

NOTICE

CIN: L27201MH1983PLC233813

Registered Office: Pipe Nagar, Village Sukeli, N.H. 17, B.K.G. Road,

Taluka Roha, Distt. Raigad - 402 126, Maharashtra

Tel: 02194-238511-12, Fax: 02194-238513

E-mail: secretarial@jindaldrilling.in, website: www.jindal.com

NOTICE

Notice is hereby given that the 34th Annual General Meeting of Jindal Drilling & Industries Limited will be held on Tuesday, the 25th September, 2018 at 2.30 PM. at Maharashtra Seamless Auditorium, Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402 126, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the (a) Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon and in this regard to pass the following resolution(s) as ordinary resolution(s):
 - (a) "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon be and are hereby considered and adopted."
 - (b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon be and are hereby considered and adopted."
2. To declare dividend on equity shares and in this regard to pass the following resolution as an ordinary resolution:
"RESOLVED THAT dividend of ₹ 0.50 (10%) per Equity Share of ₹ 5 each be and is hereby declared for the financial year ended 31st March, 2018."
3. To appoint a Director in place of Shri Raghav Jindal, who retires by rotation and being eligible, offers himself for re-appointment and in this regard to pass the following resolution as an ordinary resolution:
"RESOLVED THAT Shri Raghav Jindal (DIN -00405984), who retires by rotation be and is hereby re-appointed as Director of the Company and such appointment would not have any effect on the appointment/ continuity of his tenure as Managing Director of the Company"

SPECIAL BUSINESS

4. To consider and if thought fit, pass the following resolution as a ordinary resolution:
"RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 200 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, consent of members of the Company be and is hereby accorded to the appointment of and payment of remuneration to Shri Raghav Jindal (DIN: 00405984), as Managing Director of the Company, for a period of 5 (Five) years with effect from 13th August, 2018 on the terms and conditions, as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board of Directors and Shri Raghav Jindal.

SALARY

₹ 6,25,000/- (Six lakhs twenty five thousand only) per month with such increase as may be decided by the Board of Directors from time to time in the grade of ₹ 6,25,000 – ₹ 25,00,000/- per month.

PERQUISITES

1. The Managing Director shall be entitled to perquisites and benefits like furnished /non furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, medical reimbursement, leave travel concession for self & family, club fees, car with driver for business and personal use, facility of telephone installed at his residence, medical and personal accident insurance, education allowance, bonus/ex-gratia etc. as per rules of the Company. The value of perquisites shall be evaluated as per Income Tax Rules, wherever applicable.

- II. The Managing Director shall be entitled to Company's contribution to Provident Fund, Pension Fund, Gratuity, encashment of earned leave at the end of the tenure, as per the rules of the Company, and these shall not be included in the computation of perquisites.

MINIMUM REMUNERATION

In the event of loss or inadequacy of profits, the remuneration including the perquisites as mentioned above shall be paid in accordance with Schedule V and other applicable provisions of the Companies Act, 2013 as amended from time to time.

OTHER TERMS

1. The Managing Director shall not be paid any sitting fees for attending the meeting of the Board of Directors or Committees thereof.
2. The Managing Director shall be entitled to reimbursement of entertainment, travelling and all other expenses incurred in the course of the Company's business. While travelling on Company's business purposes, the Managing Director will be entitled to be accompanied by his wife and the travelling and other incidental expenses incurred by his wife will also be borne/reimbursed by the Company."
5. To consider and if thought fit, to pass the following resolution as a special resolution:
 "RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the appointment of Mr. Krishna Kumar Khandelwal (DIN-00455369) as a Independent Director of the Company, who has attained the age of over 75 years, upto the expiry of his present term as Independent Director i.e. upto 25th September, 2019 on the existing terms and conditions be and is hereby approved."
6. To consider and if thought fit, to pass the following resolution as 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:
 - i. 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:-"
 - ii. 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."
 - iii. 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."
 - iv. 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."

- v. 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 above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."
- 7.. 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 above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."
8. 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 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 above said resolution and to do all such acts, deeds, matter and things that may be necessary, expedient or incidental to give effect to this resolution."
9. To consider and if thought fit, to pass the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for Related Party transaction(s) with Discovery Drilling Pte. Ltd., Singapore for giving Corporate Guarantee, loan and other transactions as detailed in the Explanatory Statement annexed to this Notice."
10. To consider and if thought fit, to pass the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for Related Party transaction(s) with Jindal Pipes Limited, for Technical services, loan and other transactions, as detailed in the Explanatory Statement annexed to this Notice."

By Order of the Board

Place : Gurgaon
Dated : 13th August, 2018

RAJEEV RANJAN
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Form of Proxy is separately annexed. The instrument of Proxy, in order to be effective must be deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies/bodies corporate must be supported by an appropriate resolution/authority as applicable.

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 carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person and shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business is annexed hereto.
3. Members / Proxies attending the meeting are requested to bring their copy of the Annual Report for reference at the meeting and also the Attendance Slip duly filled in for attending the meeting.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2018 to 18th September, 2018 (both days inclusive) for the purpose of ascertaining the shareholders entitled to dividend for the year ended 31st March, 2018, if declared, at the ensuing Annual General Meeting. Dividend on shares, when declared, will be paid only to those members whose names are registered as such in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 12th September, 2018 and to the Beneficial Holders as per the Beneficiary List as on 12th September, 2018, provided by the NSDL and CDSL. Dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after 26th September, 2018.
5. Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar & Transfer Agent cannot entertain any request received directly from members for deletion / change of bank details holding shares in electronic form. In this regard, Members should contact their Depository Participant (DP) and furnish particulars of any changes desired by them.
6. The Company has transferred the unpaid or unclaimed dividend upto the financial year 2009-10 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company, as on 26th September, 2017 (date of last Annual General Meeting) on the website of the Company and also on the website of the Ministry of Corporate Affairs.

Details of dividend declared for the financial years 2010-11 onwards are given below:

Year	Date of Declaration	Dividend (%)	Per share (₹)
2010-11	20.09.2011	10	0.50
2011-12	28.09.2012	10	0.50
2012-13	30.09.2013	10	0.50
2013-14	26.09.2014	10	0.50
2014-15	28.09.2015	10	0.50
2015-16	27.09.2016	10	0.50
2016-17	26.09.2017	10	0.50

Shareholders who have not yet encashed their dividend warrants are requested in their own interest to claim the outstanding dividend before it falls due for transfer to the aforesaid Fund.

7. National Electronic Clearing Service (NECS) Facility:
 - (a) Members holding shares in physical form who wish to avail NECS facility may authorize the Company with their NECS mandate in the prescribed form, which can be downloaded from the Company's website www.jindal.com or can be obtained from the Corporate Office of the Company. Requests for payment of dividend through NECS should be lodged latest by 8th September, 2018 at the Corporate Office of the Company at Plot No. 30 Institutional Sector - 44, Gurgaon – 122002 Haryana.
 - (b) Members holding shares in demat form who wish to avail NECS facility, may send mandate in the prescribed form to their respective Depository Participants.
8. Members desirous of getting any information in respect of Accounts of the Company are requested to send their queries in writing to the Company at its Registered Office/Corporate office so as to reach at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
9. Details of the Director seeking appointment/ re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]:

Name	Shri Raghav Jindal	Shri K.K. Khandelwal
Age	38 years	79 years
Qualifications	M.Sc. in Management from London School of Economics & Political Science.	M. Com, CAIIB
Expertise in specific functional area	Industrialist having experience in the field of Business & Management	Veteran Banker having over four decades of experience in finance, banking and administration. He held various senior positions in the Banking sector and last being the Managing Director of State Bank of Hyderabad.
Date of appointment as Director of the Company	19.05.1998	24.03.2000
Directorship of other Companies	1. Jindal Pipes Ltd. 2. Brahma Dev Holding & Trading Ltd. 3. Jindal Pipes Finance Ltd.	1. Toshniwal Travels Pvt. Ltd. 2. Quick Portfolio Services Pvt. Ltd. 3. Dwarkadhish Promoters Pvt. Ltd. 4. Haryana Capfin Ltd.
Chairman/Member of Committees of other Companies	Member- Audit Committee, Jindal Pipes Ltd.	Member-Audit Committee and Nomination and Remuneration Committee of Haryana Capfin Ltd.
No. of shares held	169,776	Nil
Inter-se relationship with other Directors	Shri D.P. Jindal (Father)	Nil

10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names recorded in the Register of Members will be entitled to vote.
11. Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Director has furnished the requisite declarations for their appointment/re-appointment.
12. Relevant documents referred to in the accompanying notice are open for inspection by the members for inspection at the Registered Office of the Company between 10.00 A.M. and 1.00 P.M. on any working day upto the date of the Annual General Meeting and also at the meeting.
13. As per SEBI Circular dated 8th June, 2018, No transfer of shares except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed after 5th December, 2018 unless the securities are held in the dematerialized form with a depository
14. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the Companies are allowed to send communication to shareholders electronically. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Reports, Notices, Circulars, etc. from the Company electronically.

15. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management And Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote e-voting' facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 34th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting right at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting, but shall not be entitled to cast their vote again at the AGM.

The voting rights of shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on cut-off date i.e. 18th September, 2018.

Mr. Manish Baldeva (FCS 6180), Practicing Company Secretary, has been appointed as Scrutinizer for providing facility to the Members of the Company to scrutinize the voting process in a fair and transparent manner.

The Scrutinizer shall submit his report, to the Chairman, within 48 hours from the conclusion of Annual General Meeting. The result declared along with the Scrutinizer's Report shall be placed on the website of the Company www.jindal.com and shall simultaneously be communicated to the Stock Exchanges.

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

- (i) The remote e-voting period begins on 22nd September, 2018 (9.00 A.M) and ends on 24th September, 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 18th September, 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
 - 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) <ul style="list-style-type: none"> ● 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 for Jindal Drilling & Industries 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.
- (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 instructions 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 the same
- (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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No.4**

The Board of Directors of the Company has appointed Shri Raghav Jindal as Managing Director of the Company for a period of 5 years w.e.f. 13th August, 2018 on the terms and conditions, set out in the resolution.

Shri Raghav Jindal is also Managing Director in Jindal Pipes Ltd.

As per provisions of the Companies Act, 2013 it is necessary to obtain approval of the members for appointment and payment of remuneration to Shri Raghav Jindal as Managing Director of the Company.

Except Shri Raghav Jindal himself and Shri D P Jindal and his relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested financially or otherwise in the resolution.

The Board commends the resolution as set out in Item no. 4 of this Notice for your approval.

Item No. 5

The Securities and Exchange Board of India (SEBI) vide its notification number SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018 has inserted a new sub-clause (1A) in the Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st April, 2019, which reads as follows:

1A. No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

Mr. Krishna Kumar Khandelwal, who was appointed as Independent Director of the Company for a period of five years from the date of 30th Annual General Meeting of the Company held on 26th September, 2014, has attained the age of over seventy five years. Therefore in view of the aforesaid notification it is necessary to pass a special resolution by the Members of the Company to continue his directorship in the Company.

Mr. Krishna Kumar Khandelwal was veteran banker having over four decades of experience in finance, banking and administration. He held various senior positions in the Banking sector and last being the Managing Director of State Bank of Hyderabad.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Krishna Kumar Khandelwal as a Non-Executive Director of the Company. Accordingly, the Board recommends passing of the resolution as set at Item No. 5 of the Notice as a Special Resolution.

Except Mr. Krishna Kumar Khandelwal, none of the Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in the said resolution.

Item No. 6

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 date of meeting.

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 commends the resolutions as set out at item number 6 in the Notice for your approval.

Item No. 7

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 commends the resolution as set out in item No. 7 of this Notice for approval of members.

Item No. 8

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 date of meeting.

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 commends the resolutions as set out in item No. 8 of this Notice for approval of members.

Item No. 9

During the year ended 31st March, 2018, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Discovery Drilling Pte. Ltd., Singapore and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were in the ordinary course of business and at arm's length basis, as placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party – Discovery Drilling Pte. Ltd; Singapore.
- b. Name of the Director or Key Managerial Personnel, who is related, if any – As mentioned below.
- c. Nature of relationship- Discovery Drilling Pte. Ltd., Singapore is a Joint Venture Company.
- d. Nature, material terms, monetary value and particulars of transactions-
 - i) Short term loan of USD 6.90 million provided to Discovery Drilling Pte. Ltd., Singapore to meet their short term working capital requirements.
 - ii) Corporate Guarantee of Euro 24.3 million issued by the Company in favour of IndusInd Bank Ltd. on behalf of Discovery Drilling Pte. Ltd. as partial security for the term loan facility of Euro 40.50 million extended by IndusInd Bank Ltd. to Discovery Drilling Pte. Ltd.
- e. Any other information relevant for the members to make a decision on the transaction - Nil

Mr. Raghav Jindal, being a Director of Discovery Drilling Pte. Ltd; Singapore, his relatives (including Mr. D. P.Jindal, Director of the Company) may be deemed concerned or interested, financially or otherwise in the said resolution. None of the other Directors/ Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise in the resolution.

Board commends passing of the resolution at Item No.9 of the Notice by the members.

Item No. 10

During the year ended 31st March, 2016, the Company has entered into material related party transactions, as defined under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, with Jindal Pipes Limited and in compliance thereof, shareholders' approval is being sought herein. The Audit Committee has approved Related Party Transactions, which were placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Jindal Pipes Limited.
- b. Name of the Director or Key Managerial personnel, who is related, if any- Please see note below.
- c. Nature of relationship- Jindal Pipes Limited is a Related Party.
- d. Nature, material terms, monetary value and particulars of transactions-
 - i. Technical service Income of USD 620,500 for providing technical support.
 - ii. Transaction of Loans with Jindal Pipes Ltd. amounting to Rs. 5130 Lakhs (approx.)
 - iii. Rental Income, sale of spare parts and other transactions amounting to Rs. 696 Lakhs (approx..)
- e. Any other information relevant for the members to make a decision on the transaction – Nil.

Mr. D P Jindal and Mr. Raghav Jindal being Directors and shareholders of Jindal Pipes Ltd. and their relatives may be deemed concerned or interested, financially or otherwise in the said resolution. None of the other Directors/ Key Managerial Personnel of the Company/ their relatives is in any way concerned or interested, financially or otherwise in the resolution.

Board commends passing of the resolution at Item No. 10 of the Notice by the members.

By Order of the Board

Place : Gurgaon
Dated : 13th August, 2018

RAJEEV RANJAN
Company Secretary

JINDAL DRILLING & INDUSTRIES LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H.17, B.K.G. Road,
Taluka-Roha, Distt. Raigad - 402 126, Maharashtra
Tel: 02194-238511-12, Fax: 02194-238513,
E-mail: secretarial@jindaldrilling.in, website: www.jindal.com
CIN: L27201MH1983PLC233813

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

Name of the member(s):

Registered address

E-mail ID:

Folio No. / DP ID and Client ID:

I/We, being the member(s) of..... shares of Jindal Drilling & Industries Limited, hereby appoint :

1) Name :E-mail id

Address:

Signature :, or failing him/her

2) Name :E-mail id

Address:

Signature :, or failing him/her

3) 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 34th Annual General Meeting of the Company, to be held on Tuesday, 25th September, 2018 at 2.30 P.M. at Maharashtra Seamless Auditorium, Pipe Nagar, Village-Sukeli, N.H. 17, B.K.G. Road, Taluka Roha, Distt. Raigad - 402126, Maharashtra and at any adjournment thereof, in respect of such resolutions as are indicated below :

* I/we wish my/our above Proxy (ies) to vote in the manner as indicated in the box below :-

Resolutions		For	Against
1.	To consider and adopt : a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of Directors and Auditors thereon; and b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Report of Auditors thereon;		
2.	Declaration of Dividend on Equity Shares.		
3.	Re-appointment of Shri Raghav Jindal who retires by rotation.		
4.	Appointment of Shri Raghav Jindal as Managing Director of the Company		
5.	Continuation of appointment of Shri K. K. Khandelwal		

Resolutions		For	Against
6.	Amendment to Clause III(B) and Clause III(C) of Objects Clause of the Memorandum of Association		
7.	Amendment to Clause IV - Liability Clause of the Memorandum of Association		
8.	Adoption to new set of of the Articles of Associations		
9.	Approval of related party transaction(s) with Discovery Drilling Pte. Ltd.		
10.	Approval of related party transaction(s) with Jindal Pipes Ltd.		

Signed this day of 2018



Signature of shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

*Please put a (✓) in the appropriate column against the resolution indicator in the box. Alternatively, you may mention the no. of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes :

- (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) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- (4) In case the member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

JINDAL DRILLING & INDUSTRIES LIMITED

Registered Office: Pipe Nagar, Village Sukeli, N.H.17, B.K.G. Road,
Taluka-Roha, Distt. Raigad - 402 126, Maharashtra
Tel: 02194-238511-12, Fax: 02194-238513,
E-mail: secretarial@jindaldrilling.in, website: www.jindal.com
CIN: L27201MH1983PLC233813

Attendance slip for the 34th Annual General Meeting (to be hand over at the registration counter)

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company on Tuesday, 25th September, 2018 at 2:30 P.M. at Maharashtra Seamless Auditorium at Pipe Nagar, Village Sukeli, N H 17, B K G Road, Taluka Roha, Distt Raigad - 402126 Maharashtra

NAME (S) AND ADDRESS OF THE MEMBER(S) _____ _____ _____
Folio No./DP ID* No. and Client ID* No. _____
Number of shares _____

Please ✓ in the Box

Member

Proxy

First / Sole Holder/Proxy

Second Holder / Proxy

Third Holder / Proxy

NOTES :

- i. Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Attendance Slip which should be signed and deposited before entry at the Meeting Hall.
- ii. Duplicate Attendance Slip will not be issued at the venue.

*Applicable only in case of investors holding shares in Electronic Form.

Route Map for Annual General Meeting Venue



