

August 13, 2021

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 36th Annual General Meeting of the Company - Regulation 30 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sirs/Madam,

This is with reference to the captioned subject, please find attached certified true copy of minutes of the 36th Annual General Meeting of the Company held on Friday, the 16th July, 2021 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 36th ANNUAL GENERAL MEETING OF MEMBERS OF JINDAL SAW LIMITED HELD ON FRIDAY, THE 16th JULY, 2021 THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO VISUAL MEANS ("OAVM") WHICH COMMENCED AT 12:30 P.M. AND CONCLUDED AT 02:00 P.M.

PRESENCE OF DIRECTORS

- | | | |
|-----|--------------------------|--|
| 1. | Mr. Prithavi Raj Jindal | - Chairman |
| 2. | Ms. Sminu Jindal | - Managing Director and Member of Stakeholders Relationship Committee. |
| 3. | Ms. Shradha Jatia | - Non-Executive Director |
| 4. | Mr. Neeraj Kumar | - Group CEO and Whole-time director and Member of Audit and Stakeholders Relationship Committee. |
| 5. | Mr. Hawa Singh Chaudhary | - Whole time Director |
| 6. | Dr. Raj Kamal Aggarwal | - Independent Director and Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. |
| 7. | Mr. Ravinder Nath Leekha | - Independent Director and Member of Audit, Nomination and Remuneration and Stakeholders Relationship Committee. |
| 8. | Mr. Abhiram Tayal | - Independent Director |
| 9. | Mr. Ajit Kumar Hazarika | - Independent Director and Member of Audit, Nomination and Remuneration and Stakeholders Relationship Committee |
| 10. | Mr. Sanjeev Shankar | - Independent Director and Member of Audit Committee |
| 11. | Dr. Vinita Jha | - Independent Director and Member of 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.

54 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 and extended a warm welcome to all the colleagues, shareholders, auditors and informed that the meeting was being held through video conferencing in full conformity with the protocol of COVID-19, and to ensure wider participation of shareholders as organization with resilience even in the difficult time. He, then requested Mr. Neeraj Kumar, Group CEO and Whole Time Director to introduce the Directors of your company who were present at the meeting.

Mr. Neeraj Kumar introduced the Directors attended the Annual General Meeting. He appreciated Directors for their active participation and the contribution to the affairs of the Company.

The Company Secretary confirmed the presence of requisite quorum for the meeting.

CHAIRMAN'S SPEECH

The Chairman requested Ms. Sminu Jindal, Managing Director of the Company to read his message on his behalf. She read the Chairman's message.

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 on the procedural aspect of the meeting and informed to the Members the following:-

1. The certificate given by statutory auditors of the Company on the Employees Benefit Scheme approved by the Members under SEBI (Share Based Employees Benefits) Regulations 2014, 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 2020-21 had already been circulated to all shareholders of the company were taken as read with the permission of the Members.
3. As per the Companies Act 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company had provided the facility to cast their votes through E-Voting provided by National Securities Depository Limited.



4. The remote E-Voting period was opened from 9:00 AM on Tuesday, 13th July, 2021 to 5:00 PM on Thursday, 15th July, 2021 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 opened and remained available till 15 minutes after the conclusion of this meeting.
5. The Board of Directors had appointed Mr. Awanish Kumar Dwivedi, the practicing company secretary of M/s Dwivedi & Associates, Company Secretaries, New Delhi as scrutinizer to scrutinize the votes cast at the meeting and through remote E-Voting.

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 11 resolutions seeking approval as contained in the notice of this AGM.

ITEMS OF THE NOTICE

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

The following resolutions as set out in the notice from Item Nos. 1 to 11 duly approved by the Members with requisite majority:

1. ADOPTION OF THE AUDITED STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2021 AND THE REPORTS OF THE DIRECTORS AND AUDITORS THEREON

The Members of the Company adopted the 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 31st March, 2021 as an ordinary resolution:

“Resolved that the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 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/- EACH AS RECOMMENDED BY THE BOARD

The Members of the Company had approved the 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 each be and is hereby declared for the financial year ended 31st March, 2021, 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. SMINU JINDAL (DIN: 00005317) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

The Members of the Company had approved the item no 3 of the notice pertaining to re-appointment of Ms. Sminu Jindal as Director of the Company as an ordinary resolution:

“Resolved that Ms. Sminu Jindal, (DIN: 00005317) 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. NEERAJ KUMAR (DIN: 01776688) AS DIRECTOR LIABLE TO RETIRE BY ROTATION

The Members of the Company had approved the item no 4 of the notice pertaining to re-appointment of Mr. Neeraj Kumar as Director of the Company as an ordinary resolution:

“Resolved that Mr. Neeraj Kumar, (DIN: 01776688) 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.”

5. RE-APPOINTMENT OF MS. SMINU JINDAL (DIN: 00005317) AS MANAGING DIRECTOR OF THE COMPANY

The Members of the Company had approved the item no 5 of the notice pertaining to re-appointment of Ms. Sminu Jindal as the Managing Director of the Company as a special resolution:

“Resolved that in accordance with the provisions of Section 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) and subject such other approvals as may be necessary, Ms. Sminu Jindal be and is hereby re-appointed as Managing Director for a further period of 5 years w.e.f. 01st February, 2021, liable to retire by rotation, to perform such duties as may be entrusted by the Board from time to time on the following terms and conditions including remuneration with authority to the Board of Directors to alter and vary the terms and conditions of the said arrangement and/or remuneration subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 as may be agreed between the Board of Directors and Ms. Sminu Jindal:-

- i) SALARY: Rs. 7,50,000/- per month.
- ii) COMMISSION: 1% of the net profit subject to a maximum of an amount equivalent of one year basic salary.
- iii) CONTRIBUTION TO PROVIDENT FUND: According to Rules of the Company not exceeding 12% of the salary.
- iv) MEDICAL BENEFITS: Reimbursement of medical expenses for self and family in a year upto one month's basic salary.



v) LEAVE TRAVEL CONCESSION: Actual fares excluding hotel expenses for self and family in a year upto one month basic salary.

vi) BONUS/EX-GRATIA: Upto 20% of basic salary in a year as paid to other officers of the Company not covered by the Payment of Bonus Act, 1965.

vii) GRATUITY : As per Rules of the Company but shall not exceed half month's salary for each completed year of service.

viii) LEAVES : With full pay or encashment thereof as per the Rules of the Company.

The Managing Director will also be entitled to the following perquisites:-

- a. Fully Furnished Residential Accommodation, the monetary value of which shall be evaluated as per Income Tax Rules, 1962 or HRA equivalent to 60% of the basic salary;
- b. Gas, electricity and water expenditure – at actuals, the monetary value of which shall be evaluated as per Income Tax Rules, 1962.
- c. Company maintained chauffeur driven car.
- d. Provision for communication facilities as may be required.
- e. Coverage under Group Medclaim Policy and Personal Accident Insurance as per the rules of the Company.
- f. Membership fee limited to two clubs.
- g. The Managing Director shall also be entitled to reimbursement of expenses actually and properly incurred by her for the business of the Company.
- h. The Managing Director so long as she functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

“Resolved further that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

6. RE-APPOINTMENT OF MR. HAWA SINGH CHAUDHARY (DIN: 00041370) AS WHOLE-TIME DIRECTOR OF THE COMPANY

The Members of the Company had approved the item no 6 of the notice pertaining to re-appointment of Mr. Hawa Singh Chaudhary as Whole Time Director of the Company as a special 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 of the Company, for a further period of two years with effect from 1st November, 2021 liable to retire by rotation, 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 lacs p.m. (Rupees Fourteen Lacs per month) as may be agreed to between the Board and Mr. Hawa Singh Chaudhary.”



7. RE-APPOINTMENT OF MR. AJIT KUMAR HAZARIKA (DIN: 00748918) AS INDEPENDENT DIRECTOR OF THE COMPANY FOR HIS SECOND TERM

The Members of the Company had approved the item no 7 of the notice pertaining to re-appointment of Mr. Ajit Kumar Hazarika as an Independent Director of the Company for his second term 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. Ajit Kumar Hazarika, (DIN- 00748918) be and is hereby re-appointed as an Independent Director of the Company for his second term of five consecutive years w.e.f 12th July, 2021.”

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 2021-22

The Members of the Company had approved the 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 2021-22 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 2021-22 be and is hereby ratified.”

9. APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS FOR THE PERIOD OF FIVE YEAR FROM THE FINANCIAL YEAR ENDING 31ST MARCH, 2022

The Members of the Company had approved the item no 9 of the notice pertaining to payment of commission to Non-Executive Directors for the period of five year from the Financial Year ending 31st March, 2022 as a special resolution:

“Resolved that pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, a sum not exceeding one percent per annum of the net profits of the Company calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Non-Executive Directors of the Company (other than the Managing Director and Whole-time Directors) in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors and such payments shall be made in respect of the profits of the Company for each year, for a period of five years, starting from the year ended 31st March, 2022.”

10. APPROVAL FOR ISSUANCE OF DEBENTURES ON PRIVATE PLACEMENT BASIS

The Members of the Company had approved the item no 10 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 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, 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.

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.”

11. APPROVAL FOR ISSUING OF SECURITIES TO QUALIFIED INSTITUTIONAL BUYERS

The Members of the Company had approved the item no 11 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, 2009, 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 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 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

- 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 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 gave a presentation of financial and operational highlights of the Company during the year ended 31st March, 2021.

QUESTION & ANSWER SESSION

After the presentation was over, Mr. Neeraj Kumar, invited the Members for the question-and-answer session. The following Members asked the questions/queries:

Mr. Sreedhar Hedge
 Mr. Shailesh Chauhan
 Mr. Rajiv Chaturvedi
 Mr. Saket Kapoor
 Mr. Ajay Kumar Gupta
 Ms. Urvija Shah
 Ms. Mausami Kumar
 Mr. Dharmendra Prasad

Each of the questions asked by the respective members were replied to by Mr. Neeraj Kumar in detail.

After the question/answer session, the Group CEO and Whole-time Director thanked the shareholders for such interactive session and he informed that if any question remained unanswered, the Member can write an email to the Company which would be replied at the earliest.



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 would be declared in due course of time and would also be uploaded on the website of the company as well as the stock exchanges. He also informed that the business of the meeting was over and requested Mr. Neeraj Kumar to propose a vote of thanks to the directors and the shareholders who attended the meeting.

VOTE OF THANKS & CONCLUSION OF THE MEETING

Mr. Neeraj Kumar, then thanked the Chairman for his continuous guidance, encouragement, and support and all the directors for their active participation and contribution towards the organization and the stakeholders and shareholders for their time and interest that they had shown and gave an encouragement to build the value for the organization.

Mr. Prithavi Raj Jindal, Chairman of the Company thanked all the directors and the shareholders and pray for their safety during the pandemic time. The business of the meeting being over, the Company Secretary, with the permission of the Chairman announced the conclusion of the meeting at 2:00 P.M.

Sd/-

CHAIRMAN

Place: New Delhi
Date: 12.08.2021



Annexure

Declaration of Results of Remote e-voting and e-voting at 36th Annual General meeting held on 16th July, 2021.

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 remote e-voting to the Members to enable them to cast their vote electronically on the resolutions proposed in the Notice of 36th Annual General Meeting. The remote e-voting was open from 9.00 a.m. on 13th July, 2021 to 5.00 p.m. on 15th July, 2021. 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. The Scrutinizer carried out the scrutiny of all the electronic votes received up to the close of remote e-voting period on 15th July, 2021 and e-voting by Members who participated in the Meeting through VC/OAVM facility on 16th July 2021.

The Consolidated Result of voting as per the Scrutinizer Report dated 16th July, 2021 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
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, 2021 and the reports of the Directors and Auditors thereon.	18,89,79,424	99.98%	39,486	0.02%	-
Resolution No. 2- Ordinary Resolution- Declaration of dividend of Rs. 2/- per equity shares of Rs. 2/- each as recommended by the Board.	18,91,61,131	99.98%	36,536	0.02%	-
Resolution No. 3- Ordinary Resolution- Appointment of Ms. Sminu Jindal (DIN: 00005317) as director liable to retire by rotation.	17,47,30,594	92.35%	1,44,67,073	7.65%	-



Resolution No. 4- Ordinary Resolution- Appointment of Mr. Neeraj Kumar (DIN: 01776688) as director liable to retire by rotation.	18,65,29,399	98.59%	26,68,543	1.41%	-
Special Business					
Resolution No. 5- Special Resolution- Re-appointment of Ms. Sminu Jindal (DIN: 00005317) as Managing Director of the Company.	17,50,99,470	92.55%	1,40,87,922	7.45%	-
Resolution No. 6- Special Resolution- Re-appointment of Mr. Hawa Singh Chaudhary (DIN: 00041370) as Whole-time Director of the Company.	18,00,45,831	95.17%	91,41,461	4.83%	-
Resolution No. 7- Special Resolution- Re-appointment of Mr. Ajit Kumar Hazarika (DIN: 00748918) as Independent Director of the Company for his second term.	18,80,43,001	99.40%	11,44,289	0.60%	-
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 2021-22.	18,91,49,951	99.99%	2,339	0.001%	-
Resolution No. 9- Special Resolution- Approval for payment of Commission to non-executive directors for the period of five year from the financial year ending 31st March, 2022.	18,91,48,851	99.99%	3,489	0.001%	-
Resolution No. 10- Special Resolution- Approval for issuance of debentures on private placement basis.	18,91,49,654	99.99%	2,636	0.001%	-
Resolution No. 11- Special Resolution- Approval for issuing of securities to qualified Institutional Buyers.	17,29,43,958	91.43%	1,62,08,432	8.57%	-

Sd/-

CHAIRMAN

Place: New Delhi
Date: 12.08.2021

