



October 18, 2022

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 37<sup>th</sup> Annual General Meeting of the Company – Regulation 30 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 true copy of minutes of the 37<sup>th</sup> Annual General Meeting of the Company held on Tuesday, the 27<sup>th</sup> September, 2022 at 12:30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”).

This is for your information and record please.

Thanking you,

Yours faithfully,

**For JINDAL SAW LIMITED**

**SUNIL K. JAIN**  
**COMPANY SECRETARY**  
**FCS- 3056**

Encl: a/a

**MINUTES OF THE PROCEEDINGS OF 37th ANNUAL GENERAL MEETING OF MEMBERS OF JINDAL SAW LIMITED HELD ON TUESDAY, THE 27th SEPTEMBER, 2022 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") WHICH COMMENCED AT 12:30 P.M. AND CONCLUDED AT 02:15 P.M.**

**PRESENCE OF DIRECTORS**

- |    |                          |  |
|----|--------------------------|--|
| 1. | Mr. Prithavi Raj Jindal  | - Chairman   |
| 2. | Mr. Neeraj Kumar         | - Group CEO and Whole-time director and Member of Audit and Stakeholders Relationship Committee.                                       |
| 3. | Mr. Hawa Singh Chaudhary | - Whole time Director  |
| 4. | Dr. Raj Kamal Aggarwal   | - Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. |
| 5. | Mr. Ravinder Nath Leekha | - Independent Director and Member of Audit, Nomination and Remuneration and Stakeholders Relationship Committee.                       |
| 6. | Mr. Abhiram Tayal        | - Independent Director   |
| 7. | Mr. Ajit Kumar Hazarika  | - Independent Director and Member of Audit, Nomination and Remuneration and Stakeholders Relationship Committee                        |
| 8. | Mr. Girish Sharma        | - Independent Director and Member of Audit, Stakeholder Relationship and Nomination and Remuneration Committee                         |

**PRESENCE OF OFFICIALS, AUDITORS AND SHAREHOLDERS**

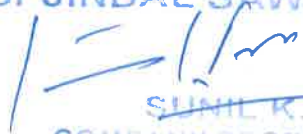
- |    |                     |   |
|----|---------------------|---|
| 1. | Mr. Narendra Mantri | - Chief Financial Officer & Head Commercial |
| 2. | Mr. Vinay Kumar     | - President and Head (Treasury)             |
| 3. | Mr. Sunil K. Jain   | - Company Secretary                         |

Mr. Sougata Mukherjee, Partner, Price Waterhouse Chartered Accountant, LLP, Statutory Auditors, Mr. Ajay Minocha, Partner Deloitte Haskins & Sells LLP, Internal Auditors, Mr. N.K. Goel, Partner, M/s R. J. Goel & Co, Cost Auditors, Mr. S. K. Gupta, from M/s S. K. Gupta & Co., Secretarial Auditor of the Company and Mr. Awanish Kumar Dwivedi, from M/s Dwivedi & Associates, Scrutinizer had also attended the annual general meeting.

79 Shareholders attended the meeting through Video Conferencing.

**COMMENCEMENT OF PROCEEDINGS**

Mr. Prithavi Raj Jindal, Chairman of the Company occupied the Chair and conducted the proceedings. He extended a warm welcome to all the colleagues, shareholders, auditors and stated that the meeting was being held through video conferencing to ensure wider

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For JINDAL SAW LTD.  
  
SUNIL K. JAIN  
COMPANY SECRETARY  
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participation of shareholders. He, then, requested Mr. Neeraj Kumar, Group CEO and Whole Time Director to introduce the Directors of the Company who were present at the meeting.

Mr. Neeraj Kumar welcomed Directors present and introduced them. He appreciated the role of Directors for their active participation and the contribution to the affairs of the Company, he also introduced Mr. Sunil K. Jain, Company Secretary and Chief Compliance Officer of the Company.

The Company Secretary confirmed the presence of requisite quorum for the meeting. The Chairman called the meeting to order.

#### CHAIRMAN'S SPEECH

The Chairman requested Mr. Sunil K. Jain, Company Secretary of the Company to read his message to the shareholders. He read out the Chairman's message. The highlights of Chairman's message were as follows:

- "A challenging global scenario has strengthened our resolve to work diligently towards making our business model robust.
- Jindal SAW took progressive and overreaching measures to retain and motivate our workforce, even during the most difficult spells of the pandemic.
- Despite geo-political crisis, the outlook for Indian economy remains positive through various initiatives by government such as Aatma Nirbhar Bharat, PM Gati Shakti Programme etc.
- Company has been able to foster a joint venture with a world leader in patented technology in the OTCG Market.
- Company's entry into the stainless-steel pipes and tubes segment is a significant development and would result in enhance the product range and once established, earn better margins
- Company is focused on technology upgradation to obtain operational efficiencies and improve product quality.
- Company is having ductile iron pipe facility in the Middle East, largest facility in the GCC and MENA region to support the drinking water infrastructure in this region and globally.
- In line with the stated objectives to work on our core businesses, the Company has carried out various reorganization exercises, the result of which will be evident in near future.

*True copy*

For JINDAL SAW LTD.

*[Signature]*

SUNIL K. JAIN  
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- With these initiatives and a tailwind of a positive trajectory of the growing Indian economy, we are confident of a stronger and sustainable performance over the medium and long term.”

### **BUSINESS OF THE MEETING**

Mr. Neeraj Kumar took up the formal proceedings of the annual general meeting and requested Mr. Sunil K Jain, Company Secretary of the Company to proceed further.

The Company Secretary, thereafter, elaborated the procedural aspect of the meeting and informed to the members the following:-

1. The certificate given by secretarial auditors of the Company on the Employees Benefit Scheme under SEBI (Share Based Employees Benefits and Sweat Equity) Regulations, 2021, the Register of Directors and Key Managerial Personnel and their shareholdings and the Register of Contract maintained under the Companies Act, 2013 were available and accessible for inspection by the members of the Company electronically during the meeting.
2. The notice convening the meeting and the annual report for the year 2021-22 having already been circulated to members of the Company were taken as read.
3. As per the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided the facility to its members to cast their votes through E-Voting provided by National Securities Depository Limited.
4. The remote E-Voting period was open from 9:00 AM on Saturday, 24th September, 2022 to 5:00 PM on Monday, 26th September, 2022 and informed that the members who had not casted their votes through remote E-Voting, the facility for E-voting at the meeting was also available. The members, while participating in the proceedings of the meeting, might cast their vote on NSDL E-Voting website by using the login method detailed in the notice. The facility of e-voting was open and would remain available till 15 minutes after the conclusion of the meeting.
5. The Board of Directors had appointed Mr. Awanish Kumar Dwivedi of M/s Dwivedi & Associates, Company Secretaries, New Delhi as scrutinizer to scrutinize the votes cast through remote E-Voting and at the meeting in fair and transparent manner.

He further informed that since the resolutions mentioned in the notice had already been put to vote through remote E-Voting and there would be no proposing and seconding of the resolutions. He further informed that there were 10 resolutions seeking approval as contained in the notice of this AGM.

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**For JINDAL SAW LTD.**  
  
**SUNIL K. JAIN**  
**COMPANY SECRETARY**  
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**ITEMS OF THE NOTICE**

He, thereafter, proceeded with the agenda and briefly informed about the resolutions as contained in the notice as follows:

**1. ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2022 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON**

Item no. 1 of the notice pertaining to adoption of financial statements and the reports of the Directors and Auditors thereon for the financial year ended 31<sup>st</sup> March, 2022 as an ordinary resolution:

“Resolved that the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with reports of Directors and Auditors thereon be and are hereby approved and adopted.”

**2. DECLARATION OF DIVIDEND OF RS. 2/- PER EQUITY SHARES OF RS. 2/- AS RECOMMENDED BY THE BOARD**

Item no. 2 of the notice pertaining to declaration of dividend on equity shares of the Company as an ordinary resolution:

“Resolved that the dividend at the rate of Rs. 2/- per equity share of Rs. 2/- be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2022, to be paid to the equity shareholders of the Company whose names appeared on the records of the Company as on record date.”

**3. APPOINTMENT OF MS. TRIPTI ARYA (DIN: 00371397) AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

Item no. 3 of the notice pertaining to re-appointment of Ms. Tripti Arya as Director of the Company 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.”

**4. APPOINTMENT OF MR. HAWA SINGH CHAUDHARY (DIN: 00041370) AS DIRECTOR LIABLE TO RETIRE BY ROTATION**

Item no. 4 of the notice pertaining to re-appointment of Mr. Hawa Singh Chaudhary as Director of the Company 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.”

*Temp Copy*

For JINDAL SAW LTD.

*S*  
SUNIL K. JAIN  
COMPANY SECRETARY  
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**5. RE-APPOINTMENT OF M/S PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP AS STATUTORY AUDITORS OF THE COMPANY FOR THEIR SECOND TERM OF 5 YEARS**

Item no. 5 of the notice pertaining to re-appointment of M/s Price Waterhouse Chartered Accountants LLP as statutory auditors of the Company for their second term of 5 years as an ordinary resolution:

“Resolved that M/s Price Waterhouse Chartered Accountants LLP (FRN 012754N/N500016), Auditors of the Company be and are hereby reappointed as statutory auditors of the Company for their 2nd term of five years effective from financial year 2022-2023 to financial year 2026-2027 at a remuneration to be decided by Board of Directors.”

**6. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED DURING F.Y. 2022-23 WITH JINDAL STEEL AND POWER LIMITED**

Item no. 6 of the notice pertaining to approval of material related party transaction to be entered during F.Y. 2022-23 with Jindal Steel and Power Limited as an ordinary resolution:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time, the Company’s Policy on Materiality of Related Party Transaction(s), the approval of the Company be and is hereby accorded to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Jindal Steel and Power Limited (‘JSPL’), a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and JSPL from time to time, for an aggregate amount of up to Rs. 1600 crores to be entered during FY 2022-23, provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members

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For JINDAL SAW LTD.

*[Signature]*  
SUNIL K. JAIN  
COMPANY SECRETARY  
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or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of 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 the Board, or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**7. APPROVAL OF MATERIAL RELATED PARTY TRANSACTION TO BE ENTERED DURING F.Y. 2022-23 WITH JSW STEEL LIMITED**

Item no. 7 of the notice pertaining to approval of material related party transaction to be entered during F.Y. 2022-23 with JSW Steel Limited as an ordinary resolution:

"RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), the applicable provisions of the Companies Act, 2013 ('Act'), if any, read with related rules, if any, each as amended from time to time, the Company's Policy on Materiality of Related Party Transaction(s), the approval of the Company be and is hereby accorded to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with JSW Steel Limited ('JSW'), a related party of the Company under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and JSW from time to time, for an aggregate amount of up to ₹ 2400 crores to be entered during FY 2022-23, provided that such contract(s)/arrangement(s)/transaction(s) shall always be carried out at arm's length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of 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 the Board, or any other Officer(s) /

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For JINDAL SAW LTD.  
*[Signature]*  
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COMPANY SECRETARY  
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Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**8. RATIFICATION OF REMUNERATION PAID TO M/S R.J. GOEL & CO. (COST ACCOUNTANTS REGISTRATION NUMBER: 000026), COST AUDITOR OF THE COMPANY FOR THE YEAR 2022-23**

Item no. 8 of the notice pertaining to ratification of remuneration to be paid to M/s R. J. Goel & Co., Cost Accountants for the year 2022-23 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 2022-23 be and is hereby ratified."

**9. APPROVAL FOR ISSUANCE OF DEBENTURES ON PRIVATE PLACEMENT BASIS**

Item no. 9 of the notice pertaining to raising of debentures on private placement basis 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 ₹ 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, utilization of the issue proceeds and all matters connected with or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized 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.

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For JINDAL SAW LTD.

*[Signature]*  
SUNIL K. JAIN  
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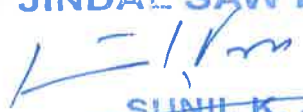
RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

#### 10. APPROVAL FOR ISSUING OF SECURITIES TO QUALIFIED INSTITUTIONAL BUYERS

Item no 10 of the notice pertaining to approval for issuing of securities to Qualified Institutional Buyers 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, 2018, as amended from time to time (hereinafter referred to as the "SEBI Regulations"), the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and 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 Chapter VIII of the SEBI Regulations for an aggregate amount not exceeding ₹ 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 Chapter VIII of the 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

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- 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 authorized to dispose of 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 authorized to do all such acts, deeds, matters and things including but not limited to finalization 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

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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 utilization 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 authorized 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 authorized 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."

#### **PRESENTATION ON FINANCIAL AND OPERATIONAL HIGHLIGHTS**

Thereafter, Mr. Neeraj Kumar, Group CEO & Whole-time Director of the Company proceed with presentation to shareholders on the operational highlights of the Company during financial year 2021-22.


#### **QUESTION & ANSWER SESSION**

After the presentation was over, Mr. Neeraj Kumar, invited the members for the question-and-answer session. The following members raised various queries:

Mr. Yusuf Rangwala  
Mr. Saket Kapoor  
Mr. Rahul Paliwal  
Mr. O. P. Kejriwal

Each of the queries by the above members were replied to by Chairman and Mr. Neeraj Kumar in detail.

Mr. Neeraj Kumar thanked the shareholders for their active participation and for taking keen interest in affairs of the Company. He also informed that, if any, question remained unanswered, due to time constrain, the members could write an email to the Company which would be replied to at the earliest.

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**SCRUTINIZER'S REPORT**

Thereafter, the Company Secretary informed the members that the scrutinizer's report on remote e-voting and e-voting at the meeting/after the meeting would be declared in due course and would be conveyed to the stock exchanges, the same would also be uploaded on the website of the Company. The Chairman authorized Company Secretary to receive the scrutinizer report on his behalf and do the needful.

**VOTE OF THANKS & CONCLUSION OF THE MEETING**

Thereafter, Mr. Neeraj Kumar, thanked the Chairman for his continuous guidance, encouragement, and support and all the Directors for their active participation and contribution towards the Company.

Mr. Prithavi Raj Jindal, Chairman of the Company thanked the Directors for their cooperation and support. He also thanked shareholders for sparing their valuable time and giving some very good suggestions, support and commitment towards betterment of the Company.


The business of the meeting being over, the Company Secretary, with the permission of the Chairman announced the conclusion of the meeting at 2:15 P.M.

Sd/-

**CHAIRMAN**

Place: New Delhi

Date: 14.10.2022

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For JINDAL SAW LTD.  
  
**SUNIL K. JAIN**  
**COMPANY SECRETARY**  
**FCS: 3056**

### Annexure

**Declaration of Results of Remote e-voting and e-voting at 37<sup>th</sup> Annual General meeting held on 27<sup>th</sup> September, 2022.**

As per the provisions of the Companies Act, 2013 read with SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Company had provided the facility of e-voting to the members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 37<sup>th</sup> Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 24<sup>th</sup> September, 2022 to 5.00 p.m. on 26<sup>th</sup> September, 2022. Further, the Company had also made the arrangement of e-voting at the meeting to enable the members who had not casted their vote through remote e-voting.

The Board of Directors had appointed Mr. Awanish Kumar Dwivedi of M/s Dwivedi & Associates, Company Secretaries as the Scrutinizer for remote e-voting and e-voting at the meeting. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 26<sup>th</sup> September, 2022 and e-voting by members who participated in the Meeting through VC/OAVM facility on 27<sup>th</sup> September 2022.

The Consolidated Result of voting as per the Scrutinizer Report dated 28<sup>th</sup> September, 2022 was as follows:

Particular of Resolution	Remote E-voting & E-voting				
	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
<b>Ordinary Business</b>					
Resolution No. 1- Ordinary Resolution- Adoption of the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended 31st March, 2022 and the reports of the Directors and Auditors thereon.	23,50,11,525	99.84%	3,78,292	0.16%	-
Resolution No. 2- Ordinary Resolution- Declaration of dividend of Rs. 2/- per equity shares of Rs. 2/- each as recommended by	23,53,10,007	99.84%	3,78,590	0.16%	-

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For JINDAL SAW LTD.

*Sunil K. Jain*  
**SUNIL K. JAIN**  
COMPANY SECRETARY  
FCS: 3056

the Board.					
Resolution No. 3- Ordinary Resolution- Appointment of Ms. Tripti Arya (DIN: 00371397) as director liable to retire by rotation.	21,60,97,753	91.69%	1,95,90,621	8.31%	-
Resolution No. 4- Ordinary Resolution- Appointment of Mr. Hawa Singh Chaudhary (DIN: 00041370) as director liable to retire by rotation.	21,69,42,034	92.05%	1,87,46,340	7.95%	-
Resolution No. 5 - Re-appointment of M/s Price Waterhouse Chartered Accountants LLP as statutory auditors of the Company for their second term of 5 years	23,53,09,129	99.84%	3,79,245	0.16%	-

<b>Special Business</b>					
Resolution No. 6- Ordinary Resolution- Approval of Related Party transaction with Jindal Steel and Power Limited	3,40,83,532	98.90%	3,80,686	1.10%	4,35,30,596
Resolution No. 7- Ordinary Resolution- Approval of Related Party transaction with JSW Steel Limited	3,40,84,162	98.90%	3,30,056	1.10%	4,35,30,596
Resolution No. 8- 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 2022-23.	23,53,03,398	99.84%	3,84,976	0.16%	-
Resolution No. 9- Special Resolution- Approval for issuance of debentures on private placement basis.	23,53,08,455	99.84%	3,79,819	0.16%	-
Resolution No. 10- Special Resolution- Approval for issuing of securities to	21,61,23,478	91.70%	1,95,64,796	8.57%	-

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qualified Buyers.	Institutional					
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Sd/-

**CHAIRMAN**

Place: New Delhi  
Date: 14.10.2022

*True copy*

**For JINDAL SAW LTD.**



**SUNIL K. JAIN  
COMPANY SECRETARY  
FCS: 3056**