

AWANISH  
DWIVEDI & ASSOCIATES  
COMPANY SECRETARIES

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**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL  
FOR JINDAL SAW LIMITED**

To,  
**Mr. Hawa Singh Chaudhari**  
**The Chairman**  
29<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
**Jindal Saw Limited**  
Held on 10<sup>th</sup> September, 2014 at A-1, UPSIDC Industrial Area,  
Nandgaon Road, Kosi Kalan, Mathura- 281403, Uttar Pradesh

**Sub: Passing of resolution through electronic and poll conducted at the 29<sup>th</sup>  
AGM of Jindal Saw Limited**

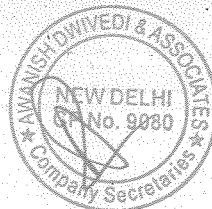
Dear Sir,

Jindal Saw Limited (hereinafter referred as "**the Company**") through its letter dated 24<sup>th</sup> July, 2014 has appointed me as Scrutinizer for the E-voting, which commenced on Wednesday 3<sup>rd</sup> September, 2014 and concluded on Friday 5<sup>th</sup> September, 2014 and has also appointed me as Scrutinizer for the conduct of poll at the 29<sup>th</sup> Annual General Meeting of the Company held on 10<sup>th</sup> September, 2014.

The Company has availed the service of the National Securities Depositories Limited ("**the NSDL**") for e-voting facility on the designated website <https://www.evoting.nsdl.com> for shareholders of the Company. The votes were unblocked on Saturday, 7<sup>th</sup> September, 2014 in the presence of 2 (two) witnesses Mr. Rahul Malhotra and Mr. Ashutosh Kumar, who are not in the employment of the Company.

The Chairman of the Company, at the 29<sup>th</sup> Annual General Meeting, have called for poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process. The Chairman of the AGM have appointed me as the Scrutinizer for the same.

After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling were locked in my presence with due identification marks placed by me.



The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, **M/s RCMC Share Registry Pvt. Ltd.** and the authorizations / proxies lodged with the Company.

The combined result of E-voting together with that of the Poll is as under:

**a. To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 1 (as Ordinary Resolution)	E-Voting	16,60,66,824	99.999	111	00.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,585</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>

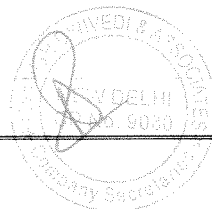
**b. To Declare Dividend on Equity Shares.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	16,60,66,936	100.00	000	000	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,697</b>	<b>100.00</b>	<b>000</b>	<b>000</b>	<b>000</b>

**c. To Re-appointment of Shri Prithvi Raj Jindal who retires by rotation.**

Voted in "Favour" or "Against" of the resolution:



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Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	16,60,09,672	99.965	57,264	0.045	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,25,433</b>	<b>99.965</b>	<b>57,264</b>	<b>0.045</b>	<b>000</b>

**d. Appointment of Auditors and fixing their remuneration.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Ordinary Resolution)	E-Voting	16,60,66,824	99.999	112	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,585</b>	<b>99.999</b>	<b>112</b>	<b>0.001</b>	<b>000</b>

**e. Appointment of Ms. Tripta Puneet Arya as director retire by rotation**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 5 (as Ordinary Resolution)	E-Voting	16,60,66,825	99.999	111	0.001	000
	Poll	15,761	100	000	000	000
	<b>Total</b>	<b>16,60,82,586</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>



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**f. Appointment of Ms. Shradha Jatia as director retire by rotation.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 6 (as Ordinary Resolution)	E-Voting	16,60,66,824	99.999	112	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,585</b>	<b>99.999</b>	<b>112</b>	<b>0.001</b>	<b>000</b>


**g. Appointment of Shri Sanjeev Shankar as an Independent Director for a term of upto five years.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 7 (as Ordinary Resolution)	E-Voting	16,60,60,825	99.999	111	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,76,586</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>

**h. Re-appointment of Dr. S. K. Gupta as an Independent Director for a term of upto five years**

Voted in "Favour" or "Against" of the resolution:



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Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 8 (as Ordinary Resolution)	E-Voting	16,60,60,825	99.999	111	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,76,586</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>

**i. Re-appointment of Dr. Raj Kamal Agarwal as an Independent Director for a term of upto five years**

Voted in "Favour" or "Against" of the resolution:

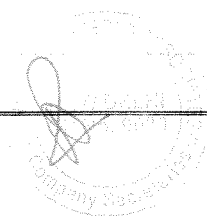
Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 9 (as Ordinary Resolution)	E-Voting	16,60,66,825	99.999	111	0.001	000
	Poll	15,761	100	000	000	000
	<b>Total</b>	<b>16,60,82,586</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>

**j. Re-appointment of Shri Devi Dayal as an Independent Director for a term of upto five years**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 10 (as Ordinary Resolution)	E-Voting	16,60,66,824	99.999	112	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,585</b>	<b>99.999</b>	<b>112</b>	<b>0.001</b>	<b>000</b>

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**k. Re-appointment of Shri Girish Sharma as an Independent Director for a term of upto five years**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 11 (as Ordinary Resolution)	E-Voting	16,60,66,825	99.999	111	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,586</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>

**l. Re-appointment of Shri Kuldeep Bhargava as an Independent Director for a term of upto five years**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 12 (as Ordinary Resolution)	E-Voting	16,60,09,734	99.999	5,702	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,25,495</b>	<b>99.999</b>	<b>5,702</b>	<b>0.001</b>	<b>000</b>

**m. Re-appointment of Shri Ravinder Nath Leekha as an Independent Director for a term of upto five years**

Voted in "Favour" or "Against" of the resolution:



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Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 13 (as Ordinary Resolution)	E-Voting	16,60,66,825	99.999	111	0.001	000
	Poll	15,761	100.000	0	0	000
	<b>Total</b>	<b>16,60,82,586</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>

**n. Approval of variation in remuneration and terms of appointment of Shri Neeraj Kumar as Group CEO & Whole-time Director.**

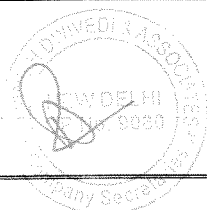
Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 14 (as Ordinary Resolution)	E-Voting	15,55,32,391	93.656	1,05,34,545	6.344	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>15,55,48,152</b>	<b>93.656</b>	<b>1,05,34,545</b>	<b>6.344</b>	<b>000</b>

**o. Re-appointment of Shri Hawa Singh Chaudhary as a Whole-time Director.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 15 (as Ordinary Resolution)	E-Voting	16,60,66,825	99.999	111	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,586</b>	<b>99.999</b>	<b>111</b>	<b>0.001</b>	<b>000</b>



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**p. Approval of variation in terms of appointment of Ms. Sminu Jindal by making her liable to retire by rotation**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 16 (as Ordinary Resolution)	E-Voting	16,60,66,800	99.999	136	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,82,561</b>	<b>99.999</b>	<b>136</b>	<b>0.001</b>	<b>000</b>

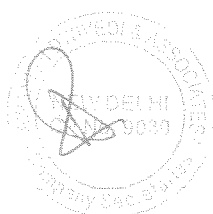
**q. Approval for borrowing upto Rupees 12,500 crores under provisions of Section 180(1)(c) of the Companies Act, 2013**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 17 (as Special Resolution)	E-Voting	15,55,32,601	93.657	1,05,34,300	6.343	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>15,55,48,362</b>	<b>93.657</b>	<b>1,05,34,300</b>	<b>6.343</b>	<b>000</b>

**r. Approval under Section 180(1)(a) of the Companies Act, 2013 to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecation/mortgages and/or charges and/or encumbrances created by the Company.**

Voted in "Favour" or "Against" of the resolution:



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Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 18 (as Special Resolution)	E-Voting	15,55,32,703	93.657	1,05,34,233	6.343	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>15,55,48,464</b>	<b>93.657</b>	<b>000</b>	<b>6.343</b>	<b>000</b>

**s. Approval of remuneration payable to Cost Auditors, M/s R. J. Goel & Co., Cost Accountants for the financial year 2014-15.**

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 19 (as Ordinary Resolution)	E-Voting	16,60,66,762	99.999	174	0.001	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,60,66,762</b>	<b>99.999</b>	<b>174</b>	<b>0.001</b>	<b>000</b>

**t. Approval and Adoption of New Article of Association.**

Voted in "Favour" or "Against" of the resolution:


Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 20 (as Special Resolution)	E-Voting	16,55,87,144	99.773	3,79,645	0.227	000
	Poll	15,761	100.000	000	000	000
	<b>Total</b>	<b>16,56,02,905</b>	<b>99.771</b>	<b>3,79,645</b>	<b>0.229</b>	<b>000</b>

Agenda Item No. 1 to 20 of notice of Annual General meeting stands passed under E-voting as well as poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and physically, in respect of the votes casted through e-voting and poll by the shareholders of the Company. The poll papers and all other relevant records were sealed and handed over to Mr. Sunil Jain, Company Secretary of the Company.

**Thanking You.**

**Yours faithfully**

  
**CS Awanish K. Dwivedi**  
**AWANISH DWIVEDI & ASSOCIATES**  
**Company Secretaries**  
**ACS NO.: 25435**  
**CP NO.: 9080**

**PLACE: Kosi Kalan (U.P.)**  
**DATE: 10/09/2014**

