore no Route Map and Attendance Slip is applicable in this case and accordingly the same is not annexed to this Notice convening the 38th AGM of the Company.
- 8.** Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with relevant rules and Regulation 42 of SEBI (LODR) Regulations, 2015; the Register of Members and Share Transfer Books of the Company will remain closed (Book Closure Period) from **Tuesday, 10th September, 2024 to Monday, 16th September, 2024** (both days inclusive) for the purpose of the 38th AGM of the Company and for the purpose of declaration of Dividend for the Financial Year 2023-2024.
- 9.** In compliance of the aforementioned MCA circulars, the statutory registers of the Company and all such other documents referred to in the accompanying notice and the Explanatory Statement shall be made available for inspection by the Members of the Company through electronic mode only upto the date of 38th AGM. Members desirous of inspecting the same may send their requests at "csjindal@jindaltextiles.com" from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers atleast 5 days before the date of AGM. Also, such necessary documents shall be made available for inspection upon login at CDSL E-Voting system at <https://www.evotingindia.com/> during the AGM.

10. In case of Joint-holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through E-Voting during the AGM.
11. If any of the Members are holding shares in the same name or in the same order of names under different folios, then Members are requested to notify the same to the Registrar and Share Transfer Agent for consolidation of their shareholding into a single folio.
12. MANDATORY DEMATERIALIZATION OF PHYSICAL SECURITIES: With reference to the SEBI notification no. SEBI/LAD-NRO/GN/2022/66 dated 24th January, 2022 and SEBI Circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 read with SEBI Notification no. No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 , SEBI Notification no. No. SEBI/LAD-NRO /GN/ 2018/49 dated 30th November, 2018, press release dated 3rd December, 2018, BSE Circular Ref. No. LIST/COMP/15/2018-19 dated 5th July, 2018 and NSE Circular Ref. No. NSE/CML/2018/26 dated 9th July, 2018, 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. 1st 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" , National Securities Depository Limited (NSDL) i.e. "www.nsdl.co.in" and Company i.e. "www.jindaltextiles.com".

As a part of compliance of aforesaid circulars, the Company had also intimated the Physical Shareholders about the compliance required by sending the notices to the concerned Physical Shareholders via Registered Post through the RTA of the Company.

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.

13. Members are informed that as an ongoing measure to enhance ease of doing business for investors in dealing in securities markets by investors, SEBI vide its 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.

Pursuant to Section 72 of the Act, Members holding shares in physical form may file (a) nomination in the prescribed Form SH-13 (b) for cancellation / variations in nomination in the prescribed Form SH-14 and (c) for opting-out of Nomination in prescribed Form ISR - 3 with the RTA of the Company. The said forms can be downloaded from the website of the Company i.e. www.jindaltextiles.com. Members are requested to submit the said details to their

Depository Participants (DP) in case the shares are held by them in dematerialized form and to the Company/RTA in case the shares are held in physical form. Further SEBI vide Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated 23rd July, 2021 read with SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/23 dated 24th February, 2022 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/42 dated 27th March, 2023, SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/193 dated 27th December, 2023, had mandated providing choice of nomination details in eligible demat accounts, i.e., either furnishing of nomination or declaration for opting out of nomination for investors opening new trading and / or demat account(s) on or after 01st October, 2021 and for all existing eligible trading and demat account holders latest by 30th June, 2024 failing which the trading accounts shall be frozen for trading and demat account shall be frozen for debits.

14. The details in regards to the funds liable to be transferred to "Investor Education Protection Fund (IEPF)" has been stated in the Corporate Governance Report forming part of this Annual Report.
15. The Company has designated E-Mail ID "csjindal@jindaltextiles.com" for redressal of Shareholders'/Investors complaints/grievances. In case Shareholders have any queries, complaints/grievances, then they may kindly write at E-mail ID : "csjindal@jindaltextiles.com" or at investor@cameoindia.com from their registered E-Mail IDs mentioning their names and folio numbers / demat account numbers.
16. **Dividend:** The Company is always focused in enhancing the wealth of Shareholder and thus marching towards the same, the Board of Directors has recommended for declaration of 20% Final Dividend for the Financial Year 2023-2024 in order to maintain the continuity and a track record of declaration of dividend since years and which if declared at this ensuing AGM by the Shareholders of the Company, will be paid on due date to those Members whose names stands registered on the Company's Register of Members: - In order
 - a.) As Beneficial Owners- as per the list to be furnished by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) to the RTA of the Company in respect of shares held in Demat Form, and;
 - b.) As Members- as per Register of Members of the Company in respect of shares in Physical Form;

as at the end of business hours on Record Date i.e. Monday, 09th September, 2024 (being the book closure period starting from Tuesday, 10th September, 2024).

Accordingly, an Ordinary Business in regards to declaration of Final Dividend for the Financial Year 2023-2024 has been proposed in this Notice of AGM for the approval of the Shareholders thereof.

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

The TDS rate may vary depending on the residential status of the Shareholder and the documents submitted by the Shareholders and accepted by the Company in accordance with the provisions of the Income Tax Act, 1961 and at such TDS rates as may be modified/prescribed by the Government from time to time. Members are hereby requested to refer to the Income Tax Act, 1961 and Finance Act, 2020 in this regard. In general, to enable compliance with TDS requirements, Members are requested to update the details like Residential Status, PAN and category as per the Income Tax Act, 1961 with their Depository Participants or in case shares are held in physical mode, with the Company / RTA. Further, if the Shareholders doesn't want to have tax deduction they may submit the Form for Non -Deduction of Tax i.e. Form 15G or 15H to the RTA by uploading the same on its web link "<https://investors.cameoindia.com/>," and to the RTA / Company. A notification pertaining to the said amendment has been placed on the website of the Company.

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

- ii.) SEBI has made it mandatory for all the listed entity either directly, or through the Depositories or through their Registrar to an Issue and/or Share Transfer Agent, to use electronic clearing services (local, regional or national), direct credit, Real Time Gross Settlement (RTGS) , National Electronic Funds Transfer (NEFT) etc. for making payment of dividend.

Accordingly, in order to receive the dividend without loss of time, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member and other forms as prescribed in the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021, to RTA to update their bank account details and all the eligible Shareholders holding shares in demat mode are requested to update with their respective DPs, their correct bank account number, including 9 Digit MICR Code and 11 digit IFSC Code, E-mail ID and Mobile No(s).

Members holding shares in physical form may communicate these details to the RTA viz. Cameo Corporate Services Limited having address at Subramanian Building No. 1, Club House Road Chennai – 600002 Phone: 044- 28460390, by quoting the reference folio number and attaching the original cancelled cheque leaf of their active bank account and a self-attested copy of their Permanent Account Number ('PAN') card among other forms and documents as may be required by the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 03rd November, 2021 and all other supplement and incidental circulars thereof.

This will facilitate the remittance of the dividend amount as directed by SEBI, in the bank account electronically. Updation of E-mail IDs and Mobile No(s) will enable the Company in sending communication relating to credit of dividend, un-encashed dividend, etc. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the DPs of the Members. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode.

17. Pursuant to the Section 152 of the Act, Regulation 26 and 36 of SEBI (LODR) Regulations, 2015 and Secretarial Standards-2 as issued by ICSI regarding appointment/re-appointment of Directors, the brief profile and expertise in specific functional areas and other required details pertaining to Director seeking retire by rotation and eligible for re-appointment under the Ordinary Business Agenda No. 3 of the said Notice is tabled below:

| Name | Mr. Amit Agrawal (Vice-Chairman & Managing Director) |
|---|--|
| Director Identification Number (DIN) | 00169061 |
| Date of Birth & Age | Date of Birth- 28 th April, 1977 ; Age- 47 Years |
| Nationality | Indian |
| Qualification | Master Degree of Business Administration from U.S.A. |
| Brief Resume, Experience and Nature of expertise in specific functional areas | Being an accomplished business development leader, Mr. Amit Agrawal, has rich and varied experience of around 25 years in the Textile industry and has been involved in the operations of our Company over a long period of time. He guides JWL towards diversification and growth to emerge as a world leader in the Textile industry. He is having an overwhelming expertise, exposure, repute and vast knowledge into Advanced management and expansion of business, products and strategies into the Textile Sector and other major sectors. It is believed that his continuing association with the Company will help the Company to grow more and prosper. |
| Date of first Appointment on the Board of the Company | 28 th September, 2004 |
| Shareholding in Jindal Worldwide Limited as on 31 st March , 2024 | 3,88,92,000 equity shares – 19.40% |

| Name | Mr. Amit Agrawal (Vice-Chairman & Managing Director) |
|---|--|
| Directorship held in other Companies as on 31 st March, 2024 | <ol style="list-style-type: none"> 1. Centella Fibres Private Limited 2. Amitara Green Hi-Tech Park Private Limited 3. Goodcore Spintex Private Limited 4. Jindal Mobilitric Private Limited 5. Swisscot (India) Private Limited 6. JM Volt Private Limited 7. Denimtex Emporio Private Limited 8. Institches Creations Private Limited 9. Textilia Worldwide Private Limited 10. Aegios Polyfilms Private Limited 11. Durafine Polymers Private Limited 12. Polyserene Private Limited 13. Jindal Shirtings Private Limited 14. Expede-Tech Research & Development Private Limited 15. Crystalize Research And Solutions Private Limited 16. Jindal Speciality Chemicals India Private Limited 17. Premium Yoga Fitness Centre Private Limited 18. Kashyap Tele-Medicines Limited |
| Membership / Chairmanships held in Committees of other Companies as on 31 st March, 2024 | Member of Stakeholders Relationship Committee of Kashyap Tele-Medicines Limited |
| Names of the Listed Companies from which resigned/ceased in the past three years | Nil |
| Relationship with other Directors / Key Managerial Personnel | Mr. Amit Agarwal is related with one Director of the Company, being son of Dr. Yamunadutt Agrawal, Chairman & Director of the Company. |
| Number of meetings of the Board of Directors of the Company as attended during the Financial Year 2023-2024 | 4 out of 4 |
| Terms & Conditions | Terms & Conditions will remain same as mutually decided by the Board and Mr. Amit Agrawal at the time of his re-appointment as Managing Director of the Company at the 35 th AGM of the Company and at the time of his elevation from the designation of Managing Director to the designation of "Vice-Chairman & Managing Director" of the Company at the 36 th AGM of the Company. |
| Remuneration Last Drawn | Rs. 15 Lakhs per month / Rs. 1.80 Crores per annum |
| Remuneration proposed to be drawn | Remuneration as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 |

II. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM AND VOTING THROUGH ELECTRONIC MEANS:

A. General Instructions:

- i. Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time read with Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (LODR) Regulations 2015, Secretarial Standard-2 issued by the ICSI and the aforesaid MCA and SEBI Circulars, the Company will be providing the facility to Members to exercise their right to vote on resolutions proposed to be considered at the ensuing AGM ("AGM") by electronic means only and the businesses shall be transacted through E-Voting Services. The facility of casting the votes by the Members using an electronic voting system (i.e. E-Voting which includes both "**Remote E-Voting (during the E-voting Period and before the AGM date)**" and "**E-Voting (during the period of AGM)**") will be provided by Central Depository Services (India) Limited ("CDSL"). The detailed procedure to be followed in this regard is given below. The Members are requested to go through the same carefully.
- ii. Members whose names are recorded in the Register of Members as maintained by the RTA of the Company as on the Cut-off date i.e. **Monday, 09th September, 2024**, shall be entitled to avail the facility of E-Voting for the ensuing AGM.
- iii. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and prior to the Cut-off date i.e. Monday, 09th September, 2024 and holds shares as on Cut-off Date, may obtain the Login ID and Password by sending a request at "helpdesk.evoting@cdslindia.com." with a copy marked to the Company on "csjindal@jindaltextiles.com". However, if the Member is already registered with

CDSL for E-voting, then he/she/it can use his/her/its existing User ID and password for casting the vote. Only a Member who is entitled to vote shall exercise his/her/its vote through E-Voting and any recipient of this Notice who has no voting rights as on Cut-off Date should treat the same as intimation only.

- iv. A printable copy of Notice of the ensuing 38th AGM shall also be disseminated on the website of the CDSL "www.evotingindia.com" and Shareholders can have the access of same.
- v. Once the vote on a resolution is cast by the Shareholders, the Shareholders shall not be allowed to change it subsequently.
- vi. The E-Voting rights of the Members shall be in proportion of their shares to the paid up equity share capital of the Company as on the **Cut-off date i.e. Monday, 09th September, 2024.**
- vii. **M/s. SPANJ & Associates, Company Secretaries, Ahmedabad**, has been appointed as the Scrutinizer to scrutinize the E-Voting process (i.e. E-Voting which includes both "Remote E-Voting (during the E-voting Period and before the AGM date)" and "E-Voting (during the period of AGM)" of the ensuing AGM in a fair and transparent manner.
- viii. The Scrutinizer shall immediately, after the conclusion of voting process of the ensuing AGM, unblock the votes cast through E-Voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall submit a Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the results of the E-Voting forthwith, within prescribed time frame of conclusion of the AGM.
- ix. The Results declared along with the Scrutinizer's Report shall be submitted to the Stock Exchanges i.e. BSE & NSE and shall be placed on the website of CDSL "www.cdslindia.com" and on the website of the Company "www.jindaltextiles.com" after the conclusion of the 38th AGM of the Company.
- x. **THOSE SHAREHOLDERS WHOSE E-MAIL IDs ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE** are requested to submit the following through their registered E-Mail Ids to the respective E-Mail Ids of the Company/RTA:
 - For Physical Shares- Name of Shareholder, Folio No., scanned copy of the Share Certificate (front and back), self-attested scanned copy of PAN Card & AADHAR Card
 - For Dematerialized Shares - Name of Shareholder, Demat Account Details (CDSL-16 digit beneficiary ID or NSDL-16 digit DP ID + Client ID), Client Master Report, Consolidated Demat Account Statement, Self-Attested scanned copy of PAN Card & AADHAR Card.

On receipt of the requests as above, the Company/RTA/CDSL shall coordinate with each other and thereafter login credentials shall be provided accordingly.

- xi. The remote e-voting period begins on **Friday, 13th September, 2024 (9:00 a.m.)** and ends on **Sunday, 15th September, 2024 (5:00 p.m.)**. During this period, Shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 09th September, 2024 shall be allowed to cast their votes electronically only either by way of "Remote E-Voting (during the E-voting Period and before the AGM date)" or by way of "**E-Voting (during the period of AGM)**". The E-Voting module shall be closed by the Scrutinizer and disabled by the CDSL for voting thereafter.

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

- i. The Members can attend the AGM through VC/OAVM mode maximum before 1 hour and after 30 minutes of the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to maximum 1000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- ii. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- iii. Pursuant to the provisions of Sections 112 and 113 of the Act and Rules framed thereunder, the Institutional/ Corporate Members are entitled to appoint authorized representatives for the purpose of voting through remote e-Voting or for the participation and e-Voting during the AGM through VC/ OAVM and are required to send a scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Power of Attorney/ appropriate Authorization Letter together with attested specimen signature(s) of the duly authorized signatory(ies) who are authorized to vote and/or attend the Meeting, to the Company through e-mail at csjindal@jindaltextiles.com or to the scrutinizer through e-mail at csdoshiac@gmail.com.

Alternatively, they can also upload the Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on **“Upload Board Resolution/ Authority Letter”** displayed under **“e-Voting”** tab in their login.

- iv. Since the 38th AGM of the Company will be held through VC/OAVM without any physical presence of the Shareholders of the Company, the facility for voting through Ballot Form (Poll Paper) would not be made available at the ensuing AGM and the Members attending the meeting through VC/OAVM who have not already casted their votes by Remote E-Voting shall be able to exercise their right at the meeting through E-Voting (during the period of AGM). The Members who have already cast their vote by Remote E-Voting prior to the meeting may also attend the Meeting but shall not be entitled to cast their e-vote again.
- v. Shareholders may access the facility of E-Voting at [“https://www.evotingindia.com”](https://www.evotingindia.com) under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.
- vi. Shareholders are requested to attend the Meeting preferably through Laptops / IPads for better experience with Web Camera and High Speed Internet Connection/ Stable Wi-Fi/ LAN Connection to avoid any Audio/ Visual Loss due to low network and other such technical issues/glitches during the meeting.
- vii. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request atleast 7 days in advance prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at [“csjindal@jindaltextiles.com”](mailto:csjindal@jindaltextiles.com). The Shareholders who do not wish to speak during the AGM but have queries may send their queries atleast 12 days in advance prior to meeting mentioning their name, demat account number/folio number, E-Mail IDs, mobile number at [“csjindal@jindaltextiles.com”](mailto:csjindal@jindaltextiles.com). These queries will be replied by the Company suitably through E-Mail only.
- viii. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

C. Instructions and Procedure for casting vote through “Remote E-Voting (during the E-voting Period and before the AGM date)”- FOR ALL INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

In reference to the remote e-voting facility provided by the Company to its Shareholders under Regulation 44 of SEBI(LODR) Regulations, 2015, it has been observed by the SEBI that participation by the public non-institutional Shareholders/retail Shareholders is at a negligible level due to necessity of registration on multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India and maintenance of multiple user IDs and passwords by the Shareholders.

Therefore, pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, e-voting facility has been enabled to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

The ESPs may continue to provide the facility of e-voting as per the existing process to all physical Shareholders and Shareholders (other than individuals) viz. institutions/ corporate Shareholders.

Pursuant to aforementioned SEBI Circular, login method for e-Voting and joining virtual meeting for Individual Shareholders holding securities in Demat mode is given below:

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi Tab. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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 is as mentioned below:

| Login type | Helpdesk details |
|--|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at a toll free no. 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000 |

D. Instructions and Procedure for casting vote through “Remote E-Voting (during the E-voting Period and before the AGM date)”- FOR ALL PHYSICAL SHAREHOLDERS HOLDING SECURITIES 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”
- ii. Click on “Shareholders” module.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If Members are holding shares in demat form and had logged on to “www.evotingindia.com” and voted on an earlier voting of any Company, then the existing password is to be used.
- vi. If any Member is a first time user follow the steps given below:

| | For Shareholders holding shares in Demat Form (other than Individual Shareholders) & Physical Form |
|--|---|
| PAN | <ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to contact Company/RTA and to use the sequence number as sent by Company/RTA |
| Dividend Bank Details or Date of Birth (DOB) | 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. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the Member id / folio number in the Dividend Bank details field. |

- 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 240822002 (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 Shareholder 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 Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

E. Instructions and Procedure for casting vote through “E-Voting-During and At the AGM” :

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

F. Notes for Non-Individual Shareholders and Custodians for facility of E-Voting:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates in the “Corporates” module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to “helpdesk.evoting@cDSLindia.com”.
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to “helpdesk.evoting@cDSLindia.com” and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at their respective email IDs, if they have voted from individual tab & not uploaded same in the CDSL e-voting system, for the scrutinizer to verify the same.

G. Process for those Shareholders whose email/mobile no. are not registered with the Company/ Depositories.

1. For Physical Shareholders- please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat Shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat Shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

H. Contact details for any queries/grievances:

In case you have any queries or issues regarding attending the AGM or in regards to E-Voting, the Members may refer the Frequently Asked Questions (FAQs) and E-Voting manual available at “www.evotingindia.com” under help section or alternatively, Members may also contact the following officials responsible to address any queries/grievances regarding attending the AGM or in regards to E-Voting:

Contact details

| | |
|--------------------------------|---|
| E-Voting Agency: | CENTRAL DEPOSITORY SERVICES (INDIA) LIMITED E-mail ID: helpdesk.evoting@cdslindia.com 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 th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013. |
| Company: | JINDAL WORLDWIDE LIMITED "Jindal House" Opp. D – Mart, I.O.C. Petrol Pump Lane, Shivranjani, Shyamal 132 Ft Ring Road, Satellite, Ahmedabad – 380015, Gujarat Phone: 079-71001500 E-mail Id: "csjindal@jindaltextiles.com" Website: "www.jindaltextiles.com" |
| Registrar and Transfer Agent : | M/s. CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No. 1, Club House Road, Chennai 600002 Phone: 044- 28460390 E-mail Id: "investor@cameoindia.com" |
| Scrutinizer: | M/S. SPANJ & ASSOCIATES, Company Secretaries, Ahmedabad E-mail ID: "csdoshiac@gmail.com" |

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

AGENDA NO. 4:

To consider ratification of remuneration of Cost Auditors of the Company for the FY 2024-2025 -

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s. K. V. Melwani & Associates, Practising Cost Accountants, Ahmedabad as a Cost Auditors to conduct the cost audit of the cost records to be maintained by the Company in respect of textiles products for the Financial Year 2024-2025 at a remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) excluding all applicable taxes, travelling and other out-of-pocket expenses incurred by them in connection with the aforesaid audit, subject to the approval of Shareholders in the ensuing Annual General Meeting ("AGM").

In accordance with the provision of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified and confirmed by the Shareholders of the Company.

Relationship/Interest: None of the Directors or Key Managerial Personnel or their relative(s) is / are in any way concerned or interested, 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 in the Agenda No. 04 of the Notice of 38th AGM, in relation to the ratification of remuneration payable to said Cost Auditors of the Company for FY 2024-2025 and thus the Board of Directors recommends the said Resolution for the approval of the Shareholders of the Company.

AGENDA NO. 5:

To consider and approve for giving authorization to Board of Directors under Section 180(1)(c) of the Companies Act, 2013 upto an aggregate revised limit of Rs. 3,000 Crores -

Pursuant to the provision of Section 180(1)(c) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, the Board of Directors have the powers to borrow money, where the money to be borrowed, together with the money already borrowed by the Company could exceed aggregate of its paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

The Members are hereby informed that the Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013 for an aggregate limit of Rs. 1,600 Crores by way of passing a Special Resolution on 12th November, 2021 vide postal ballot process. In furtherance to same and keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors in its meeting held on 13th August, 2024 has proposed and approved for enhancing said limits from existing Rs. 1,600 Crores upto an aggregate revised limit of Rs. 3,000 Crores, subject to the approval of the Shareholders in the ensuing Annual General Meeting ("AGM").

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 in the Agenda No. 5 of the Notice of 38th AGM, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the Shareholders of the Company.

AGENDA NO. 6:

To consider and approve for giving authorization to Board of Directors under Section 180(1)(a) of the Companies Act, 2013 upto an aggregate revised limit of Rs. 3,000 Crores -

Pursuant to the provision of Section 180(1)(a) of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings; provided a consent by way of Special Resolution by the Shareholders of the Company has been obtained.

In order to secure the borrowings / financial assistance, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company or such other related conditions as the Board of Directors and the lenders may approve mutually from time to time.

Since creation of charge by way of mortgage/hypothecation/floating charge on the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be a sell/lease/disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the Shareholders for enhancing the existing limits under the said Section.

Accordingly, the Members are hereby informed that the Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 180(1)(a) of the Companies Act, 2013 for an aggregate limit of Rs. 1600 Crores by way of passing a Special Resolution on 12th November, 2021 vide postal ballot process. In furtherance to same and keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors in its meeting held on 13th August, 2024 has proposed and approved for enhancing limit from existing Rs. 1,600 Crores upto an aggregate revised limit of Rs. 3,000 Crores, subject to the approval of Shareholders of the Company in the ensuing Annual General Meeting ("AGM").

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 in the Agenda No. 6 of the Notice of 38th AGM, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the Shareholders of the Company.

AGENDA NO. 7:

To consider and approve for giving authorization to Board of Directors to advance any loan, give any guarantee or to provide any security to all such person specified under Section 185 of the Companies Act, 2013 upto an aggregate revised limit of Rs. 3,000 Crores -

Pursuant to the provision of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, no Company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any Director of company, or of a company which is its Holding Company or any Partner or relative of any such Director; or (b) any firm in which any such Director or relative is a Partner.

However, a Company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any Person in whom any of the Director of the Company is interested, subject to the condition that (a) a special resolution is passed by the Company in general meeting and (b) the loans are utilized by the borrowing Company for its principal business activities.

Accordingly, the Members are hereby informed that the Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 185 of the Companies Act, 2013 for an aggregate limit of Rs. 1,500 Crores by way of passing a Special Resolution on 12th November, 2021 vide postal ballot process and in order to further augment the long term resources of the Company and to render support for the business requirements of the entities in which Director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on 13th August, 2024 has proposed and approved for advancing any loan, giving any guarantee or providing any security to all such Person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together within whom or in which any of the Director of the Company from time to time is interested or deemed to be interested, from existing Rs. 1,500 Crores upto an aggregate revised limit of Rs. 3,000 Crores, subject to the approval of Shareholders of the Company in the ensuing Annual General Meeting ("AGM").

Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and that keeping the best interest of the Company in view.

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) and/or such Body Corporates to whom loans, guarantee and security being/to be advanced/given/provided by the Company pursuant to this Special Resolution.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in the Agenda No. 7 of the Notice of 38th AGM, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the Shareholders of the Company.

AGENDA NO. 8:

To consider and approve for giving authorization to Board of Directors under Section 186 of the Companies Act, 2013 upto an aggregate revised limit of Rs. 3,000 Crores -

Pursuant to the provision of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, as amended from time to time, the Board of Directors of a Company can give any loan to any Person or Body Corporate, give any guarantee or provide security in connection with a loan to any other Body Corporate or Person; and acquire by way of subscription, purchase or otherwise, the securities of any other Body Corporate, any sum of monies on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, beyond the maximum permissible limit under Section 186 of the Companies Act, 2013 i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100 % of its free reserves and securities premium account, whichever is more, provided that if special resolution has been passed by the Shareholders of the Company to that effect.

The Members are hereby informed that the Shareholders of the Company had earlier authorized the Board of Directors of the Company under Section 186 of the Companies Act, 2013 for an aggregate limit of Rs. 1,500 Crores by way of passing a Special Resolution on 12th November, 2021 vide postal ballot process.

In furtherance to same and keeping in view the future plans of the Company and to fulfill long term strategic and business objectives and as a measure of achieving greater financial flexibility and to enable optimal financing structure, the Board of Directors in its meeting held on 13th August, 2024 has proposed and approved for seeking the Shareholders approval for an enhanced limit from existing Rs. 1,500 Crores upto an aggregate revised limit of Rs. 3,000 Crores and to give powers to the Board of Directors or any duly constituted committee thereof to that effect under Section 186 of the Companies Act, 2013.

The loan(s), guarantee(s), security (ies) and investment(s), as the case may be, shall be made in accordance with the applicable provisions of the Companies Act, 2013 and relevant rules made thereunder.

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) and/or such Body Corporates to whom loans, guarantee, security and investment given/provided/made by the Company pursuant to this Special Resolution.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in the Agenda No. 8 of the Notice of 38th AGM, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the Shareholders of the Company.

AGENDA NO. 9:

To consider and approve Re-Appointment of Mr. Rajesh Jain (DIN: 00209896) as a Non-Executive Independent Director of the Company –

Justification of Re-Appointment:

The Members are hereby informed that Mr. Rajesh Jain, an Independent Director of the Company was appointed by passing the Shareholders resolution in the Annual General Meeting held on 30th November, 2020 for the first term of 5 (Five) consecutive years i.e. from 14th February, 2020 to 13th February, 2025 and due to the expiry of his first term of 5 (Five) consecutive years of appointment as Independent Director of the Company w.e.f. 14th February, 2025, the Board of Directors in its meeting held on 13th August, 2024 has proposed, approved and recommended his re-appointment for a second term of 5(Five) consecutive years i.e 14th February, 2025 to 13th February, 2030, subject to the approval of Shareholders in the ensuing Annual General Meeting ("AGM").

Pursuant to the provisions of Section 149 read with the Schedule IV, Section 150 & 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder and relevant Regulations of the SEBI (LODR) Regulations, 2015 (including any modification(s) or re-enactment(s) thereof, for the time being in force); and further pursuant to the Articles of the Association of the Company and considering the recommendation made by the Nomination and Remuneration Committee; in addition to above reason, the Board of Directors has proposed his re-appointment based on his performance evaluation and considering the value he brings to the Board and due to his rich and varied experience into advanced management, expansion of new services, products and strategies and further for retaining the involvement of the professionalized personnel in Management of the Company.

In the opinion of the Nomination & Remuneration Committee and the Board, the re-appointment of Mr. Rajesh Jain on the Board of the Company as **Non-Executive Independent Director** will maintain the balance of skills, knowledge and experience in the Board.

Declarations:

Mr. Rajesh Jain has given his consent to continue to act as Non-Executive Independent Director of the Company. The Company has received a declaration from him that-

- he meets the criteria of independence as prescribed both under Section 149 (6) of the Companies Act, 2013 and under SEBI (LODR) Regulations, 2015,
- is completely independent from the management of the Company and is not related to any Director or Key Managerial Personnel of the Company,
- he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and
- he is not debarred or disqualified from being appointed or continuing as director of Company by virtue of any order passed by the Board/Ministry of Corporate Affairs or any such statutory authority.

Thus, in the opinion of the Board, the said Director do fulfils all such other conditions as specified both in the Companies Act, 2013 and rules framed thereunder and SEBI (LODR) Regulations, 2015 for being as an Independent Director of the Company.

Terms of re-appointment :

His Re-appointment as “Non-Executive Independent Director” of the Company will be for a second term of 5(Five) consecutive years i.e. w.e.f. 14th February, 2025 to 13th February, 2030.

Pursuant to Section 149(13) of the Companies Act, 2013, the term of the said Director shall not be liable to retire by rotation. He may be paid such sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as and if may be decided by the Board within the limits stipulated under the Companies Act, 2013 read with the rules made thereunder.

A copy of letter of an appointment of his re-appointment as an Non-executive Independent Director stating out the detailed terms and conditions of his re-appointment as an Non-executive Independent Director is available for inspection by the Members electronically and is placed on the website of the Company “www.jindaltextiles.com”.

Qualification, Experience & Expertise:

Mr. Rajesh Jain, is a qualified BE (Electronics & Communication) from Delhi College of Engineering and has also completed his Post Graduation Diploma in International Business from Delhi School of Economics. He further completed Advance Management Programme from the Indian Institute of Management. He possesses around 31 Years of experience and has expertise in Project Execution, Qualitative and Quantitative economic analysis, Strategic Planning, Leadership Development, Customer Engagement and Risk Mitigation. He possesses a remarkable journey in the field of International Marketing.

Candidature: Pursuant to Section 160 of the Companies Act, 2013; a notice of candidature has been received in writing from one of the Shareholder of the Company, signifying her intention to propose the re-appointment of Mr. Rajesh Jain as an Independent Director of the Company for second term of 5 (Five) consecutive years.

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 Mr. Rajesh Jain.

Accordingly, consent of the Members is sought for passing a Special Resolution as set out in the Agenda No. 9 of the Notice of 38th AGM, in relation to the details as stated above and thus the Board of Directors recommends the said resolution for the approval of the Shareholders of the Company.

The disclosure under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out as under.

| Name | Mr. Rajesh Jain (Non-Executive Independent Director) |
|--|--|
| Director Identification Number (DIN) | 00209896 |
| Date of birth & age | 19 th September, 1968; Aged 56 Years |
| Nationality | Indian |
| Qualification | Mr. Rajesh Jain, is a qualified BE (Electronics & Communication) from Delhi College of Engineering and has also completed his Post Graduation Diploma in International Business from Delhi School of Economics. He further completed Advance Management Programme from Indian Institute of Management |
| Brief resume, experience and nature of expertise in specific functional areas | Mr. Rajesh Jain possesses 31 years of extensive experience in international marketing, showcasing a deep understanding of global markets and cross-cultural business practices. His expertise spans several critical areas, including project execution, where he has successfully managed and delivered numerous high-profile projects from inception to completion. Additionally, he excels in both qualitative and quantitative economic analysis, strategic planning skills. Furthermore, he is adept at customer engagement, consistently building and maintaining strong relationships with clients. |
| Date of first appointment on the Board of the Company | 02 nd September, 2006 |
| Shareholding in Jindal Worldwide Limited as on 31 st March, 2024 | Nil |
| Directorship held in other Companies as on 31 st March, 2024 | Nil |
| Membership / Chairmanships held in Committees of other Companies as on 31 st March, 2024 | Nil |
| Names of the Listed Companies from which resigned/ ceased in the past three years | Nil |
| Relationship with other Directors / Key Managerial Personnel | Not related |
| Number of meetings of the Board of Directors of the Company as attended during the FY 2023-2024 | 4 out of total held 4 |
| Terms & Conditions | Re-appointment as "Non-Executive Independent Director" of the Company for a second term of 5(Five) consecutive years i.e. w.e.f. 14 th February, 2025 to 13 th February, 2030. |
| Remuneration last drawn | Nil |
| Remuneration proposed to be drawn | Mr. Rajesh Jain may be paid such sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as and if may be decided by the Board within the limits stipulated under the Companies Act, 2013 read with the rules made thereunder. |
| Skills and capabilities required for the role and the manner in which Director meets such requirements | As per 'Qualification' and 'Brief Resume, Experience and Nature of expertise in specific functional areas' as mentioned above |

**For and On Behalf of Board of Directors Of
Jindal Worldwide Limited**

Sd/-

(Dr. Yamunadutt Agrawal)

Chairman & Director

DIN: 00243192

Place: Ahmedabad

Date: 13th August, 2024