



**JSW Holdings Limited**  
(Formerly known as Jindal South West Holdings Ltd.)

Corporate Office : JSW Centre,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
CIN. : L67120MH2001PLC217751  
Phone : +91 22 4286 1000  
Fax : +91 22 4286 3000  
Website : www.jsw.in

March 23, 2016

<b>BSE Limited</b> Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001 <a href="mailto:corp.relations@bseindia.com">corp.relations@bseindia.com</a> Scrip Code: 532642 Fax No.: 022-22722061/41/39/37	<b>National Stock Exchange of India Limited</b> Exchange Plaza, 5th Floor, Plot no.C/1, G Block Bandra-Kurla Complex, Bandra(E), Mumbai-400051 <a href="mailto:cmlist@nse.co.in">cmlist@nse.co.in</a> Symbol: JSWHL Fax No. : 022-26598237/38	<b>Delhi Stock Exchange Limited</b> DSE House, 3/1, Asaf Ali Road, New Delhi - 110 002. <a href="mailto:mishra.p@dseindia.org.in">mishra.p@dseindia.org.in</a> Security Code: 9658 Fax # 011- 46470053/54
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Dear Sir/Madam,

**Sub. : Declaration of results of Postal Ballot and intimation under Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Further to our letter dated February 22, 2016 enclosing the Notice of Postal Ballot & Form for seeking consent of the Members of the Company by Postal Ballot vide notice dated February 2, 2016 for the following special resolutions:

- (i) Approval of "JSWHL Employees' Stock Ownership Plan - 2016";
- (ii) Authorisation to ESOP Trust for acquisition of equity shares from secondary market and granting of loan to ESOP Trust.

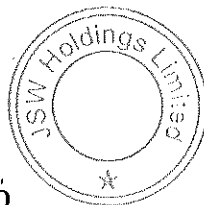
we would like to inform you that the aforesaid special resolutions were passed by the members of the Company with requisite majority. We are enclosing herewith result as per Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the report dated March 22, 2016 on Postal Ballot by Mr. Sunil Agrawal, Practicing Company Secretary, the Scrutinizer.

You are kindly requested to acknowledge receipt of the same.

Thanking you,

Yours sincerely,  
For JSW Holdings Limited

  
K.N.Patel  
Jt. Managing Director, CEO & CFO



Encl. : As above



JINDAL Part of O. P. Jindal Group

Regd. Office : Village Vasind,  
Taluka Shahapur, Dist. Thane - 421 604,  
Maharashtra, India.

Phone : +91 2527 220 022/25  
Fax : +91 2527 220 020/84

Resolution 1: Approval of "JSWHL Employees' Stock Ownership Plan – 2016"

Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	(1)	(2)*	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	68,17,058	68,17,058	100	68,17,058	0	100	0.00	0.00
	Poll	-	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	0	0.00	0	0	0.00	0.00	0.00
Total		68,17,058	68,17,058	100	68,17,058	0	100	0.00	0.00
Public – Institutions	E-Voting	22,05,595	15,87,767	71.99	15,48,247	39,520	97.51	2.49	0.00
	Poll	-	-	0.00	-	-	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00	0.00
Total		22,05,595	15,87,767	71.99	15,48,247	39,520	97.51	2.49	0.00
Public- Non Institutions	E-Voting	20,76,972	1,608	0.08	1,343	265	83.52	16.48	0.00
	Poll	-	-	0.00	-	-	0.00	0.00	0.00
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00	0.00
Total		20,76,972	6,768	0.33	6,503	265	96.08	3.92	0.00
Total		1,10,99,625	84,11,593	75.78	83,71,808	39,785	99.53	0.47	0.00

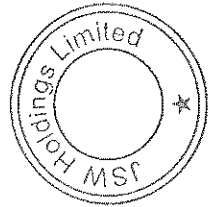
Resolution 2: Authorisation to ESOP Trust for acquisition of equity shares from secondary market and granting of loan to ESOP Trust

Special Resolution									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	(1)	(2)*	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	68,17,058	68,17,058	100	68,17,058	0	100	0.00	0.00
	Poll	-	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	0	0	0	0	0	0	0
Total		68,17,058	68,17,058	100	68,17,058	-	100	0.00	0.00
Public – Institutions	E-Voting	22,05,595	15,87,767	71.99	15,48,247	39,520	97.51	2.49	0.00
	Poll	-	-	0	-	-	0	0	0
	Postal Ballot (if applicable)	-	-	0	-	-	0	0	0
Total		22,05,595	15,87,767	71.99	15,48,247	39,520	97.51	2.49	0.00
Public- Non Institutions	E-Voting	20,76,972	1,680	0.08	1,440	240	85.71	14.29	0.00
	Poll	-	0	0	0	0	0	0	0
	Postal Ballot (if applicable)	-	-	0.00	-	-	0.00	0.00	0.00
Total		20,76,972	6,840	0.33	6,600	240	96.49	3.51	0.00
Total		1,10,99,625	84,11,665	75.78	83,71,905	39,760	99.53	0.47	0.00

For JSW Holdings Limited

K.N.Patel

Jt. Managing Director, CEO & CFO



# SUNIL AGARWAL & CO.

COMPANY SECRETARIES

B-505, Venkatesh Pooja, Balaji Complex, 150ft. Road, Near Mira - Bhayander Flyover, Bhayander (West),  
Thane-401101. E-mail : sunilcs\_mumbai@rediffmail.com • agarwalcs\_mumbai@yahoo.com

## SCRUTINIZER'S REPORT

The Chairman  
JSW Holdings Limited ("Company")  
Village Vasind  
Taluka Shahapur,  
Thane -421604, Maharashtra

Dear Sir,

**Sub: Passing of Special Resolutions by way of Postal Ballot pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014.**

The following Special resolutions were considered for approval by Postal Ballot vide notice dated February 2, 2016:

### Special Resolution no.1:

To approve "JSWHL Employees Stock Ownership Plan-2016" (ESOP-2016).

### Special Resolution no. 2:

To approve Authorisation to ESOP Trust for Acquisition of Equity Shares from Secondary Market and Granting of Loan to ESOP Trust.

1. The Board of Directors of the Company at their meeting held on February 2, 2016 have appointed me as a Scrutinizer for conducting the postal ballot voting process (including e-voting) for the above mentioned resolutions.
2. I submit my report as under:
  - 2.1 The Company has completed on February 20, 2016 the dispatch of postal ballot forms along with postage prepaid business reply envelopes to its Members/list of beneficiaries as on the cut off date i.e. February 5, 2016
  - 2.2 Particulars of all the postal ballot forms received from the members have been entered in the register separately maintained for the purpose.
  - 2.3 The postal forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



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- 2.4 The ballot boxes were opened on March 22, 2016 in my presence.
- 2.5 The postal ballot forms were duly opened in my presence and scrutinized and the shareholdings were matched/confirmed with the register of Members of the company \list of beneficiaries as on Friday, February 5, 2016
- 2.6 All postal ballot forms received up to the close of working hours on March 22 , 2016, the last date fixed by the Company for receipt of the forms ,were considered for my scrutiny
- 2.7 No envelopes containing postal ballot forms were received after the close of working hours i.e. 5.00 p.m. IST on March 22, 2016.
- 2.8 No Envelopes containing postal ballot forms returned undelivered.
- 2.9 No ballot paper was found to be defaced /mutilated.
- 2.10 I have received a complete record of votes cast by electronic mode from National Securities Depository Limited, the Agency for providing and supervising electronic platform up to March 22, 2016.

I have also received a certificate dated March 22, 2016 from Sharepro Services (India) Pvt. Ltd., Mumbai, the Registrar & Share Transfer Agents of the Company stating the aggregate of summary of physical and voting by electronic means.

Total Paid up Equity Share Capital of the Company as on date is 110,99,625 shares Rs. 10/- each



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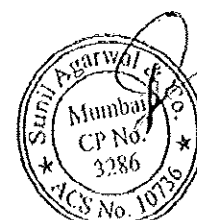
### 3.1 SPECIAL RESOLUTION NO.1

#### (I) THE SUMMARY OF AGGREGATE RESULTS OF PHYSICAL AND VOTING BY ELECTRONIC MEANS IS AS UNDER:

Sr. No.	Particulars	No. of Forms(In case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	200	84,12,313	75.79	-
B	Less: Invalid votes (as per register)	16	648	0.006	-
C	Less: Abstain from voting (as per register)	3	72	0.001	-
D	Net Valid Votes(as per register)	181	84,11,593	75.78	-
E	Votes with Assent for the resolution	170	83,71,808	75.42	99.53
F	Votes with Dissent for the Resolution	11	39,785	0.36	0.47

#### (II) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN AS UNDER:

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to total paid up equity capital	% to total shares of Valid ballots
A	Total Postal Ballot Forms received	120	5,808	0.052	-
B	Less: Invalid Postal Ballot Forms (as per register)	16	648	0.006	-
C	Less: Abstain from voting (as per register)	0	0	0	-
D	Net Valid Postal Ballot Forms (as per register)	104	5,160	0.046	-
E	Postal Ballot Forms with Assent for the resolution	104	5,160	0.046	100
F	Postal Ballot Forms with Dissent for the Resolution	0	0	0	0



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(III) SUMMARY OF THE VOTING BY ELECTRONIC MEANS AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:

Sr. No.	Particulars	No. of shareholders voted through electronic mode	No. of shares	% to total paid up equity capital	% to total shares of Valid votes
A	Total Votes cast by electronic mode	80	84,06,505	75.74	-
B	Less: Invalid votes (as per register)	0	0	0	-
C	Less: Abstain from voting (as per register)	3	72	0.001	-
D	Net Valid Votes (as per register)	77	84,06,433	75.74	-
E	Votes with Assent for the resolution	66	83,66,648	75.38	99.53
F	Votes with Dissent for the Resolution	11	39,785	0.36	0.47

## 3.2 SPECIAL RESOLUTION NO.2

(I) THE SUMMARY OF AGGREGATE RESULTS OF PHYSICAL AND VOTING BY ELECTRONIC MEANS IS AS UNDER:

Sr. No.	Particulars	No. of Forms(In case of Postal Ballot) and No. of Shareholders voted through electronic means	No. of Votes	% to total paid up equity capital	% to net valid votes
A	Total Votes received	200	84,12,313	75.79	-
B	Less: Invalid votes (as per register)	16	648	0.006	-
C	Less: Abstain from voting (as per register)	0	0	0	-
D	Net Valid Votes(as per register)	184	84,11,665	75.78	-
E	Votes with Assent for the resolution	174	83,71,905	72.42	99.53
F	Votes with Dissent for the Resolution	10	39,760	0.36	0.47



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### (II) SUMMARY OF THE POSTAL BALLOT FORMS RECEIVED IS GIVEN AS UNDER:

Sr. No.	Particulars	No. of Postal Ballot forms	No. of shares	% to total paid up equity capital	% to total shares of Valid ballots
A	Total Postal Ballot Forms received	120	5,808	0.05	-
B	Less: Invalid Postal Ballot Forms (as per register)	16	648	0.006	-
C	Less: Abstain from voting (as per register)	0	0	0	-
D	Net Valid Postal Ballot Forms (as per register)	104	5,160	0.046	-
E	Postal Ballot Forms with Assent for the resolution	104	5,160	0.046	100
F	Postal Ballot Forms with Dissent for the Resolution	0	0	0	0

### (III) SUMMARY OF THE VOTING BY ELECTRONIC MEANS AS RECEIVED FROM THE AGENCY IS AS FOLLOWS:

Sr. No.	Particulars	No. of shareholders voted through electronic mode	No. of shares	% to total paid up equity capital	% to total shares of Valid votes
A	Total Votes cast by electronic mode	80	84,06,505	75.74	-
B	Less: Invalid votes (as per register)	0	0	0.00	-
C	Less: Abstain from voting (as per register)	0	0	0.00	-
D	Net Valid Votes (as per register)	80	84,06,505	75.74	-
E	Votes with ' Assent for the resolution	70	83,66,745	75.38	99.53
F	Votes with Dissent for the Resolution	10	39,760	0.36	0.47



# SUNIL AGARWAL & CO.

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4. I shall hand over the postal ballot forms and other related papers \registers and records for safe custody to the Company Secretary once the Chairman considers, approves and sign the minutes of the Meeting.
- 5 You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

PLACE: MUMBAI  
DATE : 23/03/2016



SUNIL AGARWAL & CO.  
Company Secretaries

A handwritten signature in black ink, appearing to read "Sunil Agarwal", written over a horizontal line.

SUNIL AGARWAL  
PROPRIETOR  
C.P. NO. 3286  
ACS No. 10736