



JINDAL DRILLING & INDUSTRIES LIMITED

REGD. OFFICE : PLOT NO. 30, INSTITUTIONAL SECTOR 44,
GURGAON 122002 HARYANA.

POSTAL BALLOT NOTICE

(Pursuant to Section 192A of the Companies Act, 1956)

Notice is hereby given, pursuant to provisions of Section 192A of the Companies Act, 1956 (the Act) read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, that the resolution appended below is proposed to be passed by postal ballot.

SPECIAL BUSINESS

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

“**RESOLVED THAT** pursuant to the provisions of the Section 17, 146, 192A and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval of the Company Law Board/Central Government and subject also to such permission, sanction or approvals as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification or amendment thereof, consent of the members be and is hereby accorded for shifting of registered office of the Company from the State of Haryana to the State of Maharashtra and that the clause II of the Memorandum of Association of the Company be substituted by the following clause:

II. The registered office of the Company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the Registered office of the Company be shifted from the State of Haryana to such other place in the State of Maharashtra as may be determined by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to take such steps, do such acts, deeds as they may deem necessary and proper in this matter.”

By order of the Board
For JINDAL DRILLING & INDUSTRIES LIMITED

RAJEEV RANJAN
Company Secretary

Place : Gurgaon

Date : 29th October, 2011

Note(s):

1. The Explanatory Statement pursuant to Section 173(2) read with Section 192A of the Companies Act, 1956 is annexed hereto.
2. The Company has appointed Mr. Ranjeet Pandey, FCS, LLB, Practicing Company Secretary of M/S Ranjeet Pandey & Associates, New Delhi as Scrutinizer for conducting postal ballot process in a fair and transparent

manner. The scrutinizer will submit his report to the Chairman or in his absence any Director, after completion of the scrutiny.

3. Members are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote. Postal Ballot Form duly completed and signed should be returned in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer not later than the close of working hours on Monday, 19th December, 2011. Envelopes containing postal ballot forms, if sent by courier or by registered post at the expense of the member, will also be accepted.
4. The result of the Postal Ballot shall be declared by the Chairman or in his absence by any Director and/ or Company Secretary on 23rd December, 2011 at 10.00 A.M. at the registered office of the Company at Plot No. 30, Institutional Sector 44, Gurgaon 122002 (Haryana) and the date of declaration of the result of the postal ballot will be deemed to be date of passing the resolution.
5. The result of the Postal Ballot shall also be published in at least one English and one Vernacular Language newspaper circulating in the district in which the registered office of the Company is situated.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) READ WITH SECTION 192A OF THE COMPANIES ACT, 1956

The Company has its administrative office in the State of Maharashtra. It is proposed to shift the registered office of the Company from the State of Haryana to the State of Maharashtra, since the Board is of the view that the proposed shifting of the registered office would facilitate carrying on the business of the Company more advantageously, efficiently, economically and conveniently.

The proposed shifting would also bring the operations and the registered office geographically in close proximity with each other and this would facilitate better control over the functioning, administration and business of the company.

It is therefore, proposed to give the enabling powers to the Board of Directors to shift the registered office of the Company from the State of Haryana to the State of Maharashtra.

The Board, commend the resolution to be passed as special resolution through postal ballot.

All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public holidays) between 11.00 A.M. to 1.00 P.M.

None of the Directors are concerned or interested in the resolution.

By order of the Board
For JINDAL DRILLING & INDUSTRIES LIMITED

RAJEEV RANJAN
Company Secretary

Place: Gurgaon
Date: 29th October, 2011

Instruction(s):

1. Pursuant to the provisions of section 192A of the Companies Act 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the assent or dissent of the members in respect of the resolution(s) as set out in the accompanying notice dated 29th October, 2011, shall be determined through Postal Ballot.
2. A shareholder desiring to exercise his vote by Postal Ballot may complete this postal ballot form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company.
3. The postal ballot form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder. Unsigned postal ballot forms will be rejected.
4. Where the postal ballot form has been signed by an authorized representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the postal ballot form.
5. The Postal Ballot Form duly completed and signed should be sent to the Scrutinizer appointed by the Board on or before close of working hours on 19th December, 2011. The postal ballot(s) received after this date will be treated as if the reply from the member has not received and same will not be considered.
6. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 5 above.
7. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed pre-paid postage envelope. All such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
8. Incomplete and unsigned Postal Ballot Form shall be rejected.
9. The Scrutinizer's decision on the validity of a postal ballot will be final.



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Serial No.

1. Name and Registered address
of the Sole/First name member
(in block letters)

2. Name of Joint Member(s)
(in block letters)

3. Folio No. / DP ID No. / Client ID No*
(*Applicable to investors holding
shares in dematerialized form)

4. No. of Shares held :

5. I / we hereby exercise my / our vote in respect of the resolution to be passed through Postal Ballot for the business stated in the Notice dated 29th October, 2011, of the Company by sending my / our assent /dissent by placing tick (✓) mark in the appropriate box below :

Description	No. of Shares	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
Special Resolution for shifting the Registered Office of the Company from the State of Haryana to State of Maharashtra			

Place :

Date :

Signature of the Shareholder

Note :

Please read carefully the instructions printed overleaf before exercising vote.