

March 28, 2023

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. :

- (i) **Proceedings of NCLT convened meeting of Debentures Holders of the Company held on 25th March, 2023.**
- (ii) **Scrutinizer Report on voting results of the business transacted at the National Company Law Tribunal Convened Meeting of Debenture Holders of the Company.**

Dear Sir/Madam,

This is with reference to the captioned subject, we are pleased to inform you that as directed by Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT") vide its order dated 24th January, 2023, the meeting of Debenture Holders of the Company was held on 25th March, 2023 at 4:00 PM at the registered office of the Company at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Dist. Mathura 281403, Uttar Pradesh for considering and approving the Composite Scheme of Amalgamation of Jindal Quality Tubular Limited ("Transferor Company No. 1"), Jindal Tubular (India) Limited ("Transferor Company No. 2") and Jindal Fittings Limited ("Transferor Company No. 3") (hereinafter collectively referred to as "Transferor Companies") with Jindal Saw Limited ("Transferee Company") and their respective shareholders and creditors.

Further, In terms of the provisions of the Companies Act, 2013, the Listing Regulations and above referred order of the NCLT, the Company had provided remote e-voting facility and voting through poll at the meeting to the Debenture Holders to cast their votes. Mr. Anil Kumar, scrutinizer appointed by the NCLT, had prepared his consolidated report on the voting results. The Scrutinizer's Report dated 25th March, 2023 is attached as Annexure 1. The resolution as set out in the Notice dated 10th February, 2023 was approved by the debenture holders with requisite majority.



In terms of the provisions of the Listing Regulations, the combined results of voting through remote e-voting and poll at the meeting is attached as Annexure 2. The voting results along with Scrutinizer's Report are also available on the Company's website at [www. Jindalsaw.com](http://www.Jindalsaw.com).

This is for your information and records.

Yours faithfully,
For Jindal Saw Limited,

Sunil K. Jain
Company Secretary
FCS- 3056

ANIL KUMAR
COMPANY SECRETARY IN PRACTICE
C-03, 2ND FLOOR, VINAYAK CITY SQUARE, 7/9, S.P. MARG, CIVIL LINES,
PRAYAGRAJ-211001.
Email – purswanianil@gmail.com, Mobile No.: 9415306147.

CONSOLIDATED SCRUTINIZER'S REPORT

To,

The Chairperson appointed for the Meeting of the **Debenture holders of Jindal Saw Limited (CIN: L27104UP1984PLC023979)** convened by the National Company Law Tribunal, Allahabad Bench pursuant to Order dated dated 24th January, 2023 passed in Company Application CA (CAA) No. 20 / ALD / 2022.

Report of Scrutinizer on Remote e-voting process and Poll conducted at the Meeting of Debenture holders of Jindal Saw Limited ("the Company") convened by the National Company Law Tribunal, Allahabad Bench ("NCLT") and held on Saturday, 25th March, 2023 at 4.00 P.M. at the Registered Office of the Company at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura – 281403, Uttar Pradesh (hereinafter also referred to as the "Meeting")

Dear Sir,

I, Anil Kumar, Practicing Company Secretary (Membership No. FCS 5693) was appointed by the Hon'ble National Company Law Tribunal, Allahabad Bench vide its Order dated 24th January, 2023 passed in the Company Application CA (CAA) No. 20 / ALD / 2022 as Scrutinizer for the purpose of conducting remote e-voting and poll at the venue of the Meeting of the Debenture holders of the Company held on Saturday, 25th March, 2023 at 4.00 P.M. at the Registered Office of the Company at A-1, UPSIDC Industrial Area, Nandgaon Road, Kosi Kalan, Mathura – 281403 (Uttar Pradesh), pursuant to the provisions of the Companies Act, 2013 (the 'Act') read with applicable

Anil K.

ANIL KUMAR

COMPANY SECRETARY IN PRACTICE
C-03, 2ND FLOOR, VINAYAK CITY SQUARE, 7/9, S.P. MARG, CIVIL LINES,
PRAYAGRAJ-211001.

Email – purswanianil@gmail.com, Mobile No.: 9415306147.

Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 on the resolution seeking approval of the Debenture Holders to the Composite Scheme of Amalgamation ("Scheme") of Jindal Quality Tubular Limited ("Transferor Company 1"), Jindal Tubular (India) Limited ("Transferor Company 2") and Jindal Fittings Limited ("Transferor Company 3") (hereinafter collectively referred to as "Transferor Companies") with Jindal Saw Limited (the "Transferee Company") and their respective Shareholders and Creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 in terms of the Notice dated 10th February, 2023 convening the Meeting.

I do hereby submit my report as under:-

1. The Company had appointed National Securities Depository Limited ("NSDL") as the Agency for providing the e-voting platform to the Debenture holders of the Company.
2. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through remote e-voting and voting conducted through poll at the venue of the Meeting on the resolution contained in the Notice of the Meeting.
3. The Cut-off Date was 10th February, 2023 for the purpose of deciding the Debenture holders entitled to vote through remote e-voting and voting conducted

Anil Kumar

through poll at the venue of the Meeting by the Debenture holders on the resolution seeking their approval.

4. The voting by the Debenture holders through the remote e-voting commenced at **9.00 A.M. (IST) on Saturday, 25th February, 2023** and has closed at **5.00 P.M. (IST) on Friday, 24th March, 2023**.
5. Our responsibility as a Scrutinizer for the voting process (through remote e-voting and voting conducted through poll at the venue of the Meeting) is restricted to scrutinize the remote e-voting process and voting conducted through poll at the venue of the meeting in a fair and transparent manner and to prepare a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the Notice, based on the reports generated from the e-voting system provided by NSDL and voting conducted through poll at the venue of the Meeting.
6. The Company has, on the basis of the list of Debenture holders made available by the Depositories, completed the dispatch of the Notice of the Meeting along with the relevant annexures referred thereto, proxy form, attendance slip etc. to the Debenture holders of the Company holding the Debentures as on the Cut-off Date i.e. 10th February, 2023 and also published an advertisement in this regard in 'Financial Express' English Newspaper and 'Jansatta' Hindi Newspaper both on 22nd February, 2023 having wide circulation in Mathura District in the State of Uttar Pradesh where the Registered Office of the Company is situated.
7. The remote e-voting module was disabled and blocked by NSDL for voting after **5.00 P.M. (IST) on Friday, 24th March, 2023**.

Arjit

8. On Saturday, 25th March, 2023, at the venue of the NCLT convened Meeting, at the end of the discussions, the Chairperson appointed for the Debenture holders' Meeting directed for conducting the voting through poll for the Debenture holders who were present at the meeting but who had not cast their vote earlier through the e-voting module of NSDL.
9. On completion of the voting at the NCLT convened Meeting, I unblocked the votes cast through the e-voting module of NSDL in the presence of two witnesses viz; Mr. Ankit Kumar Singh and Ms. Divya Saxena who were not in employment of the Company and downloaded the list of Debenture holders who had cast their votes through remote e-voting, their holding details and the details of the votes cast on the Resolution.
10. As the sole Debenture holder already cast its vote through remote e-voting, no votes were cast through poll at the venue of the meeting
11. I also counted the votes cast through remote e-voting and reconciled the same with the list of Debenture holders and the authorization lodged with the Company.
12. The consolidated result of the voting on the resolution through remote e-voting and voting conducted through Poll at the venue of the Meeting seeking approval of the Debenture holders of the Company to the Composite Scheme of Amalgamation is as under:-

RESOLUTION

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the rules, circulars and notifications made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble jurisdictional National Company Law Tribunal (“NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be deemed appropriate by the Parties to the Scheme, at any time and for any reason whatsoever, or which may otherwise be considered necessary, desirable or as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “ Board”, which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the Composite Scheme of Amalgamation (“Scheme”) of Jindal Quality Tubular Limited (“Transferor Company 1”), Jindal Tubular (India) Limited (“Transferor Company 2”) and Jindal Fittings Limited (“Transferor Company 3”)

ANIL KUMAR

COMPANY SECRETARY IN PRACTICE
C-03, 2ND FLOOR, VINAYAK CITY SQUARE, 7/9, S.P. MARG, CIVIL LINES,
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(hereinafter collectively referred to as "Transferor Companies") with Jindal Saw Limited (the "Transferee Company") and their respective shareholders and creditors, which was circulated along with this Notice, be and is hereby approved.

RESOLVED FURTHER THAT *the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by NCLT while sanctioning the Scheme or by any authorities under law, including passing of such accounting entries and/or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the debenture holders of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."*

Result of the voting conducted through Remote e-voting and Poll at the venue of the Meeting of Debenture holders of Jindal Saw Limited ("Applicant / Transferee Company")



A- VOTES IN FAVOUR OF THE RESOLUTION

Manner of Voting	Number of Debenture holders voted	Number of votes cast by Debenture holders	% of total number of votes cast
Remote e-voting	1	5000	100
Ballot Paper at the Meeting	-	-	-
Total	1	5000	100

B- VOTES AGAINST THE RESOLUTION

Manner of Voting	Number of Equity Shareholders voted	Number of votes cast by Equity Shareholders	% of total number of votes cast
Remote e-voting	-	-	-
Ballot Paper at the Meeting	-	-	-
Total	-	-	-

13. The list of Debenture holders who voted "FOR / AGAINST" the above resolution through remote e-voting is handed over to the Chairperson appointed for the meeting.

ANIL KUMAR
COMPANY SECRETARY IN PRACTICE
C-03, 2ND FLOOR, VINAYAK CITY SQUARE, 7/9, S.P. MARG, CIVIL LINES,
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14. All relevant records of the voting conducted through remote e-voting were handed over to Mr. Sunil Kumar Jain, Company Secretary of the Company for safe keeping.
15. The resolution is passed unanimously by the Debenture holder who had cast votes on the resolution through remote e-voting.

Thanking you,

Yours Faithfully,

Anil K.

(ANIL KUMAR)

Scrutinizer

Practicing Company Secretary

F.C.S. No.- 5693

C.P. No.- 5592

UDIN: F005693D003321214

Place: Mathura

Date: 25.03.2023

Voting results	
Record date	10-02-2023
Total number of shareholders on record date	1
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	1
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider and approve the Composite Scheme of Amalgamation ("Scheme") of Jindal Quality Tubular Limited ("Transferor Company 1"), Jindal Tubular (India) Limited ("Transferor Company 2") and Jindal Fittings Limited ("Transferor Company 3") (hereinafter collectively referred to as "Transferor Companies") with Jindal Saw Limited (the "Transferee Company") and their respective Shareholders and Creditors ("Scheme") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013				
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
Promoter and Promoter Group	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		-	-	-	-	-	
Public- Institutions	E-Voting	5,000	5,000	100.00	5,000	-	100.00	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		5,000	5,000	100.00	5,000	-	100.00
Public- Non Institutions	E-Voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
	Total		-	-	-	-	-	
Total		5,000	5,000	100.00	5,000	-	100.00	-
Whether resolution is Pass or Not.							Yes	