

March 27, 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 Unsecured Creditors of the Company held on 25<sup>th</sup> March, 2023.**
- (ii) **Scrutinizer Report on voting results of the business transacted at the National Company Law Tribunal Convened Meeting of Unsecured creditors 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 unsecured creditors of the Company was held on 25<sup>th</sup> March, 2023 at 2:00 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 the facility of voting through poll at the meeting to the unsecured creditors to cast their votes. Mr. Anil Kumar, scrutinizer appointed by the NCLT, had prepared his report on the voting results. The Scrutinizer's Report dated 25<sup>th</sup> March, 2023 is attached as Annexure 1. The resolution as set out in the Notice dated 10<sup>th</sup> February, 2023 was approved by the creditors with requisite majority.

This is for your information and records.

Yours faithfully,  
**For Jindal Saw Limited,**

**Sunil K. Jain**  
**Company Secretary**  
**FCS- 3056**

**ANILKUMAR**  
COMPANY SECRETARY IN PRACTICE  
C-03, 2<sup>ND</sup> FLOOR, VINAYAK CITY SQUARE, 7/9, S.P. MARG, CIVIL LINES,  
PRAYAGRAJ-211001.  
Email – [purswanianil@gmail.com](mailto:purswanianil@gmail.com), Mobile No.: 9415306147.

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**SCRUTINIZER'S REPORT**

To,

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

**Report of Scrutinizer on Poll conducted at the Meeting of Unsecured Creditors of Jindal Saw Limited ("the Company") convened by the Hon'ble National Company Law Tribunal, Allahabad Bench ("NCLT") and held on Saturday, 25<sup>th</sup> March, 2023 at 3.00 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 24<sup>th</sup> January, 2023 passed in the Company Application CA (CAA) No. 20 / ALD / 2022 as Scrutinizer for the purpose of conducting Poll at the venue of the Meeting of the Unsecured Creditors of the Company held on Saturday, 25<sup>th</sup> March, 2023 at 3.00 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 Rules made thereunder on the resolution seeking approval of the Unsecured Creditors to the

*Anil K.*

**ANILKUMAR**

COMPANY SECRETARY IN PRACTICE

C-03, 2<sup>ND</sup> FLOOR, VINAYAK CITY SQUARE, 7/9, S.P. MARG, CIVIL LINES,  
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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 10<sup>th</sup> February, 2023 convening the Meeting (the "Resolution").

I do hereby submit my report as under:-

1. The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made there under relating to voting done through Poll at the venue of the Meeting on the resolution contained in the Notice of the Meeting.
2. The Cut-off Date was 30<sup>th</sup> June, 2022 for the purpose of deciding the Unsecured Creditors entitled to vote through Poll at the venue of the Meeting by the Unsecured Creditors on the resolution seeking their approval.
3. My responsibility as a Scrutinizer for the voting process (through Poll at the venue of the Meeting) is restricted to scrutinize the voting conducted through Poll at the venue of the meeting in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes casted in favour or against the resolution stated in the Notice, based on the voting conducted through poll at the venue of the Meeting.

4. The Company has, on the basis of the list of Unsecured Creditors made as on 30<sup>th</sup> June, 2022, completed the dispatch of the Notice of the Meeting alongwith the relevant annexures referred thereto, proxy form, attendance slip etc. to the Unsecured Creditors of the Company on 22<sup>nd</sup> February, 2023 and also published an advertisement in this regard in 'Financial Express' English Newspaper and in 'Jansatta', Hindi Newspaper both on 22<sup>nd</sup> February, 2023 having wide circulation in Mathura District in the State of Uttar Pradesh where the Registered Office of the Applicant / Transferee Company is situated.
5. On Saturday, 25<sup>th</sup> March, 2023 at the venue of the NCLT convened Meeting, at the end of the discussions, the Chairperson appointed for the Unsecured Creditors' Meeting directed for conducting the voting through poll for the Unsecured Creditors of the Company.
6. The Ballot Box kept for polling was locked in my presence with due identification marks placed by me at the venue of the Meeting.
7. The Unsecured Creditors put in duly filled in Ballot papers in the locked Ballot box.
8. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company and the authorizations / proxies lodged with the Company.

9. The result of the voting through Poll conducted at the venue of the Meeting seeking approval of the Unsecured Creditors of the Company 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") with Jindal Saw Limited (the "Transferee Company") 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

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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") (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 unsecured creditors 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."

Report on result through voting conducted through Poll at the venue of the Meeting of Unsecured Creditors of Jindal Saw Limited ("Applicant / Transferee Company")

Particulars	Votes cast in Favour	Votes cast Against	Total
<b>I. Unsecured Creditors present in person</b>			
(a) Number	7	–	7
(b) Value of Debt (Rs.)	4,63,11,86,856	–	4,63,11,86,856
<b>II. Unsecured Creditors present by proxy</b>			
(a) Number	1	–	1
(b) Value of Debt (Rs.)	69,500	–	69,500
<b>TOTAL (I+ II)</b>			
(a) Number	8	–	8
(b) Value of Debt (Rs.)	4,63,12,56,356	–	4,63,12,56,356
% age to Total Votes cast	100	–	100

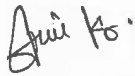
10. The Ballot papers and all other relevant records were handed over to Shri Sunil Kumar Jain, Company Secretary of the Company, the person authorized by the Board of the Applicant / Transferee Company for safe keeping.

*Handwritten signature*

11. The resolution was passed unanimously by the Unsecured Creditors voting through Poll at the venue of the Meeting, who have casted their votes on the resolution.

Thanking you,

Yours Faithfully,



(ANIL KUMAR)  
Scrutinizer  
Practicing Company Secretary  
F.C.S. No.- 5693  
C.P. No.- 5592

Place: Mathura  
Date: 25.03.2023