



MAHARASHTRA SEAMLESS LIMITED

CORPORATE OFFICE : Plot No. 30, Institutional Sector-44, Gurgaon-122 002 Haryana (India)
Phone No. : 91-124-4624000, 2574326, 2574325, 2574728 • Fax : 91-124-2574327
E-mail : contact@mahaseam.com Website : www.jindal.com
CIN No: L99999MH1988PLC080545

5th June, 2018

Ref.: MSL/G/SEC/SE/2018-19/

BSE Limited

Corporate Relationship Department
1st Floor, New Trading Ring
Rotunda Building, P J Towers
Dalal Street, Fort
MUMBAI - 400 001
Fax No. 022-22723719

National Stock Exchange of India Ltd.

"Exchange Plaza", C-1, Block G,
Bandra-Kurla Complex, Bandra (E),
Mumbai - 400 051
Fax No. 022-26598237/38

Stock Code : 500265

Scrip ID : MAHSEAMLES

Sub: Notice of Postal Ballot

Sir,

Further to our letter dated 24th May, 2018, please find enclosed herewith copy of Postal Ballot Notice along with Explanatory Statement and Postal ballot Form being dispatched to the shareholders of the Company seeking consent of the members for the amendments in Memorandum and Articles of Association of the Company through postal ballot pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

The Company has engaged the services of Central Depository Services (India) Limited for providing e-voting facility and e-voting period will commence on Wednesday, 6th June, 2018 at 9:00 A.M.(IST) and ends on Thursday, 5th July, 2018 at 5:00 P.M. (IST). The results of the Postal Ballot will be announced on 7th July, 2018.

The Notice of Postal Ballot with explanatory statement, instructions for e-voting and Postal Ballot Form are also available on the website of the Company www.jindal.com

Submitted for your information and record please.

Thanking you,

Yours faithfully,

For **Maharashtra Seamless Limited**


D.C. Gupta
V.P. & Company Secretary

JINDAL
D.P. JINDAL GROUP

REGD. OFF. & WORKS : Pipe Nagar, Village, Sukeli, N.H.17, B.K.G. Road, Taluka-Roha, Distt. Raigad-402 126 (Maharashtra)
Phone : 02194-238511, 238512, 238567, 238569 • Fax : 02194-238513
MUMBAI OFFICE : 402, Sarjan Plaza, 100 Dr. Annie Besant Road, Opp. Telco Showroom, Worli, Mumbai-400 018
Phones : 022-2490 2570 /72 /74 • Fax : 022-2492 5473
HEAD OFFICE : 5, Pusa Road, 2nd Floor, New Delhi-110005 Phones : 011-28752862, 28756631 Email : jpdelhi@bol.net.in
KOLKATA OFFICE : Sukhsagar Apartment, Flat No. 8A, 8th Floor, 2/5, Sarat Bose Road, Kolkata - 700 020
Phone : 033-2455 9982, 2454 0053, 2454 0056 • Fax : 033 - 2474 2290 E-mail : msl@cal.vsnl.net.in
CHENNAI OFFICE : 3A, Royal Court. 41, Venkatnarayana Road, T. Nagar Chennai-600017
Phone : 044-2434 2231 • Fax : 044-2434 7990



MAHARASHTRA SEAMLESS LIMITED

CIN: L99999MH1988PLC080545

Regd. Office: Pipe Nagar, Village- Sukeli, N.H. 17, B.K.G. Road, Taluka Roha,
Distt. Raigad-402126, Maharashtra

Phone: 02194-238511, 238512, 238567, 238569 Fax: 02194-238513

Corporate Office : Plot No 30, Institutional Sector 44, Gurgaon -122 002

E-mail: secretarial@mahaseam.com, **Website:** www.jindal.com

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POSTAL BALLOT NOTICE

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Management and Administration) Rules, 2014 ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings (SS-2), that the resolutions appended below are proposed to be passed by the members through postal ballot using Postal Ballot Form/remote electronic voting ("E-voting").

SPECIAL BUSINESS

Item No. 1 : Amendment to main Objects Clause of the Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and Rules framed thereunder, and subject to approval, permission and sanctions from appropriate authority(ies), if any, as may be required, following sub-clauses be added after existing Clause III (A) 1. of the Memorandum of Association, in relation to the main objects to be pursued by the Company on its Incorporation:

2. To set up steel furnaces and continuous casting and rolling mill plant for producing steel and alloy steel billets and all kinds and sizes of the re-rolled sections i.e. flats, angles, rounds, squares, hexagons, octagons, rails, joints, channels, strips, sheets, plates, deformed bars, plain and cold twisted bars, bright bars, shafting and steel structurals.
3. To carry on the businesses of manufacturers, processors, importers, exporters of and dealers in all kinds of ferrous and non-ferrous material meant for any industrial or non-industrial use whatsoever and to carry on the business in cold or hot rolling, re-rolling, slitting, edgmilling, sheeting, stamping, pressing, extruding, forging, drawing, flattening, straightening, heat treatment of all kinds of steel and other metals or any other strip, sheets, foils, tapes, wires, rods, plates and any other sections, shapes or forms.
4. To carry on the business of mine owners, manufacturers, importers and exporters of, traders and sellers in particular china clay, ball clay quartz, felspar, fire clay, gypsum, bauxite, kyanite, stalite, bentonite, silliminite, dolomite, magnetite, calcite, lime stone, chrome zirconium, graphite, manganese, red oxide, yellow ochre, lisselghur, or other associate minerals and chemicals needed for manufacturing, producing and dealing in all ceramic products particularly pottery products and refractory products such as fire bricks, silica refractories, insulating refractories, magnesite refractories, fire cements of and mortars, bricks, tiles, sewer pipes, drain pipes, lime, cement, artificial stones, glass and enamel products and other products, articles and things made synthetically or made composed or prepared, wholly or in part of any mineral or other substance or substances.
5. To carry on the businesses of manufacturers, processors and importers of and dealers in gases of all types meant for any industrial or non- industrial use whatsoever.
6. To carry on the businesses of manufacturers, processors and importers, exporters of and dealers in gas cylinders, graphite electrodes, welding rods and materials and all types of components, materials and things used in the same.



7. To carry on the business of suppliers of plant machinery and equipment, stores, tools, gadgets, devices, contraptions, instruments, spare and components and to develop, acquire, supply plans, drawing estimates, project reports and know-how for industries, business, companies, services and public bodies and Governments.
8. To carry on the trade or business of manufacturers of ferro manganese, colliery proprietors, coke manufacturers, miners, smelters, engineers and tin plate makers in all their respective branches. To carry on the business of electrical engineers, electricians, contractors, manufacturers, importers, exporters, suppliers of and dealers in electric and other appliances, electric motors, fans, lamps, fluorescent tubes, furnaces, household appliances, batteries, cables, wirelines, dry cells, accumulators, lamps and works and to generate, accumulate, distribute and supply electricity for the purpose of light, heat motive power and for all other purposes for which electrical energy can be employed, and to manufacture and deal in all apparatuses and things, required for or capable of being used in connection with the generation, distribution, supply, accumulation, and employment of electricity, including in the term electricity all power that may be directly or indirectly derived therefrom or may be incidentally hereafter discovered in dealing with electricity.
9. To carry on the business of machinists, makers of machinery, manufacturers of pressed bowls, mechanical engineers, marine engineers, iron founders, brass founders, iron and steel converters, metallurgists, smiths and iron masters, steel makers, blast furnace proprietors, repairers, boiler makers, sand-blast proprietors, consulting engineers, asbestos manufacturers, spanners, annealers, enamellers, electric and chromium platers, polishers, painters, garage proprietors, blacksmiths tin smiths iron mongers, alloy maker, metal platers, wire weavers and to buy, sell, manufacture, repair alter, convert let on hire and deal in plant, machinery, tools, implements utensils, rolling stock and hardware of all kinds.
10. To manufacture, buy and sell machinery, store, engineering products of all kinds and description and to carry on the business of suppliers of and dealers in all types of machinery and all products intended for use in foundry and treatment of metals.
11. To carry on in India or elsewhere the business of prospecting for exploration, drilling extraction, production of mineral oils, natural gas and petroleum products and to provide allied services and facilities including cementing, logging, fishing transportation, pipe laying etc. or supplying any ship, aircraft, machinery, plant, rigs or equipments (whether by way of sale, lease, hire or otherwise) or providing man power and managing in connection with any business consisting of the prospecting for, exploration, drilling, extraction or production of mineral oils, natural gas and petroleum products and to deal in the said goods.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the abovesaid resolution and to do all such acts, deeds, matters and things that may be necessary, expedient or incidental to give effect to this resolution."

Item No. 2: Amendment to Clause III (B) and Clause III (C) of Objects Clause of the Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the existing Clause III (B) and Clause III (C) of the Memorandum of Association be and are hereby amended as follows:

1. By substituting the heading of Clause III (B) "Objects Incidental or Ancillary to the attainment of the Main Objects are" with the heading. "Matters which are necessary for furtherance of objects specified in Clause III(A) are:-"



2. By substituting the existing Clause III (B) 6. with the following new clause III(B) 6.:

"Subject to the provisions of the Companies Act, 2013 and Rules made thereunder and the directions issued by Reserve Bank of India, to borrow, raise or secure the payment of money or to receive money on deposit at interest, for any of the purposes of the Company and at such time or times as may be thought fit by promissory notes, by taking credits in or opening current accounts with any person, firm, bank, Company or financial institutions and whether with or without any security or by such other means as the directors may in their absolute discretion deem expedient and in particular by the issue of debentures or debenture-stock perpetual or otherwise and as security for any such money so borrowed, raised, received and if any such debenture or debenture-stock so issued, to mortgage, pledge or charge the whole or any part of the property and the assets of the Company both present or future, including its uncalled capital by special assignments or otherwise or to transfer or convey the same absolutely or in trust and to give the lenders powers of sale and other powers as may seem expedient and to purchase, redeem or payoff any such securities, provided that the Company shall not carry on banking business as defined in Banking Regulations Act, 1949."

3. By substituting the existing Clause III (B) 15. with the following new clause III(B) 15.:

"Subject to the provisions of the Companies Act, 2013, to sell, lease, mortgage or otherwise dispose of the property, assets or any undertaking of the Company or any part thereof for such consideration as the Company may think fit. "

4. By substituting the existing Clause III (B) 16. with the following new clause III(B) 16.:

"To distribute among the members specie any property of the Company in the event of winding up of the Company or any proceeds of sales or disposal of any property of the Company subject to the provisions of the Companies Act, 2013."

5. By substituting the existing Clause III (B) 23. with the following new clause III(B) 23.:

"Subject to the provisions of the Companies Act, 2013, to subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition."

6. By deleting the Clause III (C) OTHER OBJECTS

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the abovesaid resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

Item No. 3: Amendment to Clause IV- Liability Clause of the Memorandum of Association

To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the existing Clause IV of the Memorandum of Association be and is hereby substituted with the following new clause IV :

"The liability of the Members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the abovesaid resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

Item No. 4: Adoption of new set of Articles of Association

To consider and, if thought fit, to pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any amendment thereto or re-enactment thereof), the approval



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of members of the company be and is hereby accorded to the adoption of the new set of Articles of Association, a copy of which is available for inspection at the registered office of the Company and also available on the website of the Company www.jindal.com, in substitution and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all requisite, incidental, consequential and necessary steps to implement the abovesaid resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."

By Order of the Board

Place : Gurgaon

Dated : 24th May, 2018

D.C. GUPTA

V.P. & Company Secretary

NOTES :

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts is annexed herewith.
2. Members have the option to vote either through E-voting or through Postal Ballot Form. In compliance with the provisions of Section 108 of the Companies Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 and any amendments thereto, SS-2 and Regulation 44 of the SEBI Listing Regulations, the Company is offering 'E-voting' facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited ("CDSL") to facilitate E-voting. The detailed procedure with respect to E-voting is mentioned later in the Notice.
3. The Company has appointed Mr. Hemant Kumar Singh (FCS 6033), Practising Company Secretary as the Scrutinizer for scrutinizing the E-voting process as well as voting through Postal Ballot Form to ensure that the process is carried out in a fair and transparent manner.
4. The voting commences on Wednesday, 6th June, 2018. The Members are requested to note the following:
 - (a) Duly completed Postal Ballot Form should reach the Scrutinizer by 5.00 p.m. (IST) on Thursday, 5th July, 2018 at the following address:

Mr. Hemant Kumar Singh,
Scrutinizer
Maharashtra Seamless Limited
Plot No. 30, Institutional Sector-44
Gurgaon, Haryana-122002
 - (b) Postal Ballot Forms received after the said date and time will be strictly treated as if the reply from such Members has not been received.
 - (c) Similarly, the E-voting needs to be exercised by 5.00 p.m. (IST) on Thursday, 5th July, 2018. Please note that E-voting will be disabled for voting after the said date and time.
5. A Member can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. If a Member casts votes by both modes, then the voting done through e-voting shall be treated as valid and votes cast through Postal Ballot Form shall be treated as invalid.
6. A person, whose name is recorded in the Register of Members / Beneficial Owners list maintained by the depositories as on cut-off date i.e. Friday, 25th May, 2018 ("cut-off date"), only shall be entitled to avail the facility of voting through Postal Ballot Form or E-voting.



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7. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. The Notice is being sent to all the Members whose names appear in the Register of Members / Beneficial Owners as per the records maintained by the depositories as on the cut-off date. Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Members as on the cut-off date.
9. The voting on items included in the Notice cannot be exercised through proxy.
10. In case any eligible Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may write to the Company or send an email to secretarial@mahaseam.com. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member. The Postal Ballot Notice and Postal Ballot Form are also available on the website of the Company - www.jindal.com and website of CDSL - www.evotingindia.com.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. Thursday, 5th July, 2018 and shall be deemed to be passed as if it has been passed at a General Meeting of the Members.
12. The Scrutinizer shall submit the Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairman of the Company or a person authorized by him, who shall countersign the same, and the results of the postal ballot will be declared on Saturday, 7th July, 2018 latest by 5.00 p.m. (IST) at the registered office of the Company.
13. The result of the postal ballot declared along with the Scrutinizer's Report, will be hosted on the website of the Company - www.jindal.com and on the website of CDSL and will be displayed on the notice board of the Company at its registered office, immediately after the declaration of the result by the Chairperson or a person authorized by him in writing and communicated to the Stock Exchanges.

All material documents referred to in the explanatory statement are available for inspection at the registered office of the Company on all working days, except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the last date of voting i.e. Thursday, 5th July, 2018.

INSTRUCTIONS FOR VOTING

Voting through Postal Ballot Form

1. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot Form duly completed with the assent (for) or dissent (against), in the enclosed postage prepaid self-addressed Business Reply Envelope, so as to reach the Scrutinizer as detailed above, by 5:00 p.m. (IST) on Thursday 5th July, 2018 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The postage will be borne and paid by the Company, if posted in India in the postage prepaid self-addressed Business Reply Envelope.
2. Members are requested to exercise their voting rights by using the attached Postal Ballot Form only. Envelopes containing Postal Ballot Form if deposited in person or sent by courier or by registered / speed post at the expense of the Members will also be accepted.

The process and manner for remote e-voting are as under:

- (i) The remote e-voting period begins on Wednesday 6th June, 2018 (9:00 A.M) and ends on Thursday, 5th July, 2018 (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 Friday 25th May, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders/Members."
- (iv) Now Enter your User ID



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- 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
Dividend Bank Details	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.
OR Date of Birth (DOB)	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 as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Maharashtra Seamless Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/ NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



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- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" Option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google play store. Apple and windows phone users can download the app from the app store and the windows phone store respectively. Please follow the instruction as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- 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.
 - 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 (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify and a copy of the same shall be forwarded to scrutinizer at hemantsinghcs@gmail.com
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call at 1800225533.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos 1 & 2:

To facilitate the Company to diversify its business activities, it is proposed to add new sub-clauses, (2) to (11), as set out in the resolution, under Clause III(A) - The Objects to be pursued by the Company on its incorporation. The proposed sub-clauses are presently contained under Clause III (C) - 'Other Objects' of the existing Memorandum of Association of the Company and in respect whereof, members' approval had been obtained as per Section 149(2A) of the Companies Act 1956.

Further, in compliance with provisions of the Companies Act, 2013 it is proposed to modify heading of Clause III (B) to read as 'Matters which are necessary for furtherance of the Objects specified in Clause III(A) and delete the existing 'Clause III (C) - Other Objects' of its Memorandum of Association.

Copy of the Memorandum of Association with proposed alterations has been uploaded on the Company's website www.jindal.com for inspection of the members and shall also be available for inspection at the Registered Office of the Company during business hours on all working days, except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the last date of voting i.e. Thursday, 5th July, 2018.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions.

The Board recommends the resolutions as set out at item number 1 & 2 in the Notice for your approval.



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Item No. 3 :

With the enactment of new Companies Act, 2013, it is considered expedient to alter the Liability Clause of Memorandum of Association of the Company in order to be in conformity with the provisions of the Companies Act, 2013.

Pursuant to the provisions of Section 13 of the Act, approval of the members of the Company by special resolution is required for proposed amendments in the Memorandum of Association of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set out in item No. 3 of this Notice for approval of members.

Item No. 4 :

The existing Articles of Association (AOA) of the Company are based on the provisions of the Companies Act, 1956. Upon enactment of the Companies Act, 2013 (the Act), various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be re-aligned as per the provisions of the Companies Act, 2013.

It is therefore considered desirable to adopt a new set of Articles of Association of the Company in substitution of and to the exclusion of the existing Articles of Association .

Pursuant to the provisions of Section 14 of the Act, approval of the shareholders of the Company by special resolution is required for the adoption of the new AOA to replace the existing AOA and accordingly the approval of the members is being sought for the adoption of the new Articles.

The proposed draft Articles of Association has been uploaded on the Company's website www.jindal.com for perusal by the members and shall also be available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays, Sundays and holidays, from the date of dispatch of the Notice, upto the last date of voting i.e. Thursday, 5th July, 2018.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolutions as set out in item No. 4 of this Notice for approval of members.

By Order of the Board

Place : Gurgaon
Dated : 24th May, 2018

D.C. GUPTA
V.P. & Company Secretary