

28th August, 2017

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Stock code: 500378

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051
Stock code: JINDALSAW

Sub.: NOTICE OF ANNUAL GENERAL MEETING AND CLOSURE OF SHARE TRANSFER BOOKS - Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

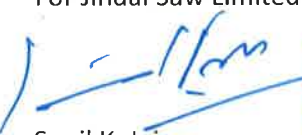
This is to inform you that 32nd Annual General Meeting of shareholders of the Company will be held on Monday, the 25th September, 2017 at 12:30 p.m. at the registered office of the Company to transact the business as per the Notice to be sent to the shareholders. The notice has been sent to those shareholders, who hold shares of the Company as on 18th August, 2017.

Further, as per the provisions of Section 91 of the Companies Act, 2013 read with Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please take note that the Register of Members and Share Transfer Books of the Company will be closed from Tuesday, the 19th September, 2017 to Monday, the 25th September, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend, if declared.

The Company has provided electronic voting (e-voting) facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding shares either in physical or demat mode as on the cut-off date, i.e. 18th September, 2017 may cast their votes electronically on the businesses set out in the Notice of Annual General Meeting. The e-voting shall commence from 9:00 a.m. on 22nd September, 2017 and shall end at 5:00 p.m. on 24th September, 2017.

The copy of the notice calling 32nd Annual General Meeting is enclosed for your reference.

Thanking you,
Yours faithfully,
For Jindal Saw Limited


Sunil K. Jain
Company Secretary
FCS- 3056



NOTICE

CERTIFIED TRUE COPY

For JINDAL SAW LTD.


Sunit K. Jain
Company Secretary

NOTICE

NOTICE is hereby given that the 32nd Annual General Meeting of the Members of Jindal Saw Ltd. will be held at registered office at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura [U.P.] – 281 403 on Monday, the 25th September, 2017 at 12.30 p.m. to transact the following businesses:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2017 and the reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Shri Prithvi Raj Jindal, (DIN: 00005301), who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Ms. Shradha Jatia, (DIN: 00016940), who retires by rotation and, being eligible, offers herself for re-appointment.
5. To appoint M/s. Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016), as Statutory Auditors of the Company in place of retiring auditors, who has completed its terms as per section 139 of the companies Act, 2013, to hold office from the conclusion of this 32nd Annual General Meeting until the conclusion of the 37th Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

6. To consider and, if thought fit, to pass with or without modification[s] the following resolution as an Ordinary Resolution:

'RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 (including any statutory modification[s] or re-enactment thereof, for the time being in force), the Company hereby approves the re-appointment of Shri Hawa Singh Chaudhary (DIN 00041370), as a Whole-time Director of the Company, for a further period of two years with effect from 1st November, 2017 liable to retire by rotation, and upon such terms and conditions including remuneration as are set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any duly authorised Committee of the Board) to alter and vary the terms and conditions of the said re-appointment, including the remuneration which shall not exceed an overall ceiling of ₹ 12,00,000 p.m. (Rupees Twelve Lakhs per month) as may be agreed to between the Board and Shri Hawa Singh Chaudhary."

7. To consider, and if thought fit, to pass with or without modification[s], the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies [Audit and Auditors] Rules, 2014 (including any statutory modification[s] or re-enactment thereof, for the time being in force), the remuneration of ₹ 10,00,000 (Rupees Ten Lakhs only) plus other applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s R. J. Goel & Co., Cost Accountants [Registration No. 000026], Cost Auditors of the Company, for the financial year 2017-18 be and is hereby ratified."

For JINDAL SAW LTD.


Supil K. Jain
Company Secretary

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8. 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 Sections 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to applicable Regulations, Rules and Guidelines prescribed by the Securities and Exchange Board of India and subject to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company, for making offer(s) or invitations to subscribe to secured/unsecured redeemable non-convertible debentures, in one or more tranches, aggregating up to ₹ 1,000 crores (Rupees one thousand crores Only) on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said debentures be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

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

"RESOLVED THAT in accordance with the provisions of Section 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (hereinafter referred to as the "SEBI Regulations"), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and such other applicable statutes, notifications, clarifications, circulars, regulations, and guidelines (including any amendment thereto or re-enactment thereof) issued by the Government of India (the "GOI"), the Reserve Bank of India (the "RBI"), the Securities and Exchange Board of India (the "SEBI"), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable, and the enabling provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and the Memorandum of Association and Articles of Association of the Company, and subject to all such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary or desirable, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting any such consents, permissions, approvals and/or sanctions (hereinafter singly or collectively referred to as "the requisite approvals") which may be agreed to by the Board (or any Committee(s), constituted or hereafter constituted by the Board in this behalf), the Board be and is hereby authorised in its absolute discretion, to create, offer, issue and allot in one or more tranches, Equity Shares and/or Fully Convertible Debentures/ Partly Convertible Debentures/ Optionally Convertible Debentures/ Non-Convertible Debentures with warrants or any other Securities (other than warrants) or a combination thereof, which are convertible into or exchangeable with equity shares of the Company at a later date (hereinafter collectively referred to as the "Specified Securities"), to Qualified Institutional Buyers (as defined in the SEBI

For JINDAL SAW LTD.

Sunil K. Jain

Company Secretary

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Regulations] by way of a Qualified Institutions Placement, as provided under Chapter VIII of the SEBI Regulations for an aggregate amount not exceeding ₹ 1,000 crores [Rupees one thousand crores only], inclusive of such premium as may be decided by the Board, at a price which shall not be less than the price determined in accordance with the pricing formula stipulated under Chapter VIII of the SEBI Regulations.

RESOLVED FURTHER THAT the relevant date for the purpose of arriving at the aforesaid minimum issue price of the Specified Securities shall be

- In case of allotment of equity shares, the date of the meeting in which the Board or a Committee of the Board decides to open the proposed issue.
- In case of allotment of eligible convertible securities.
 - i. either the date of the meeting in which the Board or a Committee of the Board decides to open the issue of such convertible securities; or
 - ii. the date on which the holders of such convertible securities become entitled to apply for the equity shares.

as may be determined by the Board.

RESOLVED FURTHER THAT :

- i. The Specified Securities to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- ii. The equity shares that may be issued on conversion of the Specified Securities issued shall rank pari passu with the then existing equity shares of the Company in all respects including dividend; and
- iii. The number and/or conversion price in relation to equity shares that may be issued and allotted on conversion of the Specified Securities that may be issued shall be appropriately adjusted in accordance with the SEBI Regulations for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Specified Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets, the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised to dispose off such Specified Securities that are not subscribed, in such manner as it may in its absolute discretion deem fit.

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 including but not limited to finalisation and approval of the preliminary as well as final offer document(s), determining the form, manner and timing of the issue, including the investors to whom the Specified Securities are to be issued and allotted, the number of Specified Securities to be allotted, issue price, face value, premium amount on issue/ conversion of Specified Securities, if any, rate of interest, execution of various agreements/ deeds/ documents/ undertakings, creation of mortgage/charge/encumbrance in addition to the existing mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any of the Specified Securities issued either on

FOR JINDAL SAW LTD.

Sunil K. Jain
Company Secretary

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pari passu basis or otherwise, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Specified Securities and utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members to that end and intent that the members shall be deemed to have given their approval thereto expressly by virtue of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint such Consultants, Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Solicitors, Lawyers, Merchant Bankers and any such Agencies and intermediaries as may be involved or concerned in such offerings of Specified Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and to enter into or execute Agreements/ Arrangements/ MOUs with any such Agency or intermediary and also to seek the listing of any or all of such Specified Securities or securities representing the same on one or more Stock Exchanges.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors or Officers of the Company."

10. To consider, and if thought fit, to pass with or without modification[s] the following resolution as a Special Resolution:

"RESOLVED that in accordance with the provisions of Section 23, 41, 42, 62, and 71 and all other applicable provisions of the Companies Act, 2013 read with Companies (Issue of Global Depository Receipt) Rules, 2014, Foreign Exchange Management Act, 1999 (including any regulation, statutory modification[s] or re-enactment[s] thereof for the time being in force including but not limited to Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulation, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and also the provisions of any other applicable law[s], rules, regulations and in accordance with relevant provisions of Memorandum and Articles of Association of the Company and subject to the approval, consent, permission and / or sanction of the Ministry of Finance (MOF), Government of India (GOI), the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Stock Exchanges and / or any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions and modifications as may be prescribed in granting such approvals, consents and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall include a Committee of Directors), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, any securities including Global Depository Receipts ("GDR") and / or American Depository Receipts ("ADR") and / or Foreign Currency Convertible Bonds ("FCCB") and / or Convertible Bonds / Debentures and / or Euro-Convertible Bonds whether cumulative / redeemable / partly / fully convertible and / or securities partly or fully convertible into equity shares and / or securities linked to equity shares and / or any instruments or securities with or without detachable warrants, or such other types of securities representing either equity shares and / or convertible securities, (hereinafter collectively referred to as "Securities") in India or in one or more foreign market[s] to be subscribed in foreign currency[ies] / Indian Rupees by Foreign / Domestic Investors, including Non-residents, Foreign Institutional Investors, Non-Resident Indians, Foreign Nationals, Corporate Bodies, Banks, Institutions, Mutual Funds or such other eligible entities or persons as may be decided by the Board in accordance with applicable laws, whether or not such persons / entities are members of the Company, through Prospectus, Offering Letter, Circular Memorandum or through any other

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mode, from time to time, as may be deemed appropriate by the Board on such terms and conditions as the Board may, in its sole and absolute discretion, deem fit upto US\$ 150 million or equivalent to other currencies (with a right to the Board to retain additional allotment, such amount of subscription not exceeding 25% of the amount of initial offer of each tranche as the Board may deem fit) on such terms and conditions including pricing (subject to the maximum pricing norms prescribed by SEBI, RBI and / or any other authorities), as the Board may in its sole and absolute discretion decide including the form and all other terms and conditions and matters connected therewith and wherever necessary in consultation with the lead managers, underwriters, stabilization agents, guarantors, financial and / or legal advisors, depositors, custodians, principal / paying / transfer / conversion agents, listing agents, registrars and issue such Securities in any market and / or to the persons as may be deemed fit by the Board so as to enable the Company to get listed at any stock exchange in India and / or any other overseas stock exchange(s).

RESOLVED FURTHER THAT these Securities will be disposed of by the Board in its absolute discretion in such manner as the Board may deem fit and proper.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to the applicable laws, the aforesaid issue of the Securities may have all or any terms or combination of terms in accordance with normal practices including but not limited to conditions relating to payment of interest, dividend, premium or redemption or early redemption at the option of the Company and / or to the holder(s) of the Securities and other debt-service payment whatsoever and all such terms as are provided in offerings of this nature, including terms for issue of additional equity shares, of variation of interest payment and / or variation of the price and / or the period of conversions of Securities into equity shares or issue of equity shares during the duration of the Securities and / or voting rights or options for early redemption of Securities, and the Board is empowered to finalize and approve the same or any modification thereof.

RESOLVED FURTHER THAT the Company and / or any agency or body authorized by the Board may issue depository receipts representing the underlying equity shares or other Securities or FCCBs in registered form with such features and attributes as are prevalent in international capital markets for instruments of this nature and provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and practices prevalent in the international markets including filing any registration statement and any other document and any amendment thereto with any relevant authority(ies) for securities listing and trading in the overseas Stock / Securities Exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred above or as may be necessary in accordance with the terms of the offering(s).

RESOLVED FURTHER THAT subject to the applicable laws, the Board, as and when it deems fit and proper, be and is hereby also authorized to issue and allot equity shares (including equity shares issued and allotted upon conversion of any Securities) with differential rights including differential rights as to dividend and / or voting.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the Securities in the International market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, the Board be and is hereby authorized to determine the form, terms and timing of the offering(s), including the class of investors to whom the Securities

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are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount of issue / conversion of Securities / redemption of Securities, rate of interest, redemption period, utilization of issue proceeds, listing on one or more stock exchanges abroad / India as the Board in its sole and absolute discretion may deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and on behalf of the Company, to do all such acts, deeds, matters and things as it may, at its sole and absolute discretion, deem necessary or desirable for such purpose, including without limitation the appointment of Registrars, Book-runners, Lead-Managers, Trustees, Agents, Bankers, Global Co-coordinators, Custodians, Depositories, Consultants, Solicitors, Accountants, or such other Agencies, entering into arrangements for underwriting, marketing, listing, trading, depository and such other arrangements and agreements, as may be necessary and to issue any offer document(s) and sign all deeds, documents and to pay and remunerate all agencies / intermediaries by way of commission, brokerage, fees, charges, out of pocket expenses and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any question, difficulty or doubt that may arise in regard to any such issue, offer or allotment of Securities and in complying with any regulations, as it may in its sole and absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Whole-time Director(s), Directors or any other Officer(s) of the Company to give effect to the aforesaid resolution."

Place : New Delhi
Date : 3rd August, 2017

By order of the Board
for JINDAL SAW LTD.

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

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

For JINDAL SAW LTD.

Sunil K. Jain
Company Secretary

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NOTES :

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

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. For the convenience of members the route map of the venue of the meeting is depicted at the end of the Notice.
3. 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.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted is annexed hereto.
6. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September, 2017 to 25th September, 2017 [both days inclusive].
7. The Dividend, if approved, will be paid to those shareholders whose names appear : (a) as Beneficial Owners as at the end of the business hours on 18th September, 2017 as per the list to be furnished by NSDL and CDSL in respect of shares held in the Electronic Form; and (b) as Members in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company on or before 18th September, 2017.
8. Brief resume of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, is given hereunder forming part of the annual report.
9. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
10. The members are requested to notify promptly any change in their address to the Company or their depository participant, as the case may be.
11. Members are advised that details of unclaimed dividend in respect of the financial year ended 31st March, 2010 up to the financial year ended 31st March, 2016 are available on the Company's

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

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corporate website www.jindalsaw.com under the section 'Investor Relations'. Members who have not encashed the dividend warrants for the said period are requested to make their claim to the Company at Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066 . It may also be noted that once the unclaimed dividend is transferred to the fund as above, no claim shall lie in respect thereof.

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

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

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Transfer Agent, M/s RCMC Share Registry Pvt. Ltd.
14. Members are informed that the Company is sending annual report through mail to those shareholders who have registered their E-mail ID with the Company/Depository Participant(s). For members who have not registered their email address with Company/ Depository Participant(s), physical copies of the annual report for FY 2016-17 is being sent through permitted mode and is also available on the Company's website www.jindalsaw.com for their download.
15. 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 Resolutions proposed at this AGM. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi shall act as the scrutinizer for this purpose.

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

The instructions for shareholders 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 Agent):
 - (i) Open email and open PDF file viz., AGM2017 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 member shall Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) The member shall Click on Shareholder-Login.

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

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- (iv) Put user ID and password as password/PIN noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum eight digits/characters or combination thereof. Note new password.
 - (vi) Once the e-voting home page opens. Click on e-voting: Active Voting Cycles.
 - (vii) Select 'EVEN' of Jindal Saw Limited as mentioned on the e-voting instruction sheet
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "SUBMIT" and also "CONFIRM" when prompted.
 - (x) Upon confirmation, the message "Vote Cast Successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board resolution/authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through an email to awanishdassociates@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participants/Company's Registrars and Share Transfer Agent or requesting physical copy) :
- (i) EVEN (E-Voting Event Number) userId & Password are provided in the enclosed evoting instruction sheet
 - (ii) Please follow all steps from Sl.No. (ii) to Sl.No.(xii) above, to cast vote.
- C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
- D. 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.
- E. 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].
- F. The e-voting period commences at 9.00 a.m. on Friday, 22nd September, 2017 and ends at 5.00 p.m. on Sunday, 24th September, 2017. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- G. The voting right of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 18th September, 2017.
- H. Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries, New Delhi has been appointed as the Scrutinizer to scrutinize the voting through poll at AGM and remote e-voting process in a fair and transparent manner.

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

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- I. The Scrutinizer shall after the conclusion of voting at AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two {2} witnesses not in employment of the Company and shall not later than two days submit a consolidated scrutinizer's report of the total votes cast in favour and against, if any, forthwith to the Chairman or the Company Secretary of the Company.
- J. The Results declared along with the scrutinizer's report shall be placed on the Company's website www.jindalsaw.com and on the website of NSDL within 48 hours of conclusion of the AGM of the Company and communicated to the NSE and BSE where Company's equity shares are listed.
- K. Members/Proxies are requested to bring their copies of the annual report to the meeting.

Place : New Delhi
Date : 3rd August, 2017

By order of the Board
for JINDAL SAW LTD.

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

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

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

NOTICE

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

Item No. 6:

The members of the Company in its meeting held on 18th September, 2015 approved the appointment of Shri Hawa Singh Chaudhary as Whole-time Director of the Company, liable to retire by rotation, for the period of two years effective from 01st November, 2015. The current tenure of Shri Hawa Singh Chaudhary is expiring on 31st October, 2017.

Your Directors in their meeting held on 3rd August, 2017 recommended the re-appointment of Shri Hawa Singh Chaudhary as Whole-time Director of the Company, liable to retire by rotation, for further period of two year effective from w.e.f. 1st November, 2017 subject to the approval of members in a general meeting. Shri Hawa Singh Chaudhary has been associated with the Company since 1988 as Whole-time Director. He is also occupier of all the factories of the Company. In view of his rich and vast experience, the re-appointment of Shri Hawa Singh Chaudhary as Whole-time Director would be in the best interest of the Company. He shall be liable to retire by rotation. He hold 1800 equity shares in the Company.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Shri Hawa Singh Chaudhary for the office of Director of the Company.

Shri Hawa Singh Chaudhary is not disqualified being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

The remuneration of Shri Hawa Singh Chaudhary is fixed by the Board of Directors from time to time such that salary and aggregate value of all perquisites and allowance like house allowance, bonus, performance incentive, medical reimbursement, contribution to provident fund, gratuity, earned leave with full pay or encashment, etc. as per the policy of the Company, provision for the Company's car for official duties, etc. as may be agreed by the Board of Directors and Shri Hawa Singh Chaudhary shall not exceed the overall remuneration to be approved by the members in this annual general meeting. Your Directors have recommended the maximum ceiling of ₹ 12,00,000/- per month.

For the purpose of calculating the above ceiling, perquisites shall be evaluated as per the provisions of the Income Tax Act, 1961, wherever applicable. In the absence of any such provisions, the perquisites shall be evaluated at actual cost.

In the event of loss or inadequacy of profits in any financial year, the remuneration to be paid to Shri Hawa Singh Chaudhary by way of salary and perquisites as specified above shall be subject to the approval by the Central Government, if required.

Shri Hawa Singh Chaudhary shall not be eligible for any sitting fee for attending the Board/Committee meetings. The Board of Directors may, in its absolute discretion lower remuneration than the maximum remuneration here-in-above stipulated and revise the same from time to time within the maximum limit stipulated by this resolution.

The proposed remuneration is within the limits prescribed under section I of Part II of the Schedule V to the Companies Act, 2013. The terms of remuneration have been approved by the Nomination and Remuneration Committee of the Board.

The Office of Whole-time Director may be terminated by the Company by the Board of Directors by giving 3 months prior notice in writing.

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

NOTICE

Save and except Shri Hawa Singh Chaudhary, none of the other Director/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

The Board recommends resolution as set out at Item No. 6 of the Notice for approval by the shareholders as ordinary resolution.

Item No. 7:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s R.J. Goel & Co., Cost Accountants as Cost Auditors to conduct the audit of the cost records of the Company for the financial year 2017-18.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, remuneration payable to the Cost Auditors is to be ratified by the shareholders. Hence, the consent of shareholders is being sought for passing the ordinary resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Directors, Managers, key Managerial Personnel of the Company and their respective relatives are, in any way concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company.

The Board recommends resolution as set out at Item No. 7 of the Notice for approval by the shareholders as ordinary resolution.

Item No. 8:

In terms of Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has been previously approved by the members of the Company by a special resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement, a Company can obtain prior approval of its shareholders by means of a special resolution once a year for all the offers or invitations for such non-convertible debentures during the year. In order to augment the long-term resources for financing inter alia, the ongoing capital expenditure, for refinancing of part of the existing loans, to reduce interest costs and for general corporate purposes, the Company may offer or invite subscription to secured/unsecured redeemable non-convertible debentures, in one or more tranches on private placement basis.

An enabling resolution as set out at Item No. 8 of the Notice is, therefore, being proposed to borrow funds by offer or invitation to subscribe to secured/ unsecured redeemable non-convertible debentures for an amount not exceeding ₹ 1,000 crores [Rupees one thousand crores only]. This resolution would be valid for a period of one year from the date of this annual general meeting.

The price at which the securities will be issued will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the appropriate advisors.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution as set out at Item No. 8 of the Notice for approval by the shareholders as special resolution.

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

NOTICE

Item No. 9

It is in the interest of the Company to raise long term resources with convertible option so as to optimise capital structure for future growth. The proceeds of the issue will be used for long-term funding to meet the planned capital expenditure and for other corporate purposes, including refinancing of expensive debt, to reduce interest costs and to meet any unlikely shortfall in unforeseen circumstances.

It is, therefore, proposed that the Board of Directors be authorised by way of an enabling special resolution as at Item No. 9 of the Notice to raise additional long term resources depending on market dynamics by way of Issue of equity shares and/or fully convertible debentures/ partly convertible debentures/ optionally convertible debentures/ non-convertible debentures along with warrants and/ or convertible securities other than warrants convertible into equity shares, in one or more tranches, through a Qualified Institutional Placement, not exceeding a sum of ₹ 1,000 crores [Rupees one thousand crores only] in the aggregate.

The price at which the equity shares or other securities to be issued will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the experts/ investment bankers/ advisors. However, the basis of pricing of such Specified Securities shall be the pricing formula as prescribed under Regulation 85 of the SEBI Regulations. The end use of the issue proceeds will be in compliance with applicable laws and regulations.

None of the Directors, Managers, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the special resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution as set out at Item No. 9 of the Notice for approval by the shareholders as special resolution.

Item No. 10

In order to mobilize funds for the normal capital expenditure, expansion, modernization, general corporate purposes, working capital requirements, etc., the Company may, at an appropriate time, make an offering by way of public offer and / or private placement of Global Depository Receipts [GDRs], American Depository Receipts [ADRs], Foreign Currency Convertible Bonds (FCCBs), or any other equity and / or preference share related instruments amounting in aggregate to US\$ 150 million or equivalent to other currencies to the international investor(s) in one or more tranches, at a price, in accordance with the applicable laws and otherwise on such terms and conditions as may be deemed appropriate by the Board at the time of issue of these instruments / securities.

The detailed terms and conditions of the offer will be determined in consultation with the lead managers, advisors and underwriters to be appointed by the Company at an appropriate time. Since pricing of the offering can be decided only at a later stage, it is not possible to state the price or the exact number of securities or instruments to be issued and hence an enabling resolution in broader terms is proposed to give adequate flexibility and discretion to the Board / Committee to finalise the terms in consultation with the lead managers and underwriters or such other authority[ies] as need to be consulted including in relation to the pricing of the issue which will be a free market pricing and may be at a premium or discount to market price in accordance with the international practices. The discussions will be initiated with internationally reputed consultants and merchant bankers at an appropriate time for identifying the parties and negotiating the terms and conditions of the offering.

For JINDAL SAW LTD.

Sunil K. Jain
Company Secretary

NOTICE

Pursuant to the issuance and allotment of these securities / instruments by the Company the holders of such securities / instruments would be entitled to convert their respective securities / instruments into the equity / preference shares, as the case may be, of the Company. These shares will rank pari-passu in all respects with the existing equity of the Company.

Pursuant to the applicable provisions of the Companies Act, 2013 and Rules made thereunder your consent is being sought by way of special resolution.

None of the Directors, Managers, Key Managerial Personnel of the Company and their respective relatives are, in any way concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding in the Company.

The Board recommends the resolution as set out at Item No. 10 of the Notice for approval by the shareholders as special resolution.

Place : New Delhi
Date : 3rd August, 2017

By order of the Board
for JINDAL SAW LTD.

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

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

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

NOTICE

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

Name of Director	Shri Prithvi Raj Jindal	Ms. Shradha Jatia	Shri Hawa Singh Chaudhary
Director Identification No.	00005301	00371397	00041370
Date of Birth	27.12.1951	07.09.1974	05.09.1954
Date of Appointment	31.10.1984	24.07.2014	07.10.1988
Qualification	B.A.	B.Com (First Year)	Graduate
Brief Resume of the Director	Pioneering the production of SAW pipes three decades ago Shri Prithvi Raj Jindal had been at the helm of affairs of Jindal Saw Ltd. a part of the fourth largest industrial house in India, The OP Jindal Group. Shri P R Jindal is the eldest son of Shri O. P. Jindal. He holds a Bachelor's degree in Arts and has more than 40 years' experience in the Steel Industry. He has pioneered the production of SAW Pipes in India. He was associated in the setting up of SAW Pipes Limited, (now known as Jindal Saw Ltd.) in 1984 with its first state-of-the-art plant in Kosi Kalan in UP.	Ms. Shradha Jatia was born on 7th September, 1974. She has completed education up to B.Com (First Year). Ms. Shradha Jatia ventured into the creative field and took up training young adults and children in Indian Dance. Ms. Shradha is an accomplished Dancer and Choreographer	Shri Hawa Singh Chaudhary holds a bachelor's degree in arts. Shri Chaudhary has more than 30 years of experience in project planning and implementation. He has served in several companies within the Jindal Organization in various capacities. He joined the Board of Directors in 1988.
Expertise in Specific Functional Area	Industrialist	Homemaker	Technical
Relationship between directors inter-se	Shri Prithvi Raj Jindal related with Ms. Sminu Jindal, Ms. Shradha Jatia and Ms. Tripti Arya.	Ms. Shradha Jatia is related with Shri Prithvi Raj Jindal, Ms. Sminu Jindal and Ms. Tripti Arya.	Nil
Directorship in other Listed Companies as on 31.03.2017	Jindal ITF Limited (Only debentures are listed)	Nil	Nil

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

NOTICE

Chairman/ Membership of Committees in other Listed Companies as on 31.3.2017 (C=Chairman; M=Member)	Nil	Nil	Nil
No. of equity shares held	98,700	Nil	1,800

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary



JINDAL SAW LTD.

Form No. MGT-11

Proxy form

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

CIN:- L27104UP1984PLC023979

Name of the Company- Jindal Saw Limited

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

Name of the Member(s)

Folio No/Client ID*

Registered Address.....

D.P. ID

E-mail Id.....

I/We, being the member(s) of shares of the above named company. Hereby appoint

Name

E-mail Id

Address.....

Signature

or failing him

Name

E-mail Id

Address.....

Signature

or failing him

Name

E-mail Id

Address.....

Signature

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 32nd Annual General Meeting of the company, to be held on the Monday, 25th September, 2017 at 12.30 p.m. at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura, Uttar Pradesh-281403 and at any adjournment thereof in respect of such resolutions as are indicated below:

S No.	Resolution(s)	Vote	
		For	Against
1.	Adoption of the Audited Standalone and Consolidated Financial Statement of the Company for the financial year ended 31st March, 2017 and the reports of the Directors and Auditors thereon.		
2.	Declaration of dividend.		
3.	Appoint a Director in place of Shri Prithvi Raj Jindal, who retires by rotation and, being eligible, offers himself for re-appointment.		

For JINDAL SAW LTD.

Sunil K. Jain
Company Secretary

S No.	Resolution(s)	Vote	
		For	Against
4.	Appoint a Director in place of Ms. Shradha Jatia, who retires by rotation and, being eligible, offers herself for re-appointment.		
5.	Appointment of M/s. Price Waterhouse Chartered Accountants LLP as Statutory Auditors & fixing their remuneration.		
6.	Re-appointment of Shri Hawa Singh Chaudhary, Whole-time Director of the Company.		
7.	Ratification of remuneration paid to M/s R. J. Goel & Co., Cost Accountants for the year 2017-18.		
8.	Approval for raising of debentures on private placement basis.		
9.	Approval for issuing of securities to Qualified Institutional Buyers.		
10.	Approval for issuing of ADR, GDR & FCCB in foreign market.		

* Applicable for investors holding shares in Electronic form.

Affix
Revenue
Stamps

Signed this.....day of20.....

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
across Revenue Stamp

Note:

- 1] This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2] The proxy need not be a member of the company.
- 3] This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary



JINDAL SAW LTD.

ATTENDANCE SLIP

CIN : L27104UP1984PLC023979

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

PLEASE BRING THIS ATTENDANCE SLIP TO THE MEETING HALL AND HAND IT OVER AT THE ENTRANCE

Joint shareholders may obtain additional Slip at the venue of the meeting

D.P. ID

Folio No.

Client ID*

No. of Shares

Name of the Shareholder:

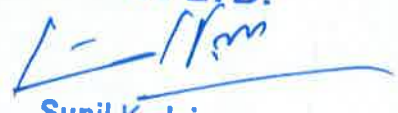
Address:

I/We hereby record my /our presence at the 32nd Annual General Meeting of the Company at A-1, UPSIDC Indl. Area, Nandgaon Road, Kosi Kalan, Distt. Mathura (U.P.) – 281 403 on Monday, the 25th September, 2017 at 12.30 p.m.

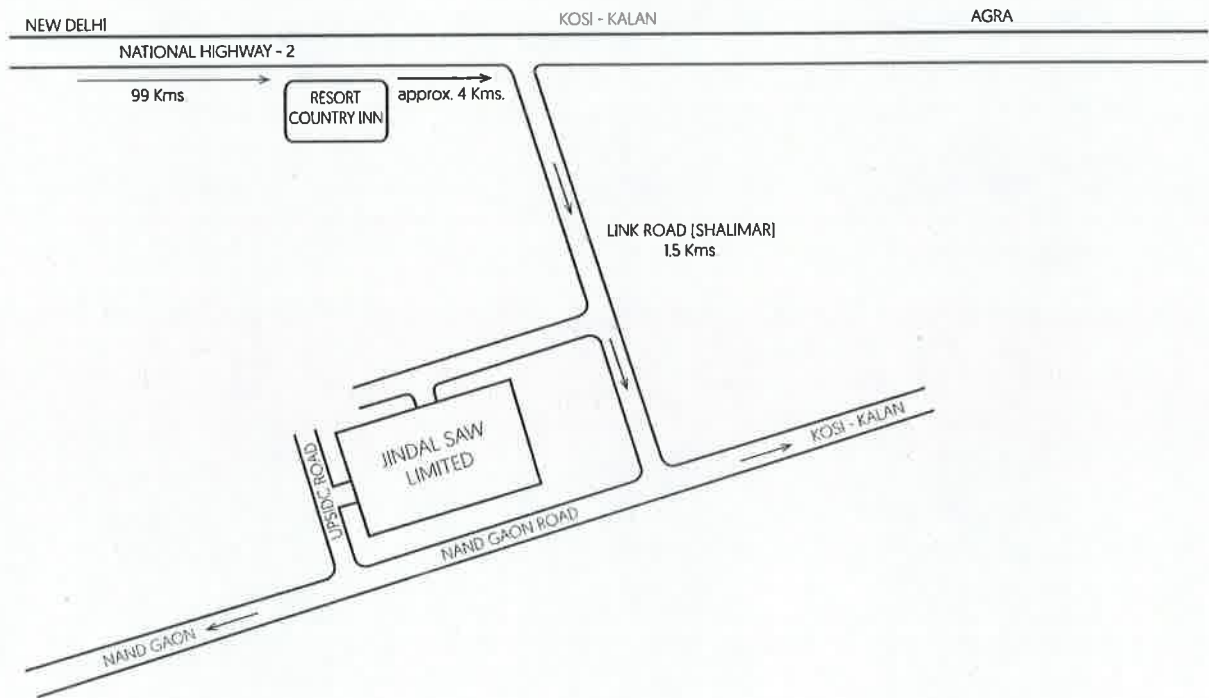
Signature of Shareholder/proxy

*Applicable for investors holding shares in electronic form.

For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary

Route map to the venue of the meeting



For JINDAL SAW LTD.


Sunil K. Jain
Company Secretary