

MINUTE BOOK

MINUTES OF THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF JINDAL SAW LTD. HELD ON MONDAY, THE 23rd DAY OF MARCH, 2015 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-1, UPSIDC INDL. AREA, NANDGAON ROAD, KOSI KALAN, DISTT. MATHURA (U.P.) – 281 403

Present :

1. Shri Hawa Singh Chaudhary - Whole Time Director, Chairman of the Meeting
2. Dr. Raj Kamal Agarwal - Independent Director and a Member of Audit Committee, a Member of Nomination & Remuneration Committee
3. Shri Ravinder Nath Leekha - Independent Director and a Member of Audit Committee
4. Shri N. K. Agarwal - CFO
5. Shri Sunil K. Jain - Company Secretary

45 Shareholders were present in person and representatives of 11 corporate entities were also present and 1 shareholder was represented by proxy.

Shri Sunil K. Jain, Company Secretary, on behalf of the Company, extended a warm welcome to the Shareholders, Members of the Board, Representative of Bodies Corporate and Institutional Investors and also briefly introduced the Directors present on the dais.

Since, Chairman was unable to make it convenient to attend the extraordinary general meeting (EGM), the Directors present requested Shri Hawa Singh Chaudhary to conduct the proceedings of the EGM. Shri Hawa Singh Chaudhary, accordingly, occupied the Chair and conducted the proceedings of the EGM.

The Chairman of the meeting announced that requisite quorum for the meeting was present and called the meeting to order.

With the permission of the members present, the notice convening the EGM was taken as read. The Chairman of the meeting also informed the members that :-

- (i) pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder, all shareholders as on the cut-off date, i.e., 13th February, 2015, were provided with the facility to cast their vote electronically through e-voting on the special resolutions set forth in the notice of the EGM.
- (ii) the e-voting portal remained open for voting from Monday, the 16th March, 2015 to Wednesday, the 18th March, 2015.
- (iii) the Board of Directors had appointed Shri Awanish Kumar Dwivedi, Practising Company Secretary of Awanish Dwivedi & Associates, Company Secretaries, as scrutinizer to scrutinize the voting process in a fair and transparent manner as stipulated under the Companies (Management & Administration) Rules, 2014.



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- (iv) the shareholders who had not participated in e-voting process would be offered to cast their ballot through poll to be conducted on the items of agenda.
- (v) the process of casting of ballot by poll on the items of the agenda. Thereafter, the ballot papers were distributed to the shareholders.
- (vi) the consolidated results of e-voting and poll would be declared on 23rd March, 2015 at 5.00 p.m. and the same would also be informed to the stock exchanges as well as the same would also be hosted on the website of the Company.
- (vii) as per the provisions of the Companies Act, 2013 read with Clause 49 of the Listing Agreement, the persons/entities belonging to the Promoters/Promoters' Group had not voted on resolutions as per the agenda of EGM as they were mandated to be abstained from voting.

The Chairman then handover the poll process to the scrutinizer and stated that the meeting would stand concluded when the last vote was cast.

After the business of the meeting was over, Shri N. K. Aggarwal, Vice President (Corporate Accounts & Taxation) & CFO of the Company thanked the Hon'ble Chairman and the Directors for sparing their valuable time for attending the meeting.

Shri H. S. Chaudhary, Chairman of the meeting thanked the members for showing the interest and sparing valuable time for attending the meeting and invited them for lunch.

On the basis of the scrutinizer's report, the Chairman of the meeting informed that the following special resolutions were approved by the requisite majority and accordingly, the special resolutions were declared passed on 23rd March, 2015 :-

Special Resolution No. 1

"RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the revised Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges as applicable and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with JSW Steel Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 10,000 crore from the financial year 2014-2015 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

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"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Special Resolution No. 2

"RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the revised Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges as applicable and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with Jindal Steel & Power Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 10,000 crore from the financial year 2014-2015 and onward provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

Place : Kosi Kalan

CHAIRMAN OF THE MEETING

Date : 15.4.2015



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