

26th April 2022

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400001
Security Code No.: 532508

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051
Security Code No. : JSL

Kind Attn. Listing Section

Sub.: Scrutinizer's Report on the voting results of the meeting of the unsecured creditors of Jindal Stainless Limited ("the Company") convened and held on Saturday, April 23, 2022, pursuant to the directions of the Hon'ble National Company Law Tribunal Chandigarh Bench in the Company Application No. CA (CAA) No. 14/Chd/Hry/2021.

Dear Sir(s)/ Ma'am(s),

This is in continuation to our earlier letter dated 23rd April, 2022 wherein we had informed that meeting of unsecured creditors of the Company was convened and held on Saturday, April 23, 2022, pursuant to the directions of the Hon'ble National Company Law Tribunal Chandigarh Bench ("Hon'ble NCLT") in the Company Application No. CA (CAA) No. 14/Chad/Hry/2021 for the purpose of considering the resolution as mentioned in the Notice dated 14th March, 2022 convening the meeting of unsecured creditors of the Company ("the Notice") to consider and approve the Composite Scheme of Arrangement amongst Jindal Stainless Limited (the "Company" or "Amalgamated Company"), Jindal Stainless (Hisar) Limited ("Amalgamating Company No.1"), JSL Lifestyle Limited ("Demerged Company" or "Amalgamating Company No.2"), JSL Media Limited ("Amalgamating Company No.3"), Jindal Stainless Corporate Management Services Private Limited ("Amalgamating Company No.4") and Jindal Lifestyle Limited ("Resulting Company") and their respective Shareholders and Creditors ("Composite Scheme").

In this regard, please find enclosed herewith the Scrutinizer's Report dated 24th April, 2022, on remote e-voting and e-voting for the meeting by the unsecured creditors of the Company, on the resolution mentioned in the Notice, enclosed as **Annexure-1**. The aforesaid Scrutinizer's Report will be available on the website of the Company viz. www.jslstainless.com.

You are requested to kindly take the same on your record.

Thanking you,

Yours faithfully,

For Jindal Stainless Limited



Navneet Raghuvanshi

Head Legal & Company Secretary



CC: Luxembourg Stock Exchange
P.O. Box 165, L- 2011, Luxembourg.

Enclosed as above

Jindal Stainless Limited

CIN: L26922HR1980PLC010901

Corporate Office: Jindal Centre, 12 Bhikaji Cama Place, New Delhi - 110066, India
T: +91 11 26188345, 41462000, 61462000 **F:** +91 11 41659169 **E:** info@jindalstainless.com
Registered Office: O.P. Jindal Marg, Hisar - 125005 (Haryana) India
Website: www.jindalstainless.com, www.jslstainless.com

MAST RAM
PRACTICING COMPANY SECRETARY,
SCRUTINIZER OF JINDAL SATINLESS LIMITED

Mast Ram
M.A. (Eco) MIR & PM, DIR & PM.
DME, DMSM, FCS, Practicing Company Secretary

SCO: 35, 1st Floor,
Sector 20-C,
Chandigarh – 160020.
Phone: 0172-4347638.
Cell: 94172-64876.

FORM NO. MGT-13

REPORT OF THE SCRUTINIZER

[Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

Shri Puneet Bali, Senior Advocate
Chairperson appointed by the Hon'ble National Company Law Tribunal,
Chandigarh Bench, for the Meeting of Unsecured Creditors of
JINDAL STAINLESS LIMITED
(CIN: L26922HR1980PLC010901)
O.P. Jindal Marg,
Hisar, Haryana-125005.

Subject: Scrutinizer's report on the results of voting by the Unsecured Creditors of Jindal Stainless Limited ("the Company") through remote e-voting / e-voting for the meeting of the Unsecured Creditors of the Company held on Saturday, April 23, 2022 at 03.30 P.M. (IST), through video conferencing, convened pursuant to the order dated February 25, 2022 as rectified by order dated March 03, 2022 of the Hon'ble National Company Law Tribunal, Chandigarh Bench in Company Application No. CA (CAA) No. 14/Chd/Hry/2021.

Dear Sir,

I, Mast Ram, Practicing Company Secretary (Membership Number F3823), was appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble Tribunal" or "Hon'ble NCLT"), vide order dated February 25, 2022 as rectified by order dated March 3, 2022 in Company Application No. CA(CAA) No. 14/Chd/Hry/2021 (collectively "the Orders"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting for the meeting, in a fair and transparent manner, of the Unsecured Creditors of the Company convened by the said Orders of the Hon'ble NCLT on Saturday, April 23, 2022 at 03.30 p.m. (IST) ("Meeting") through video conferencing ("VC"), convened pursuant to the provisions of the Sections 66, 230 - 232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("the Rules") made thereunder and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), on the below mentioned resolution seeking approval of the Unsecured Creditors of the Company on the Composite Scheme of Arrangement amongst Jindal Stainless Limited, Jindal Stainless (Hisar) Limited, JSL Lifestyle Limited, JSL Media Limited, Jindal Stainless Corporate Management Services Private Limited and Jindal Lifestyle Limited and their respective shareholders and creditors (the "Scheme").



①


I do hereby submit my report as under:

1. that the Company had provided its Unsecured Creditors the facility to exercise their right to vote on the resolution contained in the Notice convening the Meeting through remote e-voting/e-voting for the Meeting by using the electronic voting system provided by Link Intime India Private Limited (“**Link Intime/ Service Provider/ RTA**”) in accordance with Clause 8.3 of the Secretarial Standards on General Meetings and the provisions of the Act and the Rules.
2. that there are 1,080 Unsecured Creditors to whom more than or equal to Rs. 2,00,000/- is payable by the Company and such creditors have total outstanding balance of INR 46,01,61,85,633/- as on the cut-off date i.e. February 25, 2022 (the “**Cut-Off Date**”) who were entitled to vote on the resolution as set out in the Notice convening the Meeting via remote e-voting and e-voting for the Meeting. The remote e-voting period remained open from March 24, 2022 at 9.00 a.m. (IST) to April 22, 2022 at 5.00 p.m. (IST).
3. that the voting rights of Unsecured Creditors of the Company were in proportion to the principal amount due to them by the Company as on the cut-off date, i.e. 25th February, 2022. 1080 Unsecured Creditors of the Company as on cut-off date were entitled to attend the Meeting (either in person or by Authorised Representative under Section 113 of the Act) through VC and vote through electronic means at the Meeting or through remote e-voting.
4. that as confirmed by the Company, the Notice of Meeting dated March 14, 2022 along with the Scheme and explanatory statement required under Sections 102, 230(3), 232(1), 232(2) of the Act read with the Rules, the Securities and Exchange Board of India Master Circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 and other annexure(s) (the “**Notice**”) were sent to all the Unsecured Creditors of the Company in respect of the resolution contained in the Notice convening the Meeting through registered post. The Notices were also sent through e-mail to all the Unsecured Creditors at their e-mail addresses registered with the Company.
5. that as further confirmed by the Company, advertisements inter-alia in relation to the Meeting, have been published in the newspapers, namely, “*Financial Express*” (English) and “*Jansatta*” (Hindi), respectively, (Delhi NCR edition) on March 22, 2022 indicating, inter alia, the day, date, place and time of the Meeting. The aforesaid advertisements were also disseminated on the website of the Company.
6. that as confirmed by the Company, the affidavits of service has been filed by the authorized representative of the Company, i.e. Mr. Navneet Raghuvanshi, on April 13, 2022, with the Hon’ble NCLT, Chandigarh Bench.
7. the since the quorum as stipulated by the Hon’ble NCLT was not present at the time fixed for the meeting, therefore, the meeting was adjourned by half an hour and again re-assemble at 04.00 P.M. At the adjourned meeting 65 number of un-secured creditors having value in Rs. 9,77,64,55,623 were considered for the purpose of quorum in terms of Court’s order.
8. that the Unsecured Creditors of Company who attended the Meeting through VC and who did not cast their vote through remote e-voting prior to the Meeting and they were entitled to exercise their vote using the e-voting facility made available for the Meeting. The e-voting module was open for 15 minutes after the conclusion of the Meeting and was disabled by Link Intime thereafter.
9. that 65 unsecured creditors have attended the meeting and out of which 4 unsecured creditors have casted their vote through e-voting at the meeting.
10. that after the conclusion of e-voting at the Meeting, I have unblocked the e-voting module in the presence of two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes.




Witnesses:

1.


Name: **Raghav Kapoor** S/o. Mr. Dil Mohan Kapoor
Residence Address: House Number 685, Sector 8B, Chandigarh-160009
Ph: 9971002758.

2.


Name: **Shivang Rawat** S/o. Mr. Bimalesh Kumar,
Residence Address: House Number 429, Sector 10, Panchkula-134109
Ph: 9958182633.

11. that I have scrutinized and reviewed the remote e-voting process as well as e-voting for the Meeting and votes tendered therein for the purpose of this report based on the data downloaded from the Link Intime e-voting system. The downloaded data was reconciled with the records maintained by Link Intime.
12. that the Management of the Company is responsible to ensure the compliance with the requirements of the Act and the rules and the SEBI Listing Regulations made thereunder relating to remote e-voting/ e-voting for the Meeting on the resolution contained in the Notice convening the Meeting of the Unsecured Creditors of the Company.
13. that my responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" "against" or remain "abstain / invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by Link Intime, the service provider of remote e-voting platform and e-voting for the Meeting.
14. that the resolution placed before the Unsecured Creditors for their approval through remote e-voting / e-voting for the Meeting and the result of the e-voting by the Unsecured Creditors of the Company on the resolution through remote e-voting /e-voting for the Meeting, is given below:

Resolution:

***“RESOLVED THAT** pursuant to the provisions of Sections 66, 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the provisions of Master Circular bearing number SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters with no adverse remarks dated March 4, 2021 and March 5, 2021 issued by BSE Limited and the National Stock Exchange of India Limited, respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench (“Tribunal” or “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 prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, 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 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), approval of the Unsecured Creditors of the Company be and is hereby accorded to the Composite Scheme of Arrangement amongst Jindal Stainless Limited, Jindal Stainless (Hisar) Limited, JSL Lifestyle Limited, JSL Media Limited,*

3



Jindal Stainless Corporate Management Services Private Limited and Jindal Lifestyle Limited and their respective shareholders and creditors ('Scheme').

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, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while approving the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Report on result of e-voting by Unsecured Creditors of the Company on the Resolution:

(a) Votes in **favour** of the Resolution:

Voting Method	No. of Unsecured Creditors	Number of votes cast by them/Value of Unsecured Debt	% of total number of valid votes cast
Remote e-voting	91	17243037056	94.23%
E-voting	4	973517360	5.32%
Total	95	18216554416	

(b) Votes **against** the Resolution:

Voting Method	No. of Unsecured Creditors	Number of votes cast by them/Value of Unsecured Debt	% of total number of valid votes cast
Remote e-voting	3	82047128	0.45%
E-voting	0	0	0%
Total	3	82047128	0.45%

(c) Invalid Votes:

Voting Method	No. of Unsecured Creditors	Number of votes cast by them/Value of Unsecured Debt
Remote e-voting	0	0
E-voting	0	0
Total	0	0

(4)



I have scrutinized the votes cast through remote e-voting and also through e-voting for the Meeting for the purpose of this report.

15. that no votes were declared invalid and there were no abstentions.
16. that based on the results of the remote e-voting/ e-voting for the Meeting, 95 Unsecured Creditors of the Company constituting 8.80% (percentage to total unsecured creditors) in number and 39.59% (percentage to total outstanding balance) in value of the votes cast by the Unsecured Creditors of the Company have voted in favour of the Scheme.
17. that all relevant records and other incidental papers related to remote e-voting/e-voting for the Meeting were/will be handed over to the Chairperson/the Company.

Thanking You.

Yours faithfully,



Mast Ram
Practicing Company Secretary
Membership Number: F3823


UDIN: F003823D000196213.

Place: Chandigarh.

Date: 24th April, 2022.



Counter Signed by



Chairperson of the Meeting