



MAHARASHTRA SEAMLESS LIMITED

CIN: 99999MH1988PLC080545

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

Taluka Roha, Distt. Raigad-402126, Maharashtra

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

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

NOTICE

Notice is hereby given that the 29th Annual General Meeting of Maharashtra Seamless Limited will be held on Tuesday, the 26th September, 2017 at 12.15 P.M. at the Registered Office of the Company at 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, 2017 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, 2017 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, 2017 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, 2017 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 ₹ 5.00 (100%) per Equity Share of ₹ 5/- each be and is hereby declared for the financial year ended 31st March, 2017."
3. To appoint a Director in place of, Shri Dharam Pal 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 Dharam Pal Jindal (DIN-00405579), 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 continuity of his tenure as Whole Time Director, designated as Executive Chairman of the Company."
4. To appoint Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an ordinary resolution; "RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s L.B. Jha & Co., Chartered Accountants (Firm Regn. No.- 301088E), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 34th Annual General Meeting of the Company, subject to ratification of their appointment at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an ordinary resolution: "RESOLVED THAT Shri Shiv Kumar Singhal (DIN-00940261) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 1st January, 2017 and who holds office upto this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013, and in respect to whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member, proposing his candidature be and is hereby appointed as a Director of the Company liable to retire by rotation."
6. To consider and if thought fit, to pass the following resolution as an 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, approval of members of the Company be and is hereby accorded to the appointment of, and payment of remuneration to Shri Shiv Kumar Singhal, (DIN-00940261) as Whole Time Director of the Company, for a period of 5 (five) years with effect from 1st January, 2017 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 Shiv Kumar Singhal.

SALARY

₹.1,50,900/- (One lakh fifty thousand nine hundred only) per month to be revised from time to time in the grade of ₹ 1,50,900- 5,00,000 per month.



PERQUISITES

- I. The Whole Time Director shall be entitled to perquisites and benefits like furnished/non furnished accommodation or house rent allowance in lieu thereof, medical reimbursement, leave travel concession for self and family, car with driver for business and personal use, 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 Whole Time Director shall be entitled to Company's contribution to Provident 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

- I. The Whole Time Director shall not be paid any sitting fees for attending the meeting(s) of the Board of Directors or Committees thereof.
 - II. The Whole Time Director shall be entitled to reimbursement of entertainment, traveling and all other expenses incurred in the course of the Company's business.
7. To consider and if thought fit, to pass the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Regulation 23 of 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 Star Drilling Pte. Ltd., Singapore an Associate of the Company for providing additional security by creating pledge on investments made by the Company in the units of Mutual Funds, as detailed in the Explanatory Statement to the Notice.
 8. To consider and if thought fit, to pass the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Regulation 23 of 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 Dev Drilling Pte. Ltd., Singapore an Associate of the Company for providing security by way of Standby Letter of Credit, as detailed in the Explanatory Statement to the Notice.
 9. To consider and if thought fit, to pass the following resolution as an ordinary resolution:
"RESOLVED THAT pursuant to Regulation 23 of 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 Jindal Pipes Limited, for providing loan, sale/purchase of pipes, stores, scrap, toolings etc., providing/avaialing job work services by the Company as detailed in the Explanatory Statement to the Notice.
 10. To consider and if thought fit, to pass the following resolution as an ordinary resolution:
"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, and Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time M/s R. J. Goel & Co., Cost Accountants (Firm Regn. no. 00026), the Cost Auditors appointed by the Board of Directors of the Company to conduct the audit of cost records of the Company for the financial year ending 31st March, 2018 be paid remuneration of ₹ 1,30,000/- (One Lakh thirty thousand only), apart from reimbursement of actual expenses to be incurred by them, in connection with conducting the audit of cost records of the Company."

By Order of the Board

Place : Gurgaon

Dated : 14th August, 2017

D. C. GUPTA
V.P. & Company Secretary
FCS 2424



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 as 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 14th September, 2017 to 19th September, 2017 (both days inclusive) for the purpose of ascertaining the shareholders entitled to dividend for the year ended 31st March, 2017, 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 13th September, 2017 and to the Beneficial Holders as per the Beneficiary List as on 13th September, 2017, 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 27th September, 2017.
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 2008-09 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 27th September, 2016 (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 2009-10 onwards are given below:

Year	Date of Declaration	Dividend (%)	Per share (₹)
2009 -10	30.09.2010	120	6.00
2010 -11	30.09.2011	120	6.00
2011 -12	28.09.2012	120	6.00
2012 -13	30.09.2013	120	6.00
2013 -14	26.09.2014	120	6.00
2014 -15	28.09.2015	100	5.00
2015 -16	27.09.2016	50	2.50

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 9th September, 2017 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 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 Directors 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 Dharam Pal Jindal	Shri Shiv Kumar Singhal
Age	67 years	56 years
Qualifications	B. Com	B. Com
Expertise in specific functional area	Prominent industrialist having wide business experience	Wide administrative experience in seamless pipe industry.
Date of appointment as Director of the Company	10.05.1988	01.01.2017
Directorship of other Companies	-Jindal Pipes Ltd. -Jindal Drilling & Industries Ltd. -Dhunseri Petrochem Ltd. -Jindal Aluminium Ltd. - Pragun Jindal Philanthropic Organisation - Jindal Naturecare Ltd.	-Jindal Premium Connections Pvt. Ltd. -Dytop Commodeal Ltd. -Brahmadev Holding and Trading Ltd. -Sigma Infrastructure Pvt. Ltd.
Chairman/Member of Committees of other Companies	Member- Audit Committee Jindal Drilling & Industries Ltd.	NIL
No. of shares held	1,57,222	1,400
Inter-se relationship with other Directors	Shri Saket Jindal (Son)	None

- 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 Directors seeking appointment/re-appointment at the Annual General Meeting forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment.
- 12 Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company 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 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.
- 14 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 29th 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 rights 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. 19th September, 2017.

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 Executive Chairman, within 48 hours from the conclusion of Annual General Meeting. The results 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 23rd September, 2017 (9.00 A.M) and ends on 25th September, 2017 (5.00P.M). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2017 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 OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. 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 the 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.
- (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 and 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 playstore. Apple and Windows phone users can download the app from the App Store and 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.

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. 5 & 6:

Shri Shiv Kumar Singhal was co-opted as an Additional Director of the Company w.e.f. 1st January, 2017. Pursuant to Section 161 of the Companies Act, 2013 (the Act), he holds office upto the date of the ensuing Annual General Meeting.

The Board of Directors of the Company has also appointed Shri Shiv Kumar Singhal as Whole time Director of the Company for a period of 5 years w.e.f. 1st January, 2017 on the terms and conditions, set out in the resolution.

The Company has received notice, in writing, from a member, along with the deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Shri Shiv Kumar Singhal as Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director of the Company. Further it is also necessary to obtain approval of the members for appointment and payment of remuneration to Shri Shiv Kumar Singhal as Whole Time Director.

Except Shri Shiv Kumar Singhal 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 recommends the resolution as set out in Item no. 5 and 6 of this Notice for your approval.

Item No. 7

During the year ended 31st March, 2017, the Company has entered into material related party transactions, as defined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with Star 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, placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Star Drilling Pte. Ltd., Singapore.
- b. Name of the Director or Key Managerial personnel, who is related, if any- None.
- c. Nature of relationship- Star Drilling Pte. Ltd., Singapore is an Associate Company.
- d. Nature, material terms, monetary value and particulars of transaction-

Providing additional security by creating pledge on Mutual Fund investments made in Fixed Maturity Plans by the Company for an amount up to USD 17.325 million in favour of Axis Bank Ltd., Singapore Branch as Security Agent in support of Star Driling Pte. Ltd. to secure the outstanding loan availed by the said Company.

- e. Any other information relevant for the members to make a decision on the transaction - Upon providing the above said security by pledge of Mutual Fund investments in Fixed Maturity Plans for upto USD 17.325 million, existing pledge on Mutual Fund investments in Liquid Funds amounting upto USD 16.500 million was released, resulting in net increase in security by USD 0.825 million.

Your Directors commend the resolution for your approval.

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

Item No. 8

During the year ended 31st March, 2017, the Company has entered into material related party transactions, as defined under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, with Dev 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, placed before it.

The particulars of transaction are as under-

- a. Name of the Related Party- Dev Drilling Pte. Ltd., Singapore.
- b. Name of the Director or Key Managerial personnel, who is related, if any- None.
- c. Nature of relationship- Dev Drilling Pte. Ltd., Singapore is an Joint Venture Company.



d. Nature, material terms, monetary value and particulars of transaction-

Arranging Standby Letter of Credit (SBLC) of upto USD 30 million from IndusInd Bank Ltd., New Delhi for a loan of upto USD 30 million availed from IndusInd Bank, Gift City Branch, Gandhi Nagar by Dev Drilling Pte. Ltd. to repay the existing loan from Deutsche Bank AG, Singapore.

e. Any other information relevant for the members to make a decision on the transaction-

Upon providing the above said security, SBLC for upto USD 30 million arranged earlier by the Company for Dev Drilling Pte. Ltd. was released.

Your Directors commend the resolution for your approval.

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

Item No. 9

During the year ended 31st March, 2017, the Company has entered into material related party transactions, as defined under the SEBI (Listing Obligations and 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 in the ordinary course of business and at arm's length basis, placed before it.

The particulars of transaction are as under-

a. Name of the Related Party- Jindal Pipes Ltd.

b. Name of the Director or Key Managerial personnel, who is related, if any- Shri D. P. Jindal and Shri Saket Jindal are Directors and shareholders of Jindal Pipes Limited.

c. Nature of relationship- Jindal Pipes Limited is a Related Party.

d. Nature, material terms, monetary value and particulars of transaction-

Providing loan, sale/purchase of pipes, stores, scrap, toolings etc., providing/avaialing job work services by the Company amounting to ₹ 114 crore.

e. Any other information relevant for the members to make a decision on the transaction -
None

Your Directors commend the resolution for your approval.

Shri D. P. Jindal and Shri Saket Jindal being Directors and Shareholders of Jindal Pipes Limited and their relatives may be deemed to be concerned or interested financially or otherwise in the said resolution.

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

Item No. 10

Pursuant to Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 and The Companies (Cost Records and Audit) Rules, 2014, the remuneration payable to Cost Auditors has to be ratified by the shareholders of the Company. The Board of Directors at its meeting held on 14th August, 2017, on the recommendation of the Audit Committee, had appointed M/s R. J. Goel & Co. Cost Accountants (Firm Regn. no. 00026), as Cost Auditors to conduct audit of cost records of the Company for the financial year ending 31st March, 2018 and subject to ratification of shareholders, fixed their remuneration at ₹ 1,30,000/- (One lakh thirty thousands only) in addition to reimbursement of actual expenses to be incurred by them in connection with conducting the said audit.

None of the Directors/Key Managerial Personnel of the Company 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. 10 of this Notice for approval of members.

By Order of the Board

Place : Gurgaon
Dated : 14th August, 2017

D. C. GUPTA
V.P. & Company Secretary
FCS 2424



MAHARASHTRA SEAMLESS 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@mahaseam.com, website: www.jindal.com CIN: L99999MH1988PLC080545

PROXY FORM

(Pursuant to Section 105 (6) of the Comapnies 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 Maharashtra Seamless 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 _____ or failing him / her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General meeting of the Company, to be held on Tuesday, 26th September, 2017 at 12.15 P.M. at 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 :-

Table with 3 columns: Resolutions, For, Against. Row 1: To consider and adopt: a. the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 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, 2017 together with the Report of Auditors thereon; Row 2: Declaration of Dividend on Equity Shares. Row 3: Re-appointment of Shri Dharam Pal Jindal as Director who retires by rotation. Row 4: Appointment of Auditors and fixing their remuneration.



Resolutions	For	Against
5. Appointment of Shri Shiv Kumar Singhal as Director		
6. Appointment of Shri Shiv Kumar Singhal as Whole Time Director		
7. Approval of related party transaction(s) with Star Drilling Pte. Ltd.		
8. Approval of related party transaction(s) with Dev Drilling Pte. Ltd.		
9. Approval of related party transaction(s) with Jindal Pipes Ltd.		
10. Approval of the Remuneration of M/s R. J. Goel & Co., as Cost Auditors.		

*Applicable for investors holding shares in electronic form.

Signed this day of 2017



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.



MAHARASHTRA SEAMLESS 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@mahaseam.com, website: www.jindal.com
CIN: L99999MH1988PLC080545

Attendance slip for the 29th Annual General Meeting (to be hand over at the registration counter)

I/We hereby record my /our presence at the 29th Annual General Meeting of the Company on Tuesday, 26th September, 2017 at 12.15 P.M at the registered office of the Company 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.

