

May 12, 2017

The BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
022 - 2272 3121, 2037, 2041,
corp.relations@bseindia.com
Security Code No. : 532286

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no.C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051
022 - 2659 8237, 8238, 8347, 8348
cmlist@nse.co.in
Security Code No. : IINDALSTEL

Sub: - Details of Result of Postal Ballot (including remote e-voting) pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015

Dear Sir(s),

This is to inform you that, consequent to the approval of the Board of Directors of the Company, dated March 30, 2017 to conduct Postal Ballot pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, for seeking approval of the shareholders of the Company for the matters stated in the notice of Postal Ballot dated March 31, 2017 read with the Explanatory Statement attached thereto, the last date for the voting was Thursday, May 11, 2017.

The Board also appointed M/s MZ & Associates, Company Secretaries as the Scrutinizer for conducting the Postal Ballot process in accordance with the law and in a fair and transparent manner. The detailed Scrutinizer Report, dated May 12, 2017 is submitted herewith.

Summary of the votes casted through remote e-voting and physical ballot is given below:-

Sr. No.	Particulars	Item No. 1	Item No. 2
1.	Total Number of votes casted	6,58,781,401	6,58,787,188
2.	Less: Invalid no of votes casted	27,530	55,814
3.	Valid No of votes casted (Net)	6,58,753,871	6,58,731,374
4.	Total no of votes with assent for the Resolution	6,58,480,679	6,58,462,535
5.	Total no of votes with dissent for the Resolution	2,73,192	2,68,839
6.	% of Total votes casted in favor of the resolution	99.959	99.959
7.	% of Total votes casted against the resolution	0.041	0.041

Jindal Steel & Power Limited

Corporate Office Jindal Centre, 12 Bhikaiji Cama Place, New Delhi 110 066

CIN No: L27105HR1979PLC009913

T +91 11 4146 2000 **F** +91 11 2616 1271 **W** www.jindalsteelpower.com, **E:** jsplinfo@jindalsteel.com

Registered Office O. P. Jindal Marg, Hisar, 125 005, Haryana

It may be noted that all the Resolutions set out in the Notice of the Postal Ballot dated March 31, 2017 have therefore been approved and considered as passed by the shareholders with the requisite majority on May 11, 2017.

Also, please find enclosed the details of the voting results as required under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You.

For Jindal Steel & Power Limited



Company Secretary & Compliance Officer

Encl: As above

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Registered Office O. P. Jindal Marg, Hisar, 125 005, Haryana

12th May, 2017

The Company Secretary
Jindal Steel & Power Limited
OP Jindal Marg, Hisar125005

Dear Sir,

Subject: Scrutiniser's Report on Postal Ballot Voting Process and Remote E-Voting Process conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time.

The Board of Directors of Jindal Steel and Power Limited ('the Company') have vide resolution passed on March 30th, 2017 decided to conduct the process of voting through Postal Ballot as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time on the Special Resolutions as set out in the Postal Ballot Notice dated March 31st, 2017 for obtaining the approval of members of the Company in respect of the following resolutions:-

Reference to the Companies Act, 2013	Type and Description of the resolution
Section 42 read with Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and	<p>Special Resolution</p> <p>Issue of convertible warrants to Promoter Group entity on preferential basis</p> <p>"RESOLVED THAT pursuant to the provisions of Section 42 read with Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and all such other approvals, the consent of the Company be and is hereby accorded to the Board of Directors ("the term Board includes the Corporate Management Committee") ("the Board") , to create, issue, offer and allot in one or more tranches, upto 4,80,00,000 (Four Crore Eighty Lakhs only) Convertible Warrants ("Warrants") on preferential basis to M/s Opelina Finance and Investment Limited an entity of Promoter Group, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents/writings, and each warrant convertible into or exchangeable for one equity share of face value of Re. 1/-</p>

MZ & ASSOCIATES, Company Secretaries

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each (the "Equity Shares") at a price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI (ICDR) Regulations or other applicable laws;

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, as amended from time to time the "Relevant Date" for the purpose of calculating the price for the issue of Warrants/Equity Shares will be April 11, 2017 i.e. 30 days prior to the date of declaration of result of postal ballot;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

1. The equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.
2. Warrant subscription price equivalent to 25% of the issue price of the Warrants/ Equity Shares will be payable at the time of subscription to the Warrants, as prescribed by the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Warrants/Equity Shares. Warrant exercise price equivalent to the 75% of the issue price of the Warrant/Equity Shares shall be payable by the Warrant holder(s) at the time of conversion of the Warrant.
3. The issue of the Warrants as well as Equity Shares arising from the conversion of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
4. In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.
5. The Equity Shares to be issued and allotted by the Company on exercise of the conversion of Warrants in the manner aforesaid shall be in dematerialized form and subject to the Memorandum of Association and Articles of Association of the Company shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
6. The Warrants/Equity Shares allotted pursuant to conversion of such warrants shall be subject to a lock-in for a period

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the holder(s) of the Warrants;

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	<p>RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants/Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc as may be necessary to give effect to the aforesaid resolution."</p> <p>RESOLVED FURTHER THAT any Director and/or Chief Financial Officer and/or Company Secretary & Compliance Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and execute all such agreements, documents, instruments and writings as may be required in such manner as they may deem fit in its absolute discretion."</p>
<p>Section 42 read with Section 62 and other applicable provisions, if any, of the Companies Act, 2013</p>	<p>Special Resolution</p> <p>Issue of Equity Shares to M/s Nalwa Steel and Power Limited on Preferential basis</p> <p>"RESOLVED THAT pursuant to the provisions of Section 42 read with Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) (the "Act") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules /regulations/guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended ("SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended and subject to such approvals, consents, permissions an sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to</p>



SEBI and all such other approvals, the consent of the Company be and is hereby accorded to the Board of Directors ("the term Board includes the Corporate Management Committee") ("the Board"), to create, issue, offer and allot in one or more tranches, upto 14,20,000 (Fourteen Lakhs and Twenty Thousand only) Equity shares of Re. 1/- each to M/s Nalwa Steel & Power Limited on preferential basis, through offer letter and/or circular and/or information memorandum and/or private placement memorandum and/or such other documents/writings and at a price and on such terms and conditions as may be determined by the Board in accordance with the provisions of the SEBI (ICDR) Regulations or other applicable laws;

RESOLVED FURTHER THAT in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of calculating the price for the issue of Equity Shares will be April 11, 2017 i.e. 30 days prior to the date of declaration of result of postal ballot;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilization of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by above resolutions to any Director or any other executive(s) / officer(s) of the Company or any other person as the Board at its discretion deem appropriate, to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT any Director and/or Chief Financial Officer and/or Company Secretary & Compliance Officer, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary and execute all such agreements, documents, instruments and writings as may be required in such manner as they may deem fit in its absolute discretion."

MZ & ASSOCIATES, *Company Secretaries*

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The Company had provided the facility of voting through electronic means as required under the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of the Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MZ & Associates, Firm of Company Secretaries was appointed as a Scrutinizer by Jindal Steel & Power Limited for the purpose of conducting the Postal Ballot process and remote e-Voting process in a fair and transparent manner in respect of obtaining approval of shareholders by way of Special Resolution for **Issue of convertible warrants to Promoter Group entity on preferential basis and Issue of Equity Shares to M/s Nalwa Steel & Power Limited on Preferential basis**

The management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and Rules relating to voting through Postal Ballot and electronic means on the Special Resolutions contained in the notice of Postal Ballot. Our responsibility as a Scrutiniser for the postal ballot voting process and remote e-Voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and provide a Scrutinisers Report of the Votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the physical postal ballots received from the members and remote e-Voting system provided by the National Securities Depository Limited (NSDL)-www.evoting.nsdl.com, the authorised agency to provide e-Voting facilities, engaged by the Company.

The notice dated March 31st, 2017 along with the statement setting out material facts under Section 102 of the Companies Act, 2013 was sent to the members of the Company on 10th April, 2017 by Registered Post/ Registered Airmail/E-mails.

The members of the Company holding the shares as on March 31st, 2017 ("cut-off date") were entitled to vote on the Special Resolutions proposed as set out in the Postal Ballot Notice.

In this regards, We submit our report as under:

1. The Company has provided facility of casting vote to the members of the Company through postal ballot process and also through electronic means.
2. The Company had followed the process as required under Rule 20 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time in respect of providing voting through postal ballot and electronic means.
3. All Postal Ballot Form received up to the close of working hours i.e. 05.00 p.m. on Thursday, 11th May, 2017 being the last date and time fixed by the Company for receipt of the Postal Ballot Forms were considered for scrutiny and for the purpose of this report.
4. The Postal Ballot forms were kept in our safe custody.
5. The remote e-Voting period remained open from Wednesday, 12th April, 2017 at 09:00 A.M. and ends on Thursday, 11th May, 2017 at 05:00 PM.
6. At the end of e-Voting period, we have unblocked the electronic votes in the presence of two witnesses who are not in employment of the Company.
7. The details containing the list of shareholders who voted "FOR" or "AGAINST" the resolution put to vote were downloaded from the e-Voting website of NSDL i.e. www.evoting.nsdl.com.

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8. We have scrutinised the votes cast through electronic means and through physical ballot forms for the purpose of this report.
9. The particulars of all the electronic votes cast by the members through remote e-Voting process and votes cast by the members through physical postal ballot forms have been recorded in a register separately maintained for the purpose.
10. The shareholders exercised their voting either by Remote e-Voting or ballot paper. There was NIL shareholder who opted for both the facilities.
11. A Summary of the postal ballot process(including Remote e-Voting) is as under:

Item No 1.

(a) Special Resolution: **Issue of convertible warrants to Promoter Group entity on preferential basis**

(b) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	853	658781401	100
2	Less: Invalid Votes cast	11	27530	0.0042
3	Total Valid Votes Cast	842	658753871*	99.996
4	Valid Votes "in favour " of the resolution	690	658480679	99.959
5	Valid Votes "against" the resolution	152	273192	0.041

(c) Break up of Physical postal ballot and Remote e-Voting process:

(i) Votes in favour of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	141	347271	0.053
Voting through Electronic means(Remote E-voting)	701	658406600	99.947
Total	842	658753871	100



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(ii) Votes **against** the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	16	21884	8.010
Voting through Electronic means(Remote E-Voting)	136	251308	91.990
Total	152	273192	100

(iii) **Invalid** votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	11	27530
Voting through Electronic means(Remote E-Voting)	-	-
Total	11	27530

*3 equity shareholders comprising of 675 shares were voted short of their entitlement

RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

Item No 2.

- (a) Special Resolution: **Issue of Equity Shares to M/s Nalwa Steel & Power Limited on Preferential basis**
- (b) Consolidated details of the Postal Ballot:

Sr. No.	Particulars	No. of members	No. of Votes Cast	% of the total Votes Cast
1	Total Votes Cast	860	658787188	100
2	Less: Invalid Votes cast	20	55814	0.008
3	Total Valid Votes Cast	840	658731374*	99.992
4	Valid Votes "in favour " of the resolution	666	658462535	99.959
5	Valid Votes "against" the resolution	174	268839	0.041

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(c) Break up of Physical postal ballot and Remote e-Voting process:

(i) Votes **in favour** of the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	132	318987	0.048
Voting through Electronic means(Remote E-voting)	708	658412387	99.952
Total	840	658731374	100

(ii) Votes **against** the resolution

Type of Voting	Number of members voted	Number of Valid Votes cast by them	% of total number of valid votes cast
Voting through physical postal Ballot	17	26239	9.760
Voting through Electronic means(Remote E-Voting)	157	242600	90.240
Total	174	268839	100

(iii) **Invalid** votes

Type of Voting	Total number of members whose votes were declared Invalid	Total Number of votes cast by them
Voting through physical postal Ballot	20	55814
Voting through Electronic means(Remote E-Voting)	-	-
Total	20	55814

*3 equity shareholders comprising of 675 shares were voted short of their entitlement

RECOMMENDATION: The Resolution should be considered passed as a Special Resolution having secured the requisite majority of votes. You may accordingly declare the Result of the voting by Postal Ballot including Remote e-Voting.

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12. The Postal Ballot forms and all other relevant registers, records were handed over to the Company Secretary authorised by the Board for the safe keeping of the records.

Thanking you

Yours faithfully,

	<p>For MZ & Associates Scrutinizer</p> <p><i>[Signature]</i></p> <p>CS. Mohd Zafar Partner Membership No. FCS 9184 CP No. 13875</p>
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We the undersigned witness that the votes were unblocked from the e-Voting website of National Securities Depository Limited (NSDL)-www.evoting.nsdl.com in our presence at 05:00 P.M. on May 11th, 2017 at the office of the Scrutiniser

<p>Signature</p> <p><i>[Signature]</i></p>	<p>Signature</p> <p><i>[Signature]</i></p>
<p>Mr. Ayush Jain Address: 3/31, West Patel Nagar, New Delhi 110008</p>	<p>Mr. Dheeraj Madaan Address: Bahadurgarh, Haryana</p>

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Resolution (1)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				Yes					
Description of resolution considered				Issue of convertible warrants to Promoter Group entity on preferential basis					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	566278937	556159111	98.2129	556159111	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		566278937	556159111	98.2129	556159111	0	100.0000	0.0000
Public- Institutions	E-Voting	179092427	101820278	56.8535	101676115	144163	99.8584	0.1416	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		130	0.0001	130	0	100.0000	0.0000	0
	Total		179092427	101820408	56.8536	101676245	144163	99.8584	0.1416
Public- Non Institutions	E-Voting	169652870	427211	0.2518	320066	107145	74.9199	25.0801	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		374671	0.2208	325257	21884	86.8114	5.8409	27530
	Total		169652870	801882	0.4727	645323	129029	80.4761	16.0908
Total		915024234	658781401	71.9961	658480679	273192	99.9544	0.0415	27530
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>		



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Resolution (2)									
Resolution required: (Ordinary / Special)				Special					
Whether promoter/promoter group are interested in the agenda/resolution?				No					
Description of resolution considered				Issue of Equity Shares to M/s Nalwa Steel and Power Limited on Preferential basis					
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled	Invalid Votes
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	(6)
Promoter and Promoter Group	E-Voting	566278937	556159111	98.2129	556159111	0	100.0000	0.0000	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0
	Total		566278937	556159111	98.2129	556159111	0	100.0000	0.0000
Public- Institutions	E-Voting	179092427	101820278	56.8535	101677790	142488	99.8601	0.1399	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		130	0.0001	130	0	100.0000	0.0000	0
	Total		179092427	101820408	56.8536	101677920	142488	99.8601	0.1399
Public- Non Institutions	E-Voting	169652870	432998	0.2552	332886	100112	76.8793	23.1207	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0
	Postal Ballot (if applicable)		374671	0.2208	292618	26239	78.1000	7.0032	55814
	Total		169652870	807669	0.4761	625504	126351	77.4456	15.6439
Total		915024234	658787188	71.9967	658462535	268839	99.9507	0.0408	55814
Whether resolution is Pass or Not.							Yes		
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>		