

September 25, 2019

BSE Limited
Corporate Relation Department
1st Floor, New Trading Ring
Rotunga Building Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Stock code: 500378

National Stock Exchange of India Limited,
Listing Department,
Exchange Plaza,
Bandra Kurla Complex
Bandra (East)
Mumbai – 400 051
Stock code: JINDALSAW

Sub. : Minutes of 34th Annual General Meeting of the Company – Regulation 31 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

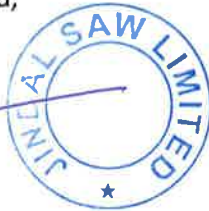
Dear Sirs,

This is with reference to the captioned subject, please find attached certified copy of minutes of the proceedings of 34th Annual General Meeting of the Company held on Monday, the 9th September, 2019 at the registered office of the Company, for your reference and record.

Thanking you,

Yours faithfully,
For Jindal Saw Limited,


Sunil K. Jain
Company Secretary
FCS- 3056



MINUTES OF THE PROCEEDINGS OF 34th ANNUAL GENERAL MEETING OF MEMBERS OF JINDAL SAW LIMITED HELD ON MONDAY, THE 9th SEPTEMBER, 2019 AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-1, UPSIDC INDL. AREA, NANDGAON ROAD, KOSI KALAN, DISTT. MATHURA (U.P.) – 281 403, WHICH COMMENCED AT 1:00 P.M. AND CONCLUDED AT 2:00 P.M.

Present:

1. Mr. Hawa Singh Chaudhary - Whole-time Director, Chairman of the meeting.
2. Mr. Neeraj Kumar - Group CEO and Whole-time director and member of Audit and Stakeholders Relationship Committee.
3. Dr. Raj Kamal Aggarwal - Independent Director, Chairman of Audit and Nomination & Remuneration Committee and Member of Stakeholders Relationship Committee.
4. Mr. Ravinder Nath Leekha - Independent Director and Member of Audit, Nomination & Remuneration and Stakeholders Relationship Committee.
5. Mr. Sanjeev Shankar - Independent Director and Member of Audit Committee.
6. Mr. Sunil K. Jain - Company Secretary
7. Mr. Narendra Mantri - Chief Financial Officer

55 Shareholders were present in person. No proxy was received by the Company.

Since, Chairman of the Company was unable to make it convenient to attend the Annual General Meeting (AGM), the Directors present elected Mr. Hawa Singh Chaudhary as Chairman of meeting (Chairman) and requested him to conduct the proceedings of the AGM. Mr. Hawa Singh Chaudhary, Chairman, accordingly occupied the Chair and conducted the proceedings of the AGM.

The Chairman of Stakeholders Relationship Committee had authorised Mr. Ravinder Nath Leekha to attend the meeting instead of himself.

The Chairman, on behalf of the Board, extended a warm welcome to the Shareholders, Members of the Board, Representatives of Bodies Corporate and Institutional Investors and introduced the Directors present on the dais.

The Company Secretary confirmed that requisite quorum for the meeting was present. He thereafter called the meeting to order and informed that representatives of 17 bodies corporate holding 13,54,88,901 (Thirteen Crore Fifty Four Lakh Eighty Eight Thousand Nine Hundred One) equity shares were present.

The Company Secretary also informed the reasons for absence of Mr. P. R. Jindal, Chairman of the Company, Ms. Sminu Jindal, Managing Director, Ms. Shradha Jatia, Director, Ms. Tripti Arya, Director, Mr. Abhiram Tayal, Independent Director, Mr. Ajit Kumar Hazarika, Independent Director Dr. Vinita Jha, Independent Director, Mr. Girish Sharma, Independent Director and Mr. S. K. Gupta, Secretarial Auditor in the meeting.



The Company Secretary informed that Mr. Sougata Mukherjee, Partner, Price Waterhouse Chartered Accountants LLP, Statutory Auditors of the Company along with his team member was also present in the meeting.

The Company Secretary further informed the Members that Register of Directors and Key Managerial Personnel and their shareholding, if any, and the Register of Contracts in which Directors were interested required to be kept pursuant to Section 170 and 189 of the Companies Act, 2013 along with Auditors' Report and Secretarial Audit Report were available for inspection by Members during the meeting. He further confirmed the compliance of the Companies Act, 2013 and Secretarial Standard on the General Meeting with respect to calling, commencing and conducting the AGM.

The Company Secretary, thereafter read out the message of the Chairman of the Company to the Shareholders on his behalf.

Thereafter, the Group CEO & Whole-time Director of the Company gave a presentation of financial and operational highlights of the Company during the year ended 31st March, 2019. He also replied the various queries of Members.

With the permission of the Members present, the Notice convening the AGM was taken as read. The Company Secretary informed that there were no qualifications/ observations or adverse remark in the Auditors Report on the financial transactions or matters which had any adverse effect on the functioning of the Company. Therefore, reading of the same was not required under Section 145 of the Companies Act, 2013. He also informed that there was no qualification/ observation or adverse remark in the Secretarial Auditor's Report.

The Company Secretary, thereafter informed the following to 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., 2nd September, 2019, were provided with the facility to cast their vote electronically through remote e-voting services on all the resolutions set forth in the Notice of the AGM.
- (ii) The e-voting portal remained open for voting from 9:00 A.M. on Friday, 6th September, 2019 to 5:00 P.M. on Sunday, 8th September, 2019.
- (iii) The Board of Directors had appointed Mr. Awanish Kumar Dwivedi of M/s 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.
- (iv) The Shareholders who had not participated in remote e-voting process would be offered to cast their vote through poll at the meeting on the items set forth of the Notice.
- (v) The ballot papers would be distributed to the Shareholders.
- (vi) He explained the process of casting of vote through poll on the items of the Notice.



- (vii) The consolidated results of remote e-voting and poll at the meeting would be declared within stipulated time period and the same would be informed to the Stock Exchanges and would also be hosted on the website of the Company.

The Chairman, then, took up official business of the meeting. In that regard he informed that all the resolutions as per the notice of AGM were put to vote through remote e-voting, therefore, they were not required to be proposed and seconded: -

ORDINARY BUSINESS:

ITEM NO.1- ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON - ORDINARY RESOLUTION

The Members of the Company considered the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and Reports of Directors and Auditors attached thereto. Some of the Members raised queries regarding Accounts of the Company, impact of the general economic conditions on the working of the Company and future planning of the Company with regard to the business. Some Members sought information regarding to subsidiaries of the Company, which were replied to by the Mr. Neeraj Kumar, Group CEO and Whole-time Director of the Company.

With the consent of the Members present, item no 1 of the Notice pertaining to adoption of Financial Statements for the financial year ended 31st March, 2019 of the Company was taken as read and was adopted as an ordinary resolution:

“Resolved that the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 together with report of Directors and Auditors thereon be and are hereby approved and adopted.”

ITEM NO.2- DECLARE DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR 2018-19- ORDINARY RESOLUTION

With the consent of the Members present, item no 2 of the Notice pertaining to declaration of dividend on equity shares of the Company was taken as read and was adopted as an ordinary resolution:

“Resolved that pursuant to the recommendation made by the Board of Directors of the Company, a dividend at the rate of Rs. 2 per equity share of Rs. 2 each be and is hereby declared out of the current profits of the Company for the financial year ended 31st March, 2019, to be paid to the equity shareholders of the Company whose names appear on the records of the Company as on 2nd September, 2019.”

ITEM NO.3- RE-APPOINTMENT OF MS. TRIPTI ARYA, (DIN: 00371397) AS DIRECTOR PURSUANT TO RETIRE BY ROTATION - ORDINARY RESOLUTION

With the consent of the Members present, item no 3 of the Notice pertaining to re-appointment of Ms. Tripti Arya as Director of the Company was taken as read and was adopted as an ordinary resolution:



“Resolved that Ms. Tripti Arya, (DIN: 00371397) who retires by rotation and, being eligible offers herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

ITEM NO.4- RE-APPOINTMENT OF MR. HAWA SINGH CHAUDHARY, AS A WHOLE-TIME DIRECTOR (DIN: 00041370) PURSUANT TO RETIRE BY ROTATION - ORDINARY RESOLUTION

With the consent of the Members present, item no 4 of the Notice pertaining to re-appointment of Mr. Hawa Singh Chaudhary as a Whole-time Director of the Company was taken as read and was adopted as an ordinary resolution:

“Resolved that Mr. Hawa Singh Chaudhary, (DIN: 00041370) who retires by rotation and, being eligible offers himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation”

SPECIAL BUSINESS:

ITEM NO.5- RE-APPOINTMENT OF DR. RAJ KAMAL AGGARWAL (DIN: 00005349), AS AN INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

With the consent of the Members present, the resolution for item no. 5 of the Notice pertaining to re-appointment of Dr. Raj Kamal Aggarwal as an Independent Director of the Company was taken as read and was adopted as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Raj Kamal Aggarwal (DIN 00005349), whose first term as an Independent Director would be expiring on 9th September, 2019, be and is hereby re-appointed as an Independent Director of the Company for his second term of five consecutive years w.e.f. 10th September, 2019.”

ITEM NO.6- RE-APPOINTMENT OF MR. RAVINDER NATH LEEKHA (DIN: 00888433) AS AN INDEPENDENT DIRECTOR – SPECIAL RESOLUTION

With the consent of the Members present, the resolution for item no 6 of the Notice pertaining to re-appointment of Mr. Ravinder Nath Leekha as Independent Director of the Company was taken as read and was adopted as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ravinder Nath Leekha (DIN 00888433), whose first term as an Independent Director would be expiring on 9th September, 2019, be and is hereby re-appointed as an Independent Director of the Company for second term of five consecutive years w.e.f. 10th September, 2019.”



ITEM NO.7- RE-APPOINTMENT OF MR. HAWA SINGH CHAUDHARY (DIN: 00041370), AS WHOLE-TIME DIRECTOR- ORDINARY RESOLUTION.

With the consent of the Members present, the resolution for item no 7 of the Notice pertaining to re-appointment of Mr. Hawa Singh Chaudhary (Din: 00041370), as Whole-Time Director was taken as read and was adopted as an ordinary resolution:

“RESOLVED THAT subject to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby approves the re-appointment of Mr. Hawa Singh Chaudhary (DIN 00041370), as a Whole-time Director, liable to retire by rotation, for a further period of two years with effect from 1st November, 2019, and upon such terms and conditions including remuneration as are set out in the Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any duly authorised Committee of the Board) to alter and vary the terms and conditions of the said re-appointment, including the remuneration which shall not exceed an overall ceiling of Rs. 14 lakhs p.m. (Rupees Fourteen Lakhs per month) as may be agreed to between the Board and Mr. Hawa Singh Chaudhary.”

ITEM NO.8- APPOINTMENT OF DR. VINITA JHA (DIN: 08395714) AS AN INDEPENDENT DIRECTOR OF THE COMPANY - ORDINARY RESOLUTION

With the consent of the Members present, the resolution for item no 8 of the Notice pertaining to appointment of Dr. Vinita Jha as an Independent Director of the Company was taken as read and was adopted as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Vinita Jha (DIN : 08395714), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for her first term of five consecutive years w.e.f. 22nd March, 2019.”

ITEM NO.9- APPOINTMENT OF MR. SANJEEV SHANKAR (DIN: 06872929) AS AN INDEPENDENT DIRECTOR OF THE COMPANY - ORDINARY RESOLUTION

With the consent of the Members present, the resolution for item no 9 of the Notice pertaining to appointment of Mr. Sanjeev Shankar as an Independent Director of the Company was taken as read and was adopted as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing



Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sanjeev Shankar (DIN : 06872929), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for his first term of five consecutive years w.e.f. 22nd March, 2019."

ITEM NO.10- APPOINTMENT OF MR. GIRISH SHARMA (DIN: 05112440) AS AN INDEPENDENT DIRECTOR OF THE COMPANY - ORDINARY RESOLUTION

With the consent of the Members present, the resolution for item No. 10 of the Notice pertaining to appointment of Mr. Girish Sharma as an Independent Director of the Company was taken as read and was adopted as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girish Sharma (DIN : 05112440), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company for his first term of five consecutive years w.e.f. 22nd March, 2019."

ITEM NO.11- RATIFICATION OF REMUNERATION TO BE PAID TO M/S R. J. GOEL & CO., COST ACCOUNTANTS FOR THE YEAR 2019-20- ORDINARY RESOLUTION

With the consent of the Members present, the resolution for item No. 11 of the Notice pertaining to ratification of remuneration to be paid to M/s R. J. Goel & Co., Cost Accountants for the year 2019-20 was taken as read and was adopted as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 10,00,000 (Rupees Ten Lakhs only) plus other applicable taxes and reimbursement of actual travel and out of pocket expenses, to be paid to M/s R. J. Goel & Co., Cost Accountants (Registration No. 000026), Cost Auditors of the Company, for the financial year 2019-20 be and is hereby ratified."

ITEM NO.12- RAISING OF DEBENTURES ON PRIVATE PLACEMENT BASIS - SPECIAL RESOLUTION

With the consent of the Members present, the resolution for item No. 12 of the Notice pertaining to raising of debentures on private placement basis was taken as read and was adopted as a special resolution:



“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to applicable Regulations, Rules and Guidelines prescribed by the Securities and Exchange Board of India and subject to the provisions of the Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company, for making offer(s) or invitations to subscribe to secured/unsecured redeemable non-convertible debentures, in one or more tranches, aggregating up to Rs. 1,000 crores (Rupees one thousand crores only) on private placement basis, on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said debentures be issued, the consideration for the issue, utilisation of the issue proceeds and all matters connected with or incidental thereto.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

ITEM NO.13- APPROVAL FOR ISSUING OF SECURITIES TO QUALIFIED INSTITUTIONAL BUYERS - SPECIAL RESOLUTION

With the consent of the Members present, the resolution for item No. 13 of the Notice pertaining to approval for issuing of securities to Qualified Institutional Buyers was taken as read and was adopted as a special resolution:

“RESOLVED THAT in accordance with the provisions of Section 23, 42, 62, 71 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force), read with the rules made thereunder, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (hereinafter referred to as the “SEBI Regulations”), the provisions of the Foreign Exchange Management Act, 1999 and such other applicable statutes, notifications, clarifications, circulars, regulations, and guidelines (including any amendment thereto or re-enactment thereof) issued by the Government of India (the “GOI”), the Reserve Bank of India (the “RBI”), the Securities and Exchange Board of India (the “SEBI”), Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to all such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary or desirable, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting any such consents, permissions, approvals and/or sanctions (hereinafter singly or collectively referred to as “the requisite approvals”) which may be agreed to by the Board (or any Committee(s), constituted or hereafter constituted by the Board in this behalf), the Board be and is hereby authorised in its absolute discretion, to create, offer, issue and allot in one or more tranches, Equity Shares and/or Fully Convertible Debentures/ Partly Convertible Debentures/ Optionally Convertible Debentures/ Non-Convertible Debentures with warrants or any other Securities (other than warrants) or



a combination thereof, which are convertible into or exchangeable with equity shares of the Company at a later date (hereinafter collectively referred to as the "Specified Securities"), to Qualified Institutional Buyers (as defined in the SEBI Regulations) by way of a Qualified Institutions Placement, as provided under SEBI Regulations for an aggregate amount not exceeding Rs. 1,000 crores (Rupees one thousand crores only), inclusive of such premium as may be decided by the Board, at a price which shall not be less than the price determined in accordance with the pricing formula stipulated under SEBI Regulations.

"RESOLVED FURTHER THAT the relevant date for the purpose of arriving at the aforesaid minimum issue price of the Specified Securities shall be

- In case of allotment of equity shares, the date of the meeting in which the Board or a Committee of the Board decides to open the proposed issue.
- In case of allotment of eligible convertible securities.

i. either the date of the meeting in which the Board or a Committee of the Board decides to open the issue of such convertible securities; or

ii. the date on which the holders of such convertible securities become entitled to apply for the equity shares. as may be determined by the Board.

"RESOLVED FURTHER THAT :

i. The Specified Securities to be created, offered, issued and allotted shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;

ii. The equity shares that may be issued on conversion of the Specified Securities issued shall rank pari passu with the then existing equity shares of the Company in all respects including dividend; and

iii. The number and/or conversion price in relation to equity shares that may be issued and allotted on conversion of the Specified Securities that may be issued shall be appropriately adjusted in accordance with the SEBI Regulations for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.

"RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Specified Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets, the Board, subject to applicable laws, regulations and guidelines, be and is hereby authorised to dispose off such Specified Securities that are not subscribed, in such manner as it may in its absolute discretion deem fit.

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to finalisation and approval of the preliminary as well as final offer document(s), determining the form, manner and timing of the issue, including the investors to whom the Specified Securities are to be issued and allotted, the number of Specified Securities to be allotted, issue price, face value, premium amount on issue/ conversion of Specified Securities, if any, rate of interest, execution of various agreements/ deeds/ documents/ undertakings, creation of mortgage/ charge/ encumbrance in addition to the existing



mortgages, charges and hypothecation by the Company as may be necessary on such of the assets of the Company both present and future, in such manner as the Board may direct, in accordance with Section 180(1)(a) of the Companies Act, 2013, in respect of any of the Specified Securities issued either on pari passu basis or otherwise, and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the Specified Securities and utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members to that end and intent that the members shall be deemed to have given their approval thereto expressly by virtue of this resolution.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint such Consultants, Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Solicitors, Lawyers, Merchant Bankers and any such Agencies and intermediaries as may be involved or concerned in such offerings of Specified Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like, and to enter into or execute Agreements/ Arrangements/ MOUs with any such Agency or intermediary and also to seek the listing of any or all of such Specified Securities or securities representing the same on one or more Stock Exchanges.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors or Officers of the Company."

The Chairman then handed over the poll process to the Scrutinizer. Mr. Awanish Kumar Dwivedi, scrutinizer, distributed the ballot paper to the Members present at the meeting. Thereafter, Mr. Awanish Kumar Dwivedi locked and sealed the ballot box in the presence of Members. The Members then started casting their votes and dropping the ballot papers into the ballot box.

After the casting of votes was over, the Chairman announced that the combined results of remote e-voting done previously and poll conducted at the time of meeting, would be available on website of the Company and also on the website of the Stock Exchanges. He authorised the Company Secretary to announce the results of voting appropriately. It was confirmed by him that the quorum for the meeting was present throughout the duration of the meeting. He also declared the conclusion of the meeting.

The Chairman thanked the Shareholders for sparing their time for attending the meeting. Mr Vijay Kumar Gupta, a shareholder, proposed a vote of thanks to the Chairman of the meeting. The meeting, accordingly, concluded at 2:00 P.M.

Sd/-
CHAIRMAN OF THE MEETING

Date: 24-9-2019
Place: Kosi Kalan

True copy

FOR JINDAL SAW LTD.

[Signature]
SUNIL K. JAIN 25-9-2019
COMPANY SECRETARY
FCS: 3056

[Signature]

Annexure

Declaration of Results of Remote e-voting and poll at 34th Annual General meeting held on 9th September, 2019.

As per the provisions of the Companies Act, 2013 read with Listing Regulations, the Company had provided the facility of remote e-voting to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 34th Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 6th September, 2019 to 5.00 p.m. on 8th September, 2019. Further, the Company had also made the arrangement of voting through poll at the meeting to enable the members who had not casted their vote electronically.

The Board of Director had appointed Mr. Awanish Kumar Dwivedi of M/s Awanish Dwivedi & Associates, Company Secretaries as the Scrutinizer for remote e-voting and poll conducted at the time of meeting. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 8th September, 2019 and poll at the time of meeting. He had submitted his consolidated report on 10th September, 2019.

The Consolidated Result of voting as per the Scrutinizer Report dated 10th September, 2019 was as follows:

	Remote E-voting & Voting through poll				
	Number of Shares for which votes cast in favour	% Votes in favour	Number of Shares for which votes cast in against	% Votes against	Invalid Votes
Ordinary Business					
Resolution No. 1- Ordinary Resolution- Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Directors and Auditors thereon.	21,53,80,698	99.999	2	0.001	-
Resolution No. 2- Ordinary Resolution- Declaration of dividend on Equity shares.	21,56,23,947	100.00	-	-	-
Resolution No. 3- Ordinary Resolution- Appoint a Director in place of Ms. Tripti Arya (DIN-00371397),	20,12,62,090	93.339	1,43,61,857	6.661	-



who liable to retires by rotation.					
Resolution No. 4- Ordinary Resolution- Appoint a Director in place of Mr. Hawa Singh Chaudhary, Whole time Director (DIN-00041370), who liable to retires by rotation.	20,32,20,792	94.247	1,24,03,155	5.753	-
Special Business					
Resolution No. 5- Special Resolution- Re-appointment of Dr. Raj Kamal Aggarwal (DIN-00005349), as an Independent Director of the Company.	21,41,18,789	99.302	15,05,158	0.698	-
Resolution No. 6 - Special Resolution- Re-appointment of Mr. Ravinder Nath Leekha (DIN-00888433), as an Independent Director of the Company.	21,55,40,329	99.962	83,468	0.038	-
Resolution No. 7- Ordinary Resolution- Re-appointment of Mr. Hawa Singh Chaudhary (DIN-00041370), as an Whole time Director of the Company	21,56,23,584	99.999	213	0.001	-
Resolution No. 8- Ordinary Resolution- Appointment of Dr. Vinita Jha, an Additional Director (DIN-08395714), as an Independent Director of the Company.	21,56,22,982	99.996	815	0.004	-
Resolution No. 9- Ordinary Resolution- Appointment of Mr. Sanjeev Shankar, an Additional Director (DIN-06872929), as an Independent Director of the Company.	21,56,22,982	99.996	815	0.004	-
Resolution No. 10-					



Ordinary Resolution- Appointment of Mr. Girish Sharma, an Additional Director (DIN-05112440), as an Independent Director of the Company.	21,53,33,871	99.865	2,89,926	0.135	-
Resolution No. 11- Ordinary Resolution- Ratification of remuneration paid to M/s R.J. Goel & co. (Cost Accountants Registration Number: 000026), Cost Auditor of the Company for the Year 2019-20.	21,56,23,795	99.999	2	0.001	-
Resolution No. 12- Special Resolution- Approval for issuance of debentures on private placement basis.	21,56,23,695	99.999	102	0.001	-
Resolution No. 13- Special Resolution- Approval for issuing of securities to qualified Institutional Buyers.	20,11,71,730	93.297	1,44,52,067	6.703	-

Therefore, all the resolutions as per the Notice convening above Annual General Meeting were passed with the requisite majority. The result was communicated to the Stock Exchanges and was also uploaded on the website of the Company.

Sd/-
CHAIRMAN OF THE MEETING

Place: *Koti Kalan*
Date: *24.9.2019*

True copy
For JINDAL SAW LTD.

SUNIL K. JAIN
COMPANY SECRETARY
F. N. 3056

25.9.2019