

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Members of Jindal Saw Limited will be held at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Sunday, the 9th November, 2014 at 1.30 p.m. to transact the following Business as a special business.

Preferential Issue of Compulsorily Convertible Debentures

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 including Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“SEBI ICDR Regulations”) and any other Rules/ Regulations/ Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority whether in India or abroad, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the Board be and is hereby authorised on behalf of the Company to create, offer, issue and allot, from time to time and in one or more tranches, 4,35,30,596 Compulsorily Convertible Debentures (CCDs) to Four Seasons Investments Limited, a Promoter Group Company, by way of a Preferential Issue, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents / writings including manner and terms and conditions as may be determined by the Board in its absolute discretion, provided that each such CCDs shall be converted into one Equity Share of the face value of Rs. 2/- of the Company (the “Equity Share”), at a minimum price of Rs. 81.10 (including a premium of Rs. 79.10) per Equity Share or such other higher price as may be arrived at in accordance with the SEBI ICDR Regulations (“Issue Price”) on the following terms and conditions:-

- i. The above CCDs shall be unsecured ;
- ii. The above 4,35,30,596 shall be converted into Equity Shares in the following manner :-
 - (a) 1,38,08,414 CCDs shall be converted into equal number of Equity Shares any time upto 31st March, 2015 (First Conversion)
 - (b) 1,44,98,696 CCDs shall be converted into equal number of Equity Shares any time during 1st April, 2015 to 31st March, 2016 (Second Conversion)
 - (c) 1,52,23,486 CCDs shall be converted into equal number of Equity Shares during the month of April, 2016 (Third Conversion)
- iii. The CCDs by themselves do not give to the holder thereof any rights of a shareholder of the Company ;
- iv. The number of Equity Shares that each CCD converts into and the price per Equity Share upon conversion of each CCD shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, stock, split, merger, demerger, transfer of undertaking, sale of a business division or any such capital or corporate restructuring ;
- v. The CCDs holders shall also be entitled to any future bonus /right issues of Equity Shares or other securities convertible into Equity Shares by the Company in the same proportion and manner as any other shareholders of the Company for the time being.
- vi. The new Equity Shares issued on conversion of CCDs shall be in dematerialisation form and subject to the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing issued and subscribed Equity Shares of the Company including as to dividend. These Equity Shares will be listed on the stock exchanges where Equity Shares of the Company are listed.

“RESOLVED FURTHER THAT in accordance with the provisions of SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the price of Equity Shares to be issued in terms hereof shall be 10th October, 2014, being the date 30 days prior to the date of this Extraordinary General Meeting scheduled to be held on 9th November, 2014.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable

and expedient for such purpose, including without limitation, to issue and allot Equity Shares upon conversion of CCDs, issuing certificates / clarifications, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), in connection therewith and incidental thereto as the Board in its absolute discretion deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle any questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the CCDs and Equity Shares and utilisation of proceeds of the CCDs, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and that the decisions of the Board shall be final, binding and conclusive in all respects.

'RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred by above Resolution to any Director or to any Committee of Directors or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate to do all such acts, deeds, matters and things as also to execute such documents, writing, etc. as may be necessary to give effect to the aforesaid Resolution.'

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

By Order of the Board
for JINDAL SAW LIMITED

Place : New Delhi
Date : 10th October, 2014

SUNIL K. JAIN
COMPANY SECRETARY
FCS : 3056

Notes :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A proxy form is being sent herewith.
3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
4. Only registered members of the Company or any proxy appointed by such registered members may attend the EGM as provided under the provisions of the Companies Act, 2013.
5. The Company is providing its members the facility to cast their vote on the resolution by electronic means ("e-voting").
6. The Company is providing an option to the shareholders who do not cast their vote by e-voting, they may cast their vote through ballot paper. Shareholders are requested to send their ballot paper to the scrutinizer, Mr. Awanish K Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries at their address at 574, 2nd Floor, Main Road, Chirag Delhi, New Delhi – 110017 or through mail at e-mail ID awanishdassociates@gmail.com.
7. Notice of the EGM along with attendance slip, proxy form, ballot paper and a letter giving the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / depository participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
8. Members / proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
9. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection by the members at the registered office of the Company during the office hours on all working days

except Saturdays between 11.00 a.m. to 1.00 p.m. up to the date of the EGM.

10. Shareholders shall have one vote per share as shown against their holding. The shareholders can vote for their entire voting rights as per their discretion.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.
12. In terms of Section 108 of the Companies Act, 2013 read with Rule-20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of NSDL to provide the facility of electronic voting ('e-voting') in respect of the resolution proposed at this EGM. The Board of Directors of the Company has appointed Mr. Awanish K Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi as the scrutinizer for this purpose.

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

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

- A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents):
 - (i) Open email and open PDF File viz. egm9nov14evoting with your client ID or folio number as password. The said PDF File contains your user ID and password/PIN for e-voting. Please note that the password is an initial password
 - (ii) The members of the Company who had not registered their e-mail ID with the Company/RTA shall be send their User's ID & Passwords alongwith notice.
 - (iii) Launch internet browser by typing the following URL:<https://www.evoting.nsdl.com/>
 - (iv) Click on shareholder-Login.
 - (v) Put user ID and password as initial password/PIN noted in step (i) above. Click login.
 - (vi) Password change menu appears. Change the password/PIN with new password of your choice with minimum eight digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vii) Home page of e-voting opens. Click on e-voting. Active Voting Cycles.
 - (viii) Select 'EVEN' of Jindal Saw Limited
 - (ix) Now you are ready for e-voting as Cast Vote page opens.
 - (x) Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted.
 - (xi) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - (xii) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xiii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to awanishdassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of EGM (for members whose email IDs are not registered with the Depository Participant(s)/Company's Registrars and Share Transfer Agents):
 - (i) Initial password is provided at the e-voting slip for the EGM :-

EVEN (E-voting Event Number)	USER ID	PASSWORD/PIN
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 - (ii) Please follow all steps from Sl. No.(iii) to Sl. No.(xi) above, to cast vote.
- I. In case of queries, please refer to the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual – Shareholders, available at the Downloads section of www.evoting.nsdl.com or contact NSDL at Tel: 022-2499 4600.
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and Password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on Monday, the 3rd November, 2014 from 9.00 a.m. onward and ends on Wednesday, the 5th November, 2014 till 6.00 p.m. During this period shareholders of the Company holding shares either in physical form or in dematerialization form, as on the cut-off date (record date) of 3rd October, 2014 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

- V. The voting right of shareholders shall be in a proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date (record date) of 3rd October, 2014.
- VI. The scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting unlock the votes in the presence of atleast two (2) witnesses not in employment of the Company to make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VII. The results shall be declared on or after the EGM of the Company. The Results declared along with the scrutinizer's report shall be uploaded on the Company's website www.jindalsaw.com and on the website of NSDL within two (2) days of passing of the resolution at the EGM of the Company and communicated to the Stock Exchanges where Company's Equity Shares are listed.
- VIII. Members/Proxies are requested to bring their copies of the notice to the meeting.
- IX. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrar and Transfer Agents for consolidation into a single folio.

Please note that:

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

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

Explanatory Statement under Section 102 of the Companies Act, 2013

Your Company is country's most diversified manufacturer and supplier of iron & steel pipe products for energy, water sector and other industrial applications. The principle products include :-

(i) Large Dia Meter Saw Pipes, (ii) Helically Submerged Arc Welded Pipes (iii) Seamless Tubes (iv) Ductile Iron Pipes and Fittings and (v) Mining Activities

Your Company has well diversified network of production facilities, sales and representative offices across India, U.S.A, Middle East, Europe & UK. These production facilities are equipped to produce pipes to meet global specifications and standards. Approximately, 40% of the production is sold in global markets.

In the year 2011, the Company acquired Iron Ore Mines in Bhilwara Distt. in the State of Rajasthan. These Mines have iron ore which is low in Fe contents and hence, needs to be first beneficiated and thereafter Iron Ore is used for value added products like pellets and other iron & steel products. The beneficiations and pellet plants are fully operational and pellet plant is working at its rated capacity of 1.2 MTPA.

The business outlook for all the products being manufactured by the Company looks very promising. In order to further strengthened its leadership position, there is a imperative requirement of infusing long term funds to provide continuous imputes to the growth but also to keep financial cost at lower level. To achieve this object, it has been proposed to allot the Compulsorily Convertible Debentures (CCDs) as mentioned in the resolution on preferential basis under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations). The allotment of CCDs shall have a positive impact on net worth of the Company and also marginally increase the holdings of the Promoters. These funds shall be deployed by the Company for long term funds, general corporate purposes including working capital requirements. The other disclosures in accordance with the Companies Act, 2013, the SEBI ICDR Regulations and other applicable provisions of law in relation to the Special Resolution set out in the accompanying Notice are as follows :-

1) The objects of preferential issue :

To augment long term resources of the Company, general corporate purposes including utilisation for working capital.

2) The proposal of Promoters/Directors or Key Management Personnel to subscribe to the offer:

Four Seasons Investments Limited has proposed to subscribe CCDs under the preferential issue. The letter of intent from the aforesaid proposed allottee, agreeing to subscribe to the offer has been received. None of the other Promoters, Directors and Key Management Personnel of the Company will subscribe to the proposed offer.

3) The shareholding pattern before and after the preferential issue :

The Shareholding Pattern of the Company pre and post preferential allotment on fully diluted basis is as follows :-

Category of Shareholders	Pre-Allotment		Post Allotment-1st		Post Allotment-2nd		Post Allotment-3rd	
	No of Shares Held	Percentage	No of Shares Held	Percentage	No of Shares Held	Percentage	No of Shares Held	Percentage
(A) Shareholding of Promoter and Promoter Group								
1 Indian								
(a) Individuals/ Hindu Undivided Family	1635300	0.59	1635300	0.56	1635300	0.54	1635300	0.51
(b) Central Government/ State Government(s)	0	0.00	0	0.00	0	0.00	0	0.00
(c) Bodies Corporate	94573120	34.24	94573120	32.61	94573120	31.06	94573120	29.58
(d) Financial Institutions/ Banks	0	0.00	0	0.00	0	0.00	0	0.00
(e) Any Others(Specify)	0	0.00	0	0.00	0	0.00	0	0.00
Sub Total(A)(1)	96208420	34.83	96208420	33.17	96208420	31.59	96208420	30.09
2 Foreign								
a Individuals (Non-Residents Individuals/ Foreign Individuals)	98700	0.04	98700	0.03	98700	0.03	98700	0.03
b Bodies Corporate	31514985	11.41	45323399	15.63	59822095	19.64	75045581	23.47
c Institutions	0	0.00	0	0.00	0	0.00	0	0.00
d Qualified Foreign Investor	0	0.00	0	0.00	0	0.00	0	0.00
e Any Others(Specify)	0	0.00	0	0.00	0	0.00	0	0.00
Sub Total(A)(2)	31613685	11.44	45422099	15.66	59920795	19.68	75144281	23.50
Total Shareholding of Promoter and Promoter Group (A)	127822105	46.27	141630519	48.83	156129215.4	51.27	171352701.3	53.59
(B) Public Shareholding								
1 Institutions								
(a) Mutual Funds/ UTI	25408646	9.20	25408646	8.76	25408646	8.34	25408646	7.95
(b) Financial Institutions / Banks	282680	0.10	282680	0.10	282680	0.09	282680	0.09
(c) Central Government/ State Government(s)	0	0.00	0	0.00	0	0.00	0	0.00
(d) Venture Capital Funds	0	0.00	0	0.00	0	0.00	0	0.00
(e) Insurance Companies	7298819	2.64	7298819	2.52	7298819	2.40	7298819	2.28
(f) Foreign Institutional Investors	50011794	18.11	50011794	17.24	50011794	16.42	50011794	15.64
(g) Foreign Venture Capital Investors	0	0.00	0	0.00	0	0.00	0	0.00
(h) Qualified Foreign Investor	0	0.00	0	0.00	0	0.00	0	0.00
(i) Any Other (specify)	0	0.00	0	0.00	0	0.00	0	0.00
Sub-Total (B)(1)	83001939	30.05	83001939	28.62	83001939	27.26	83001939	25.96
2 Non-Institutions								
(a) Bodies Corporate	41362847	14.97	41362847	14.26	41362847	13.58	41362847	12.94
(b) Individuals		0.00		0.00		0.00		0.00
I Individual shareholders holding nominal share capital up to Rs 1 lakh	19795195	7.17	19795195	6.83	19795195	6.50	19795195	6.19
II Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	2057726	0.74	2057726	0.71	2057726	0.68	2057726	0.64
(c) Any Other (specify) (i) Clearing Members	865622	0.31	865622	0.30	865622	0.28	865622	0.27
(ii) Non- Residents	1211587	0.44	1211587	0.42	1211587	0.40	1211587	0.38
(iii) Trust	106500	0.04	106500	0.04	106500	0.03	106500	0.03
Sub-Total (B)(2)	65399477	23.68	65399477	22.55	65399477	21.48	65399477	20.45
Total Public Shareholding (B)	148401416	53.73	148401416	51.17	148401416	49.00	148401416	46.41
TOTAL (A)+(B)	276223521	100	290031934.8	100	304530631.4	100	319754117.3	100
(C) Shares held by Custodians and against which Depository Receipts have been issued								
1 Promoter and Promoter Group	0		0	0.00	0	0.00	0	0.00
2 Public	0	0.00	0	0.00	0	0.00	0	0.00
Total (C)	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	276223521	100	290031935	100	304530631	100	319754117	100

4. The proposed time within which the preferential issue shall be completed :

The allotment of CCDs shall be completed within a period of 15 days from the date of passing of resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval.

5) Particulars of proposed allottees and identity of natural person who are the ultimate beneficial owner of CCDs proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of the post preferential issue capital that may be held by them and the changes in control, if any, in the issuer consequent to the preferential issue :

CCDs shall be allotted to Four Seasons Investments Limited. Shri Prithvi Raj Jindal one of the Promoters of the Company is the ultimate beneficial owner of the entity to whom CCDs are proposed to be allotted. Presently, Four Seasons Investments Limited does not hold any shares in the company. At present, the Promoters/Promoter's Group Shareholding in the Company is 46.27% which would increase to 53.59% upon conversion of all CCD's proposed to be allotted. There will be no change in the control or composition of Board of Directors of the Company consequent to the said preferential issue. Save and accept the preferential issue as proposed in the resolution as set out in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

6) The Company undertakes that if required, the price shall be re-computed in terms of the provisions of the SEBI ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the SEBI ICDR Regulations, the specified securities shall continue to be locked-in till such amount is payable by the allottee.

7) Relevant date and pricing of issue :

In accordance with the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of calculating the price of Equity Shares shall be 10th October, 2014 being the date 30 days prior to the date of this EGM to be held on 9th November, 2014. The price so calculated is Rs. 81.10.

8) Auditor Certificate :

A copy of the certificate from the Statutory Auditors of the Company certifying that the above issue of CCDs is being made in accordance with the SEBI ICDR Regulations shall be placed before the shareholders at the EGM and will also be open for inspection by the members.

9) (i) Lock-in :

The CCDs and the Equity Shares allotted on conversion of CCDs shall be subject to lock-in as per the SEBI ICDR Regulations.

(ii) The entire pre preferential shareholding of the above allottee, if any, shall be locked-in from the relevant date up to the period of 6 months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

10) The Board at its meeting held on 10th October, 2014, has approved the issue and allotment of CCDs on preferential basis in the manner stated here in above.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of SEBI ICDR Regulations, the above preferential issue requires the approval of shareholders by way of Special Resolution. The Board, therefore, recommends the above resolution for your approval.

Shri Prithvi Raj Jindal, Chairman, Ms. Sminu Jindal, Managing Director, Ms. Shradha Jatia and Ms. Tripti Puneet Arya, Directors and along with their relatives being Promoters of the Company may be deemed to be concerned or interested in the proposed resolution. Save and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs, are in any way concerned or interested financially or otherwise in the proposed Special Resolution.

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

By Order of the Board
for JINDAL SAW LIMITED

Place : New Delhi
Date : 10th October, 2014

SUNIL K. JAIN
COMPANY SECRETARY
FCS : 3056