

February 05, 2016

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
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3719, 2039, 2272 2061
corp.relations@bseindia.com
Security Code No.: 532508

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051
022 -2659 8237, 8238, 8347, 8348
cm1ist@nse.co.in

Security Code No. : JSL

Sub.: Submission of Notice of Extra-Ordinary General Meeting.

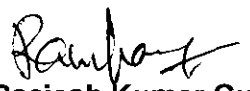
Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, please find enclosed Notice of Extra-Ordinary General Meeting to be held on Monday, February 29, 2016, thereto for your records.

Kindly take the same on record and acknowledge the receipt.

Thanking You.

For Jindal Stainless Limited



(Raajesh Kumar Gupta)
Company Secretary



Corporate Office: Jindal Centre, 12, Bhikaji Cama Place, New Delhi -110 066, India

Jindal Stainless Limited
O.P. Jindal Marg, Hisar - 125 005
(Haryana) India.

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CIN : L26922HR1980PLC010901



Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India

Phone No. (01662) 222471-83, Fax No. (01662) 220499

Email Id. for Investors: investorcare@jindalstainless.com

Website: www.jindalstainless.com

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066.

To
The Members,
Jindal Stainless Limited

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of Shareholders of **Jindal Stainless Limited** (the “Company”) will be held on Monday, the 29th day of February, 2016 at 11.30 a.m. at the Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to transact the following business:

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. RATAN JINDAL AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF THREE YEARS WITH EFFECT FROM 1ST APRIL, 2016.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder, read with Schedule V of the Act, as may be amended from time to time and subject to necessary consents and approvals including approval of the Central Government, if required, consent of the Company be and is hereby accorded to the re-appointment of Mr. Ratan Jindal as Chairman and Managing Director of the Company for a further period of three years with effect from 1st April, 2016 at remuneration, perquisites, commission and other terms and conditions as mentioned below:

1. Period of appointment: Three years with effect from 1st April, 2016 to 31st March, 2019.
2. Remuneration:
 - (a) Basic Salary: Rs. 1,25,00,000 (Rupees One Crore Twenty Five Lacs only) per month in the scale of Rs. 1,25,00,000 - Rs. 12,50,000 – Rs. 1,50,00,000.
 - (b) Commission: Commission up to 4% on the Net Profits of Jindal Stainless Limited as calculated in terms of Section 198 of the Act. The Nomination and Remuneration Committee, keeping in mind the performance of the Company and all other prevailing scenarios, shall decide on the percentage of Commission to be paid to Mr. Ratan Jindal each year, within the overall limit of 4%.
 - (c) Perquisites:

In addition to the Basic Salary and commission payable, Mr. Ratan Jindal, Chairman and Managing Director shall also be entitled to:

 - i) Reimbursement of medical expenses for self and family up to Rs. 50 lacs per annum.
 - ii) Payment of Club fees including life membership fees.
 - iii) Personal Accident Insurance, the annual premium for which shall not exceed Rs. 75,000.
 - iv) Premium for Key Man’s Insurance Policy for his life, of an amount not exceeding Rs. 50 Crore.
 - v) Free telephone facility at residence. All personal long distance calls shall be billed by the Company.
 - vi) Free use of car with driver.

3. He shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
4. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
5. He shall not be liable to retire by rotation."

"RESOLVED FURTHER that in the event of inadequacy or absence of profits under Section 197 of the Act in any financial year or years, the remuneration as approved herein be paid as minimum remuneration payable to Mr. Ratan Jindal, Chairman and Managing Director, subject to receipt of requisite approvals under the said Act."

"RESOLVED FURTHER that the remuneration be paid to Mr. Ratan Jindal in such a manner that salary be paid from Jindal Stainless FZE, Dubai; commission be paid from Jindal Stainless Limited at the rate of up to 4% on its net profits; and perquisites be given from Jindal Stainless Limited, provided, however, that the total remuneration, including salary, commission and perquisites would remain within the overall limits as may be approved by the Shareholders of Jindal Stainless Ltd. and the Central Government."

"RESOLVED FURTHER that the Board and/or Nomination and Remuneration Committee of Directors of the Company be and is hereby authorized to vary and/or revise the remuneration of Mr. Ratan Jindal, Chairman and Managing Director and settle any question or difficulty in connection therewith and incidental thereto."

2. **ELEVATION OF MR. ABHYUDAY JINDAL AS VICE PRESIDENT IN JINDAL STAINLESS FZE, DUBAI, A WHOLLY OWNED SUBSIDIARY OF THE COMPANY AND INCREASE HIS REMUNERATION.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended from time to time, and subject to all approvals, sanctions, permissions, consents under the statutes applicable in United Arab Emirates, consent of the Company be and is hereby accorded to the elevation of Mr. Abhyuday Jindal, son of Mr. Ratan Jindal, Chairman and Managing Director of the Company, as 'Vice President (Marketing)' in 'Jindal Stainless FZE' Dubai, a wholly owned subsidiary of the Company, being an office or place of profit and extending the tenure up to 31st March, 2019 on the remuneration, perquisites and terms and conditions, as set out herein below:

1. Period: Three years from 1st April, 2016 till 31st March, 2019
2. Remuneration: Consolidated salary of Rs. 15,00,000 (Rupees Fifteen Lacs only) per month in the scale of Rs. 15,00,000 - Rs. 1,75,000 – Rs. 18,50,000 or equivalent in any other foreign currency.

Apart from the above Salary, he shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties.

3. Designation: Vice President (Marketing). During his tenure, he may be re- designated as per the Policy of Jindal Stainless FZE, Dubai and / or the Company."

"RESOLVED FURTHER that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the aforesaid resolution."

3. **RE-APPOINTMENT OF MR. GIRISH SHARMA AS AN INDEPENDENT DIRECTOR FOR A TERM OF TWO YEARS WITH EFFECT FROM 29TH MAY, 2016 AS PER PROVISIONS OF THE COMPANIES ACT, 2013 AND RELEVANT RULES MADE THEREUNDER.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girish Sharma (DIN: 05112440), whose term expires on 28th May, 2016 and in respect of whom the Company has received a notice

in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of two consecutive years w.e.f. 29th May, 2016 till 28th May, 2018.”

4. **ISSUANCE OF CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCCPS) TO PROMOTER IN TERMS OF THE ASSET MONETIZATION AND BUSINESS REORGANIZATION PLAN (AMP).**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED that in terms of the provisions of the Asset Monetization and Business Reorganization Plan (AMP) as approved by the CDR Empowered Group vide its letter dated 26th December, 2014 and pursuant to the provisions of Sections 55, 42, 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the **“ICDR Regulations”**), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the **“SEBI Takeover Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“Listing Regulations”**), any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to necessary approvals / sanctions / permissions of appropriate authority / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approval, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to create, offer, issue and allot 0.1% - 12,50,00,000 (Twelve Crore Fifty Lacs) Cumulative Compulsory Convertible Preference Shares (**“CCCPS”**) having face value of Rs. 2/- (Rupees Two only) each for cash at par, in one or more tranches and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, to the Promoter Group entities (detailed hereunder and hereinafter referred as **“Proposed Allottees”**) by way of a preferential allotment on a private placement basis :

Sl. No.	Name of Proposed Allottees	No. of CCCPS of Rs. 2/- each to be issued	Amount in (Rs.)
1.	JSL Limited	6,25,00,000	12,50,00,000
2.	Jindal Strips Limited	6,25,00,000	12,50,00,000
	Total	12,50,00,000	25,00,00,000

“RESOLVED FURTHER that the consent of the Company be and is hereby accorded for issuance and allotment of such number of equity shares having the face value of Rs. 2/- (Rupees Two only) each as may be required to be issued and allotted upon the conversion of CCCPS allotted pursuant to the above resolution or as may be necessary in accordance with the terms of the offering, all such equity shares being pari-passu with the then existing equity shares of the Company in all respects.”

“RESOLVED FURTHER that the relevant date, on the basis of which the price of the Equity Shares having the face value of Rs. 2/- (Rupees Two only) each to be issued upon conversion, of the CCCPS, shall be the date 30 days prior to the date on which the holders of the CCCPS become entitled to apply for the equity shares.”

“RESOLVED FURTHER that the price of the Equity Shares having the face value of Rs. 2/- (Rupees Two only) each to be issued upon conversion of CCCPS shall be as specified under applicable law, and such price shall not be less than the price determined in accordance with the pricing formula provided under Chapter VII of the ICDR Regulations.”

“RESOLVED FURTHER that in accordance with the Regulation 75 of the ICDR Regulations and terms of CCCPS, each CCCPS shall, be compulsorily convertible, at any time after the end of four months from the date of allotment and before eighteen months from the date of allotment subject to necessary approval from regulatory and statutory authorities including the Securities and Exchange Board of India, provided however that fractional entitlements of Equity Shares, if any, upon conversion of CCCPS be ignored.

“RESOLVED FURTHER that the Board be and is hereby authorised to take all steps as may be necessary for the admission of CCCPS with the depositories, viz. National Securities Depository Limited (**“NSDL”**) and Central Depository Services (India) Limited (**“CDSL”**), if deemed necessary by the Board, and for the credit of such CCCPS to the respective dematerialised securities account of the Proposed Allottees.”

“RESOLVED FURTHER that the Equity Shares having the face value of Rs. 2/- (Rupees Two only) each proposed to be allotted to the Proposed Allottees upon conversion of the CCCPS, be listed on the BSE Limited and the National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the Equity Shares proposed to be allotted to the Proposed Allottees upon conversion of the Cumulative Compulsory Convertible Preference Shares and for the admission of such Equity Shares with the depositories, viz. NSDL and CDSL, and for the credit of such Equity Shares allotted upon conversion of the CCCPS to the Proposed Allottees's dematerialised securities account.”

“RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.”

“RESOLVED FURTHER that, subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolutions, delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions.”

By order of the Board
For **Jindal Stainless Limited**

(Raajesh Kumar Gupta)
Company Secretary

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005 (Haryana)
February 2, 2016

NOTES:

- A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.**
Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- A blank proxy form is being sent herewith.
- The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
- An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
- Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of Extra Ordinary General Meeting is being sent to the members who have registered email ids, through email and to all other members by Regd. Post / Courier.
- All documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the registered office of the Company on all working days up to the date of Extra Ordinary General Meeting between 11.00 AM and 1.00 PM.
- The business of the meeting may be transacted by the members through electronic voting system. Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to investorcare@jindalstainless.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.jindalstainless.com. However, the duly completed Ballot Form should reach the registered office of the Company not later than 27th day of February, 2016 (5.00 p.m. IST). A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Ballot shall be treated as invalid.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE ACT IN RESPECT TO THE SPECIAL BUSINESSES:

Item No. 1

Shareholders of the Company approved re-appointment of Mr. Ratan Jindal as Vice Chairman and Managing Director of the Company for a period of five years with effect from 1st April, 2011 to 31st March, 2016 with remuneration, at the Annual General Meeting held on 27th September, 2011. The said appointment was also approved by the Central Government on 17th February, 2012.

Consequent upon resignation of Smt. Savitri Jindal from the Board of the Company, the Board of Directors of the Company, had in their meeting held on 28th October, 2013 decided to elevate Mr. Ratan Jindal as Chairman and Managing Director of the Company.

Since the current tenure of Mr. Ratan Jindal is expiring on 31st March, 2016, the Board of Directors at its meeting held on 2nd February, 2016 re-appointed Mr. Ratan Jindal as Chairman and Managing Director of the Company for a period of three years with effect from 1st April, 2016 to 31st March, 2019, upon recommendation of and at a remuneration approved by the Nomination and Remuneration Committee, subject to the approval of the Shareholders of the Company.

Mr. Ratan Jindal has more than 30 years of experience in the steel industry. He is closely involved in the overall strategy, direction and management of the Company. Under his guidance and leadership qualities, the Company has undergone massive expansion, whereby it has doubled its capacity by way of setting-up an integrated stainless steel facility in Odisha with an installed capacity of 8,00,000 TPA.

Pursuant to the provisions of Section 197(14) read with Schedule V of the Act, since the remuneration payable to Mr. Ratan Jindal exceeds the limits prescribed, the shareholders approval by way of special resolution, besides other approvals including approval from the Central Government, will be required for payment of remuneration as per provisions of Section II of Part II of Schedule V of the Act.

The profile of Mr. Ratan Jindal and other information as required under second proviso of Section II(B) of Part II of the Schedule V to the Act are provided under the head 'Additional Information'.

In compliance with the provisions of Section 197 of the Act, the terms of remuneration specified in the resolution are placed before the members in the Extra Ordinary General Meeting for their approval.

There is no contract of service in writing with Mr. Ratan Jindal. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors recommend the resolution at Item No. 1 as special resolution for your approval.

Mr. Ratan Jindal and Mr. Naveen Jindal, relative of Mr. Ratan Jindal, being concerned, may be deemed to be interested in the resolution.

None of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

Item No. 2

Mr. Abhyuday Jindal, son of Mr. Ratan Jindal, Chairman and Managing Director of the Company was appointed at an office or place of profit in 'Jindal Stainless FZE, Dubai', a wholly owned subsidiary of the Company, w.e.f. 19th December, 2013 for a period of 3 years on the remuneration, perquisites and on terms and conditions as approved by the shareholders at the Annual General Meeting held on 26th September, 2013.

Over a period Mr. Abhyuday Jindal has gained extensive exposure and has used his experience to manage the diversification charter of the group. His focus is on devising blue ocean strategies that strengthen the overall brand proposition and exploring new growth avenues for building uncontested market leadership for the Company. Recently, Mr. Abhyuday Jindal was appointed as VP of Infrastructure Industry and Logistics Federation of India. In this role Mr. Abhyuday works to forge strong public-private partnerships to ensure qualitative growth and performance in these sectors.

In view of the above, the Board of Directors of the Company at its meeting held on 2nd February, 2016, approved the elevation of Mr. Abhyuday Jindal, son of Mr. Ratan Jindal, Chairman and Managing Director of the Company, as 'Vice President (Marketing)' in 'Jindal Stainless FZE' Dubai, a wholly owned subsidiary of the Company, being an office or place of profit as per Section 188 of the Act, and extending his tenure up to 31st March, 2019 on the remuneration, perquisites and terms and conditions, as set out in the resolution.

Jindal Stainless FZE, Dubai is a wholly owned subsidiary of the Company and Mr. Abhyuday Jindal being son of Mr. Ratan Jindal falls within the definition of Related Parties in terms of Section 2(76) of the Act.

In terms of the provisions of Section 188(1)(f) read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, related party's appointment to any office or place of profit in the subsidiary company requires approval of the Board and also the shareholders of the Company.

Your Directors recommend the resolution at Item No. 2 as a special resolution for your approval.

Mr. Ratan Jindal, relative of Mr. Abhyuday Jindal, being concerned, may be deemed to be interested in the resolution.

None of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

Item No. 3

Mr. Girish Sharma was appointed as an Additional Director (Non-Executive, Independent) by the Board of Directors of the Company with effect from 29th May, 2014. Thereafter, he was appointed as an Independent Director for a term of two years commencing from 29th May, 2014 till 28th May, 2016 by the Shareholders of the Company at the Annual General Meeting held on 22nd September, 2014. His term will expire on 28th May, 2016.

The Board of Directors have, in their meeting held on 2nd February, 2016, on recommendation of the Nomination and Remuneration Committee, felt that continued association of Mr. Girish Sharma would be of immense benefit to the Company and proposed his reappointment as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for another term of two years commencing from 29th May, 2016 till 28th May, 2018. In the opinion of the Board, he fulfills the conditions of appointment as an Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Girish Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing from a member in terms of Section 160 of the Act along with deposit of requisite amount proposing his candidature to be appointed as director in this Extra Ordinary General Meeting.

His brief resume, educational and professional qualifications, nature of his work experience etc. are given under the head "Additional Information". Copy of the draft letter setting out the terms and conditions for the appointment of Mr. Girish Sharma as an Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days up to the date of this Extra Ordinary General Meeting.

The Board recommends the resolution set out at Item No. 3 as a special resolution to the Shareholders for their approval. Mr. Girish Sharma, being concerned, may be deemed to be interested in the resolution.

None of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

Item No. 4

After having various rounds of discussions with the CDR lenders, the Company had finalized and submitted to the CDR lenders the **Asset Monetization cum Business Reorganisation Plan ("AMP")** of the Company. The AMP, which entailed monetization of identified business undertaking(s) of the Company through demerger/slump sale(s) and utilization of the proceeds of the slump sale(s) in reduction of debt of the Company was approved by the CDR EG vide its letter dated 26th December, 2014 (as may be amended from time to time) ("**CDR EG Approval**"). Pursuant to the receipt of the CDR EG Approval, the Company filed a Composite Scheme of Arrangement ("**Scheme**") amongst the Company and its three wholly owned subsidiaries namely Jindal Stainless (Hisar) Limited (JSHL), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) and their respective Shareholders and Creditors under the provisions of Section 391 -394 of the Companies Act, 1956 and other applicable provisions of Companies Act, 1956 and / or Act with the Hon'ble High Court of Punjab & Haryana, Chandigarh (the "**High Court**"). The High Court

Pursuant to the said AMP, the Promoter / JSL is required to infuse or arrange infusion of Rs. 25 Crore in JSL within 120 days from the Effective Date. Accordingly, the Promoter is required to infuse Rs. 25 Crore in JSL on or before 29th February, 2016.

Section 55 of the Act read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 (“Rules”) framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a special resolution for issuance of preference shares. Further, as per Regulation 72 of ICDR Regulations, a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders.

Accordingly, the approval of the Members is being sought, by way of a special resolution, to offer and issue, Cumulative Compulsory Convertible Preference Shares (“CCCPS”), by way of private placement and preferential allotment to “JSL Limited” and “Jindal Strips Limited”, promoter group entities.

A statement of disclosures, as required under Rule 9(3) of the Rules and the terms of issue of the CCCPS, are as under:

a) the size of the issue and number of preference shares to be issued and nominal value of each share	12,50,00,000 (Twelve Crore Fifty Lacs) CCCPS having face value of Rs. 2/- each, being entitled to a fixed cumulative dividend at a rate of up to 0.1% p.a.	
b) the nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non – convertible	Cumulative, non-participating in surplus funds but participating in surplus assets on winding up and convertible preference shares.	
c) the objectives of the issue	Promoter infusion pursuant to the AMP of the Company, as approved by the CDR Empowered Group vide its letter dated 26 th December, 2014 and also to add further liquidity and improve the overall financial strength of the Company.	
d) the manner of issue of shares	Preferential allotment of shares on a private placement basis	
e) the price at which such shares are proposed to be issued	The CCCPS having the face value of Rs. 2/- (Rupees Two only) each are proposed to be issued for cash at par. The price of the Equity Shares having the face value of Rs. 2/- (Rupees Two only) each to be allotted upon conversion of CCCPS, shall be computed on the relevant date i.e. thirty days prior to the date on which the proposed allottees will become entitled to apply for equity shares.	
f) the basis on which the price has been arrived at	As specified above	
g) the terms of issue, including terms and rate of dividend on each share	The CCCPS shall carry a fixed cumulative dividend at a rate of up to 0.1% p.a.	
h) the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The CCCPS will compulsorily get converted at the option of the proposed allottees into equity shares of the Company at any time after 4 months but within 18 months from the date of allotment.	
i) the manner and modes of redemption	Not Applicable, as the CCCPS are compulsorily convertible into Equity Shares of the Company.	
j) the current shareholding pattern of the Company	Equity Shareholding Pattern as on 31 st December, 2015:	
	Category	% of total paid-up capital
	Promoter & Promoter Group (including GDS)	56.80%
	Banks, Financial Institutions and Mutual Funds	6.17%
	Bodies Corporate	6.77%
	FII's / NRIs / OCBs / FPIs etc.	21.97%
	Indian Public / Others	7.91%
	GDS held by public	0.38%

k) the expected dilution in equity share capital upon conversion of preference shares	As the price of the Equity Shares having the face value of Rs. 2/- (Rupees Two only) each to be allotted upon conversion of CCCPS, shall be computed on the relevant date i.e. thirty days prior to the date on which the proposed allottees will become entitled to apply for equity shares, the expected dilution in the equity share capital upon conversion cannot be provided as of now.
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The disclosures prescribed under Regulation 73 of the ICDR Regulations in respect of the Resolution proposed at Item No. 4, are as follows:

a) The objects of the preferential issue:

The object(s) of the issue through preferential allotment is the infusion of funds by the Promoter(s) pursuant to the Asset Monetization cum Business Reorganisation Plan ("AMP") of the Company, as approved by the CDR Empowered Group vide its letter dated 26th December, 2014 and also to add further liquidity & improve the overall financial strength of the Company.

Type of security offered and the number of security offered

12,50,00,000 (Twelve Crore Fifty Lacs) CCCPS having face value of Rs. 2/- each, being entitled to a fixed cumulative dividend at a rate of up to 0.1% p.a.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

JSL Limited and Jindal Strips Limited, promoter group entities propose to subscribe to the offer.

c) Equity Shareholding Pattern before and after the Preferential Issue:

As the price of Equity Shares to be allotted upon conversion of the CCCPS is not yet ascertained and will be ascertained only when the holder of the CCCPS becomes entitled to apply for the Equity Shares of the Company, it would presently not be possible to calculate the post-issue shareholding pattern of the Company upon conversion of CCCPS. Accordingly, only the pre-issue shareholding pattern of the Company as on 31st December, 2015 has been provided hereunder. The Company will ensure compliance with all applicable laws and regulations including the SEBI Regulations, at the time of allotment of Equity Shares of the Company.

S. No.	Particulars	Pre-issue Shareholding as on 31 st December, 2015	
		No. of Equity Shares	% to Total
A	Shares held by Promoter & Promoter Group	11,45,70,990	49.56
	Shares representing 83,67,492 GDS held by promoters	1,67,34,984	7.24
	Allotment of Equity Shares to JSL Limited and Jindal Strips Limited, upon conversion of CCCPS	-	-
	Total Promoters holding (A)	13,13,05,974	56.80
B	Public shareholding		
	Financial Institutions / Banks / Mutual Funds	1,42,61,430	6.17
	FII's / FPI's (Corporates)	4,02,98,962	17.43
	NRI / OCBs	1,04,88,897	4.54
	Resident Individuals / others	1,83,18,188	7.92
	Resident Companies	1,56,42,644	6.77
	Shares representing 4,34,675 GDS held by Public	8,69,350	0.38
	Total Public holding (B)	9,98,79,471	43.20
	Total (A+B)	23,11,85,445	100.00

d) Proposed time within which the allotment shall be completed

The CCCPS, shall be allotted within a period of 15 days from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

e) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue is as follows:

The details of the Proposed Allottees are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of CCCPS. There will not be any change in the management control of the Company on account of the proposed preferential allotment upon conversion of the CCCPS except a corresponding change in the shareholding pattern as well as the voting rights.

Sl.No.	Name	Pre-issue holding		% Shareholding pre allotment	The maximum number of Equity Shares / Equity Shares upon conversion of CCCPS proposed to be allotted – Post-issue shareholding	% Shareholding post allotment
		Equity Shares	CCCPS			
1.	JSL Limited (Proposed Allottee)	-	-	-	As the price at which the CCCPS shall be convertible into Equity Shares of the Company, shall be computed on the relevant date i.e. thirty days prior to the date on which the proposed allottees will become entitled to apply for equity shares, therefore it would presently not be possible to calculate the post issue shareholding of the proposed allottees.	
	Ultimate beneficial owners:-					
	Smt. Deepika Jindal	69,265	-	0.03%		
	Mr. Abhyuday Jindal	22,180	-	0.01%		
	Ms. Urvi Jindal	11605	-	0.01%		
2.	Jindal Strips Limited (Proposed Allottee)	53,14,090	-	2.30%		
	Ultimate beneficial owner:- Mr. Abhyuday Jindal	22,180	-	0.01%		

f) Undertaking by the Company

The same is not applicable in the present case.

g) Lock in

The CCCPS allotted and the Equity Shares if allotted upon conversion, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

The entire pre preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval.

h) Auditor's Certificate

A copy of the certificate of the Company's Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Shareholders at the Extra Ordinary General Meeting of the Company and the same shall be open for inspection at the registered office of the Company between 11:00 a.m. and 1.00 p.m. on all working days till the date of the Extra Ordinary General Meeting.

The provisions of Section 62 of the Act, the ICDR Regulations and the relevant clause of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide, *inter alia*, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise.

The issue of CCCPS is in accordance with the provisions of the Memorandum and Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company earlier or in the payment of dividend due on those preference shares issued by the Company.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No.4 relating to issue of CCCPS in the notice as special resolution.

Accordingly, the special resolution proposed at Item No. 4 will, if passed, enable the Company to issue and allot CCCPS to the Proposed Allottees in the manner and to the extent as stated in the resolution.

Mr. Ratan Jindal, Chairman and Managing Director, Mr. Naveen Jindal, Director and their relatives being part of promoter/promoter group are concerned or interested in the above referred resolution to the extent of their shareholding in the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

The relevant details pursuant to Schedule V of the Act, are as under:

Sr. No.	Description	
I	General Information	
1	Nature of Industry	Your Company is engaged in manufacturing of Stainless Steel
2	Date or expected date of commencement of commercial production	Your Company is already in commercial production
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	During the year ended 31st March, 2015, Gross Revenue from operations of your Company on standalone basis was Rs. 6459.54 crore. Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortisation on standalone basis stood at Rs. 304.01 crore.
5	Foreign investments or collaborators, if any	There are no foreign collaborators in your Company. Total foreign investment, comprising of foreign institutional investors, overseas corporate bodies, non- resident incorporated bodies, non-resident Indian etc. as on 31 st March, 2015 stands at 55.73%.
II	Information about Appointee	
1	Background details	<p>Mr. Ratan Jindal has more than 30 years of experience in the steel industry. He is closely involved in the overall strategy, direction and management of the Company. Under his guidance and leadership qualities, the Company has undergone massive expansion, whereby it has doubled its capacity by way of setting-up an integrated stainless steel facility in Orissa with an installed capacity of 8,00,000 TPA.</p> <p>A Commerce graduate and alumnus of the Wharton School of Management, Mr. Ratan Jindal's focus has not only been on producing world class stainless steel flat products but also on promoting the usage of stainless steel. It is this vision of his, which has given birth to companies such as, Jindal Stainless Steelway and JSL Lifestyle. All these initiatives have played a major role in implementing Mr. Jindal's zeal for promotion of stainless steel and have in a small way played a role in shaping the modern urban infrastructure of the country, be it the Airports, Delhi Metro, Bus Shelters, or malls. These initiatives of his, in their own small way have contributed in making India the third largest producer of stainless steel in the world, in little over four decades.</p> <p>His apt leadership skills have made Jindal Stainless the largest integrated stainless steel producer in the country and have put Jindal Stainless amongst the top 10 global stainless steel producers.</p> <p>Following on his father's footsteps, Late Shri O.P. Jindal, who believed that, "without the upliftment of weak and backward sections of the society, a nation can never prosper", Mr. Ratan Jindal has made Corporate Social Responsibility an integral part of Inclusive Management. He is the Chairman of the Board of a 600 bedded multi-specialty charitable hospital and also devotes time to oversee the functioning of two large schools, where more than 4000 students from all sections of society get access to education and no differentiation is done between the have and the have not's.</p>
2	Past remuneration	Mr. Ratan Jindal received salary of Rs. 9,18,00,000 from Jindal Stainless FZE in the capacity of Director and Rs. 3,06,00,000 from Jindal Stainless UK Ltd. in the capacity of Managing Director during the financial year 2014-15. Jindal Stainless FZE and Jindal Stainless UK Ltd., are the subsidiary companies of Jindal Stainless Limited

3	Job Profile and his suitability	Mr. Ratan Jindal is the Chairman and Managing Director of the Company. Taking into account Mr. Jindal's qualifications, his extensive experience and the responsibilities shouldered by him, the Board considers his appointment to be in the best interests of the Company.
4	Remuneration proposed	The details of remuneration proposed to be paid to Mr. Ratan Jindal have been provided at Resolution No. 1 of this Notice.
5	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The executives' remuneration in the industry is on the rise. The Nomination and Remuneration Committee perused remuneration of managerial persons in the steel industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Ratan Jindal, before approving the remuneration as proposed herein before.
6	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Besides the remuneration proposed herein, Mr. Ratan Jindal does not have, directly or indirectly, any material pecuniary relationship with the Company or with the key managerial personnel.
III	Other Information	
1	Reasons for loss or inadequate profits	<ul style="list-style-type: none"> • The financial results of the Company during the year 2014-15 have been adversely impacted <i>inter alia</i> on account of continued dumping of stainless steel flat products in India and in particular the continued influx of cheap stainless steel from China. • Continued build up of capacity in China despite the prevailing situation of excess production vis-à-vis local consumption and continued slowdown in local demand. • Adverse Duty Structure for the Domestic Stainless Steel Industry, both in terms of import duty on raw materials as well as finished goods vis-à-vis other countries and in particular with reference to China. • Increase in basic custom duty on import of Steel Scrap. • Increase in raw material cost due to volatile currency.
2	Steps taken or proposed to be taken for improvement	The Company has undertaken/ is under the process of undertaking several measures to further improve the efficiency in its business processes and to optimize the cost. The Company is now focusing more on the domestic market and diversification into international markets so that it can mitigate challenges arising from external sources.
3	Expected increase in productivity and profit in measurable terms	In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As mentioned above, the Company is taking various efforts to increase its productivity and the management is confident of increase in revenue and profits in coming years.
IV	Disclosures	
1	The remuneration paid to each Managerial Personnel was suitably disclosed in the Board of Directors' Report under the heading "Corporate Governance" in the Annual Report of the Company for the financial year 2014-15.	
2	The following disclosures were mentioned in the Board of Directors' Report under the heading "Corporate Governance" attached to the annual report of the Company for the financial year 2014-15:	
	(i) All elements of remuneration package, such as salary, benefits, bonuses, stock options, pensions etc. of all directors;	
	(ii) Details of fixed component and performance linked incentives alongwith the performance criteria:	
	(iii) Service contracts, notice period.	
	(iv) Stock option details.	

Additional Information : As required in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India.

Brief Profile of directors appointed / re-appointed:

Brief Profile of Mr. Ratan Jindal:

Mr. Ratan Jindal has more than 30 years of experience in the steel industry. He is closely involved in the overall strategy, direction and management of the Company. Under his guidance and leadership qualities, the Company has undergone massive expansion, whereby it has doubled its capacity by way of setting-up an integrated stainless steel facility in Orissa with an installed capacity of a 8,00,000 TPA.

A Commerce graduate and alumnus of the Wharton School of Management, Mr. Ratan Jindal's focus has not only been on producing world class stainless steel flat products but also on promoting the usage of stainless steel. It is this vision of his, which has given birth to companies such as,

Jindal Stainless Steelway and JSL Lifestyle. All these initiatives have played a major role in implementing Mr. Jindal's zeal for promotion of stainless steel and have in a small way played a role in shaping the modern urban infrastructure of the country, be it the Airports, Delhi Metro, Bus Shelters, or malls. These initiatives of his, have in their own small way have contributed in making India the third largest producer of stainless steel in the world, in little over four decades.

His apt leadership skills have made Jindal Stainless the largest integrated stainless steel producer in the country and have put Jindal Stainless amongst the top 10 global stainless steel producers.

Following on his father's footsteps, Late Shri O.P. Jindal, who believed that, "without the upliftment of weak and backward sections of the society, a nation can never prosper", Mr. Ratan Jindal has made Corporate Social Responsibility an integral part of Inclusive Management. He is the Chairman of the Board of a 600 bedded multi-specialty charitable hospital and also devotes time to oversee the functioning of two large schools, where more than 4000 students from all sections of society get access to education and no differentiation is done between the have and the have not's.

DIN	: 00054026
Date of Birth	: 31/07/1961
Date of First Appointment	: 23/07/2003
No. of Shares held in the Company	: 74,24,148
Relationship with other Directors, Managers or KMP	: Brother of Mr. Naveen Jindal, Director
Past Remuneration	: Mr. Ratan Jindal received salary of Rs. 9,18,00,000 from Jindal Stainless FZE in the capacity of Director and Rs. 3,06,00,000 from Jindal Stainless UK Ltd. in the capacity of Managing Director during the financial year 2014-15. Jindal Stainless FZE and Jindal Stainless UK Ltd., are the subsidiary companies of Jindal Stainless Limited

Remuneration proposed to be paid and terms & conditions of appointment / reappointment: Remuneration and terms & conditions as specified in Resolution No. 1, shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sundays and holidays.

Outside Directorship: Director in Shalimar Paints Ltd., Jindal Steel & Power Ltd., Jindal Stainless (Hisar) Ltd., Nalwa Farms Pvt. Ltd., Sonabheel Tea Ltd., Jindal Industries Pvt. Ltd., OPJ Investments & Holdings Ltd., Nalwa Fincap Ltd., Nalwa Financial Services Ltd., Om Project Consultants and Engineers Ltd., Jindal Stainless Mauritius Ltd., Jindal Stainless UK Ltd., Jindal Stainless FZE Ltd., JSL Group Holdings Pte. Ltd. and JSL Ventures Pte. Ltd.

Committee Membership: Nil.

Brief Profile of Mr. Girish Sharma:

Mr. Girish Sharma is a Commerce Graduate from Delhi University and has completed his Masters in Marketing and Business Management from the Faculty of Management Studies, Delhi University.

Mr. Sharma has retired as Chief Commissioner of Income Tax after putting more than 33 years in IRS in various capacities. During his tenure, he served in the capacity as Director, Government of India, Department of Fertilizers from December, 1997 to February, 2002 and has been associated with number of public sector companies as Director and has been Chairman & Managing Director of Pyrites, Phosphates & Chemicals Ltd., a Government of India Enterprise. He has widely travelled across the globe and has attended various seminars on different issues of management. He has been involved with tax administration and investigation in the Department of Income Tax.

DIN	: 05112440
Date of Birth	: 19/12/1951
Date of First Appointment	: 29/05/2014
No. of Shares held in the Company	: Nil
Relationship with other Directors, Managers or KMP	: No
Past Remuneration	: Sitting fee of Rs. 2,30,000 paid during the financial year ended 31 st March, 2015.

Remuneration proposed to be paid and terms & conditions of appointment / reappointment: The details of terms & conditions of appointment of Mr. Girish Sharma are available on website of the Company and shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday

Outside Directorship: Director in Jindal Saw Limited, Jindal Fittings Limited, Jindal ITF Limited, Hexa Tradex Limited, Hexa Securities and Finance Company Limited and Arya Iron and Steel Company Private Limited

Committee Membership: Member of Audit Committee and Stakeholders Relationship Committee of Jindal Saw Limited.

By order of the Board
For **Jindal Stainless Limited**

(**Raajesh Kumar Gupta**)
Company Secretary

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005 (Haryana).
February 2, 2016

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the Extra Ordinary General Meeting of the Company to be held on Monday, the 29th day of February, 2016. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited (“CDSL”) to facilitate e-voting. E-Voting is optional to the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (“remote -voting”). The Company has appointed Mr. Subhash Gupta, Advocate, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on Friday, January 29, 2016.

Process and Manner for Shareholders opting for e-voting is as under :-

- (i) The remote e- voting period begins on February 26, 2016 at 9.00 a.m. and ends on February 28, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd February, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders” tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN : Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Attendance Slip annexed with the EGM Notice in loose leaf.

Dividend Bank Details or Date of Birth (DOB) : Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records for the said demat account or folio. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xii) Click on the EVSN for the relevant <Jindal Stainless Limited> on which you choose to vote.
 - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (xix) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - (xx) Any person, who acquires shares of the Company and become member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. 23rd February, 2016 may follow the same instructions as mentioned above for e-voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com as well as Company Secretary at O.P. Jindal Marg, Hisar or email at investorcare@jindalstainless.com.

Route map for the Extra Ordinary General Meeting to be held on Monday, 29th February, 2016



Form No. MGT-11**Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Jindal Stainless Limited

CIN: L26922HR1980PLC010901

Registered office: O.P. Jindal Marg, Hisar – 125005, Haryana

Name of the member(s):	
Registered address:	
Email Id.:	
Folio No. / Client Id:	
DP Id.:	

I / We, being the member(s) of shares of the above name company, hereby appoint

- 1.** **Name** :, **Address** :

Email Id. : **Signature** :, or failing him
- 2.** **Name** :, **Address** :

Email Id. : **Signature** :, or failing him
- 3.** **Name** :, **Address** :

Email Id. : **Signature** :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 29th day of February, 2016 at 11.30 a.m. at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	Re-appointment of Mr. Ratan Jindal as Chairman and Managing Director of the Company for a period of three years with effect from 1 st April, 2016.		
2.	Elevation of Mr. Abhyuday Jindal as Vice President in Jindal Stainless FZE, Dubai, a wholly owned subsidiary of the Company and increase in his remuneration.		
3.	Re-appointment of Mr. Girish Sharma as an Independent Director for a term of two years with effect from 29 th May, 2016 as per provisions of the Companies Act, 2013 and relevant rules made thereunder.		
4.	Issuance of Cumulative Compulsory Convertible Preference Shares (CCCPS) to Promoter in terms of The Asset Monetization and Business Reorganization Plan (AMP).		

Signed this day of February, 2016

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Affix Revenue
Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a (v) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.



Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana) INDIA

Phone No. (01662) 222471-83, Fax No. (01662) 220499

Email Id. for Investors : investorcare@jindalstainless.com

Website : www.jindalstainless.com

ATTENDANCE SLIP

Serial No. _____

Registered Folio / DP ID & Client ID	
Name of Shareholder	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at its Registered Office at O. P. Jindal Marg, Hisar – 125005 (Haryana) on Monday, the 29th day of February, 2016 at 11.30 a.m.

Signature of Shareholder / Proxy Present: _____

Notes:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of Notice of Extra Ordinary General Meeting for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVS (E Voting Sequence Number)	USER ID	* Sequence No.

** Applicable to those members who have not updated their PAN with the Company / Depository Participant.*