JINDAL STEEL & POWER

Jindal Steel & Power Limited
O.P. Jindal Marg, Hisar - 125 005, Haryana

Notice

To,

The Members,

Jindal Steel & Power Limited

Notice is hereby given that 31st Annual General Meeting of the members of the Company will be held on Tuesday, the 28tl September, 2010 at 12.00 noon at the Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana, t transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2010 and Profit & Loss Account for the financia year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare final dividend on equity shares.
3. To appoint a Director in place of Shri Naveen Jindal who retires by rotation and being eligible offers himself fo re-appointment.
4. To appoint a Director in place of Shri Vikrant Gujral who retires by rotation and being eligible offers himself fo re-appointment.
5. To appoint a Director in place of Shri Ram Vinay Shahi who retires by rotation and being eligible offers himself fo re-appointment.
6. To appoint a Director in place of Shri Arun Kumar Mukherji who retires by rotation and being eligible offers himself fo re-appointment.
7. To appoint M/s S.S. Kothari Mehta & Co., Chartered Accountants (Firm registration No. 0000756N) as Auditors of th Company to hold office from the conclusion of this meeting to the conclusion of the next Annual General Meetin and to fix their remuneration.

SPECIAL BUSINESS

8. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinar Resolution:**

   "RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of th Companies Act, 1956, Shri Arun Kumar, be and is hereby appointed as Director of the Company, liable to retire b rotation."

9. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinar Resolution:**

   "RESOLVED THAT pursuant to Section 293(1)(d) of the Companies Act, 1956 (including any statutory modificatio or re-enactment thereof, for the time being in force) and Articles of Association of the Company, consent of th Company be and is hereby given to the Board of Directors of the Company to borrow moneys whether rupee loan or foreign currency loans or other external commercial borrowings (apart from temporary loans obtained from th Company's Bankers in the ordinary course of business) from the Banks and/ or Financial/ Lending Institutions o from any other sources, such as, Foreign Banks, Foreign Investment/ Financial Institutions or Funds or other Bodies

Authorities/ Entities located in India or abroad whether by way of cash credit, working capital, term loans, advances in any form, bill discounting or other forms of credit, issue of Non-Convertible Debentures/ Fully Convertible Debentures/ Partly Convertible Debentures with or without detachable or non-detachable warrants or warrants of any other kind, bonds, external commercial borrowings or other debt instruments or otherwise and whether unsecured or secured by mortgage, charge, hypothecation or pledge on the Company's assets and properties whether moveable or immoveable or stock-in-trade (including raw materials, stores, spare parts and components or stock in transit), work-in-progress and book debts of the Company on such terms and conditions as may be considered suitable by the Board of Directors upto a limit the outstanding of which should not exceed, at any given time, Rs. 35,000 Crores (Rupees thirty five thousand crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, delegate all or any of these powers to any Committee of Directors or Managing Director or Wholetime Director or Director of the Company and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as it may deem necessary, desirable, expedient or proper."

10. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** consent of the Company be and is hereby given in terms of Section 293(1)(a) and all other applicable provisions, if any, of the Companies Act, 1956 to the Board of Directors to mortgage/ hypothecate and/ or create charge/ pledge, etc. in addition to the mortgages/ hypothecations/ charges/ pledges created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/ or immoveable properties of the Company, both present and future and/ or the whole or any part of the undertaking(s) of the Company in favour of the Banks, Financial Institutions, Bodies Corporate, Persons or any other Lending Institutions whether situated in India or abroad, Agents and/ or Trustees for securing any loans, advances, working capital facilities, bill discounting, or any other financial assistance, fully/ partly convertible debentures and/ or secured non convertible debentures with or without detachable or non-detachable warrants or secured premium notes, floating rate notes/ bonds or any other secured debt instruments or external commercial borrowings in any form together with interest, further interest thereon, compound interest in case of default, accumulated interest, all other costs, charges and expenses payable by the Company upto a limit of Rs. 35,000 Crores (Rupees thirty five thousand crores only) in terms of Section 293(1)(d) of the Companies Act, 1956 and the documents be finalised and executed by the Company in their favour containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Lenders/ Trustees.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable, delegate all or any of these powers to a Committee of Directors or Managing Director or Wholetime Director or Director of the Company and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as it may deem necessary, desirable, expedient or proper."

11. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

"**RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** in accordance with the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956, Foreign Exchange Management Act, 1999 (including any regulation, statutory modification(s) or re-enactment(s) thereof for the time being in force including but not limited to Foreign Exchange Management (Transfer or Issue of Securities by a Person Resident Outside India) Regulation, 2000, the Issue

of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993 and also the provisions of any other applicable laws, rules, regulations and in accordance with relevant provisions of Memorandum and Articles of Association of the Company and subject to the approval, consent, permission and/ or sanction of the Ministry of Finance (MOF), Government of India (GOI), the Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Stock Exchange(s) and/ or any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions and modifications as may be prescribed in granting such approvals, consents and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which terms shall include a Committee of Directors), the consent of the Company be and is hereby accorded to the Board to offer, issue and allot, in one or more tranches, any securities including Global Depository Receipts ("GDR") and/ or American Depository Receipts ("ADR") and/ or Foreign Currency Convertible Bonds ("FCCB") and/ or Convertible Bonds/ Debentures and/ or Euro–Convertible Bonds whether cumulative/ redeemable/ partly/ fully convertible and/ or securities partly or fully convertible into equity shares and/ or securities linked to equity shares and/ or any instruments or securities with or without detachable warrants, or such other types of securities representing either equity shares and/ or convertible securities, (hereinafter collectively referred to as "Securities") in India or in one or more foreign market(s) to be subscribed in foreign currency(ies)/ Indian Rupees by Foreign/ Domestic Investors, including Non-Residents, Foreign Institutional Investors, Non-Resident Indians, Foreign Nationals, Corporate Bodies, Banks, Institutions, Mutual Funds or such other eligible entities or persons as may be decided by the Board in accordance with applicable laws, whether or not such persons/ entities/ investors are members of the Company, through Prospectus, Offering Letter, Circular Memorandum or through any other mode, from time to time, as may be deemed appropriate by the Board on such terms and conditions as the Board may, in its sole and absolute discretion, deem fit upto USD 750 million equivalent to approximately Rs. 3,750 Crores (with a right to the Board to retain additional allotment, such amount of subscription not exceeding 25% of the amount of initial offer of each tranche as the Board may deem fit) on such terms and conditions including pricing (subject to the minimum pricing norms prescribed by SEBI, RBI and/ or any other authorities), as the Board may in its sole and absolute discretion decide including the form and all other terms and conditions and matters connected therewith and wherever necessary in consultation with the lead managers, underwriters, stabilisation agents, guarantors, financial and/ or legal advisors, depositors, custodians, principal/ paying/ transfer/ conversion agents, listing agents, registrars and issue such Securities in any market and/or to the persons as may be deemed fit by the Board so as to enable the Company to get listed at any Stock Exchange(s) in India and/ or Singapore and/ or any other overseas Stock Exchange(s).

RESOLVED FURTHER THAT these securities will be disposed off by the Board in its absolute discretion in such manner as the Board may deem fit and proper.

RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to the applicable laws, the aforesaid issue of the Securities may have all or any terms or combination of terms in accordance with normal practices including but not limited to conditions relating to payment of interest, dividend, premium or redemption or early redemption at the option of the Company and/ or to the holder(s) of the Securities and other debt-service payment whatsoever and all such terms as are provided in offerings of this nature, including terms for issue of additional equity shares, of variation of interest payment and/ or variation of the price and/ or the period of conversions of Securities into equity shares or issue of equity shares during the duration of the Securities and/ or voting rights or options for early redemption of Securities, and the Board is empowered to finalise and approve the same or any modification thereof.

RESOLVED FURTHER THAT the Company and/ or any agency or body authorised by the Board may issue depository receipts representing the underlying equity shares or other Securities or FCCBs in registered form with such features and attributes as are prevalent in international capital markets for instruments of this nature and provide for the tradability or free transferability thereof as per the international practices and regulations and under the forms and

practices prevalent in the international markets including filing any registration statement and any other document and any amendment thereto with any relevant authority(ies) for securities listing and trading in the overseas Stock/ Securities Exchange(s).

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any Securities referred above or as may be necessary in accordance with the terms of the offering(s).

RESOLVED FURTHER THAT subject to the applicable laws, the Board, as and when it deems fit and proper, be and is hereby also authorised to issue and allot equity shares (including equity shares issued and allotted upon conversion of any Securities) with differential rights including differential rights as to dividend and/ or voting.

RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and/ or in the market and/ or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Securities or instruments representing the same, the Board be and is hereby authorised to determine the form, terms and timing of the offering(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount of issue/ conversion of Securities/ redemption of Securities, rate of interest, redemption period, utilisation of issue proceeds, listing on one or more Stock Exchange(s) abroad/ India as the Board in its sole and absolute discretion may deem fit and to make and accept any modifications in the proposal as may be required by the authorities involved in such issues and on behalf of the Company, to do all such acts, deeds, matters and things as it may, at its sole and absolute discretion, deem necessary or desirable for such purpose, including without limitation the appointment of Registrars, Book-runners, Lead-Managers, Trustees, Agents, Bankers, Global Co-coordinators, Custodians, Depositories, Consultants, Solicitors, Accountants, or such other Agencies, entering into arrangements for underwriting, marketing, listing, trading, depository and such other arrangements and agreements, as may be necessary and to issue any Offer document(s) and sign all deeds, documents and to pay and remunerate all agencies/ intermediaries by way of commission, brokerage, fees, charges, out of pocket expenses and the like as may be involved or connected in such offerings of Securities, with power on behalf of the Company to settle any question, difficulty or doubt that may arise in regard to any such issue, offer or allotment of Securities and in complying with any regulations, as it may in its sole and absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or Wholetime Director(s), Directors or any other Officer(s) of the Company to give effect to the aforesaid Resolution.

RESOLVED FURTHER THAT all the acts, deeds and things already done by the Board in this regard be and are hereby confirmed, approved and ratified."

12. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 198, 269, 309, 310 and all other applicable provisions, if any, Schedule XIII to the Companies Act, 1956 and Article 139 of Articles of Association of the Company, the Company hereby approves the reappointment of Shri Anand Goel as Joint Managing Director of the Company for a period of five years with effect from 01st August, 2010 on the following terms and conditions:

(a) Basic salary of Rs. 5,37,633/- (Rupees five lacs thirty seven thousand six hundred thirty three only) per month.

(b) Performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT the terms of remuneration as mentioned herein above will also be payable to Shri Anand Goel, Joint Managing Director for the period from 01st April, 2010 upto 31st July, 2010 being revision of salary as per Company's Policy.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as specified above."

13. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 198, 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, the Company hereby approves the revision of remuneration of Shri Vikrant Gujral, Group Vice Chairman & Head Global Ventures of the Company with effect from 01st April, 2010 in the following manner:

(a) Basic salary of Rs. 4,56,992/- (Rupees four lacs fifty six thousand nine hundred and ninety two only) per month.

(b) Management incentive, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, management incentive, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as specified above."

14. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 198, 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, the Company hereby approves the revision of remuneration of Shri Arun Kumar Mukherji, Wholetime Director of the Company with effect from 01st April, 2010 in the following manner:

(a) Basic salary of Rs. 2,40,000/- (Rupees two lacs forty thousand only) per month.

(b) Performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board, from time to time.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of basic salary, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as specified above."

15. **To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 198, 309, 310 and all other applicable provisions, if any, and Schedule XIII to the Companies Act, 1956, approval of the shareholders be and is hereby given to the increase in the individual variable pay of Shri Vikrant Gujral, Group Vice Chairman and Head Global Ventures, Shri Anand Goel, Joint Managing Director and Shri Arun Kumar Mukherji, Wholetime Director to Rs. 11,40,480/-, Rs. 13,82,400/- and Rs. 5,76,000/- respectively and group variable pay of Shri Anand Goel to Rs. 15,55,200/- for the financial year 2009-10."

16. **To consider and, if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 read with Director's Relatives (Office or Place of Profit) Rules, 2003 and subject to approval of Central Government, the salary of Shri Paras Goel, Asst. General Manager–Sales and Marketing be and is hereby revised w.e.f. 01st April, 2010 as per details given below:

a)	Basic Salary	:	Rs. 6,45,840/- (Rupees six lacs forty five thousand eight hundred forty only) per annum.
b)	Flexible Compensation Plan*	:	Rs. 8,91,264/- (Rupees eight lacs ninety one thousand two hundred sixty four only) per annum.
c)	Employer's Contribution to Provident Fund	:	Rs. 77,496/- (Rupees seventy seven thousand four hundred ninety six only) per annum.
d)	Target Variable Pay which shall not be less than Rs. 2,26,000/- (Rupees two lacs twenty six thousand only) and not more than Rs. 3,00,000/- (Rupees three lacs only) per annum based on performance of the employee and the Company's business.		
He shall also be entitled to following perquisites:			
e)	Perquisites :		
	i) Gratuity amount of Rs. 31,068/- (Rupees thirty one thousand sixty eight only) per annum.		
	ii) Mediclaim Insurance coverage for self and family for which premium amounting to Rs. 9,000/- (Rupees nine thousand only) per annum will be paid by the Company.		
	iii) Group Personal Accident Insurance coverage for which premium amounting to Rs. 4,512/- (Rupees four thousand five hundred twelve only) per annum will be paid by the Company.		
	iv) Encashment of earned leave – maximum for 30 days i.e. Rs. 53,820/- (Rupees fifty three thousand eight hundred twenty only) being one month's basic pay.		

* The Flexible Compensation Plan (FCP) consists of the following components with liberty to choose one or more of them, to the extent of its full amount or a part thereof.

Allowances/ Reimbursements	**Maximum Entitlement (per annum)**
House Rent Allowance	Rs. 3,22,920/- (Rupees three lacs twenty two thousand nine hundred twenty only)
Corporate Attire Reimbursement	Rs. 21,600/- (Rupees twenty one thousand six hundred only)
Children Hostel Allowance	Rs. 7,200/- (Rupees seven thousand two hundred only)
Children Education Allowance	Rs. 2,400/- (Rupees two thousand four hundred only)
Professional Pursuit Reimbursement	Rs. 18,000/- (Rupees eighteen thousand only)
Medical Reimbursement	Rs. 15,000/- (Rupees fifteen thousand only)
Leave Travel Allowance	Rs. 1,00,000/- (Rupees one lac only)
Cost of Car (Notional Value)	Rs. 1,00,000/- (Rupees one lac only)
Fuel Reimbursement	Rs. 84,000/- (Rupees eighty four thousand only)
Insurance / Maintenance of Car	Rs. 15,000/- (Rupees fifteen thousand only)
Special allowance	Rs. 2,05,144/- (Rupees two lacs five thousand one hundred forty four only). This amount may increase depending upon the choice of above components.

RESOLVED FURTHER THAT Shri Naveen Jindal, Executive Vice Chairman & Managing Director and Shri Vikrant Gujral, Group Vice Chairman and Head Global Ventures of the Company be and are hereby authorised severally to change terms of his appointment including his designation and remuneration.

RESOLVED FURTHER THAT in accordance with standing practice of the Company, the salary of Shri Paras Goel may be revised from 01st April every year and next such revision may take effect from 01st April, 2011.

RESOLVED FURTHER THAT Shri Sushil Maroo, Director and Shri T. K. Sadhu, Company Secretary be and are hereby authorised severally to apply to and seek approval of Central Government to the increase in the remuneration of Shri Paras Goel and take such other steps and do all such things as may be deemed necessary for giving effect to this Resolution.

RESOLVED FURTHER THAT the Sub-Committee of Directors be and is hereby authorised to alter, change or modify any of the above mentioned terms of remuneration as may be directed or advised by the Central Government while considering approval under Section 314 of the Companies Act, 1956 without seeking any further approval from shareholders."

By order of the Board

Date: 31st July, 2010
Place : New Delhi
Registered Office:
O.P. Jindal Marg,
Hisar – 125 005, Haryana

T.K. Sadhu
Company Secretary

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. A blank proxy form is sent herewith.
3. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
4. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of items 8 to 16 of the Notice is annexed hereto.
5. All documents referred to in the accompanying Notice and Explanatory Statement are open to inspection at the Registered Office of the Company during office hours on all working days up to the date of Annual General Meeting between 11:00 AM and 01:00 PM.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

RESOLUTION NO. 8:

Shri Arun Kumar was appointed as Additional Director by Board of Directors through resolution by circulation on 29th September, 2009. As per provisions of Section 260 of the Companies Act, 1956, he holds office as Additional Director upto the ensuing Annual General Meeting. The Company has received notice along with Rs. 500/- from a member proposing his candidature for appointment as a Director liable to retire by rotation in terms of Section 257 of the Companies Act, 1956.

The Board considered this matter in their meeting held on 04th May, 2010 and recommends the resolution for your approval. Shri Arun Kumar is interested in the Resolution.

RESOLUTION NO. 9 & 10:

The shareholders of the Company had, in their meeting held on 26th September, 2008, approved borrowings upto an amount of Rs. 25,000/- Crores (Rupees twenty five thousand crores only) and authorised the Board to borrow funds from time to time, for the business of the Company. The Company has drawn up expansion plans for Raigarh works, envisages setting up of 6.0 million TPA steel plant in Angul (Odisha), 3.0 million TPA steel Plant in Patratu (Jharkhand), is implementing 9.6 million TPA iron ore washing plant in Barbil (Odisha) and 2.0 million TPA cement plant in Raigarh (Chattisgarh). In view of this, the existing borrowing limits are found to be inadequate. Therefore, the Board recommended that the borrowing limits may, for the time being, be increased to Rs. 35,000/- Crores (Rupees thirty five thousand crores only).

Pursuant to Section 293 (1)(d) of the Companies Act, 1956 approval of the shareholders is required for increasing the borrowing limit as suggested above and authorising the Board to borrow funds from time to time from FIs, Banks, FIIs, International lenders and other sources.

The Company has to secure the borrowings by way of mortgage, hypothecation, charge, etc as may be required by the lenders. Since the Company proposes to increase the borrowing limit of the Company to Rs. 35,000/- Crores (Rupees thirty five thousand crores only), approval is sought from the shareholders in terms of Section 293(1)(a) of the Companies Act, 1956, for securing the borrowed funds upto Rs. 35,000/- Crores (Rupees thirty five thousand crores only) by way of hypothecation, mortgages, charges etc. on the movable and immovable properties of the Company.

The Board considered this matter in its meeting held on 04th May, 2010 and recommends these two resolutions for your approval. None of the Directors is, in any way, concerned or interested in these Resolutions.

RESOLUTION NO. 11:

In order to mobilise funds for the normal capital expenditure, ongoing expansion, modernisation, general corporate purposes, working capital requirements etc., it is proposed to make an offering by way of public offer and / or private placement of Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs), American Depository Receipts (ADRs) or any other equity and / or preference share related instruments amounting in aggregate to USD 750 million equivalent to approximately Rs. 3,750 Crores (with a right to the Board to retain additional allotment, such amount of subscription not exceeding 25% of the amount of initial offer of each tranche as the Board may deem fit) to the international investor(s) in one or more tranches.

The detailed terms and conditions of the offer including price would have to be determined in consultation with the lead managers, advisors and underwriters to be appointed by the Company. Since the pricing of the offering can be decided only at a later stage, it is not possible to state the price or the exact number of securities or instruments to be issued.

Pursuant to Foreign Exchange Management Act, 1999 and relevant provisions of Schedule I to FEMA (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 and Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism), Scheme, 1993, the Company is eligible to raise funds through Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs).

Discussions will be initiated with internationally reputed consultants and merchant bankers for identifying the parties and negotiating the terms and conditions of the offering and the requisite approval(s)/ sanction(s) of Reserve Bank of India and/ or other Authorities would also be obtained for this purpose after shareholders approval is obtained.

Section 81 of the Companies Act, 1956, provides, inter-alia, that when it is proposed to increase the Subscribed Capital of a Company by allotment of further shares, such further shares shall be offered to the existing shareholders of the Company in the manner laid down in that Section unless the shareholders in a general meeting decide otherwise by way of a Special Resolution.

The Board had in its meeting held on 04th May, 2010 discussed this proposal and recommends this resolution for your approval. None of the Directors is, in any way, concerned or interested in this Resolution.

RESOLUTION NO. 12:

Shri Anand Goel was initially appointed as Wholetime Director of the Company for a period of 5 years w.e.f. 01st August, 2000 and re-appointed for a further period of 5 years upto 31st July, 2010. He is presently working as Joint Managing Director and has 35 years of experience out of which he served JSL Ltd for 25 years in several senior managerial positions. He has been involved in conceptualisation and execution of projects at Raigarh for manufacturing of rails, parallel flange beams, columns, plates and coils, the setting up of steel projects at Angul (Odisha) and Patratu (Jharkhand) and expansion of Raigarh steel plant from 3.0 MTPA to 6.0 MTPA. He has made substantial contribution towards the growth of the Company during the last ten years. The Board of Directors considered his reappointment in their meeting held on 04th May, 2010 and subject to your approval re-appointed him as Joint Managing Director of the Company for five year w.e.f. 01st August, 2010 on revised remuneration. Therefore, the Board recommends this Resolution for your approval.

As per Section I of Part-II of Schedule XIII to the Companies Act, 1956, if the Company has adequate profits, the Board may fix / revise remuneration within the ceiling as provided in Section 198 and 309 of that Act which is 10% of the net profits. As per the audited accounts for the accounting year 2009-10, the Company has earned net profit of Rs. 1,479.68 Crores, which is considered sufficient for the purpose of payment of proposed remuneration to the managerial personnel of the Company. In terms of Section 310 read with Schedule XIII to the Companies Act, 1956, the Board can revise the remuneration subject to approval of the shareholders in general meeting.

The terms and conditions including remuneration given in the said Resolution may be treated as an abstract of terms of appointment of Shri Anand Goel as the Joint Managing Director under Section 302 of the Companies Act, 1956.

Shri Anand Goel is interested in this Resolution.

RESOLUTION NO. 13 & 14:

In view of their status in the industry, standard and cost of living, increasing responsibilities on account of expanding business activities within India and abroad, time and effort put in by them towards managing affairs of the Company, the Board has, subject to the approval of shareholders revised the remuneration of Shri Vikrant Gujral and Shri Arun Kumar Mukherji with effect from 01st April, 2010 as contained in resolution no. 13 &14.

As per Section I of Part-II of Schedule XIII to the Companies Act, 1956, if the Company has adequate profits, the Board may fix / revise remuneration within the ceiling as provided in Section 198 and 309 of that Act which is 10% of the net profits. As per the audited accounts for the accounting year 2009-10, the Company has earned net profit of Rs. 1,479.68 Crores, which is considered sufficient for the purpose of payment of proposed remuneration to the managerial personnel of the Company. In terms of Section 310 read with Schedule XIII to the Companies Act, 1956, the Board can revise the remuneration subject to approval of the shareholders in general meeting. The Board has considered these resolutions in the meeting held on 04th May, 2010 and recommends these resolutions for your approval.

The terms of revision of remuneration given in the said resolutions may be treated as abstract of terms of remuneration of the said directors under Section 302 of the Companies Act, 1956.

Shri Vikrant Gujral and Shri Arun Kumar Mukherji are interested in their respective Resolutions.

RESOLUTION NO. 15:

The shareholders had, vide their resolutions passed in Annual General Meeting held on 29th September, 2009, approved, among other terms of remuneration, payment of Individual Variable Pay and Group Variable Pay to Shri Vikrant Gujral, Group Vice Chairman and Head Global Ventures, Shri Anand Goel, Joint Managing Director and Shri Arun Kumar Mukherji, Wholetime Director of the Company for the financial year 2009-10. However, keeping in view the performance of these managerial personnel during the financial year and overall performance of the

Company, the Board of Directors has, in its meeting held on 04th May, 2010, decided, subject to approval of the shareholders, to increase Individual Variable Pay and Group Variable Pay to them as contained in the Resolution.

As per Section I of part II of Schedule XIII to the Companies Act, 1956, if the Company has adequate profits, the Board may fix remuneration within the ceiling as provided in Section 198 and 309 of that Act which is 10% of the net profits. As per the audited accounts for the accounting year 2009-10, the Company has earned net Profit of Rs. 1,479.68 Crores, which is considered sufficient to pay increased Individual Variable Pay and/ or Group Variable Pay. Therefore, the Board recommends this resolution for your approval.

The terms of revision of remuneration given in the said resolution may be treated as abstract of terms of remuneration of the said Directors under Section 302 of the Companies Act, 1956.

Shri Vikrant Gujral, Shri Anand Goel and Shri Arun Kumar Mukherji are interested in this resolution to the extent of increase in their respective variable pay.

RESOLUTION NO. 16:

Shareholders, in their meeting held on 29th September, 2009, had approved appointment of Shri Paras Goel as Asst. General Manager–Sales and Marketing and Central Government, vide its letter no. A71682041- CL- VII dated 30th April, 2010 had also approved his appointment from 01st October, 2010 at a total annual remuneration of Rs. 16,38,612/- (Rupees sixteen lac thirty eight thousand six hundred twelve only). As per this approval letter any increase in his salary above this limit will require approval of Central Government.

As per policy of the Company, remuneration of each employee is revised w.e.f. 01st April every year. In terms of Rule 4(7) of the Director's Relatives (Office or Place of Profit) Rules, 2003, the Selection Committee consisting of Shri R. V. Shahi and Shri Hardip Singh Wirk, Independent Directors and Prof. Anand G. Khanna, outside expert, Professor in Institute of Management Technology, Ghaziabad, have recommended increase in his salary w.e.f. 01st April, 2010 and the Board of Directors has, in its meeting held on 04th May, 2010, revised, subject to approval of shareholders and Central Government, his salary w.e.f. 01st April, 2010 and recommends this resolution for your approval.

As per Section 314 of the Companies Act, 1956 prior consent of shareholders of the Company by way of Special Resolution and approval of the Central Government is required. After obtaining approval of shareholders, application will be submitted to the Central Government for seeking approval to the revision of remuneration of Shri Paras Goel.

Shri Anand Goel being relative is interested in this resolution.

By order of the Board

Date: 31st July, 2010
Place : New Delhi
Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana

T.K. Sadhu
Company Secretary

FOR ATTENTION OF THE SHAREHOLDERS

1. Register of members and share transfer books of the Company will remain closed from 15th September, 2010 to 17th September, 2010 (both days inclusive). The dividend, if declared by the members, shall be paid to those members whose names, in case of shares held in electronic form (Demat Form), appear as beneficial owners, as at close of business hours on Tuesday, 14th September, 2010 and for shares held in physical form appear in the Register of members on Friday, 17th September, 2010.

2. The Ministry of Corporate Affairs, Government of India has vide their letter 47/396/2010- CL-III dated 18/05/2010 given the direction to the Company under Section 212(8) of the Companies Act, 1956 for not attaching the Balance Sheet and other documents as required under Section 212(1) of the Companies Act, 1956 with Annual Accounts of the Company.

   The Company undertakes that Annual Accounts of the Subsidiaries namely 1. Jindal Power Limited, 2. Jindal Minerals & Metals Africa Limited, 3. Jindal Minerals and Metals Africa Congo SPRL, 4. Jindal Steel & Power (Mauritius) Limited, 5. Trans Atlantic Trading Limited, 6. PT Jindal Overseas, 7. Vision Overseas Limited, 8. Jubiliant Overseas Limited, 9. Affiliate Overseas Limited, 10. Skyhigh Overseas Limited, 11. Harmony Overseas Limited, 12. Worth Overseas Limited, 13. Jindal Steel Bolivia SA, 14. Gas to Liquid International, 15. Jindal Power Trading Company Limited (formerly Chhattisgarh Energy Trading Company Limited), 16. Jindal Power LLC, 17. Rolling Hill Resources LLC, 18. Jindal Mining Industry LLC, 19. JSPL Mazambique Minerals LDA, 20. Jindal Synuels Limited. 21. Enduring Overseas Limited, 22. Jindal Mining & Exploration Limited, 23. Jindal Investment Holdings Limited, 24. Jindal Africa Investments (Pty) Ltd., 25. Osho Madgascar SARL, 26. Jindal Hydro Power Limited, 27. Jindal Power Transmission Limited, 28. Jindal Power Distribution Limited, 29. Attunli Hydro Electric Power Company Limited, 30. Etalin Hydro Electric Power Company Limited, 31. Jindal DRC SPRL (Cango), 32. Jindal Minerals Mining Limited, 33. Jindal Madagascar SARL, 34. Jindal Investmentors LDA, 35. Belde Empreendimentos Mineriros Ltd., 36. Kasai Sud Diamant, 37. Eastern Solid Fuels Pty. Limited, 38. Jindal Mining Pty. Limited (Matt Trading Pty. Limited), 39. Jindal Brasil Mineracao SA and the related detailed information will be made available to the investors of these subsidiaries and Jindal Steel & Power Limited as and when they demand. The Annual Accounts of these Subsidiary Companies will also be kept for inspection by any investor, at Registered Office of the Company as well as these subsidiaries and will be hosted on the Company's website.

3. Members desiring any information/ clarification on the accounts are requested to write to the Company at least seven days in advance so as to enable the management to keep information ready at the Annual General Meeting.

4. Members are requested to note that Alankit Assignments Limited, Alankit House, 2E/21, Jhandewalan Extn., New Delhi-110055, is the Registrar and Transfer Agent to look after the work related to shares held in physical and dematerialised form.

5. Members are requested to immediately notify to the Registrar and Transfer Agent any change in their address in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialised form.

6. Please bring a copy of the Annual Report and duly filled in attendance slip for attending the Annual General Meeting.