JINDAL STAINLESS

JSHL: 2016:
September 6, 2016

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
Ph. 022 - 2272 3121, 2037, 2041,
3719, 2039, 2272 2061
Email: corp.relations@bseindia.com
Security Code No.: 539597

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
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Email: cmlist@nse.co.in
hsurati@nse.co.in
Security Code No. : JSLHISAR

Sub.: Notice of Annual General Meeting (AGM)

Dear Sir,

This is to inform you that the 3rd AGM of the Company is scheduled to be held on Friday, September 30, 2016 at 12:00 Noon at Registered Office of the Company.

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide its members e-voting facility, which would enable the shareholders to cast their vote electronically.

A person whose name is recorded in the Register of Members / Register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 23, 2016 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. The remote e-voting period will commence on 27th September, 2016 from 9.00 a.m. and ends on 29th September, 2016 at 5:00 p.m.

Copy of the Annual Report for the Financial Year 2015-16 containing inter alia the Notice of AGM is attached for your reference and record.

You are requested to kindly take the above information on record.

Thanking you,

Yours faithfully
for **Jindal Stainless (Hisar) Limited**

(Bhartendu Harit)
Company Secretary

Jindal Stainless (Hisar) Limited

Jindal Stainless (Hisar) Limited
CIN: ~~U27205HR2013PLC049963~~ L27205HR2013PLC049963
Corporate Office: Jindal Centre, 12, Bhikaji Cama Place, New Delhi -110 066, India
Registered Office: O.P. Jindal Marg, Hisar - 125005(Haryana), India
T: +91-1662-222471-83, F: +91-1662-220499
E: info.@jslhsr.com, W: www.jindalstainless.com

JINDAL

ANNUAL REPORT
2015-16

JINDAL STAINLESS (HISAR) LIMITED






THERE IS MORE TO
STAINLESS
THAN YOU THINK






JSL
JINDAL STAINLESS

Shaping a Stainless World



Shri O.P. Jindal
August 7,1930-March 31, 2005
O.P. Jindal Group-Founder & Futurist

For Bauji life always existed in full colours. Not only because he saw the brighter side of it but he had the conviction to fill vibrant colours in it. 'No matter how much risk, hard-work or energy it takes, the expedition will be a success if you make it one', he proved this through his 'stainless' conquest. From steel buckets to pipes to a fully integrated stainless steel unit, there has always been more to stainless steel that he explored. In this journey, he unravelled layers after layers to realise it completely; to make it an empire.

The stainless legacy, worth mentioning, has now been handed over to his people, to us, to explore it further and derive new meanings and new experiences from it; and the journey goes on...



Smt. Savitri Devi Jindal
Chairperson Emeritus

At Jindal Stainless (Hisar) Limited (JSHL) we are committed to doing business in a sustainable manner with a focus on the concept of 'Shared Value'. Our core approach towards addressing the social & development issues is to encourage all stakeholders to undertake sustainable interventions with the aim of achieving the overarching vision of the company, 'To be admired as a Socially Responsible Corporate.'

I am happy to note that JSHL, despite having many challenges, continues to serve the society at large and support the development agenda of the country by undertaking a number of community development projects in the vicinity of the plant location. I am sanguine with the effort directed towards projects on empowering women, because I continue to believe that empowering a woman is to empower a family and in turn empower a community. With the innovative projects around education and skill development, I feel extremely encouraged to see how communities over a short span of five to seven years have transformed their lives, which lend towards the indicator, improvement in the quality of life of the socially deprived community. I am also happy to note that through the Company's CSR initiatives, the women have moved towards financial literacy and now they have their own bank accounts, which is a good indicator of a robust and an effective community governance structure. The women self help groups, which have been created in the remote areas of Hisar, primarily because of their empowerment are now engaged in micro credit activities and are taking loans from large and small banks. The livelihood generation programs in the villages especially in projects linked to farmers and women SHGs seem very rewarding and the small steps taken towards livelihood generation activities in supporting projects like poultry and goatery are very encouraging.

The steady growth of 'ASMITA' project by having given a voice to the rural women and showcase their prowess in entrepreneurial development is very impactful. Such case studies and stories need to be shared and replicated across geographies. This project, with a small number of women, has trained women in various technical processes from sourcing; product design and product development to marketing. Such processes are great indicators in explaining project outcomes. It is also rather encouraging to be informed that women have now opened their own boutiques and shops and make good business with the skill sets acquired.

Towards education and health care, JSHL is engaged with children out of schools and addressing their health-care through various programs. It is equally rewarding to note that mobile clinics visit villages everyday of the week, with a large number of people benefiting from these facilities. In addition, the specialized health camps conducted periodically are making a difference to the lives of people. I am also happy to note that camps are held for cancer detection and other health related innovative methods are being undertaken to address the issue of eradicating the problem.

JSHL has been engaged in creating integrated and sustainable models of growth and development and linking up hardcore business strategies with the community outreach work, thereby strengthening inclusivity. With the support of all stakeholders, I am sure that the vision of Mr. Ratan Jindal, Chairman JSHL, "To be admired as a socially responsible Corporation", will be achieved and demonstrated for others to emulate.



Shri Ratan Jindal
Chairman

Dear Shareholders,

With immense delight I wish to inform you that this year has not only marked the beginning of Jindal Stainless (Hisar) Limited by listing on bourses, but it also bore witness to improved performance despite taxing business environment.

India has again emerged as one of the fastest growing economies of the world amid global economic stagnation. International Monetary Fund (IMF) and the World Bank have reiterated that India would be one of the brightest spots with a growth rate of 7.4% among emerging economies. A negative economic trend in Euro Zone has outweighed positive signals in US. In contrast, Indian economy showed resilience in the financial year 15-16 and growth stood at 7.6% highest among all BRICS economies.

The global stainless steel industry was impacted by the prevailing global economic scenario. The stainless steel industry has been facing hardship owing to oversupply and continuous fall in commodity prices. As a result, the year 2015 showed a decline of 0.3% YoY in global melt shop production. Oversupply from China continued to deluge the global markets.

However, you would be happy to note that your Company's standalone profit before depreciation, interest, exceptional item and tax (EBIDTA) stood at ₹ 800.72 crore in FY 15-16 as against ₹ 712.89 crore in FY 14-15, showing a growth of 12.32%.

Global Stainless Steel Scenario

The global stainless steel meltshop production as per the International Stainless Steel Forum (ISSF) for year 2015 saw a dip of 0.3% YoY to 41.5 MT from 41.7 MT in year 2014. Noticeably, the production increased in Asia by 1.4% whereas production in China stagnated. The Chinese economy grew at 6.9%, the lowest in 25 years. The weakness in global economy is also reflected on the demand side. CRU estimates that the consumption of cold-rolled flat products would increase by barely 1% in 2016 globally. Major quantum of the growth will come from matured markets in Western Europe and North America, as well as India. Declining Nickel prices contributed to a fall in the prices of Nickel bearing Stainless Steel. Nickel prices saw a decline of almost 32% since April 2015. Buyers were forced to reassess the inventory holding strategy and had to push back their buying decisions.

Indian Stainless Steel Scenario

Domestic Stainless Steel production continues to grow steadily on back of demand from Architecture,

Building & Construction (ABC) and Automotive, Road & Transport (ART) segments. The total stainless steel melt production in India was 3.3 MT registering a growth of 1.4% as compared to last year. India continues to be the fourth largest producer and third largest consumer of stainless steel. The demand for industrial grade Stainless Steel products was reduced during FY 15-16 due to moderate Industrial activity which is likely to pick up this year on back of improved industrial production. Railways is likely to be one of the key sectors for the growth of stainless steel consumption in India. Indian Auto Sector is also expected to contribute to the stainless steel growth as Auto Majors expect a double digit growth with key players lining up their new production facilities. Infrastructure sector will also be a big propeller of stainless steel demand as the government plans to invest USD 7.34 billion for the development of 100 smart cities across the country. Other sectors including construction equipment, power etc. will also drive stainless steel usage in India.

Introduction of Quality Control Order this year will ensure the availability of quality products in the market and phase out substandard goods. Unwarranted imports from China and ASEAN countries continue to remain a challenge for domestic stainless steel industry. Highest ever imports of 5,32,033 MT flat products were registered in 2015-16. Imports from China increased by nearly 20% over last year and constituted over 50% of the total imports into India. While trade remedial measures in the form of Anti dumping Duties have been imposed, these have been largely ineffective due to circumvention. Countervailing duty investigation against imports from China is underway and industry expects a prompt remedial action. An increase in Basic Customs Duty on Finished goods and lowering of duties on inputs would provide a significant relief to the industry. We are proactively working with various sections of government to ensure level playing field for the domestic industry and also to increase the usage of stainless steel in India.

Business Highlights (Standalone)

JSHL's (Standalone) gross revenue for the financial year ended on 31st March, 2016 stood at ₹7091 crore as against ₹8145 crore for the financial year ended on 31st March 2015. Profit before depreciation, interest, exceptional item and taxes (EBIDTA) stood at ₹800.72 crore as against ₹712.89 crore in FY 14-15. Net profit/ (loss) stood at ₹14.59 crore as compared to ₹12.32 crore of last year. The Company incurred Interest cost of ₹470.78 crore in comparison to ₹447.24 crore in FY 14-15 and Exceptional loss of ₹44.96 crore as against gain of ₹15.97 crore in FY 14-15. During the first quarter of the current year, the gross revenue, EBIDTA and Profit after Tax of the Company was ₹1497.09 Crore, ₹237.76 Crore and ₹49.43 Crore respectively.

Way Forward

Stainless steel demand is primarily driven by Cold Rolled products and the average global consumption and production pattern is about 70 to 75 % in Cold Rolled category, while the balance is in Hot Rolled products form. Same ratio is applicable for Indian markets as well. Your company's Cold Rolled capacity is in the range of 40% and we are enhancing this capacity to about 50% of the Hot Rolled in the coming financial year. Our efforts are directed towards further capacity enhancement in order to match it with the domestic consumption patterns in the years to follow.

We are also investing in the Special Products category and Precision Strips division including capacity enhancement and technological upgradation to add new product range. We will continue our efforts for further value addition to our products and diversify our portfolio in newer segments like defence, space, shipping; other areas of consumer goods and the newly driven smart city concept.

Being committed to efficiency and product innovation through sustained R&D efforts, Jindal Stainless (Hisar) Limited is dedicatedly working towards making Stainless Steel the most popular amongst all the metals. Service levels are being raised through production planning and by increasing number of distribution centres in order to improve availability and reduce lead time. Sustained efforts are being made to promote the usage of stainless steel in newer and wide ranging applications through educative seminars and workshops across various segments. Your company is committed to support government's initiatives towards 'Swachh Bharat' by introducing Stainless Steel for health and hygiene, and also by contributing towards development of the country through 'Skill India' programme.

I remain confident that Jindal Stainless (Hisar) Limited with its excellent talent pool led by the most competent management team will take the company to new heights.

I would like to appreciate and acknowledge the efforts of all my employees, lenders, shareholders, customers and other stakeholders who have consistently supported us at all times. I look forward for your continuous support in future.



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Chairperson Emeritus
Savitri Jindal

Chairman
Ratan Jindal

Vice Chairman
Abhyuday Jindal

Whole Time Director
Ashok Kumar Gupta

Directors
Deepika Jindal
Kanwaljit Singh Thind
Girish Sharma
Arunendra Kumar
Nirmal Chandra Mathur

Chief Financial Officer
Ankur Agrawal

Company Secretary
Bhartendu Harit

Working Capital Bankers
Axis Bank
Bank of Baroda
Canara Bank
ICICI Bank
Punjab National Bank
State Bank of India
State Bank of Patiala
Standard Chartered Bank

Statutory Auditors
M/s Lodha & Co.
Chartered Accountants
M/s S. S. Kothari Mehta & Co.
Chartered Accountants

Cost Auditors
M/s Kabra & Associates
Cost Accountants

Registered Office
O. P. Jindal Marg
Hisar - 125005 (Haryana)

Works
Hisar (Haryana)
Kothavalasa (Andhra Pradesh)

Jindal Stainless (Hisar) Limited

(Formerly: Jindal Stainless (Hisar) Private Limited,
KS Infra Tower and Landmark Private Limited)

(CIN: L27205HR2013PLC049963)
Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India
Phone No. (01662) 222471-83, Fax No. (01662) 220499
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi– 110066.
Phone No. (011) 26188345-60, 41462000, Fax No. (011) 41659169, 26101562
Email Id.: investorcare.jshl@jindalstainless.com; Website: www.jshlstainless.com

NOTICE is hereby given that the 3rd **Annual General Meeting** of Shareholders of **Jindal Stainless (Hisar) Limited** will be held on **Friday, the 30th day of September, 2016 at 12:00 Noon at Registered Office** of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
   a. the audited financial statements of the Company for the financial year ended on 31st March, 2016, the Reports of Board of Directors and Auditors thereon, and
   b. the audited consolidated financial statements of the Company for the financial year ended on 31st March, 2016 and the reports of the Auditors thereon.
2. To appoint Director in place of Mr. Abhyuday Jindal (DIN: 07290474), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and Branch Auditors and to fix their remuneration and in connection therewith, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:
   I. "**RESOLVED** that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the resolution passed by the Shareholders in the 2nd Annual General Meeting of the Company held on 30th December, 2015, appointment of M/s. Lodha & Co., Chartered Accountants (Firm Regn. No. 301051E) and M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Regn. No. 000756N), as joint statutory auditors of the Company to conduct audit of the books of accounts of the Company for a period of five consecutive years, i.e. up to the conclusion of its 7th Annual General Meeting, which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 4th Annual General Meeting to be held in the year 2017, at such remuneration, plus service tax, out of pocket expenses, travelling and boarding and lodging expenses etc., as may be decided by the Board of Directors of the Company"
   II. "**RESOLVED** that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended frm time to time and pursuant to the resolution passed by the Shareholders in the 2nd Annual General Meeting of the Company held on 30th December, 2015, appointment of M/s. N. C. Aggarwal & Co., Chartered Accountants (Firm Regn. No. 003273N), as branch auditor of the Company to conduct audit of the books of accounts of Visakhapatnam division of the Company for a period of five consecutive years, i.e. up to the conclusion of its 7th Annual General Meeting, which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 4th Annual General Meeting to be held in the year 2017, at such remuneration, plus service tax, out of pocket expenses, travelling and boarding and lodging expenses etc., as may be decided by the Board of Directors of the Company"

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS:

4. **AS AN ORDINARY RESOLUTION:**

   APPOINTMENT OF MRS. DEEPIKA JINDAL AS A DIRECTOR.

   "**RESOLVED** that pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time, Mrs. Deepika Jindal (DIN: 00015188), who was appointed as an Additional Director w.e.f. 1st May, 2016 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

5. **AS AN ORDINARY RESOLUTION:**

   APPOINTMENT OF MR. GIRISH SHARMA AS AN INDEPENDENT DIRECTOR.

   "**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girish Sharma (DIN: 05112440), who was appointed as an Additional Director with effect from 1st May, 2016 by the Board of Directors and whose term expires

at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 3 consecutive years commencing from 1st May, 2016."

6. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. ARUNENDRA KUMAR AS AN INDEPENDENT DIRECTOR.

"**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Regulation 16 of SEBI (LODR) Regulations, 2015, Mr. Arunendra Kumar (DIN: 06643537), who was appointed as an Additional Director with effect from 16th May, 2016 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 3 consecutive years commencing from 16th May, 2016."

7. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. NIRMAL CHANDRA MATHUR AS AN INDEPENDENT DIRECTOR.

"**RESOLVED** that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time, and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nirmal Chandra Mathur (DIN: 00004527), who was appointed as an Additional Director with effect from 5th August, 2016 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 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 3 consecutive years commencing from 5th August, 2016."

8. AS AN ORDINARY RESOLUTION:

RATIFICATION OF PAYMENT OF REMUNERATION TO M/S KABRA & ASSOCIATES, COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY.

"**RESOLVED** that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,30,000 (Rupees One Lakh Thirty Thousand only) fixed by the Board of Directors of the company payable to M/s Kabra & Associates, Cost Accountants, 552/1B, Arjun Street, Main Vishwas Road, Vishwas Nagar, Delhi - 110032, the Cost Auditors appointed by the Board of Directors of the Company for the accounting year 2016-17 in connection with conducting audit of cost accounting records of business activities relating to Steel business, be and is hereby ratified."

9. AS AN ORDINARY RESOLUTION:

AUTHORITY TO ENTER INTO RELATED PARTY CONTRACTS/ ARRANGEMENTS / TRANSACTIONS.

"**RESOLVED** that pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules related thereto, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable provisions of law, the approval of the Company be and is hereby accorded to the Board of Directors, to enter into one or more contracts / arrangements / transactions with Jindal Stainless Steelway Limited (JSSL), subsidiary of the Company and Jindal Stainless Limited (JSL), all being 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended, superseded or replaced from time to time, relating to sale or purchase of products, goods, materials or services besides other common corporate expenditure, for an estimated amount of upto Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore only) for JSSL and Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore only) for JSL every financial year on such terms and conditions as may be mutually agreed upon between the Company and JSSL and JSL."

"**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services etc. to be transacted with JSSL and JSL within the aforesaid limits."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby also authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

"**RESOLVED FURTHER** that the Board of Directors of the Company be and is hereby also authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company to give effect to the above resolution."

10. AS AN ORDINARY RESOLUTION:

TO CONSIDER GIVING GUARANTEE IN FAVOUR OF AXIS BANK LIMITED, ACTING AS AGENT ON BEHALF OF LENDERS, FOR SECURING THE EXTERNAL COMMERCIAL BORROWINGS (ECBs) OF USD 200 MILLION GRANTED TO JINDAL STAINLESS LIMITED.

"**RESOLVED** that pursuant to the provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, permissions and sanctions, as may be necessary, the approval of the Company be and is hereby accorded to the Board of Directors (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 powers conferred on the Board by this resolution) for giving Corporate Guarantee in favour of Axis Bank Limited,

Hong Kong Branch, acting as Agent of the Lenders (being the lenders from whom Jindal Stainless Limited had availed External Commercial Borrowings of USD 200 million) to secure the External Commercial Borrowings of USD 200 million availed by Jindal Stainless Limited, a 'related party' of the Company under Section 2(76) of the Companies Act, 2013."

"**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 resolution, delegate all or any of the powers conferred by the aforesaid resolution 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 resolution."

Registered Office:
O.P. Jindal Marg
Hisar-125005, Haryana.
12th August, 2016

By order of the Board

(Bhartendu Harit)
Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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 person or shareholder.
2. A blank proxy form is sent herewith.
3. 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.
4. 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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the persons seeking appointment/re-appointment as Director, is also attached.
5. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of Annual General Meeting is being sent to the members who have registered email ids, through email and to all other members by Regd. Post / Courier.
6. 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 Annual General Meeting between 11:00 AM and 1:00 PM.
7. 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.jshl@jindalstainless.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.jshlstainless.com. However, the duly completed Ballot Form should reach the registered office of the Company not later than Thursday, 29th September, 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 voting done through Ballot shall be treated as invalid.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors had appointed Mrs. Deepika Jindal as an Additional Director with effect from 1st May, 2016 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. Her appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of the provisions of Section 161(1) of the Act, Mrs. Deepika Jindal will hold office up to the date of this Annual General Meeting of the Company. She will be liable to retire by rotation.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying its intention to propose her as a candidate for the office of Director. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

Her brief resume, educational and professional qualifications, nature of her work experience etc. are given under the head "Additional Information".

The Board recommends the resolution set out at Item No. 4 as an Ordinary Resolution to the Shareholders for their approval.

Mrs. Deepika Jindal, being concerned, and Mr. Ratan Jindal and Mr. Abhyuday Jindal, being relatives of Smt. Deepika Jindal, 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.

Item No. 5

The Board of Directors had appointed Mr. Girish Sharma as an Additional Director with effect from 1st May, 2016. His appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

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 Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment in its meeting held on 12th August, 2016 on recommendation of the Nomination and Remuneration Committee and felt that his association would be of

immense benefit to the Company and proposed his appointment as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of three years commencing from 1st May, 2016. In the opinion of the Board, Mr. Girish Sharma fulfills conditions of appointment as Independent Director as specified in 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 alongwith deposit of requisite amount proposing his candidature to be appointed as director in this Annual 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 his appointment as Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days upto the date of this Annual General Meeting.

The Board recommends the resolution set out at Item No. 5 as an Ordinary Resolution to the Shareholders for their approval.

Mr. Girish Sharma and his relatives are interested in this resolution. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Board of Directors had appointed Mr. Arunendra Kumar as an Additional Director with effect from 16th May, 2016. His appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

Mr. Arunendra Kumar 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 Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment in its meeting held on 12th August, 2016 on recommendation of the Nomination and Remuneration Committee and felt that his association would be of immense benefit to the Company and proposed his appointment as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of three consecutive years commencing from 16th May, 2016. In the opinion of the Board, Mr. Arunendra Kumar fulfills conditions of appointment as Independent Director as specified in 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 alongwith deposit of requisite amount proposing his candidature to be appointed as director in this Annual 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 his appointment as Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days upto the date of this Annual General Meeting.

The Board recommends the resolutions set out at Item No. 6 as an Ordinary Resolution to the Shareholders for their approval.

Mr. Arunendra Kumar and his relatives are interested in this resolution. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

The Board of Directors had appointed Mr. Nirmal Chandra Mathur as an Additional Director with effect from 5th August, 2016. His appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

Mr. Mathur 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 Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment on recommendation of the Nomination and Remuneration Committee and felt that his association would be of immense benefit to the Company and proposed his appointment as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of three consecutive years commencing from 5th August, 2016. In the opinion of the Board, Mr. Mathur fulfills conditions of appointment as Independent Director as specified in 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 alongwith deposit of requisite amount proposing his candidature to be appointed as director in this Annual 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 his appointment as Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days upto the date of this Annual General Meeting.

The Board recommends the resolutions set out at Item No. 7 as an Ordinary Resolution to the Shareholders for their approval.

Mr. Nirmal Chandra Mathur and his relatives are interested in this resolution. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8

Pursuant to Section 148 of the Companies Act 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended and Rule 14 of the

Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors should be ratified by the shareholders of the Company. The Board of Directors, in its meeting held on 27th May, 2016, on the basis of recommendations of the Audit Committee appointed M/s Kabra & Associates, Cost Accountants, 552/1B, Arjun Street, Main Vishwas Road, Vishwas Nagar, Delhi – 110032, as Cost Auditors to conduct audit of cost records of the Company for the financial year 2016-17 in respect of business activities relating to Steel business and subject to ratification by shareholders, fixed their remuneration at Rs.1,30,000 (Rupees One Lakh Thirty Thousand only).

The Board recommends the resolution set out at Item No. 8 as an Ordinary Resolution to the shareholders for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 9

The Company in the ordinary course of its business sells goods to Jindal Stainless Steelway Limited ("JSSL"), its subsidiary and Jindal Stainless Limited and also purchases goods from them, besides allocating common corporate expenditure.

JSSL is subsidiary of the Company and is a 'Related Party' of the Company within the meaning of Section 2(76)(viii) of the Companies Act, 2013 ("the Act") and JSL is 'Related Party' of the Company within the meaning of Section 2(76)(v) and 2(76)(viii)(A) of the Act. JSSL and JSL are also related parties as per provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

The explanation to Regulation 23(1) of the LODR, provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Further, Regulation 23(4) provides that all material related party transactions shall require approval of the shareholders through a resolution.

The contracts / arrangements / transactions relating to sale or purchase of products, goods, materials or services besides common corporate expenditure envisaged during the Financial year 2016-17 with JSSL and JSL are likely to exceed the thresholds prescribed under explanation to Regulation 23(1) of the LODR.

Approval of the Shareholders is therefore being sought in terms of explanation to Regulation 23(1) of the LODR. The Board recommends the resolution set out at Item No. 9 as an Ordinary Resolution to the shareholders for their approval.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ratan Jindal, who is also Director of Jindal Stainless Limited and Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.), who is also Director of Jindal Stainless Steelway Limited, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.10

Jindal Stainless Limited (JSL), an Associate Company, had availed External Commercial Borrowings (ECBs) of USD 200 million in terms of Facilities Agreement dated 16th August, 2007 entered into amongst Jindal Stainless Limited, as Borrower, Axis Bank Limited, Hong Kong Branch, as Agent of the Lenders and the Financial Institutions named therein as Lenders, as amended and restated from time to time. The above said ECBs were availed by JSL before demerger of the Ferro Alloys Division and Mining Division and slump sale of manufacturing facilities and vesting of the same with Jindal Stainless (Hisar) Limited (JSHL), pursuant to the Composite Scheme of Arrangement which became part effective from 1st November, 2015 post filing of the High Court order with the office of Registrar of Companies, NCT of Delhi & Haryana.

Since the assets of the Ferro Alloys Division, Mining Division and the Hisar manufacturing facilities were also part of the security for securing the above ECBs, few ECB lenders did object to the Scheme of Arrangement in the meeting of the Secured Creditors held on 16th May, 2015 pursuant to the High Court order. The matter was later discussed with the ECB lenders, who asked JSL to arrange to a Corporate Guarantee from JSHL to secure the ECBs. After prolonged discussions, it was agreed by JSL to arrange for the Corporate Guarantee from JSHL and accordingly, JSL approached the Company to extend the required guarantee.

Since the aforesaid guarantee would be given by the Company to secure the ECBs availed by JSL, in which the Company holds more than 20% equity, it will be covered under related party transactions.

The Audit Committee of Directors in its meeting held on 12th August, 2016 approved the aforesaid guarantee, in terms of the provisions of Section 177 of the Companies Act, 2013.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No.10 relating to creation of security in the notice as an Ordinary Resolution.

The disclosures prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 in respect of the Resolution proposed at Item No. 10 are as follows:

a) Name of the related party: Jindal Stainless Limited;

b) Nature of relationship: Jindal Stainless Limited is a public limited company in which a director of JSL, is a director and holds more than 2% of its paid up share capital. Further, the Company holds more than 20% shareholding of Jindal Stainless Limited and therefore, it is an Associate Company of Jindal Stainless (Hisar) Limited

c) Nature, duration and particulars of the contract: The Company is to give guarantee to Axis Bank Limited, Hong Kong Branch, acting as Agent of the Lenders of Jindal Stainless Limited;

d) The material terms of the contract including the value, if any: As defined in the Guarantee Agreement.

e) Any advance received for the contract, if any: Not applicable

f) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract: Not applicable as the transaction involved guarantee with no consideration.

g) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors relevant to the Guarantee Agreement have been considered.

h) Any other relevant information for the Board to take a decision on the proposed transaction: NIL

Mr. Ratan Jindal, Chairman, Mr. Abhyuday Jindal, Vice Chairman and Mrs. Deepika 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.

Additional Information as required in terms of Regulation 36(3) 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 new directors appointed / re-appointed and the directors, who retire by rotation and are eligible for re-appointment:

Mr. Abhyuday Jindal:

Mr. Abhyuday Jindal is the youngest scion of the O.P Jindal Group. After graduating from Boston University with a B.A in Economics and a Minor in Business Management he entered the steel business as an apprentice for the JSW group under the leadership of Mr. Sajjan Jindal. During his tenure at JSW he evaluated the stake acquisition of Ispat Industries (India's 5th largest steel producer) and was involved in the post acquisition integration of JSW and Ispat.

Following this he worked as an associate at Boston Consulting Group where he was responsible for specific components of projects in varied industries. He specifically worked on projects in the cement, steel, wind turbine and auto components industry and gained specialized knowledge into the working of companies that manufacture industrial goods.

He provides strategic vision and direction to the consortia of JSL. He has used his experience to manage the diversification charter at the JSL Group, which today is a business conglomerate with a turnover exceeding USD 6 billion. 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 VP of Infrastructure Industry and Logistics Federation of India. In this role, Mr. Abhyuday Jindal works to forge strong public-private partnerships to ensure qualitative growth and performance in these sectors.

DIN	:	07290474
Date of Birth	:	4th April, 1989
Date of First Appointment	:	2nd November, 2015
No. of Shares held in the Company	:	22,180
Relationship with other Directors, Managers or KMP	:	Mr. Ratan Jindal, Chairman is father and Mrs. Deepika Jindal, Director is mother of Mr. Abhyuday Jindal
Past Remuneration	:	Mr. Abhyuday Jindal was paid sitting fee of Rs.50,000/- for the financial year 2015-16.

Remuneration proposed to be paid and terms & conditions of appointment/ re-appointment: The details of terms and conditions of appointment of Mr. Abhyuday Jindal shall be open for inspection at Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Nil

Committee Membership: Nil

Smt. Deepika Jindal:

Smt. Deepika Jindal is a graduate. She has versatile experience in corporate and business management.

Smt. Deepika Jindal, Managing Director of JSL Lifestyle Limited (brand Arttdinox and ARC), subsidiary of the Company, is a name to reckon with when it comes to design. She initiated her design journey with manufacturing lifestyle products in Stainless Steel under the brand name of 'Arttdinox'. It is under her able guidance and vision that Arttdinox is one of India's first blended lifestyle stainless steel accessories company having a world standard manufacturing unit producing products exclusively designed by a very able and talented team of designers. Nurturing the brand Arttdinox has grown on to give the country first Luxury Stainless steel modular kitchens and Stainless steel furniture. Under her aegis Arttdinox has won lot of highly acclaimed awards such as EDIDA, India Design Mark, Red Dot (honorary award).

Following her passion to promote stainless steel in all its forms, she founded 'The Stainless' an art gallery, where she patronizes artists to create beautiful pieces of art in this material, giving them all infrastructural and financial support.

She is also the Chairperson of O.P. Jindal Modern School and Vidya Devi Jindal School, Hisar. She's been constantly mentoring the schools into very good educational institutions.

She is also the Chairperson of O.P. Jindal Cancer Hospital, N.C. Jindal Institute of Medical Care & Research, a 250 bed Multi Specialty Hospital – giving them the vision and guiding them to provide the best medical care to the people of Hisar and around. Always wanting to give back to the society Smt. Jindal is the Chairperson of Jindal Stainless Foundation – a CSR wing of Jindal Stainless Limited. Recently under the same arena JSL Lifestyle Limited won the PDH Astitva award under Mrs. Jindal's leadership.

DIN	:	00015188
Date of Birth	:	18th February, 1965
Date of First Appointment	:	1st May, 2016
No. of Shares held in the Company	:	69,265
Relationship with other Directors, Managers or KMPs	:	Mr. Ratan Jindal, Chairman is husband and Mr. Abhyuday Jindal, Vice Chairman is Son of Mrs. Deepika Jindal
Past Remuneration	:	Not applicable, as she was not a Director on the Board of Directors of the Company.

Remuneration proposed to be paid and terms and conditions of appointment / re-appointment: The details of terms and conditions of appointment of Smt. Deepika Jindal are available on website of the Company and shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Director of JSL Lifestyle Limited, Jindal Stainless Steelway Limited, JSL Limited, Syenergy Environics Limited.

Outside Committee Membership: Nil

Brief Profile of Mr. Girish Sharma:

Mr. Girish Sharma, IRS (Retd.) 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 served in the Indian Revenue Service (IRS) in various capacities (retired as Chief Commissioner of Income Tax, Delhi), looking after Tax Administration, Analysis /Monitoring of Revenue planning and enhancement, Investigation and laying parameters for monitoring of financial system. During his service, he was also on deputation as Director with the Ministry of Chemicals & Fertilizers handling Corporate Affairs, Disinvestment of Public Sector Undertakings (PSUs). He had hands on experience with corporate management functions as a Director on the Board of a few PSUs and as Chairman & Managing Director, Pyrites Phosphates and Chemicals Ltd.

Post retirement, Mr. Sharma advised a large Indian Corporate, on implementing systems for re-orientation of business and assist people achieve goals / improve performance. Putting in place an organizational structure capable of handling strategic business growth and bring about systems and procedures whereby quality of the business is improved.

DIN	:	05112440
Date of Birth	:	19th December, 1951
Date of First Appointment	:	1st May, 2016
No. of Shares held in the Company	:	Nil
Relationship with other Directors, Managers or KMPs	:	No
Past Remuneration	:	Not applicable, as he was not a Director on the Board of Directors of the Company.

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

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

Outside Committee Membership: Audit Committees of Hexa Tradex Limited, Jindal Fittings Limited and Hexa Securities and Finance Limited; and Stakeholders Relationship Committee of Hexa Tradex Limited.

Brief Profile of Mr. Arunendra Kumar:

Mr. Arunendra Kumar, former Chairman of Indian Railways, retired in December 2014 after 39 years of service. He graduated with Bachelors in Mechanical engineering after qualifying in the prestigious Special Class Railway Apprentice Examination in 1971. He has successfully led and managed one of the largest railways in the world, and has architected several key initiatives: laying foundation of high speed trains in India, introduction of 100% FDI, development of Eastern and Western dedicated freight corridors, modernization of Indian Railways stations, etc. He has also been tremendously successful in initiating policy reforms for attracting private investment in Railways. He has represented Indian Railways worldwide in various forums in USA, China, France, Germany, Japan, Korea, etc.

Throughout his career, Mr. Kumar has been in charge of maintenance, development and innovation of locomotives, coaches and wagons. He has displayed great leadership qualities and managerial skills which has enabled him to deliver results in crisis situations. Prior to the posting as Chairman, he was heading the Mechanical engineering wing of Indian Railways as Member Mechanical. Before that, as General Manager - South East Central Railway he managed the heaviest freight operation in the Country.

Mr. Kumar is an outstanding athlete and an excellent player of Badminton. He has featured on National Geographic Channel in the series "Seven Mega Cities of the World", and holds the record for the longest TV Interview by a Railway Officer on National television.

DIN	:	06643537
Date of Birth	:	13th December, 1954
Date of First Appointment	:	16th May, 2016
No. of Shares held in the Company	:	Nil
Relationship with other Directors, Managers or KMPs	:	No
Past Remuneration	:	Not applicable, as he was not a Director on the Board of Directors of the Company.

Remuneration proposed to be paid and terms and conditions of appointment / re-appointment: The details of terms and conditions of appointment of Mr. Arunendra Kumar are available on website of the Company and shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Nil

Outside Committee Membership: Nil

Brief Profile of Mr. Nirmal Chandra Mathur:

Mr. Nirmal Chandra Mathur is President of Indian Stainless Steel Development Association (ISSDA). He is also the Chairman of Steel Furnace Association of India (SFAI).

A Graduate with B. Tech (Hons.) from India's leading University - Birla Institute of Technology and Science (BITS), Pilani. Mr. Mathur has worked in India with leading Industrial Houses for over 50 years and has been associated with Stainless Steel Industry for last 41 years.

He has been invited to speak in global Stainless Steel, Nickel and Ferro Alloys Conferences worldwide since 1994. Presented papers in over 40 International events organized by Metal Bulletin, CRU, SMR,

Stainless Steel Associations in China, Russia, Japan, S. Korea UK, EU, USA, Brazil, Australia, Thailand, Malaysia, Singapore, and South Africa.

He has been associated for 11 years with the "Market Development Committee" as well as "Economics & Statistics Committee" of ISSF (International Stainless Steel Forum), a global Stainless Steel Industry Association based in Brussels, Europe.

DIN	:	00004527
Date of Birth	:	11th September, 1944
Date of First Appointment	:	5th August, 2016
No. of Shares held in the Company	:	9,330 (including 8,375 shares held as joint holder alongwith his spouse, Mrs. Aruna Mathur)
Relationship with other Directors, Managers or KMPs	:	No
Past Remuneration	:	Not applicable, as he was not a Director on the Board of Directors of the Company.

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

Outside Directorship: Director of Jindal Stainless Steelway Limited, J.S.S. Steelitalia Limited, Green Delhi BQS Limited, Steel Furnace Association of India and Indian Stainless Steel Development Association.

Outside Committee Membership: Member of Audit Committee of Jindal Stainless Steelway Limited.

Registered Office:
O. P. Jindal Marg
Hisar-125005, Haryana
12th August, 2016

By Order of the Board

(Bhartendu Harit)
Company Secretary

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 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 3rd Annual General Meeting of the Company to be held on Friday, the 30th day of September, 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. Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-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 23rd September, 2016.

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

(i) The remote e- voting period begins on 27th September, 2016 at 9.00 a.m. and ends on 29th September, 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 September, 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 Annual Report in loose leaf.
Dividend Bank Details	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.
Date of Birth (DOB)	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 (Hisar) 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone store repectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) 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.

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.jshl@jindalstainless.com.

FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Monday, 19th September, 2016 to Tuesday, 20th September, 2016 (both days inclusive).

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.

3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.

4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.

5. The Securities and Exchange Board of India (SEBI) has, vide its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, made it mandatory for the transferees to furnish copy of PAN card to the Company/ RTA for registration of transfer of shares in physical form.

6. ***The Company has created an Email Id. 'investorcare.jshl@jindalstainless.com', to be used exclusively for the purpose of redressing the complaints of the investors.***

7. Members should quote their Folio Number / DP ID - Client ID Number, email addresses, telephone / fax numbers to get a prompt reply to their communications.

8. 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 the information ready at the annual general meeting.

9. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring along their copies.

10. Members/proxies are requested to bring the attendance slip, duly filled in.

11. The annual accounts and other related documents of the subsidiaries are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The members, if they desire, may write to the Company Secretary at O.P. Jindal Marg, Hisar – 125005 (Haryana) to obtain the copy of the annual report of the subsidiary companies

    The annual accounts of the subsidiary companies would be open and accessible for inspection by shareholder / investor at registered office of the Company and registered office of the subsidiary companies on any working day except holidays.

12. Members attending the AGM and desiring to go round the factory, are requested to inform a week in advance so that necessary arrangements could be made.

IN DEFERENCE TO THE GOVT. POLICY, NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.

TO

THE MEMBERS,

Your Directors have pleasure in presenting the 3rd Annual Report on the business and operations of your Company together with the Audited Statement of Accounts for the financial year ended 31st March, 2016.

Financial Results

Your Company's performance for the financial year ended 31st March, 2016 is summarized below:

(Rs. in Crore)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2016	Year Ended 31.03.2015	**Year Ended 31.03.2016**	Year Ended 31.03.2015
Revenue from operations (Gross)	**7,091.04**	8,145.23	**8,043.91**	8,989.26
Less: Excise Duty on sales	**673.90**	741.35	**756.84**	792.85
Revenue from Operations (Net)	**6,417.14**	7,403.88	**7,287.06**	8,196.40
Profit before other Income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortization (EBIDTA)	**800.72**	712.89	**857.88**	741.30
Add: Other Income	**24.81**	22.62	**25.19**	28.29
Less: Finance Costs	**470.78**	447.24	**494.58**	474.97
Less: Depreciation / Amortization	**295.34**	291.91	**315.15**	312.75
Profit /(Loss)Before Tax & Exceptional Items	**59.41**	(3.65)	**73.34**	(18.14)
Add: Exceptional Items – Gain/(Loss)	**(44.96)**	15.97	**(44.21)**	16.69
Profit/(Loss) Before Tax	**14.45**	12.32	**29.12**	(1.45)
Less: Tax Expenses	**(0.14)**	-	**1.55**	4.50
Net Profit /(loss) after Tax	**14.59**	12.32	**27.57**	(5.95)
Share in Profit / (Loss) of Associate	**-**	-	**(0.92)**	-
Minority Interest	**-**	-	**(1.22)**	(2.09)
Net Profit / (Loss) (After Adjustment for Associate & Minority Interest)	**14.59**	12.32	**25.43**	(8.04)
Add / Less:				
Add: As per last year account	**12.18**	-	**(38.16)**	-
Less: Depreciation adjusted to Retained Earnings	**-**	0.14	**-**	0.70
Add: On merger of Subsidiaries	**-**	-	**0.88**	-
Less: Loss on acquisition of Subsidiaries (Net)	**-**	-	**-**	29.42
Add: Debenture Redemption Reserve written back	**-**	-	**-**	-
Net surplus/(deficit) in statement of Profit & Loss	**26.77**	12.18	**(11.85)**	(38.16)

Financial Highlights

During financial year ended 31st March 2016, the Gross Revenue from operations of your Company on standalone basis was Rs.7,091 Crore as compared to Rs.8,145 Crore during previous financial year 2014-15. Total Income from Operations (net) for the financial year ended 31st March, 2016 is Rs.6,417 Crore. EBIDTA for the financial year ended 31st March 2016 stood at Rs.801 Crore.

Further, during financial year ended 31st March 2016, consolidated total Income from Operations (net) and EBIDTA stood at Rs.7,287 Crore and Rs.858 Crore respectively. The consolidated Profit after Tax stood at Rs.28 Crore as compared to the loss of Rs.6 Crore during the previous financial year.

Despite reduction in the production and sales volume, the Company is able to achieve substantial improvement in the EBIDTA margins. EBIDTA % margin has increased to 12.32% in financial year 2015-16. Improvement in EBIDTA margin was on account of the various steps taken up by the Company including the change in the product mix by increasing volume of high margin products. In addition to this, Profit after Tax has improved by 25% with reported profit of Rs.15 Crore in FY 2015-16 as against Rs.12 Crore in FY 2014-15.

Indian Stainless steel industry continues to suffer from surge in imports forcing capacities to remain idle. Import prices are significantly lower than domestic prices, especially from countries like China and Korea. Measures such as Anti Dumping have failed to guard the domestic industry from unwarranted imports because of wide spread circumvention of anti-dumping duties. We anticipate Stainless steel demand to grow steadily in tune with the GDP growth, however, infrastructure spending would be instrumental to drive stainless steel demand in coming time.

Operations

Your Company has been able to sustain its performance in financial year 2015-16 despite the adverse global position of stainless steel industry. Your Company has sold 6,22,682 MT stainless steel products during the financial year 2015 -16. There was a reduction in sales in comparison to previous year, however, the focus to increase the share in value added products and cost reduction initiatives resulted in higher EBIDTA margins.

Your Company continued to focus on value added products and successfully stabilised its productions for wider plates, bright bars & rounds etc. During past one year, your Company has focused on to develop and produce various new and special steel grades, majority import substitutes, to meet country's requirements in Defence and Strategic sectors. Your Company is quite hopeful to increase its shares in these critical sectors with help of Govt. new schemes like "Make in India".

During the year also the Company was awarded with various awards on account of excellent performance in manufacturing sector. The National "PAR EXCELLENCE AWARD" was given to your Company in Quality circle front by NCQC(National Convention on Quality Circles). The Company is very much focussed on its systems and processes and improving it to further level every year. During the year FICCI has also awarded your Company "QUALITY SYSTEMS EXCELLENCE AWARD FOR MANUFACTURING FOR 2015". Your Company has acclaimed COMMENDATION CERTIFICATE" for its continuous energy saving initiatives.

Vizag Division:

The Vizag Plant produces High Carbon Ferro Chrome (HCFC) with annual capacity of 40,000 tons per annum. Vizag Unit uses Chrome Ore supplied from captive Sukinda Mines and transfers the output to Hisar Plant. Due to low demand of High Carbon Ferro Chrome the Vizag Unit operated one furnace of 16MVA capacity out of 2 Nos. furnaces during the F.Y.2015-16. The Vizag Unit run the plant till September 12, 2015 and shut down the plant's all operation w.e.f. September 13, 2015 onwards due to workers problem. The Unit could produce 9,974 tons of HCFC during the year 2015-16 due to shut down of operation as compared to 28,587 tons during the last year 2014-15.

Further the Vizag Division could despatch 11,825 ton of HCFC to Hisar plant during the year 2015-16 as compared to 28,646 ton during 2014-15.

Mines:

In terms of the Composite Scheme of Arrangement among the Company, Jindal Stainless Limited, Jindal United Steel Limited and Jindal Coke Limited and their respective Shareholders and Creditors sanctioned by the Hon'ble High Court of Punjab and Haryana at Chandigarh vide its Order dated September 21, 2015 as modified by its order dated October 12, 2015 ("Scheme"), the Demerged Undertakings, inter alia, including the business undertaking comprising of the Mining Division consisting of the chromite mines located in Village Kaliapani and forest block number 27, Sukinda Tehesil, Jajpur District, Odisha, in respect of which Jindal Stainless Limited ("JSL") had leasehold rights ("Chromite Mine") was demerged and vested with the Company.

In terms of the High Court Order, the Chromite Mine, are deemed to have been demerged and vested with the Company with effect from the Appointed Date 1 i.e. close of business hours before midnight of March 31, 2014, the actual transfer of the Chromite Mine will take place in compliance with the applicable laws, after the receipt of all necessary regulatory approvals. Thus, post Section I and Section II of the Scheme becoming effective upon filing of the court order with the Registrar of Companies on November 1, 2015, while the equipments related to the Chromite Mine were transferred and vested with the Company, the Chromite Mine still continue to remain with JSL pending receipt of necessary regulatory approvals.

Dividend and Transfer to Reserves

The Board, considering the Company's performance and financial position for the year under review, has not recommended any dividend on equity shares of the Company for the financial year ended 31st March, 2016. Accordingly, no amount is proposed to be transferred to the reserves of the Company.

Share Capital

As on 31st March, 2015, paid up share capital of the Company was Rs.5,00,000 divided into 2,50,000 equity shares of Rs.2/- each. In terms of the Scheme, the said capital of Rs.5,00,000/- have been extinguished and cancelled. Pursuant to the Scheme, 23,11,85,445 equity shares of Rs.2/- each were allotted to the equity shareholders of Jindal Stainless Limited on 25th November, 2015. The Equity Shares of the Company were listed on the BSE Limited and National Stock Exchange of India Limited and permitted for trading with effect from 28th January, 2016.

Consequent upon allotment, the paid up share capital of the Company stand at Rs.46,23,70,890 divided into 23,11,85,445 equity shares of Rs.2/- each.

On 30th March, 2016, the Company had allotted 12,50,00,000 (Twelve Crore Fifty Lakhs) Compulsory Convertible Warrants ("CCW") having the face value of Rs.2/- each to 'JSL Limited' and 'Jindal Infrastructure and Utilities Limited', members of the promoter group, for an aggregate amount of Rs.25 Crore (Rupees Twenty Five Crore).

As per terms of the issue, CCW are convertible in Equity shares of the Company at any time after 5 months and before 18 months from the date of allotment i.e. between 30th August, 2016 and 30th September, 2017. The price of the Equity shares to be issued upon conversion of the CCW shall be determined as per formula prescribed by SEBI in the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"). The holders of the CCW will become entitled on 30th August, 2016 to apply for Equity Shares, therefore, relevant date is 31st July, 2016. Since the relevant date i.e. 31st July, 2016, fell on Sunday and 30th July, 2016 was weekend, 29th July, 2016 has been reckoned as the relevant date.

Based on above Regulation, considering 29th July, 2016 as the relevant date, price of the equity shares for conversion of above CCW has been worked out to Rs.52.64 of face value of Rs. 2/- per share and accordingly 47,49,240 equity shares in aggregate, i.e. 23,74,620 equity shares each will be issued and allotted to JSL Limited and Jindal Infrastructure and Utilities Limited as per terms of the issue of CCW.

Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") forms part of this Annual Report.

Employees Stock Option Scheme

Since the Company has not issued any stock options, the requirement of disclosure under Regulation 14 of Securities and Exchange Board

of India (Share Based Employee Benefits) Regulations, 2014 is not applicable to the Company.

Information Technology

During the year Company's IT & SAP Department played a crucial role in Company's restructuring exercise and successfully realigned the Organization structures and business processes accordingly. Process simplification and improvements in the processes, was the focus area; wherein various complex processes were simplified and automated. Auto email and workflows were developed for Procurement approvals and Plant maintenance processes, resulting in better and real time communication hence control. IT Application Development Center was established under 'Go-Digital' initiative, where various business critical applications were developed and deployed by in-house team. Development of Training Management Portal 'SARATRHI', Online Performance Management System (PMS) for Non managerial staff, Vehicle Imaging and Integration with SAP Processes were a few important deliverables for the year.

An integrated SAP ERP system, through real-time transactions processing, is assisting management in making informed decisions through real time MIS. The IT team has also been successful in providing secure and non-disruptive IT services to the Company throughout the year.

Consolidated Financial Statements

In accordance with the Companies Act, 2013, SEBI LODR and Accounting Standard (AS) – 21 on Consolidated Financial Statements read with AS-23 on Accounting for investments in Associates and AS-27 on Financial Reporting of interests in Joint Ventures, the Audited Consolidated Financial Statements are provided in the Annual Report.

Subsidiary Companies / Joint Ventures / Associate Companies

As per the terms of the Scheme, six domestic subsidiary companies of Jindal Stainless Limited namely JSL Lifestyle Limited, Jindal Stainless Steelway Limited, JSL Architecture Limited, Green Delhi BQS Limited, JSL Media Limited and JSL Logistics Limited, were transferred to the Company through slump sale.

Pursuant to the Scheme of Amalgamation among JSL Lifestyle Limited and JSL Architecture Limited, JSL Architecture Limited was amalgamated with JSL Lifestyle Limited with effect from 1st April, 2014, the appointed date.

Consequent thereto, as on 31st March, 2016, the Company had the aforementioned five direct and step down subsidiaries, namely (i) JSL Lifestyle Limited, (ii) Jindal Stainless Steelway Limited, (iii) Green Delhi BQS Limited, (iv) JSL Media Limited and (v) JSL Logistics Limited.

As on 31st March, 2016, the Company did not have any joint venture or associate company. However, on 3rd July, 2016, the Company has been allotted 16,82,84,309 Equity Shares of Rs.2 each offered by Jindal Stainless Limited at a price of Rs.21.76 (including premium of Rs.19.76 per share) per share for an aggregate amount of Rs.366,18,66,570/-, being the amount due and payable by Jindal Stainless Limited to the Company as on the Appointed Date 1 i.e. close of business hours before midnight of 31st March, 2014, in terms of the provisions of Section II of the Scheme. Consequent upon the above said acquisition, the Company holds 42.13% shareholding of Jindal Stainless Limited and therefore, it has become Associate Company of the Company.

During the year under review, the Company acquired 50% shareholding in Jindal Stainless Corporate Management Services Pvt. Ltd. (JSCMS), making it an associate to the Company in terms of Section 2(6) of the Companies Act, 2013.

The Financial Statements of Subsidiary Companies are kept open for inspection by the shareholders at the Registered Office of the Company during business hours on all days except Saturdays and Sundays and public holidays up to the date of Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. The members, if they desire, may write to Company Secretary at O.P. Jindal Marg, Hisar – 125005 (Haryana) to obtain the copy of the annual report of the subsidiary companies. The Financial Statements including the Consolidated Financial Statements and all other documents required to be attached with this Report have been uploaded on the website of your Company viz. www.jshlstainless.com.

A statement containing the salient features of the financial statement of the subsidiaries and associate companies in the prescribed Form AOC - 1 is attached alongwith financial statement. The statement also provides the details of performance, financial position of each of the subsidiary company.

Your Company has framed a policy for determining "Material Subsidiary" in terms of Regulation 16(c) of SEBI LODR. The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link:

http://www.jshlstainless.com/pdf/Policy%20for%20determining%20material%20subsidiaries.pdf

Directors & Key Managerial Personnel

Post last AGM held on 30th December, 2015, Ms. Ishani Chattopadhyay and Mr. T.S. Bhattacharya have ceased to be Directors w.e.f. 14th May, 2016 and 12th August, 2016 respectively. The Board places on record its sincere appreciation for the valuable contributions made by them during their tenure.

The Board of Directors has appointed Mrs. Deepika Jindal, Mr. Girish Sharma, as Additional Directors w.e.f. 1st May, 2016; Mr. Arunendra Kumar and Mr. N.C. Mathur as Additional Directors w.e.f. 16th May, 2016 and 5th August, 2016 respectively. In terms of Section 161 of the Companies Act, 2013, they will hold office up to the date of this AGM. The Company has received notices from members proposing their candidature for appointment as Directors. Accordingly, the requisite resolutions for the appointments of the aforesaid Directors will be placed before the shareholders for their approval.

Mr. Abhyuday Jindal, who retires by rotation at the ensuing Annual General Meeting under the provisions of the Companies Act, 2013 and being eligible, offers himself for reappointment.

Brief resumes of the abovementioned Directors, nature of their expertise in specific functional areas, details of Directorship in other companies, membership / chairmanship of committees of the board and other details, as stipulated under Regulation 36(3) of SEBI LODR and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, are given in the Notice forming part of the Annual Report.

All Independent Directors have given declaration to the Company that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has also devised a Policy on Familiarization Programme for Independent Directors which aims to familiarize the Independent Directors with the Company, nature of the industry in which the Company operates, business operations of the Company etc. The said Policy can be accessed on the Company's website at the link:

http://jshlstainless.com/pdf/Policy%20on%20familiarisation%20programme%20for%20independent%20directors-%20JSHL.pdf

Board Evaluation

An annual performance evaluation of all Directors, the Committees of Directors and the Board as a whole for the year under review was carried out. For the purpose of carrying out performance evaluation, assessment questionnaires were circulated to all Directors and their feedback was obtained and recorded.

Policy on Directors' Appointment and Remuneration Policy

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has approved the (i) Policies for nomination and selection of Independent Directors and Non-Executive Non-Independent Directors and (ii) Remuneration Policy on the Recommendation of the Nomination and Remuneration Committee of the Company. The said Policies may be accessed on the Company's website at the link: www.jshlstainless.com/pdf/Remuneration%20Policy.pdf

Fixed Deposits

The Company has not accepted any deposit from the public. Hence, no information is required to be appended to this report.

Particulars Regarding the Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as ***Annexure – 'I'*** forming part of this Report.

Particulars of Employees

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules are provided in the Annual Report, which forms part of this Report.

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report, which forms part of this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Statutory Auditors and Auditors' Report

M/s. Lodha & Co. and M/s. S.S. Kothari Mehta & Co., Joint Statutory Auditors of the Company, were appointed by the Shareholders at the 2nd Annual General Meeting of the Company held on 30th December, 2015, for a period of five consecutive years i.e. until the conclusion of the 7th Annual General Meeting of the Company. Pursuant to the provisions of Section 139 of the Companies Act, 2013, the matter relating to the appointment of the aforesaid Joint Statutory Auditors shall be placed for ratification by members at the ensuing Annual General Meeting of the Company. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditors

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to get its cost accounting records audited by a Cost Auditor and has accordingly appointed M/s Kabra & Associates, Cost Accountants, for this purpose for FY 2016-17.

The remuneration of the Cost Auditors shall be placed for ratification by members in terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

Secretarial Auditors

The Board has appointed M/s Vinod Kothari & Co., Practicing Company Secretary to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as **Annexure – II** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Corporate Social Responsibility

The Board of Directors of the Company, in their meeting held on 2nd November, 2015 constituted the Corporate Social Responsibility Committee of Directors. The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the focus areas of Company's CSR activities.

In line with the CSR philosophy and the focus areas, the Company has planned interventions in the fields of education & vocational training, integrated health care, women empowerment, social projects, rural infrastructure development, environment sustainability, sports, preservation of art and culture, business of human rights and disaster management.

Being the initial year, the Company is in the process of exploring the areas / locations for CSR activities for welfare of society. As a socially responsible Corporate, your Company is committed to increase its CSR impact and spend over the coming years, with its aim of playing a larger role in India's sustainable development by embedding wider economic, social and environmental objectives.

The Disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Report at **Annexure- III**. The CSR Policy can be accessed on the Company's website at the link: http://jshlstainless.com/pdf/JSHL%20CSR%20Policy.pdf.

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Sexual Harassment Policy

The Company has in place a policy on prevention of sexual harassment at workplace in accordance with the provisions of Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting

and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

During the year ended 31st March, 2016, no complaints were received pertaining to sexual harassment.

Audit Committee

The Audit Committee comprises of the following four Directors out of which three are Independent Directors:

Sl. No.	Name	Status	Category
1	Mr. Girish Sharma	Chairman	Independent Director
2	Mr. Kanwaljit Singh Thind	Member	Independent Director
3	Mr. Ashok Kumar Gupta	Member	Whole Time Director
4	Mr. Arunendra Kumar *	Member	Independent Director

** Mr. Arunendra Kumar has been inducted in the Audit Committee w.e.f. 5th August, 2016*

All the recommendations made by the Audit Committee during the financial year 2015-16 were accepted by the Board.

CSR Committee

The CSR Committee comprises of the following three Directors out of which one is Independent Director:

Sl. No.	Name	Status	Category
1	Mrs. Deepika Jindal	Chairperson	Non-Executive Director
2	Mr. Ashok Kumar Gupta	Member	Whole Time Director
3	Mr. Kanwaljit Singh Thind	Member	Independent Director

Stock Exchanges where the shares are listed

National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G – Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street Mumbai – 400 001

The annual listing fee was paid to both the stock exchanges. No shares of the Company were delisted during the financial year 2015-16.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as ***Annexure –'IV'***.

Number of Board Meetings

The Board of Directors met fifteen times during the financial year ended on 31st March, 2016. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report forming part of this Annual Report.

Whistle Blower Policy / Vigil Mechanism

Pursuant to the provisions of Section 177(9) read with Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has a Vigil Mechanism namely, Whistle Blower Policy for directors, employees and business partners to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy can be accessed on the Company's website at the link: http://jshlstainless.com/pdf/Whistle%20Blower%20Policy-JSHL.pdf

Particulars of loans, guarantees or investments by the Company under section 186

The particulars of loans, guarantees or investments by the Company under section 186 are stated in Notes to Accounts, forming part of this Annual Report.

Contracts or Arrangements with Related Parties

Particulars of contracts or arrangements entered into by the Company with the related parties referred to in Section 188(1) of the Companies Act, 2013, in prescribed form AOC-2, is attached as **Annexure – V** to this Report.

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI LODR, your Company had obtained prior approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions.

Your Directors draw attention of the members to Note 42 to the financial statement which sets out related party disclosures. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link:

http://www.jshlstainless.com/pdf/Policy%20for%20determining%20material%20subsidiaries.pdf

In terms of Regulation 23 of SEBI LODR, all transactions with related parties, which are of material in nature, are subject to the approval of the Members of the Company. The requisite resolution in order to comply with the aforesaid requirements, as detailed at Item Nos. 9 & 10 of the Notice and relevant Explanatory Statement is commended for the members' approval.

Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework. The Company has also devised a Risk Management Policy for identification of elements of risks and procedures for reporting the same to the Board.

The change in the nature of business, if any

There has been no change in the nature of Company's business during the financial year ended on 31st March, 2016.

Material Changes and Commitments, if any, affecting the financial position of the Company

During the quarter ended 30th June, 2016, the Company has achieved total income of Rs.1497 Crore with EBIDTA of Rs. 238 Crore. The Company has earned net profit of Rs.49 Crore during this period.

Any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the financial year there were no such significant material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

Directors' Responsibility Statement

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed that:

(a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit and loss of the Company for the year ended on that date;

(c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) the directors have prepared the annual accounts of the Company on a 'going concern' basis.

(e) The directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively.

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

Corporate Governance

A separate section on Corporate Governance forms part of this Annual Report and a certificate from the practicing Company Secretary regarding compliance of conditions of Corporate Governance as required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, form part of this Annual Report.

Acknowledgement

Your Directors would like to express their gratitude for the valuable assistance and co-operation received from shareholders, banks, government authorities, customers and vendors. Your Directors also wish to place on record their appreciation for the committed services of all the employees of the Company.

For and on behalf of the Board of Directors

Place: New Delhi
Date: 12th August, 2016

Ratan Jindal
Chairman

Annexure –I to Directors Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT , 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) CONSERVATION OF ENERGY

(a) The steps taken or impact on conservation of energy

- Preheating Furnace in Annealing and pickling lines tuned to use of dual fuel, to optimize fuel consumption in various grades.
- Running of DG Sets on FO Fuel to optimize power cost.
- Further optimization of compressed air use and redesign of pipe line for the same.
- Optimization of rolling companion in hot Steckle mill & cold rolling mills to reduce energy consumption.
- Procurement of Energy efficient LED lights to replace conventional lights.
- Optimization of Water pumps.

(b) The steps taken by the Company for utilising alternate sources of energy

- Modification in preheating furnace burner system to switch the same on cheaper fuel for some of the steel grades.
- Solar Energy plant to be installed in steps, to cater emergency supply.

(c) The capital investment on energy conservation equipments

- Invest in modification of duel fuel burner at AP2 and AP1 line was Rs 95 Lakh.
- Investment of Rs.2.5 Lakh in pump optimization.

(B) TECHNOLOGY ABSORPTION

(i) The efforts made towards technology absorption; and the benefits derived like product improvement, cost reduction, product development or import substitution

Development of new products to diversify product mix:

1) Wider Width Plates (Width>1600mm)

There is an increased demand of wider width plates among Atomic energy sector, pipe manufacturing, chemical & process industries to avoid the number of weld joints in the end products thus minimizing the cost, improving safety of the product. The Indian markets of such products have been matured and demand is growing stronger day by day in stainless steel as well. To cater this demand the Company has developed wider plates in association with Jindal Steel & Power Limited (JSPL). The basic casting has done in Jindal Stainless Limited (JSL), Jajpur followed by rolling, annealing at JSPL Angul and rest of the processes like pickling, passivation , ultrasonic testing, other testings & dispatch from JSHL, Hisar.

2) Alloy Steel (Grade 15CDV6)

Alloy 15CDV6 is a chromium-molybdenum-vanadium heat treatable steel which combines outstanding yield strength with good toughness & weldability. It can be readily welded with very little loss of properties during welding without the further need of heat treatment. This alloy finds many applications in the aerospace & motor sports industries.

The Company has developed this grade with low inclusions level & stringent requirements of ultrasonic soundness for defence sector.

Benefits derived:

- Enhancement in cold rollability of X2CrNi12/ EN 1.4003 grade by modification in annealing cycle.
- Reduction in grinding loss in ferritic grades
- Rolling of slabs in warm condition in As-cast condition to reduce the cost of fuel as well as improvement in material yield by elimination of slab grinding.

Development of customized & value added products:

- Improvement of surface luster in Grade 430 with introduction of 2BB – Extra Bright finish for Washing Machine Drum application.
- Replacement & Stabilization of Grade 441-2B finish for Submersible Pump towards cost benefit.
- Development of Grade 304 - Hardened finish for Submersible Pump & Grade 430-2B finish for Bus Body application to get rid of dependency from import.
- Stabilization of grade EN1.4116-2B at Kangaroo for Knife & Scissors for domestic manufacturer for better quality & durability.
- Development of Grade JT through BA route for Pipe & Tube segment, a big leap to avoid much hazardous metal polishing activity.
- Development of pattern finishes like Box Finish, Lenin etc towards better society in Building & Construction business & Approval of various tempers of Grade 301L by Alstom for Metro application with much important Indigenization.

Benefits derived:

- Improvement of hardness of 430Mint for better blanking quality & cost reduction.
- Quality improvement of for critical grades for Auto applications.
- Served grade 304/L with lower hardness to USA market offering better customized solution.
- Improvement in productivity of 300Series & 409L in HRAP stage towards cost reduction.
- Quality Improvement of Grade IRSM44-97 for Railways.

(ii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- Laser Welding Machine from T.H.E. of Switzerland installed in SPD. This ensures Globally First for supplying Laser weld buildup Coils for double edge razor blades. Our Coil Wt increased to 120kgs up from 80 kgs ensuring higher productivity and seamless operations during Razor Blade Mfg.
- We have commissioned an Imported Slitting Line for CR Products. This has enabled us to tap ever growing SS CRAP market. This also means our Customers getting customised slits as per their specific needs.
- The Company is in process of installation of Horizontal BA Lines to provide SS CR Coils for Utensils mfg. The process is cost effective and environmental friendly as it eliminates pickling process employed for conventional SS CRAP products.

(iii) Expenditure incurred on Research and Development (R&D)

(Rs. in Lakhs)

		2015-16	2014-15
a)	Capital	Nil	Nil
b)	Revenue	153.74	157.94
	Total	153.74	157.94
c)	Total R&D expenditure as a percentage of turnover	0.02%	0.02%

Foreign Exchange Earnings & Outgo

(Rs. in Crore)

Foreign Exchange Earnings	914.10
Foreign Exchange Outgo	1,609.96

Annexure II to Directors Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016
[*Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014*]

To,

The Members,

Jindal Stainless (Hisar) Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Jindal Stainless (Hisar) Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as per Annexure – A1, hereinafter referred to as "Books and Papers") and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2015 to March 31, 2016 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

1. The Companies Act, 1956, to the extent applicable. The Companies Act, 2013 ("the Act") and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):;
   a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST Regulations);
   b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable to the Company during the Audit Period);
   c. Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
   d. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
   e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations, 2009");
6. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
   a) Mines Act, 1952 read with Mines Rules, 1955;
   b) Mines and Minerals (Development and Regulation) Act, 1957 and Mineral Conservation and Development Rules, 1985;
   c) Mines Vocational Training Rules, 1966;
   d) Metalliferous Mines Regulations, 1961.
   e) Mines Rescue Rules, 1985;
   f) Mining Leases (Modification of Terms) Rules, 1956.
   g) Payment of Wages Act , 1936 and Payment of Wages (Mines) Rules, 1956;
   h) The Payment of Undisbursed Wages (Mines) Rules, 1989;
   i) The Iron Ore Mines Manganese Ore Mines and Chrome Ore Mines Labour Welfare Fund Rules, 1978;
   j) Iron Ore Mines Manganese Ore Mines and Chrome Ore Mines Labour Welfare Fund Act, 1976;
   k) Orissa Minerals (Prevention of Theft, Smuggling & Illegal Mining and Regulation of Possession, Storage, Trading and Transportation) Rules, 2007 along with OMPTS Amendment Rules, 2015;
   l) Orissa Minor Mineral Concession Rules, 2004;
   m) Collection of Statistics Act, 2008;

We have also examined compliance with the applicable clauses of the following:

a. Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

Management Responsibility:

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes

and practices, we followed provide a reasonable basis for our opinion;

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
4. We have not examined any other specific laws except as mentioned above.
5. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the Audit Period were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Resolutions have been approved by majority while the dissenting members', if any, views are captured and recorded as part of the minutes.

We further report that to ensure compliance with the labour laws, industrial laws, environmental laws and other specific laws applicable to the Company, the Company has developed compliance tool which lists the applicable Acts, regulations and the compliances to be ensured under the same along with the time limit. The compliance tool lists the officer responsible for filling up the compliance status on a regular basis. Hence, in our view, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

(i) Allotment of shares pursuant to scheme of arrangement

During the Audit Period, the Company has allotted 23,11,85,445 equity shares in the ratio of 1:1 to the equity shareholders of Jindal Stainless Limited pursuant to the composite scheme of arrangement between the company, Jindal Stainless Limited, Jindal Coke Limited and Jindal United Steel Limited and the said shares were listed on BSE and NSE w.e.f. January 28, 2016.

(ii) Allotment of Compulsorily Convertible Warrants (CCWs) on preferential basis

During the Audit period, the Company has allotted Compulsorily Convertible Warrants amounting to Rs. 25 Crore to JSL Limited and Jindal Infrastrucutre and Utilities Limited.

(iii) Increase in borrowing limits under section 180(1)(c)

During the Audit Period, the company has ratified the special resolution passed by the shareholders in their Extra Ordinary General meeting on October 23, 2015 vide postal ballot dated March 9, 2016 authorizing the Board of Directors to borrow money, the aggregate outstanding of which should not exceed Rs. 20,000 crores at any given time.

(iv) Creation of security on the properties of the company under section 180(1)(a)

During the Audit Period, special resolution in terms of section 180 (1) (a) was passed on March 09, 2016 to enable the company to create mortgage/charge/hypothecation etc. on the properties/ assets of the Company, as per details as provided in the resolution.

Place : Kolkata
Date : 19.05.2016

For M/s. Vinod Kothari and Company
Company Secretaries in Practice

Arun Kumar Maitra
Partner
Membership No: A3010
CP No.: 14490

Annexure – III to Directors Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects or programs.
   A brief outline of the Company's CSR Policy is given in the Directors' Report.
   Web-link: http://jshlstainless.com/pdf/JSHL%20CSR%20Policy.pdf
2. The composition of the CSR Committee:
   Mrs. Deepika Jindal - Chairperson of the Committee
   Mr. Ashok Kumar Gupta - Member
   Mr. Kanwaljit Singh Thind - Member
3. Average net profit * of the company for last three financial years: Rs.828.20 Lakhs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Rs.16.56 Lakhs
5. Details of CSR spent during the financial year.
   a. Total amount to be spent for the financial year: Rs. 16.56 Lakhs
   b. Amount unspent, if any: Rs. 16.56 Lakhs
   c. Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. NO	**CSR project or activity identified**	**Sector in which the project is covered**	**Projects or programs** **Local area or other** **Specify the state and district where projects or programs was undertaken**	**Amount outlay (budget) project or programs wise**	**Amount spent on the project or programs** **Sub –heads:** **(1) Direct expenditure on projects or programs** **(2) Overheads:**	**Cumulative expenditure upto the reporting period**	**Amount spent: Direct or through implementing agency**
NIL							

6. CSR Committee has been constituted and CSR Policy has been formulated. However, the expenditure has not been made but the explanation has been given by the directors of the Company.
7. CSR Committee hereby confirms that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and the Policy of the Company.

**** For the purpose of Section 135, "average net profit" has been calculated in accordance with the provisions of section 198 of the Companies Act, 2013***

Annexure IV to Directors Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L27205HR2013PLC049963
(ii)	Registration Date	30th July, 2013
(iii)	Name of the Company	Jindal Stainless (Hisar) Limited
(iv)	Category / Sub-category of the Company	Public company limited by shares
(v)	Address of the Registered office and contact details	O.P. Jindal Marg, Hisar – 125005, Haryana Tel No.: (01662) 222471-83 Fax No.: (01662) 220499 Email:investorcare.jshl@jindalstainless.com
(vi)	Whether listed company Yes / No	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 44, Community Center, 2nd Floor Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email : delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1.	Steel	2410	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Jindal Stainless Steelway Limited	U27109DL2004PLC128146	Subsidiary	81.91	2(87)(ii)
2	JSL Lifestyle Limited	U74920HR2003PLC035976	Subsidiary	77.74	2(87)(ii)
3	Green Delhi BQS Limited	U45400DL2007PLC164938	Subsidiary	68.88	2(87)(ii)
4	JSL Media Limited	U70102DL2007PLC170019	Subsidiary	99.94	2(87)(ii)
5	JSL Logistics Limited	U63030DL2008PLC180599	Subsidiary	100.00	2(87)(ii)
6	Jindal Stainless Corporate Management Services Private Limited	U74140HR2013PTC049340	Associate	50	2(6)

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Share Holding (please refer notes)

Category of Shareholders	No. of Shares held at the beginning of the year – 1st April, 2015 (Face value of Rs.2/- each)				No. of Shares held at the end of the year – 31st March, 2016 (Face value of Rs.2/- each)				% Change during the year**
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a. Individual / HUF	-	*1500	1500	0.60	646,087	-	646,087	0.28	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.#	-	2,48,500	2,48,500	99.40	52,141,410	-	52,141,410	22.55	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	**-**	**2,50,000**	**2,50,000**	**100**	**52,787,497**	**-**	**52,787,497**	**22.83**	-
(2) Foreign									-
a. NRIs – Individuals	-	-	-	-	7,523,053	-	7,523,053	3.25	-
b. Other – Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	-	-	-	-	54,260,440	-	54,260,440	23.47	-
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	**61,783,493**	**-**	**61,783,493**	**26.72**	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	-	**2,50,000**	**2,50,000**	**100**	**114,570,990**	**-**	**114,570,990**	**49.56**	-
B. Public Shareholding									
1. Institutions									-
a. Mutual Funds	-	-	-	-	12,508,494	14,300	12,522,794	5.42	-
b. Banks / FI	-	-	-	-	204,521	22,560	227,081	0.10	-
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	2,424,934	-	2,424,934	1.05	-
g. FIIs/ Foreign Portfolio Investors	-	-	-	-	40,285,158	13,740	40,298,898	17.43	-

f. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Any Others	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	-	-	-	-	**55,423,107**	**50,600**	**55,473,707**	**24**	-
2. Non-Institutions									-
a. Bodies Corp.									-
i. Indian	-	-	-	-	15,269,311	61,391	15,330,702	6.63	-
ii. Overseas	-	-	-	-	-	1,690	1,690	0.00	-
b. Individuals	-	-	-	-					-
(i). Individual shareholders holding nominal share capital upto Rs. 2 lakh	-	-	-	-	13,728,042	2,857,991	16,586,033	7.17	-
(ii). Individual shareholders holding nominal share capital in excess of Rs 2 lakh	-	-	-	-	433,123	-	433,123	0.19	-
(iii) Others	-	-	-	-	10,568,766	616,100	11,184,866	4.84	-
Sub-total (B) (2)	-	-	-	-	**39,999,242**	**3,537,172**	**43,536,414**	**18.83**	-
Total shareholding of Public (B) = (B)(1)+(B)(2)	-	-	-	-	**95,422,349**	**3,587,772**	**99,010,121**	**42.83**	-
C. Shares held by Custodian for GDRs & ADRs									
Promoter & Promoter Group	-	-	-	-	16,734,984	-	16,734,984	7.24	-
Public	-	-	-	-	869,350	-	869,350	0.38	-
Grand Total (A)+(B)+(C)	-	**2,50,000****	**2,50,000****	**100**	**227,597,673**	**3,587,772**	**231,185,445**	**100**	-

* Nominees of Jindal Stainless Limited

** As on 31st March, 2015, paid up share capital of the Company was Rs.5,00,000 divided into 2,50,000 equity shares of Rs.2/- each. In terms of the Composite Scheme of Arrangement amongst Composite Scheme of Arrangement' among Jindal Stainless Limited (JSL), Jindal Stainless (Hisar) Limited (JSHL), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) and their respective shareholders and creditors ("the Scheme") approved by the Hon'ble High Court of Punjab and Haryana at Chandigarh, vide its order dated 21st September, 2015 (as modified on 12th October, 2015), the said capital of Rs.5,00,000/- have been extinguished and cancelled. Pursuant to the Scheme, 23,11,85,445 equity shares of Rs.2/- each were allotted to the equity shareholders of Jindal Stainless Limited on 25th November, 2015. Due to the said changes "% changes during the Year" mentioned above has not been given.

On 30th March, 2016, the Company had allotted 12.50 Crore Compulsory Convertible Warrants (CCWs) of Rs. 2/- each in aggregate to JSL Limited and Jindal Infrastructure and Utilities Limited, the Promoter group entities.

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year – 1st April, 2015 (Face value of Rs.2/- each)			Shareholding at the end of the year – 31st March, 2016 (Face value of Rs.2/- each)			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	% change in share holding during the year**
1	Jindal Stainless Limited	2,48,500	99.40	-	0	-	-	-
2	Mahabir Prashad Swami*	250	0.10	-	0	-	-	-
3	Shanti Swaroop Saxena*	250	0.10	-	0	-	-	-
4	Ankur Agrawal*	250	0.10	-	0	-	-	-
5	Rajeev Garg*	250	0.10	-	0	-	-	-
6	Mahabir Prashad Gupta*	250	0.10	-	0	-	-	-
7	Jitendra Kumar*	250	0.10	-	0	-	-	-
8	Abhinandan Investments Limited	-	-	-	811,350	0.35	0.35	-
9	Abhyuday Jindal	-	-	-	22,180	0.01	0.00	-
10	Arti Jindal	-	-	-	14,390	0.01	0.00	-
11	Colarado Trading Co Ltd	-	-	-	2,074,930	0.9	0.88	-
12	Deepika Jindal	-	-	-	69,265	0.03	0.00	-
13	Ever Plus Securities & Finance Limited	-	-	-	1,157,835	0.5	0.50	-
14	Gagan Trading Company Limited	-	-	-	2,454,295	1.06	1.06	-
15	Goswamis Credits & Investments Limited	-	-	-	877,795	0.38	0.28	-
16	Hexa Securities & Finance Co Ltd	-	-	-	4,931,175	2.13	2.13	-
17	Jindal Equipment Leasing And Consultancy Services Limited	-	-	-	5,735,555	2.48	2.48	-
18	JSW Holdings Limited	-	-	-	460,720	0.2	0.20	-
19	Nalwa Sons Investments Limited	-	-	-	347,945	0.15	0.15	-
20	Kamal Kishore Bhartia	-	-	-	1,550	0.00	0.00	-
21	Manjula Finances Ltd	-	-	-	1,012,080	0.44	0.44	-
22	Mansarover Investments Limited	-	-	-	3,797,210	1.64	1.64	-
23	Meredith Traders Pvt Ltd	-	-	-	422,210	0.18	0.18	-
24	Nalwa Engineering Co Ltd	-	-	-	747,290	0.32	0.32	-
25	Nalwa Investment Limited	-	-	-	1,707,110	0.74	0.74	-
26	Naveen Jindal	-	-	-	12,768	0.01	0.00	-
27	Naveen Jindal HUF	-	-	-	107,860	0.05	0.00	-

28	Parth Jindal	-	-	-	27,575	0.01	0.00	-
29	Prithvi Raj Jindal	-	-	-	31,298	0.01	0.00	-
30	P R Jindal HUF	-	-	-	58,290	0.03	0.00	-
31	Ratan Jindal	-	-	-	7,424,148	3.21	0.00	-
32	R K Jindal & Sons HUF	-	-	-	13,940	0.01	0.00	-
33	Renuka Financial Services Ltd	-	-	-	886,620	0.38	0.38	-
34	Rohit Tower Building Ltd	-	-	-	31,200	0.01	0.01	-
35	Sajjan Jindal	-	-	-	47,748	0.02	0.00	-
36	S K Jindal And Sons HUF	-	-	-	33,330	0.01	0.00	-
37	Sangita Jindal	-	-	-	46,910	0.02	0.00	-
38	Sarika Jhunjhunwala	-	-	-	76,725	0.03	0.00	-
39	Saroj Bhartia	-	-	-	40	0.00	0.00	-
40	Savitri Devi Jindal	-	-	-	88,573	0.04	0.00	-
41	Seema Jajodia	-	-	-	900	0.00	0.00	-
42	Sminu Jindal	-	-	-	43,875	0.02	0.00	-
43	Stainless Investments Limited	-	-	-	1,442,895	0.62	0.62	-
44	Sun Investments Limited	-	-	-	9,296,780	4.02	4.02	-
45	Tanvi Jindal	-	-	-	11,995	0.01	0.00	-
46	Tarini Jindal	-	-	-	12,000	0.01	0.00	-
47	Tripti Jindal	-	-	-	12,175	0.01	0.00	-
48	Urvi Jindal	-	-	-	11,605	0.01	0.00	-
49	Vrindavan Services Private Limited	-	-	-	4,946,705	2.14	2.14	-
50	JSL Overseas Holdings Limited***	-	-	-	27,700,000	11.98	11.69	-
51	JSL Overseas Limited	-	-	-	26,560,440	11.49	0.00	-
52	Jindal Strips Limited	-	-	-	5,314,090	2.30	2.30	-
53	Siddeshwari Tradex Private Limited	-	-	-	2,755,890	1.19	1.19	-
54	Jindal Rex Exploration Private Limited	-	-	-	929,730	0.40	0.40	-
	Total	**2,50,000****	**100**	**-**	**114,570,990**	**49.56**	**34.11**	**-**

*Nominees of Jindal Stainless Limited

** Refer Point no 1 mentioned above

*** JSL Overseas Holdings Limited also holds 83,67,492 GDS representing 1,67,34,984 underlying equity shares of Rs. 2/- each

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in promoter shareholding during the year			
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Com-pany	Date of issue of share/ Cancel pursuant to Composite Scheme of Arrange-ment**	No of shares dis-posed off/ Cancelled	No of shares acquired/ issue as per Composite Scheme of Arrange-ment**	No. of shares at the end of the year
1	Jindal Stainless Limited	2,48,500	99.40	0	-	25.11.2015	2,48,500	-	0
2	Mahabir Prashad Swami*	250	0.10	0	-	25.11.2015	250	-	0
3	Shanti Swaroop Saxena*	250	0.10	0	-	25.11.2015	250	-	0
4	Ankur Agrawal*	250	0.10	0	-	25.11.2015	250	-	0
5	Rajeev Garg*	250	0.10	0	-	25.11.2015	250	-	0
6	Mahabir Prashad Gupta*	250	0.10	0	-	25.11.2015	250	-	0
7	Jitendra Kumar*	250	0.10	0	-	25.11.2015	250	-	0
8	Abhinandan Investments Limited	-	-	811,350	0.35	25.11.2015	-	811,350	811,350
9	Abhyuday Jindal	-	-	22,180	0.01	25.11.2015	-	22,180	22,180
10	Arti Jindal	-	-	14,390	0.01	25.11.2015	-	14,390	14,390
11	Colarado Trading Co Ltd	-	-	2,074,930	0.9	25.11.2015	-	2,074,930	2,074,930
12	Deepika Jindal	-	-	69,265	0.03	25.11.2015	-	69,265	69,265
13	Ever Plus Securities & Finance Limited	-	-	1,157,835	0.5	25.11.2015	-	1,157,835	1,157,835
14	Gagan Trading Company Limited	-	-	2,454,295	1.06	25.11.2015	-	2,454,295	2,454,295
15	Goswamis Credits & Investments Limited	-	-	877,795	0.38	25.11.2015	-	877,795	877,795
16	Hexa Securities & Finance Co Ltd	-	-	4,931,175	2.13	25.11.2015	-	4,931,175	4,931,175
17	Jindal Equipment Leasing And Consultancy Services Limited	-	-	5,735,555	2.48	25.11.2015	-	5,735,555	5,735,555
18	JSW Holdings Limited	-	-	460,720	0.2	25.11.2015	-	460,720	460,720
19	Nalwa Sons Investments Limited	-	-	347,945	0.15	25.11.2015	-	347,945	347,945
20	Kamal Kishore Bhartia	-	-	1,550	0.00	25.11.2015	-	1,550	1,550
21	Manjula Finances Ltd	-	-	1,012,080	0.44	25.11.2015	-	1,012,080	1,012,080
22	Mansarover Investments Limited	-	-	3,797,210	1.64	25.11.2015	-	3,797,210	3,797,210
23	Meredith Traders Pvt Ltd	-	-	422,210	0.18	25.11.2015	-	422,210	422,210
24	Nalwa Engineering Co Ltd	-	-	747,290	0.32	25.11.2015	-	747,290	747,290
25	Nalwa Investment Limited	-	-	1,707,110	0.74	25.11.2015	-	1,707,110	1,707,110
26	Naveen Jindal	-	-	12,768	0.01	25.11.2015	-	12,768	12,768

27	Naveen Jindal HUF	-	-	107,860	0.05	25.11.2015	-	107,860	107,860
28	Parth Jindal	-	-	27,575	0.01	25.11.2015	-	27,575	27,575
29	Prithvi Raj Jindal	-	-	31,298	0.01	25.11.2015	-	31,298	31,298
30	P R Jindal HUF	-	-	58,290	0.03	25.11.2015	-	58,290	58,290
31	Ratan Jindal	-	-	7,424,148	3.21	25.11.2015	-	7,424,148	7,424,148
32	R K Jindal & Sons HUF	-	-	13,940	0.01	25.11.2015	-	13,940	13,940
33	Renuka Financial Services Ltd	-	-	886,620	0.38	25.11.2015	-	886,620	886,620
34	Rohit Tower Building Ltd	-	-	31,200	0.01	25.11.2015	-	31,200	31,200
35	Sajjan Jindal	-	-	47,748	0.02	25.11.2015	-	47,748	47,748
36	S K Jindal And Sons HUF	-	-	33,330	0.01	25.11.2015	-	33,330	33,330
37	Sangita Jindal	-	-	46,910	0.02	25.11.2015	-	46,910	46,910
38	Sarika Jhunjhunwala	-	-	76,725	0.03	25.11.2015	-	76,725	76,725
39	Saroj Bhartia	-	-	40	0.00	25.11.2015	-	40	40
40	Savitri Devi Jindal	-	-	88,573	0.04	25.11.2015	-	88,573	88,573
41	Seema Jajodia	-	-	900	0.00	25.11.2015	-	900	900
42	Sminu Jindal	-	-	43,875	0.02	25.11.2015	-	43,875	43,875
43	Stainless Investments Limited	-	-	1,442,895	0.62	25.11.2015	-	1,442,895	1,442,895
44	Sun Investments Limited	-	-	9,296,780	4.02	25.11.2015	-	9,296,780	9,296,780
45	Tanvi Jindal	-	-	11,995	0.01	25.11.2015	-	11,995	11,995
46	Tarini Jindal	-	-	12,000	0.01	25.11.2015	-	12,000	12,000
47	Tripti Jindal	-	-	12,175	0.01	25.11.2015	-	12,175	12,175
48	Urvi Jindal	-	-	11,605	0.01	25.11.2015	-	11,605	11,605
49	Vrindavan Services Private Limited	-	-	4,946,705	2.14	25.11.2015	-	4,946,705	4,946,705
50	JSL Overseas Holdings Limited***	-	-	27,700,000	11.98	25.11.2015	-	27,700,000	27,700,000
51	JSL Overseas Limited	-	-	26,560,440	11.49	25.11.2015	-	26,560,440	26,560,440
52	Jindal Strips Limited	-	-	5,314,090	2.30	25.11.2015	-	5,314,090	5,314,090
53	Siddeshwari Tradex Private Limited	-	-	2,755,890	1.19	25.11.2015	-	2,755,890	2,755,890
54	Jindal Rex Exploration Private Limited	-	-	929,730	0.40	25.11.2015	-	929,730	929,730
	Total	**2,50,000 ****	**100**	**114,570,990**	**49.56**				

*Shares held as nominees of Jindal Stainless Limited.

** Refer Point No 1 mentioned above.

*** JSL Overseas Holdings Limited also holds 83,67,492 GDS representing 1,67,34,984 underlying equity shares of Rs. 2/- each

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in shareholding during the year			
		No. of Shares	% of total Shares of the Com-pany	No. of Shares	% of total Shares of the Com-pany	Date	No of shares disposed off	No of shares acquired	No. of shares at the end of the year
1	Citigroup Global Markets Mauritius Private Limited	-	-	11,904,232	5.15	25.11.2015	-	119,042,96	11,904,232
						18.03.2016	64	-	
2	Hypnos Fund Limited	-	-	10,301,711	4.46	25.11.2015	-	10,301,711	10,301,711
3	Reliance Capital Trustee Co. Ltd. A/C Reliance Diversified Power Sector Fund	-	-	9,843,940	4.26	25.11.2015	-	9,740,640	9,843,940
						29.01.2016	-	103,300	
4	Vinod Mohan Nair	-	-	9,097,524	3.94	25.11.2015	-	9,097,524	9,097,524
5	ELM Park Fund Limited	-	-	7,822,160	3.38	25.11.2015	-	7,822,160	7,822,160
6	India Max Investment Fund Limited	-	-	3,882,980	1.68	25.11.2015	-	3,882,980	3,882,980
7	Globe Fincap Limited	-	-	6,149,224	2.66	25.11.2015	-	3,754,524	6,149,224
						12.02.2016	-	1,400,000	
						19.02.2016	5,000	-	
						26.02.2016	300	-	
						18.03.2016	-	200,000	
						31.03.2016	-	800,000	
8	Albula Investment Fund Ltd	-	-	3,609,070	1.56	25.11.2015	-	3,609,070	3,609,070
9	Reliance Capital Trustee Co Ltd-Reliance Long Term Equity Fund			2,649,189	1.15	25.11.2015	-	2,649,189	2,649,189
10	Life Insurance Corporation of India	-	-	2,042,189	0.88	25.11.2015	-	2,042,189	2,042,189
11	HSBC Bank (Mauritius) Limited	-	-	1,970,000	0.85	25.11.2015	-	1,970,000	1,970,000
12	Sal Real Estates Pvt Ltd	-	-	0	-	25.11.2015	-	1,863,410	0
						29.01.2016	150,000	-	
						05.02.2016	590,000	-	
						12.02.2016	388,134	-	
						04.03.2016	732,276	-	
						11.03.2016	3,000	-	

V. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in shareholding during the year			
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	Date	No of shares disposed off	No of shares acquired	No. of shares at the end of the year
1	Mr. Rajinder Parkash Jindal	250*	0.10	N.A.	N.A.	25.11.2015	N.A.	N.A.	N.A.
2	Mr. Mahabir Prashad Swami	250*	0.10	N.A.	N.A.	25.11.2015	N.A.	N.A.	N.A.
3	Mr. Mahender Kumar Goel	250*	0.10	N.A.	N.A.	25.11.2015	N.A.	N.A.	N.A.
4	Mr. Ratan Jindal	-	-	7,424,148	3.28	25.11.2015	-	74,24,148	7,424,148
5	Mr. Abhyuday Jindal	-	-	22,180	0.01	25.11.2015	-	22180	22,180
6	Mr. Tara Sankar Sudhir Bhattacharya	-	-	-	-	25.11.2015	-	-	-
7	Mr. Ashok Kumar Gupta	-	-	37,300	0.02	25.11.2015	-	37,300	37,300
8	Mr. Kanwaljit Singh Thind	-	-	515	0.00	25.11.2015	-	515	515
9	Ms. Ishani Chattopadhyay	-	-	-	-	25.11.2015	-	-	-
10	Mr. Bhartendu Harit(Company Secretary)	-	-	-	-	25.11.2015	-	-	-
11	Mr. Ankur Agrawal(CFO)	-	-	-	-	25.11.2015	-	-	-

*Shares held as nominees of Jindal Stainless Limited

** Shares are disposed/Cancel of pursuant to composite Scheme of Arrangement. Refer point no 1 mentioned above.

Note: Mr. Rajinder Parkash Jindal & Mr. Mahabir Prasad Swami ceased to be directors w.e.f. 6th November, 2015 and Mr. Mahender Kumar Goel ceased to be director w.e.f. 20th November, 2015.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Amount Rs. in Crore)

Particulars	Secured Loans excluding deposits*	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year – 1st April, 2015				
(i) Principal Amount	853.72	-	-	853.72
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**853.72**	**-**	**-**	**853.72**
Change in Indebtedness during the financial year				
· Addition	1,904.20	-	-	1,904.20
· Reduction	900.85	-	-	900.85
Net Change	**1,003.35**	**-**	**-**	**1,003.35**
Indebtedness at the end of the financial year – 31st March, 2016				
(i) Principal Amount	1,856.53	-	-	1,856.53
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	0.54	-	-	0.54
Total (i+ii+iii)	**1,857.07**	**-**	**-**	**1,857.07**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs. in lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager	Total Amount
1.	**Gross Salary**	**Mr. Ashok Kumar Gupta***	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	72.20	72.20
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	10.04	10.04
	(c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission	NIL	NIL
	- as % of profit	NIL	NIL
	- others, specify	NIL	NIL
5.	Others	NIL	NIL
	Total (A)	82.24	82.24
	Ceiling as per the Act **	169.95	169.95

* Mr. Ashok Kumar Gupta was appointed as Whole-time director w.e.f. 2nd November, 2015

B. Remuneration to other Directors

1. Independent Directors

(Rs. in lakhs)

Particulars of Remuneration	Name of Directors			Total Amount
	Mr. Kanwaljit Singh Thind	Mr. Tara Sankar Sudhir Bhattacharya	Ms. Ishani Chattopadhyay	
• Fee for attending board /committee meetings	1.20	1.20	-	2.40
• Commission	-	-	-	-
• Others, please specify	-	-	-	-
Total (1)	1.20	1.20	-	2.40

2. Other Non-Executive Directors

(Rs. in lakhs)

Other Non-Executive Directors	Mr. Ratan Jindal	Mr. Abhyuday Jindal
• Fee for attending board committee meetings	1.00	0.50
• Commission	61.35	-
• Others, please specify	-	-
Total (2)	62.35	0.50
Total Managerial Remuneration	62.35	0.50
Overall Ceiling as per the Act	169.95	N. A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

(Rs. in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Ankur Agrawal*	Mr. Bhartendu Harit**	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	6.98	2.11	9.09
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	14.38	5.01	19.39
	(c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	NIL	NIL	NIL
2.	**Stock Option**	NIL	NIL	NIL
3.	**Sweat Equity**	NIL	NIL	NIL
4.	**Commission**	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL
	- others	NIL	NIL	NIL
	Others	0.84	0.25	1.09
	Total (A)	22.20	7.37	29.57

*Mr. Ankur Agrawal was appointed as CFO w.e.f. 2nd November, 2015.

** Mr. Bhartendu Harit was appointed as Company Secretary w.e.f. 3rd November, 2015.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
B. DIRECTORS					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

Annexure "V" to Directors Report

Form No. AOC-2

(Pursuant to Clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:	
(a) Name(s) of the related party and nature of relationship	**NIL** (All contracts or arrangements or transactions with related parties are at arm's length basis).
(b) Nature of contracts/ arrangements/ transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:	
(a) Name(s) of the related party and nature of relationship	**NIL**
(b) Nature of contracts/ arrangements/ transactions	
(c) Duration of the contracts/ arrangements/ transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Date(s) of approval by the Board, if any	
(g) Amount paid as advances, if any	

In accordance with Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the report containing the details of Corporate Governance systems and processes at Jindal Stainless (Hisar) Limited is as follows:

1. Company's philosophy on the code of corporate governance:

Your Company recognizes communication as a key element of the overall corporate governance framework and therefore, emphasizes on seamless and efficient flow of relevant communication to all external constituencies. Your Company follows the principles of fair representation and full disclosure in all its dealings and communications. The Company's annual reports, results presentations and other forms of corporate and financial communications provide extensive details and convey important information on a timely basis. Your Company's philosophy on corporate governance envisages the attainment of the highest levels of transparency, accountability and equity, in all facets of its operations and in all its interactions with its stakeholders including shareholders, employees, government and lenders. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholders value, over a sustained period of time.

2. Board of Directors:

(i) Composition and Category of Directors

The Board of Directors of your Company is having optimum combination of Executive and Non-Executive Directors, in conformity with Regulation 17 of the SEBI LODR. As at 31st March, 2016, the Board of the Company consisted of six Directors, including three independent directors. Detail with respect to size and composition of present Board of Directors is given hereunder:

Executive Directors

Name of Director	Designation	Category
Mr. Ashok Kumar Gupta	Whole Time Director	Non-Independent

Non Executive (Non-Independent) Directors

Mr. Ratan Jindal	Chairman	Promoter
Mr. Abhyuday Jindal	Vice Chairman	Promoter
Smt. Deepika Jindal *	Director	Promoter

Non Executive (Independent) Directors

Mr. Kanwaljit Singh Thind	Director	Independent
Mr. Girish Sharma *	Director	Independent
Mr. Arunendra Kumar #	Director	Independent
Mr. Nirmal Chandra Mathur #	Director	Independent
Ms. Ishani Chattopadhyay $	Director	Independent
Mr. T.S. Bhattacharya $	Director	Independent

Mrs. Deepika Jindal is wife of Mr. Ratan Jindal; and Mr. Abhyuday Jindal is their son. None of the other Directors are related to any other Director on the Board.

* Mrs. *Deepika Jindal and Mr. Girish Sharma were appointed as Additional Directors w.e.f. 1st May, 2016.*

\# *Mr. Arunendra Kumar and Mr. Nirmal Chandra Mathur were appointed as Additional Directors w.e.f. 16th May, 2016 and 5th August, 2016 respectively.*

$ *Ms. Ishani Chattopadhyay and Mr. T.S. Bhattacharya ceased to be Directors w.e.f. 14th May, 2016 and 12th August, 2016 respectively.*

(ii) Independent Directors

Your Company had at its last Annual General Meeting (AGM) held on 30th December, 2015 appointed Mr. T. S. Bhattacharya, Mr. Kanwaljit Singh Thind and Ms. Ishani Chattopadhyay as Independent Directors on the Board of the Company pursuant to Sections 149, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder and provisions of SEBI LODR. Ms. Ishani Chattopadhyay and Mr. T.S. Bhattacharya have resigned from the Board of Directors w.e.f. 14th May, 2016 and 12th August, 2016 respectively. Tenure of Mr. Kanwaljit Singh Thind is two years.

The Board of Directors of the Company also appointed Mr. Girish Sharma, Mr. Arunendra Kumar and Mr. Nirmal Chandra Mathur as Independent Directors with effect from 1st May, 2016, 16th May, 2016 and 5th August, 2016 respectively. In terms of the provisions of Section 161(1) of the Companies Act, 2013, they shall hold office up to the date of ensuing Annual General Meeting. The Company has, in accordance with the provisions of Section 160 of the Companies Act, 2013, received notice in writing from member(s) proposing their candidature for appointment as Independent Directors at the ensuing Annual General Meeting. Accordingly the Board of Directors is seeking approval of the Shareholders in the ensuing Annual General Meeting for their appointment for the Office of Independent Directors to hold office upto three consecutive years commencing from their respective date of appointment.

The Company has received declarations as stipulated under Section 149(7) of the Companies Act, 2013 and Regulation 16 of SEBI LODR from each Independent Directors confirming that he is not disqualified from appointing/continuing as an Independent Director. Your Company had also issued formal appointment letters to the Independent Directors in the manner provided under the Act and the SEBI LODR. The terms and conditions of the appointment of Independent Directors have been displayed on the website of the Company and can be accessed through the following link:

http://www.jshlstainless.com/appointmentofindependentdirectors.html

(iii) Board Meetings

During the financial year 2015-16, fifteen Board meetings were held on 3rd April, 2015, 13th April, 2015, 4th May, 2015, 5th May, 2015, 25th May, 2015, 13th June, 2015, 23rd July, 2015, 27th August, 2015, 16th September, 2015,

27th September, 2015, 9th October, 2015, 21st October, 2015, 2nd November, 2015, 6th November, 2015 and 1st February, 2016. The maximum time gap between any two meetings did not exceed one hundred twenty days.

(iv) Attendance of Directors, other Directorships and other details

Attendance of Directors at the Board Meetings, last Annual General Meeting and number of Directorships and Chairmanships / Memberships of Committee(s) in other companies are given below:

Name of Director	No of Board Meeting attended	Attendance at last AGM	No. of Directorships held in other public companies $	No. of Memberships (M) / Chairmanships (C) in other Board Committee(s) @	No. of Shares and Convertible Instruments held by Non-Executive Directors
Mr. Ratan Jindal *	2	-	7	1(M)	74,24,148
Smt. Deepika Jindal #	N.A.	N.A.	4	-	69,265
Mr. Abhyuday Jindal*	1	Yes	-	-	22,180
Mr. Ashok Kumar Gupta*	2	Yes	1	-	N.A.
Mr. Kanwaljit Singh Thind*	2	Yes	1	1(M)	515
Mr. Girish Sharma #	N.A.	N.A.	4	3(M)	Nil
Mr. Arunendra Kumar ##	N.A.	N.A.	-	-	Nil
Mr. Nirmal Chandra Mathur ###	N.A.	N.A.	4	1	9,330 ###
Mr. T.S. Bhattacharya*$	2	-	*$	*$	*$
Ms. Ishani Chattopadhyay *#	-	-	*#	*#	*#
Mr. Rajinder Parkash Jindal @	13	N.A.	@	@	@
Mr. M. P. Swami @	13	N.A.	@	@	@
Mr. Mahender Kumar Goel **	13	N.A.	**	**	**

* *Appointed as Directors on the Board of the Company w.e.f. 2nd November, 2015.*

\# *Appointed on the Board of the Company w.e.f. 1st May, 2016.*

\## *Appointed on the Board of the Company w.e.f. 16th May, 2016.*

\### *Appointed on the Board of the Company w.e.f. 5th August, 2016. Mr. N.C. Mathur holds 9,330 shares of the Company (including 8,375 shares held as joint holder alongwith his spouse, Mrs. Aruna Mathur)*

*$ *Appointed on the Board of the Company w.e.f. 2nd November, 2015 and ceased w.e.f. 12th August, 2016.*

*# *Appointed on the Board of the Company w.e.f. 2nd November, 2015 and ceased w.e.f. 14th May, 2016.*

@ *Ceased to be Director w.e.f. 6th November, 2015.*

** *Ceased to be Director w.e.f. 20th November, 2015.*

N.A. Not Applicable

$ *Directorships do not include directorships in foreign companies.*

^ *Only covers Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.*

None of the Directors on the Board is a Director in more than 20 companies (as specified in Section 165 of the Companies Act, 2013) and Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulation 25 & 26 of SEBI LODR) across all the public companies in which he/she is a Director.

(v) Board Meetings, its Committee Meetings and Procedures thereof:

A. Scheduling and selection of agenda items for Board Meetings

I. The Company holds minimum four Board Meetings every year. Apart from the four Board Meetings, additional Board Meetings are also convened as and when required to address the specific needs of the Company by giving appropriate notice to the Directors. The Board also approves permitted urgent matters by passing the resolutions through circulation.

II. The meetings are either held at its Registered Office at Hisar or Corporate Office at New Delhi.

III. Consequent upon the Scheme coming into effect, all divisions/departments in the Company have been encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/ approval/decision in the Board/ Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the agenda for the Board meetings.

IV. The Board is given presentations on finance, sales and marketing, and the major business segments and operations of the Company, while considering the results of the Company at each of the pre-scheduled Board meeting.

V. The Company Secretary, in consultation with the Chairman / Vice Chairman / Whole Time Director and other concerned persons in the top management, finalizes the agenda papers for the Board meetings.

B. Board material distributed in advance

I. Agenda papers are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda papers for facilitating meaningful, informed and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is placed on the table at the meeting with specific reference to this effect in the agenda.

II. With the permission of Chairman and other directors present at the meeting, additional or supplementary item(s) in the agenda are taken up for discussion and consideration. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance for the meeting.

C. Recording minutes of proceedings at Board meeting

The Company Secretary records the minutes of the proceedings of each Board and Committee Meetings. The minutes of the proceedings of a meeting are entered in the minutes book within thirty days from the conclusion of the meeting and signed by the Chairman of the next Board / Committee Meeting.

D. Post meeting follow up mechanism

There is an effective post meeting follow-up, review and reporting process for the action taken on decisions of the Board and Committees.

E. Compliance

The Company Secretary, while preparing the agenda, notes on agenda, minutes etc. of the meeting(s) and holding and conducting the meetings, is responsible for and is required to ensure adherence to material provisions of all applicable laws. Certificates relating to compliance of important provisions of law are placed in every Board Meeting.

(vi) Familiarization Programme for Board Members and Independent Directors

The Board members are provided with necessary documents/ brochures, reports and internal policies to enable them to familiarize with Company's procedures and practices. Presentations are made at the Board and Board Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. The Company through its Key Managerial Personnel / Senior Managerial Personnel conducts programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company and to appraise them about their roles, rights and responsibilities in the Company to enable them to make effective contribution and discharge their functions as a Board Member.

The Independent Directors are given every opportunity to interact with the Key / Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

The familiarization programme for Independent Directors in terms of the provisions of Regulations 25 and 46 of the SEBI LODR is uploaded on the website of the Company and can be accessed through following link:

http://www.jshlstainless.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSHL.pdf

(vii) Independent Directors' meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Regulation 25 of the SEBI LODR, a meeting of the Independent Directors of the Company was held on 1st February, 2016, without the presence of Non-Independent Directors and representatives of the management.

(viii) Evaluation of Board Effectiveness

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and Regulation 19 of the SEBI LODR, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have to evaluate the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2016. The evaluation of the Directors was based on various aspects, inter-alia, including the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow best practices in Board Governance in order to fulfill its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among the Board members, greater efficiency in the use of the Board's time and increased effectiveness of the Board as a governing body.

3. Board Committees

The Committees constituted by the Board plays a very important role in the governance structure of the Company. The composition and the terms of reference of these Committees are approved by the Board and are in line with the requirement of the Companies

Act, 2013 and Regulations 18, 19 and 20 of the SEBI LODR. The minutes of the Committee meetings are placed at the Board meetings. Currently there are following 6 (six) committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Share Transfer Committee and Sub-Committee of Directors.

Meetings of Board Committees held during the year and Member's attendance

Board Committees	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Sub-Committee of Directors
Meetings held	4	3	1	1	5
Members' Attendance					
Mr. Ratan Jindal *	-	-	-	-	5
Smt. Deepika Jindal #	-	-	-	-	-
Mr. Abhyuday Jindal*	-	-	1	1	-
Mr. Ashok Kumar Gupta*	2	-	1	1	5
Mr. Kanwaljit Singh Thind*	2	-	-	1	Nil
Mr. Girish Sharma #	-	-	-	-	-
Mr. Arunendra Kumar ##	-	-	-	-	-
Mr. Nirmal Chandra Mathur ###	-	-	-	-	-
Mr. T.S. Bhattacharya*$	2	-	1	-	-
Ms. Ishani Chattopadhyay *#	Nil	-	-	-	-
Mr. Rajinder Parkash Jindal @	2	2	-	-	-
Mr. M. P. Swami @	1	Nil	-	-	-
Mr. Mahender Kumar Goel **	2	2	-	-	-

* *Appointed as Directors on the Board of the Company w.e.f. 2nd November, 2015.*

\# *Appointed on the Board of the Company w.e.f. 1st May, 2016.*

\## *Appointed on the Board of the Company w.e.f. 16th May, 2016.*

\### *Appointed on the Board of the Company w.e.f. 5th August, 2016.*

*$ *Appointed on the Board of the Company w.e.f. 2nd November and creased w.e.f. 12th August, 2016.*

*# *Appointed on the Board of the Company w.e.f. 2nd November, 2015 and ceased w.e.f. 14th May, 2016.*

@ *Ceased to be Director w.e.f. 6th November, 2015.*

** *Ceased to be Director w.e.f. 20th November, 2015.*

(i) Audit Committee

Composition and Terms of Reference:

The Composition and "Terms of Reference" of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI LODR. The present composition of the Audit Committee is as under:

Name of Director	Category	Status
Mr. Girish Sharma *	Independent Director	Chairman
Mr. Ashok Kumar Gupta	Whole Time Director	Member
Mr. Kanwaljit Singh Thind	Independent Director	Member
Mr. Arunendra Kumar #	Independent Director	Member

** Appointed as Chairman of the Audit Committee w.e.f. 5th August, 2016*

 # Appointed as Member of Audit Committee w.e.f. 5th August, 2016

Meetings

The Audit Committee met four times during the financial year 2015-16 on 30th May, 2015, 2nd November, 2015, 6th November, 2015 and 1st February, 2016.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the internal auditor, the cost auditor, the secretarial auditor and notes the processes and safeguards employed by each of them.

The Chief Financial Officer regularly attends the Committee meetings and the Company Secretary acts as the Secretary of the Committee. Meetings were also attended by the Internal Auditors and the Statutory Auditors.

(ii) **Nomination and Remuneration Committee:**

Composition and Terms of Reference:

The Composition and Terms of Reference of the Nomination and Remuneration Committee (NRC) are in conformity with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR. The present composition of the NRC is as under:

Name of Director	Category	Status
Mr. Kanwaljit Singh Thind	Independent Director	Chairman
Mr. Abhyuday Jindal	Non-Independent	Member
Mr. Nirmal Chandra Mathur*	Independent Director	Member

**Appointed as Member of the Committee w.e.f. 5th August, 2016*

Meetings

During the financial year ended 31st March, 2016, three meetings of the Nomination and Remuneration Committee were held on 4th April, 2015, 12th April, 2015 and 2nd November, 2015. Requisite quorum was present during all meetings.

The primary objective of the NRC is to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and carry out evaluation of every director's performance.

Performance Evaluation Criteria for Independent Directors:

The policy framework, for nomination, election and performance review of Independent Directors duly approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee of Directors of the Company, is in place. The performance of the independent directors is being evaluated by the entire Board, excepting the director being evaluated. The broad criteria for evaluation of Independent Directors are preparation and participation in board meetings and general meetings, personality and conduct and quality of value added.

(iii) **Stakeholders Relationship Committee:**

Composition and Terms of Reference:

The Composition and Terms of Reference of the Stakeholders Relationship Committee are in conformity with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR. The present composition of the Stakeholders' Relationship Committee is as under:

Name of Director	Category	Status
Mr. Arunendra Kumar*	Independent Director	Chairman
Mr. Abhyuday Jindal	Non-Independent	Member
Mr. Ashok Kumar Gupta	Whole Time Director	Member

**Appointed as Chairman of the Committee w.e.f. 5th August, 2016*

Meetings

During financial year ended 31st March, 2016, one meeting was held on 1st February, 2016. Requisite quorum was present during the meeting.

The Committee looks into the grievances of the Shareholders related to transfer of shares, payment of dividend and non receipt of annual report and recommends measure for expeditious and effective investor service.

Pursuant to the SEBI LODR, Mr. Bhartendu Harit, Company Secretary has been appointed as the Compliance Officer, who monitors the share transfer process and liaises with the Authorities such as SEBI, Stock Exchanges, Registrar of Companies etc. The Company complies with the various requirements of the SEBI LODR and depositories with respect to transfer of shares and share certificates are sent to them within the prescribed time.

The Company has duly appointed Share Transfer Agent (R&T Agent) for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are likewise processed and confirmations thereof are communicated to the investors within the prescribed time.

No complaint was received during the year 2015-16 and no complaint was pending as on 31st March 2016.

(iv) Corporate Social Responsibility Committee:

Composition and Terms of Reference:

The Composition and Terms of Reference of the Corporate Social Responsibility Committee ("CSR Committee") are in conformity with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee consists of three Directors, out of which one is Independent.

Names of Members of the Committee, their category and status are given below:

Name of Director	Category	Status
Smt. Deepika Jindal *	Director (Non Independent)	Chairperson
Mr. Ashok Kumar Gupta	Whole Time Director	Member
Mr. Kanwaljit Singh Thind	Independent Director	Member

** Appointed as Chairperson w.e.f. 17th May, 2016.*

Meeting

During financial year ended 31st March, 2016, one meeting was held on 1st February, 2016. Requisite quorum was present during the meeting.

(v) Sub-Committee of Directors:

The Company has constituted a Sub-Committee of Directors which has been delegated with certain powers of the Board of Directors in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder. The Committee meets from time to time on need base to transact the matters of urgency.

Names of Members of the Committee, their category and status are given below:

Name of Director	Category	Status
Mr. Ratan Jindal	Non-Independent Director	Chairman
Mr. Ashok Kumar Gupta	Whole Time Director	Member
Mr. Kanwaljit Singh Thind	Independent Director	Member

During the financial year 2015-16, the Sub-Committee of Directors met 5 times on 25th November, 2015, 12th December, 2015, 2nd February, 2016, 2nd March, 2016 and 30th March, 2016. Requisite quorum was present during the meetings.

(vi) Share Transfer Committee:

The Board of Directors has delegated the power of approving transfer of securities and other related formalities to the Share Transfer Committee comprising of Mr. Ashok Kumar Gupta, Whole Time Director, Mr. Bhartendu Harit, Company Secretary and a representative of Registrar & Transfer Agent.

During the financial year ended 31st March 2016, all the valid requests for transfers of shares were processed in time and there were no pending transfers of shares.

4. REMUNERATION OF DIRECTORS

Remuneration Policy

The Company has in place a Remuneration Policy duly approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of Directors of the Company. Remuneration given to the Directors of the Company is based on the principles of performance, equitableness and competitiveness. The Remuneration Policy has been designed to reflect these principles and to attract, motivate and retain quality manpower for driving the Company successfully.

The remuneration of the Executive Directors, KMPs and Senior Management Personnel is based on Company's financial position, industrial trends and remuneration paid by peer companies. Remuneration to Executive Directors is paid by way of salary (including fixed pay and variable pay), perquisites and retirement benefits, based on recommendation of the Nomination and Remuneration Committee and approval of the Board and Shareholders. The Non-executive directors are paid commission / sitting fee for attending the meetings of the Board and Committees thereof.

(i) Details of Remuneration paid to the Directors during the financial year ended 31st March 2016:

(a) Executive Directors:

Amount (in Rs.)

Name of Director	Designation	Salary	Commission	Contribution to PF	Others	Total	Notice Period
Mr. Ashok Kumar Gupta*	Whole Time Director	72,19,646	-	-	10,04,053	82,23,699	N. A.

* Appointed as Whole Time Director w.e.f. 2nd November, 2015

(b) Non-Executive Directors:

Particulars of commission / sitting fee paid to the Non Executive Directors during financial year ended 31st March, 2016 are as follows:

Name of Director	Commission (Rs. in Lakhs)	Sitting fee paid Amount (Rs. in Lakhs)
Mr. Ratan Jindal *	61.35	1.00
Smt. Deepika Jindal #	-	#
Mr. Abhyuday Jindal*	-	0.50
Mr. T.S. Bhattacharya**	-	1.20
Mr. Kanwaljit Singh Thind*	-	1.20
Mr. Girish Sharma #	-	#
Mr. Arunendra Kumar ##	-	##

Ms. Ishani Chattopadhyay *#	-	-
Mr. Rajinder Parkash Jindal @	-	-
Mr. M. P. Swami @	-	-
Mr. Mahender Kumar Goel ***	-	-

* *Appointed as Directors on the Board of the Company w.e.f. 2nd November, 2015.*

** *Ceased to be Director w.e.f. 12th August, 2016.*

\# *Appointed on the Board of the Company w.e.f. 1st May, 2016.*

Appointed on the Board of the Company w.e.f. 16th May, 2016.

*# *Appointed on the Board of the Company w.e.f. 2nd November, 2015 and ceased w.e.f. 14th May, 2016.*

@ *Ceased to be Director w.e.f. 6th November, 2015.*

*** *Ceased to be Director w.e.f. 20th November, 2015.*

There has been no material pecuniary relationship or transactions between the Company and Non Executive Directors during the financial year 2015-16, except as stated above.

(ii) Stock Options granted to Directors

The Company has not issued any stock options.

5. General Body Meetings:

The ensuing Annual General Meeting is the third Annual General Meeting of the Company. The last two Annual General Meetings were held at the registered office of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana), as per details given below:

Year	Date	Day	Time	Special Resolution(s) Passed
2013-14	30.9.2014	Tuesday	11:00 A.M.	No special resolution was passed
2014-15	30.12.2015	Wednesday	11:30 A.M.	Appointment of Mr. Ratan Jindal as a Director in the capacity of Non-Executive Chairman with payment of commission on profits of the Company. - Appointment of Mr. Ashok Kumar Gupta in the capacity of Whole-Time Director, with remuneration, of the Company for a period of three years.

Apart from the Annual General Meeting, four Extra-Ordinary General Meetings (EGMs) of Shareholders were held on 11th April, 2015, 23rd October, 2015, 20th November, 2015 and 29th March, 2016. At the time of EGMs held on 11th April, 2015, 23rd October, 2015, 20th November, 2015, the Company was unlisted. The resolutions were passed by the then existing shareholders of the Company which consisted of Jindal Stainless Limited and its nominees.

Subsequently, in terms of the Composite Scheme of Arrangement among Jindal Stainless Limited, the Company, Jindal United Steel Limited and Jindal Coke Limited, which was approved by the Hon'ble High Court of Punjab and Haryana at Chandigarh vide its order dated 21st September, 2015 (as amended on 12th October, 2015) and was filed with the Registrar of Companies on 1st November, 2015 (effective date). The Company issued and allotted its equity shares to the shareholders of Jindal Stainless Limited in the ratio of 1:1 on 25th November, 2015. The Equity Shares of the Company were listed and admitted for trading on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) with effect from 28th January, 2016.

EGM held on 29th March, 2016 was held subsequent to listing of shares of the Company. Mr. Subhash Gupta, Advocate was appointed as Scrutinizer for conducting process of e-voting and poll at meeting in a fair and transparent manner. He had submitted his report to the Chairman for declaration of result.

Summary of the voting details are given below:

Sl. No.	Particulars	No. of Votes with Assent	% with Assent	No. of Votes with Dissent	% with Dissent
1	Issuance of Compulsory Convertible Warrants (CCW) to Promoter Group.	11,68,48,159	99.99%	175	0.0001%
2	Creation of Security in favour of SBICAP Trustee Company Limited for securing the Term loan of Rs. 958 Crore granted to Jindal Stainless Limited, a related party of the company.	4,89,99,108	99.99%	175	0.0003%

During financial year ended 31st March, 2016, members of the Company passed following special resolutions through postal ballot:

- Increase in threshold of loans/guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013;
- Ratification of special resolution passed by the shareholders for increase in borrowing limits under section 180(1)(c) of The Companies Act, 2013.
- Ratification of special resolution passed by the shareholders for authorization for creation of security on the properties of the company under section 180(1)(a) of The Companies Act, 2013.
- Re-appointment of Mrs. Deepika Jindal as Managing Director in JSL Lifestyle Limited, subsidiary of the Company, being an office or place of profit as per section 188(1)(f) of the Companies Act, 2013.

The Board appointed Mr. Sandeep Garg, Advocate, as the Scrutinizer for conducting the voting through Postal Ballot and E- voting in a fair and transparent manner. The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of Regulation 44 of the SEBI LODR were followed for the postal ballot conducted during the year for the resolutions mentioned above. The Scrutinizer submitted his Report and on the basis of the said Report, the results of the Postal Ballot including votes cast through E-voting through CDSL in respect of the resolutions was declared on 10th March, 2016.

Summary of the votes cast through Postal Ballot including votes cast through E-voting is as follows:

Sl. No.	Particulars	No. of Votes with Assent	% with Assent	No. of Votes with Dissent	% with Dissent
1	Increase in threshold of loans/guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.	14,04,25,038	99.9974%	3,669	0.0026%
2	Ratification of special resolution passed by the shareholders for increase in borrowing limits under section 180(1)(c) of The Companies Act, 2013.	14,04,22,623	99.9972%	3,944	0.0028%
3	Ratification of special resolution passed by the shareholders for authorization for creation of security on the properties of the company under section 180(1)(a) of The Companies Act, 2013.	14,04,23,198	99.9976%	3,359	0.0024%
4	Re-appointment of Mrs. Deepika Jindal as Managing Director in JSL Lifestyle Limited, subsidiary of the Company, being an office or place of profit as per section 188(1)(f) of the Companies Act, 2013.	4,75,48,999	99.9896%	4,944	0.0104%

There is no resolution proposed to be passed through postal ballot at the ensuing Annual General Meeting of the Company.

6. Means of Communication:

i	Quarterly Results	The quarterly, half yearly and yearly financial results of the Company will be submitted with the stock exchanges after they are approved by the Board. These will also be published in the Newspapers, in the prescribed format as per the provisions of the SEBI LODR.
ii	Newspapers wherein results normally published	Financial Express (English), Jansatta (Hindi)
iii	Any website, where displayed	www.jshlstainless.com
iv	Whether it also displays official news releases	The Company gives important Press Releases.
v	The Presentations made to institutional investors or to the analysts	The Company holds Analysts' Meet from time to time.
vi	NSE Electronic Application Processing System (NEAPS)	The NEAPS is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS.

vii	BSE Corporate Compliance & Listing Centre (the 'Listing Centre')	BSE's Listing Centre is a web based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre.
viii	Corporate Filing and Dissemination System (CFDS)	The CFDS portal jointly owned, managed and maintained by BSE & NSE is a single source to view information filed by listed companies. All disclosures and communications to BSE and NSE are filed electronically through the CFDS portal. In particular, the Company informs BSE and NSE all price sensitive matters or such other matters which in its opinion are material and of relevance to the members.
ix	SEBI Complaint Redressal System (SCORES)	The investor complaints are processed in a centralized web based complaint redressal system. The salient features of this system are: Centralized Data Base of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by investors of action taken on the complaint and its current status.

7. General Shareholders' Information

7.1 Annual General Meeting :

- Date and Time: 30th September, 2016 at 12.00 Noon
- Venue: At registered office of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana).

7.2 Financial Year : The Financial year of the Company starts from 1st April and ends on 31st March every year.

7.3 Financial Calendar 2016 – 17 (Tentative) :

Annual General Meeting – (Next Year)	September, 2017
Financial Reporting	
Results for quarter ending June 30, 2016	12th August, 2016 (Actual)
Results for quarter ending Sep. 30, 2016	On or before 14th Dec., 2016
Results for quarter ending Dec. 31, 2016	On or before 14th Feb., 2017
Results for year ending Mar. 31, 2017 (Audited)	On or before 30th May, 2017

7.4 Book Closure date : 19th day of September, 2016 to 20th day of September, 2016 (both days inclusive) for Annual General Meeting.

7.5 Dividend payment date : No dividend has been recommended by the Board of Directors for the financial year 2015-16.

7.6 Unclaimed Shares :

The Company has been vested with the Ferro Alloys Division and Mining Division through Demerger and Stainless Steel manufacturing facility at Hisar through slump sale of Jindal Stainless Limited, as a part of the Composite Scheme of Arrangement (hereinafter referred to as the "Scheme") amongst Jindal Stainless Limited, Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited and their respective creditors and shareholders, which was approved by the Hon'ble High Court of Punjab and Haryana at Chandigarh vide its order dated 21st September, 2015 (as amended on 12th October, 2015). The above Ferro Alloys Division, Mining Division and the Stainless Steel manufacturing facilities have been vested with the Company effective from the Appointed Date 1, i.e. close of business hours before midnight of 31st March, 2014 and as specified in the Scheme, the Company allotted its equity shares to the Shareholders of Jindal Stainless Limited in the ratio of 1:1 on 25th November, 2015 and the shares of the Company were listed on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) on 28th January, 2016.

In terms of Clause 5A of the erstwhile Listing Agreement, Jindal Stainless Limited (JSL) had through its RTA sent three reminders to its Shareholders, whose Share Certificates were lying unclaimed with JSL, requesting them to provide complete postal address and other relevant details to enable the RTA to dispatch such unclaimed Share Certificates to them. On the basis of non-receipt of response, unclaimed Equity Shares of Rs. 2/- each held by Shareholders of JSL were then transferred to its "Unclaimed Suspense Account" and were dematerialized.

At the time of allotment of shares by the Company on 25th November, 2015, corresponding Unclaimed Shares allotted by the Company were credited in "Unclaimed Suspense Account" of the Company.

Details of Unclaimed shares are given hereunder:

Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on 25.11.2015.	1,495	1,95,205
Number of shareholders who approached the Company / RTA for transfer of shares from suspense account during the year ended 31st March, 2016	03	1,530
Number of shareholders to whom shares were transferred from suspense account during the year ended 31st March, 2016	03	1,530
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2016.	1,492	1,93,675

The corporate benefits in terms of securities accruing on such shares viz. bonus shares, split etc., were also credited to the Demat Suspense Account. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

As and when the rightful owner of such shares approaches the Company or JSL, the Company shall to the extent of his/her entitlement, arrange to deliver the shares from the said account to the rightful owner after proper verification of his/her identity.

7.7 (a) Listing of Equity Shares on Stock Exchanges

National Stock Exchange of India Ltd.,
Exchange Plaza,
5th Floor,
Plot No. C/1, G – Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai – 400 051.

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001

The annual listing fees for the year 2016-17 have been paid to both BSE and NSE.

(b) Listing of GDS on Stock Exchange

Luxembourg Stock Exchange,
P.O. Box 165,
L – 2011, Luxembourg

7.8 Stock Code

(Equity Shares)

Trading Symbol – BSE Limited (Demat Segment): 539597

Trading Symbol – National Stock Exchange of India: (Demat Segment) JSLHISAR

International Securities Identification Number (ISIN)

Equity Shares : INE455T01018

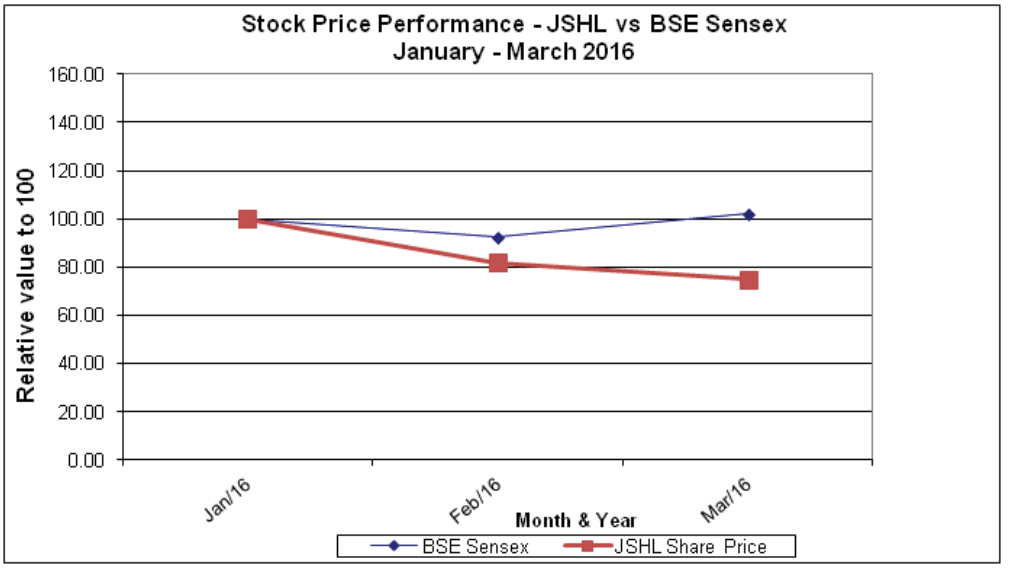
GDS : US47760U1043

7.9 Stock Market Price Data

Month	National Stock Exchange of India Ltd. (NSE)		BSE Limited (BSE)	
	Month's High Price (In Rs.)	Month's Low Price (In Rs.)	Month's High Price (In Rs.)	Month's Low Price (In Rs.)
January, 2016 *	37.80	32.50	40.95	35.20
February, 2016	35.95	27.30	35.95	27.50
March, 2016	30.40	24.70	31.00	24.05

** Shares of the Company are listed with effect from 28th January, 2016*

7.10 Share price performance in comparison to broad based indices – BSE Sensex



Note:

1. Based on the Monthly closing data of Jindal Stainless (Hisar) Limited (Rs. per share) and BSE Sensex.
2. Shares of the Company are listed w.e.f. 28th January, 2016.

7.11 Registrar and Transfer Agents : Link Intime India Private Limited
44, Community Center, 2nd Floor
Naraina Industrial Area, Phase I, Near PVR,
Naraina, New Delhi - 110028
Phone No. (011) 41410592/93/94
Fax No. (011) 41410591
Email : delhi@linkintime.co.in

7.12 Share Transfer System : Share transfer requests for shares in physical form are registered within 10 – 15 days. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through the respective Depository Participants.

7.13 Reconciliation of Share Capital Audit : The reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depositories Limited and Central Depository Services (India) Ltd. ("Depositories") and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the R&T Agents within stipulated period of 21 days and uploaded with the concerned depositories.

7.14 Transfer of Unpaid / Unclaimed Amounts to Investor Education and Protection Fund : Not Applicable

7.15 Distribution of shareholding as at 31st March, 2016:

By size of shareholding	Shareholders		Equity shares held	
	Number	Percentage	Number	Percentage
1 - 2500	45,061	97.81	1,30,11,001	5.63
2501 - 5000	535	1.16	19,53,515	0.84
5001 - 10000	223	0.48	16,56,223	0.72
10001 - 15000	82	0.18	10,01,989	0.43
15001 - 20000	38	0.08	6,69,803	0.29
20001 - 25000	12	0.03	2,75,383	0.12
25001 - 50000	46	0.10	15,82,123	0.68
50001 & Above	74	0.16	21,10,35,408	91.28
TOTAL	**46,071**	**100.00**	**23,11,85,445**	**100.00**
Physical Mode	11,825	25.67	35,87,772	1.55
Electronic Mode	34,246	74.33	22,75,97,673	98.45

By category of shareholders	Equity Shares held	
	Number	Percentage
Promoters	11,45,70,990	49.56
GDS held by promoters underlying shares	1,67,34,984	7.24
GDS held by others underlying shares	8,69,350	0.38
FIs/Banks/Mutual Funds	1,51,74,809	6.56
Corporate Bodies	1,53,30,702	6.63
FIIs/ Foreign Portfolio Investor (Corporate)	4,02,98,898	17.43
NRIs/OCBs	1,04,76,296	4.53
Public /others	1,77,29,416	7.67
Total	23,11,85,445	100.00

7.16 Dematerialisation of shares : As on 31st March, 2016, 98.45% of the total share capital was in dematerialized form. Trading in equity shares of the Company is permitted only in dematerialized form.

7.17 Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity. : On 30th March, 2016, the Company allotted 12,50,00,000 (Twelve Crore Fifty Lakhs) Compulsory Convertible Warrants ("CCW") having the face value of Rs.2/- each to 'JSL Limited' and 'Jindal Infrastructure and Utilities Limited', members of the promoter group, at a price per CCW equal to Rs.2/-, for an aggregate amount of Rs.25 Crore (Rupees Twenty Five Crore). CCW shall be compulsorily convertible at any time after the end of five months from the date of allotment and before 18 months from the date of allotment subject to necessary approval from regulatory and statutory authorities including the Securities and Exchange Board of India. The price of the Equity Shares having the face value of Rs.2/- each to be issued upon conversion of CCW 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.

7.18 Commodity price risk or foreign exchange risk and hedging activities : Please refer Management Discussion and Analysis Report for details.

7.19	Plant locations	:	**HISAR** O.P. Jindal Marg, Hisar – 125 005 (Haryana).	**KOTHAVALASA** Jindal Nagar, Kothavalasa – 535 183 Dist. Vizianagaram (A.P.)
7.20	Investor Correspondence: For transfer / dematerialisation of shares, payment of dividend on shares, query on Annual Report and any other query on the shares of the Company.		Name: Mr. V.M. Joshi Designation: Vice President Address : Link Intime India Private Limited 44, Community Center, 2nd Floor Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email : delhi@linkintime.co.in	

Shareholders holding shares in electronic mode should address all their correspondence relating to change of address, bank mandate and status to their respective Depository Participants (DPs).

Important Communication to Members:

Members must be aware that Ministry of Corporate Affairs (MCA) has started a "Green Initiative in the Corporate Governance", whereby it has allowed paperless compliances by the Companies in the field of servicing of notice / documents, including Annual Report through emails. Members, who have not yet registered their email addresses, are requested once again to register their email addresses in respect of their shareholding in electronic mode with the Depository Participants, including any change in their email id. Members holding shares in physical mode are requested to register their email addresses with the Company / M/s. Link Intime India Private Limited, New Delhi, the Registrar & Transfer Agent.

8. DISCLOSURES:

(i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large.

The Company has not entered into any transaction of material nature with the promoters, the directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interests of the Company. Related Party transactions are disclosed in the notes to Accounts forming part of this Annual Report. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link:

http://www.jshlstainless.com/pdf/Policy%20on%20dealing%20with%20Related%20Party%20Transactions%20JSHL.pdf

(ii) **Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

The Shares of the Company are listed on the Stock Exchanges with effect from 28th January, 2016. The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets; no penalties or strictures have been imposed on the Company by the stock exchanges or SEBI or any other statutory authorities relating to the above.

(iii) **Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee.**

The Company has formulated a Whistle Blower Policy ("WBP") in accordance with the requirements of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI LODR.

The WBP provides for establishment of vigil mechanism for directors and employees to report genuine concerns or grievances. It encourages all employees, directors and business partners to report any suspected violations promptly and intends to investigate any bona-fide reports of violations. It also specifies the procedures and reporting authority for reporting unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy or any other unethical or improper activity including financial irregularities, including fraud, or suspected fraud, wastage / misappropriation of Company's funds/assets etc. The WBP also provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee, in exceptional cases. The WBP has also been uploaded on Company's website at the following link:

http://www.jshlstainless.com/pdf/Whistle%20Blower%20Policy-JSHL.pdf

(iv) **The Company has also formulated the Policy on Disclosure of Material Events or Information and Policy on Preservation and Archival of Documents.**

The said Policies have also been uploaded on Company's website at the following links:

http://www.jshlstainless.com/pdf/JSHL%20Material%20Event%20Policy.pdf

http://www.jshlstainless.com/pdf/JSHL%20Preservation%20and%20Archival%20Policy.pdf

(v) **Subsidiary Companies**

The Audit Committee of the Company reviews the financial statements and the investments made by its unlisted subsidiary companies. Further, the minutes of the meetings of the board of directors of the unlisted subsidiary companies and statement of all significant transactions and arrangements entered into by the unlisted subsidiary are periodically placed at the meeting of the Board of directors of the Company. The Company does not have any material non-listed Indian subsidiary company. The Company has formulated a policy for determining material subsidiaries which is uploaded on Company's website at the following link:

http://www.jshlstainless.com/pdf/Policy%20for%20determining%20material%20subsidiaries.pdf

(vi) **Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.**

The Company has complied with all the mandatory requirements of this clause.

Compliance with non-mandatory requirements (as on 31st March, 2016)

The Company has adopted following discretionary requirements of Schedule II Part E of the SEBI LODR.

1. Shareholders' Rights

The quarterly results of the Company are published in English (National daily) and a Hindi newspaper, having wide circulation in Haryana. Further, the quarterly results are also posted on the website of the Company– www.jshlstainless.com

In view of the forgoing, the half yearly results of the Company are not sent to the Shareholders individually.

2. Modified Opinion(s) in Audit Report

During the period under review, there were no audit qualifications in the Company's financial statements. The Company continues to adopt best accounting practices.

3. Reporting of Internal Auditor

Ernst & Young LLP are the internal auditors of the Company and make presentations on their reports to the Audit Committee.

9. OTHER INFORMATION

(a) Risk Management Framework:

The Company has in place mechanism to inform Board members about the risk assessment and minimization procedures and periodical reviews to ensure that risk is controlled by the executive management through the means of a properly defined framework.

(b) CEO and CFO Certification

The Whole Time Director and the Chief Financial Officer of the Company have given certification on financial reporting and internal controls to the Board as specified in Part B of Schedule II to the SEBI LODR. They also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI LODR.

(c) Code of Conduct

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of conduct is available on the website of the Company. The declaration of the Whole Time Director is given below:

To the Shareholders of Jindal Stainless (Hisar) Limited

Sub.: Compliance with Code of Conduct

I hereby declare that for the financial year ended 31st March, 2016 all the Board members and senior management personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.

Place: New Delhi — (Ashok Kumar Gupta)
Date: 11th August, 2016 — Whole Time Director

General Disclosures

(i) A summary of transactions with related parties in the ordinary course of business is periodically placed before the audit committee;

(ii) The mandatory disclosure of transactions with related parties in compliance with Accounting Standard AS-18 is a part of this annual report;

(iii) While preparing the annual accounts in respect of the financial year ended 31st March, 2016, no accounting treatment was

different from that prescribed in the Accounting Standards;

(iv) The Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To the Members,

Jindal Stainless (Hisar) Limited

We have examined the compliance of the conditions of Corporate Governance by Jindal Stainless (Hisar) Limited for the year ended on March 31, 2016 as stipulated in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the period from January 28, 2016 up to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the period from January 28, 2016 up to March 31, 2016 have been complied with by the Company and that no investor grievance(s) is/are pending for exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee / Share Transfer Committee of the Board.

We state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Dated: July 15, 2016

B.D. Tapriya
Company Secretary
C.P. No. 2059

Global Economic Outlook

According to International Monetary Fund's latest report on World's Economic Outlook in April 2016, the global growth is estimated at 3.2% in 2016. The recovery is projected to strengthen in 2017 and beyond, driven by emerging markets and developing economies as conditions in distressed economies start to normalize. While growth in emerging market and developing economies still accounts for the major share of projected world growth in 2016, but the prospects across countries remain uneven. Growth in China and India has been broadly in line with projections and in 2016 growth is projected at 6.5% and 7.5% respectively. Advanced economies are projected to have modest growth, in line with 2015 outcomes. Growth in US is estimated at 2.4% which was in line with 2015 while in the euro area the growth is projected at 1.5%. However an update on World Economic Outlook released in July 2016, post outcome of the U.K. vote, which surprised global financial markets and with "Brexit" still very much unfolding, the baseline global growth forecast has been revised down modestly relative to the April 2016 WEO (by 0.1 percentage points for 2016)

Indian Economy

The International Monetary Fund projects India's growth at 7.5% for FY2017. In the IMF's recent surveys of the World economy, advanced and emerging countries alike have seen their prospects downgraded thanks to aging populations, large piles of debt and productivity enhancements that have reached a saturation point. However, the state of affairs of Indian Economy are better placed. Numerous policy measures by the Government of India coupled with the decline in commodity prices especially oil prices have enabled India to become one of the fastest-growing large economies in the world. Consumption growth remains strong and will continue to be the key driver of economic growth in the near term (given the tailwinds from a normal monsoon this year, pay commission awards and lower interest rates). India's growth, even though it is below normal, remains in a recovery mode and significantly higher than peers. Although the global environment remains challenging and fraught with event risks.

Global Stainless Steel scenario

As per, the International Stainless Steel Forum (ISSF) Stainless Steel melt shop production for Year 2015 has decreased by 0.3% YOY to 41.5 million tons. Production has increased in Asia (w/o China) by 1.4% and there is a marginal decrease in China's production by 0.6%, as compared to last year same period.

As per CRU, consumption of cold-rolled flat products will increase globally by less than 1% in 2016. The bulk of this growth will be accounted for, by increases in 'matured' markets in Western Europe and North America, as well as India. Chinese apparent demand will act as a drag on the rate of global growth in 2016 due to country's prolonged process of downstream inventory correction continues.

Global Stainless Steel Market in FY 2015-16 has been in tremendous pressure with Ni falling continuously from 12,800 USD/MT(Apr'15) to 8,700 USD/MT (Mar'16) i.e. 32% reduction. This has led to the fall of Ni bearing Stainless Steel (304SS) prices on regular basis. Stainless Steel buyers were forced to review their inventory holding strategy and some of them kept postponing their buying decision. In the USA & Western Europe overhanging stocks built up in 2014, due to nickel price surge, adversely effected demand growth in 2015. As a result, demand was supplied from inventory rather than new production and apparent demand for cold-rolled flat products fell by around 7% and 3% in the USA and Western Europe, respectively.

In February 2016, US Stainless Steel producers collectively have filed antidumping and countervailing duty petitions against Chinese importers. The petition has been filed with a view from China and form a basis for a more level playing field in the US.

Indian Stainless Steel Scenario

Total stainless steel production in India was 3.1 million tonnes and registered a growth of 1.4% as compared to last year. India continues to be the fourth largest producer and third largest consumer of stainless steel. Though industrial activity continued to be moderate-thereby limiting demand for Industrial grade Stainless Steel products like Plates- during FY 15-16, the same is showing signs of picking up in FY 16-17. The growth in Stainless Steel demand continues to be increasing in segments like Architecture, Building & Construction (ABC) and Automotive, Road & Transport (ART).

With the drive to convert all fresh Coaches production in Stainless Steel (SS), initiatives like fitting SS toilets in Coaches with retention tanks, Railways emerges as one of the key sectors for growth of Stainless Steel Consumption in India.

As per SIAM's Automotive Mission Plan 2016-2026, Automobile Industry in value terms is expected to grow around 4 times, from current Rs. 72 Billion to about Rs. 300 Billion, which is 15% CAGR for next 10 Years. In FY 16-17, the Indian Auto sector is expected to grow in double digits. Major Auto players are commissioning new production facilities and increasing exports from their India Plants.

Due to safety norms for 2-wheeler from Apr'17 onwards, the SS Usage will increase due to usage in disk brake for motorcycle with 125CC and above. Similarly, BS IV which is expected to be launched on all India basis from Apr'17 will further increase the SS usage.

As per IBEF, Infrastructure sector which includes power, bridges, dams, roads and urban infrastructure is a key driver for the Indian economy. The Government of India has earmarked USD 7.34 billion for development of 100 smart cities across the country and has released the list of 98 cities. Airports Authority of India (AAI) have planned city-side infrastructure at 13 regional airports across India, with help from private players for building of hotels, car parking and other facilities. The Indian construction equipment industry which is reviving after a gap of four years is expected to grow to US$ 5 billion by FY2019-20 from current size of US$ 2.8 billion. The Indian power sector itself has an investment potential of US$ 250 billion in the next 4-5 years. With about US$ 24.18 billion FDI in construction development sector 2000 to 2015 there is huge potential for Stainless Steel industry.

Way Forward

Jindal Stainless (Hisar) Limited has increased efforts in making Stainless Steel popular amongst both B2C & B2B segments. While end user is being made aware of the various benefits of Stainless Steel as compared

to other materials; manufacturers and fabricators are being provided training to make many more products with a better quality.

Domestic Market

Sales in Domestic Segment posted impressive QoQ growth trends. The overall growth of 16% was registered in FY 15-16 as compared to FY 14-15 with Cold Rolled products accounting for major portion of the volume growth. Service levels are being increased through inventory management, process planning and improved internal processes. New distribution centers are being opened to increase availability and reduce lead times. Customers are divided into different segments including Railways, Auto, Nuclear, Mint, Pipe & Tubes etc to bring further focus in sales at small segment levels and to find out business trends to address the concerns of individual segments. Further efforts are being made to promote the usage of stainless steel via educative seminars and workshops across various segments.

Export Market

Due to continuous fall in Nickel prices and sale prices being under pressure, JSHL focused on low Nickel bearing grades, whose prices were not much impacted by prices of Nickel. The Bright Annealing (BA) and Polishing facilities for 400 series were utilized to create a strong market for BA finish and No.4 finish material in export markets. For FY16-17 there is a strong focus towards further strengthening 400 series market.

The emphasis is also laid on increasing the share of Value Added Products and sale of thinner gauge material within the Export portfolio. The focus is also on approvals from OEM's, Oil & Gas companies and strengthening of business relations with long term contracts with key customers.

The ongoing initiatives like commercial discipline on credit checks, documentation, delegation of authority implementation have fortified the internal processes. Further, sales focus is on expanding distribution channels, providing on time delivery with reduced lead time and on working capital management by reduction in inventory and receivables.

Business Highlights (Standalone)

A Composite Scheme of Arrangement (here-in-after referred to as the 'Scheme') amongst Jindal Stainless Limited (JSL) and its three wholly owned subsidiaries namely Jindal Stainless (Hisar) Limited (JSHL/the Company), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) under the provisions of Section 391-394 of the Companies Act, 1956 and other applicable provisions of the Companies Act, 1956 and / or Companies Act, 2013 has been sanctioned by the Hon'ble High Court of Punjab & Haryana, Chandigarh (High Court) pursuant to its order dated 21st September 2015 (as modified on 12th October, 2015 by the High Court). Section I and Section II of the Scheme became effective on 1st November, 2015, operative from the 'Appointed Date 1' specified in the Scheme for Section I and II i.e. close of business hours before midnight of March 31, 2014' Pursuant to the Section I and Section II of the Scheme becoming effective, the Demerged Undertakings (comprising of FA Division and Mining Division) and the Business Undertaking 1 (comprising of Hisar Unit including investments in the domestic subsidiaries as listed in Part B of Schedule 2 of the Scheme) has been transferred to and vested in JSHL with effect from the Appointed Date 1 i.e. close of business hours before midnight of March 31, 2014; accordingly the same has been given effect to in the financial statements (Post Scheme) for the year ended 31st March 2015 JSHL's (Standalone) gross revenue for the financial year ended 31st March, 2016 at Rs 7091 crore as against Rs 8145 crore for the financial year ended 31st March 2015. Profit before depreciation, interest, exceptional item and taxes stood at Rs. 800.73 crore as against Rs. 712.88 crore in FY 14-15. Net profit/ (loss) stood at Rs. 14.59 crore as compared to Rs. 12.32 crore in FY 14-15. The Company incurred Interest cost of Rs. 470.78 crore in comparison to Rs. 447.24 crore in FY 14-15 and Exceptional loss of Rs 44.96 crore as against gain of Rs 15.96 crore in FY 14-15.

Integrated management system

Quality Management System (ISO 9001)

In today's scenario, where the customer demands nothing less than excellence, successful companies are driven to deliver quality - from the way they operate, to the customer service standards they establish and the products they deliver. This is a strategic vision to improve brand equity and image and ensure that the organizations are better equipped to win new opportunities in an increasingly competitive global marketplace. To gain this competitive edge, JSHL has adopted the Internationally recognized quality management system (ISO 9001) that not only ensures that the customer's requirements are fulfilled across each stage of processing but also aids the organization to compete globally both in product and process quality. The processes and products at JSHL undergo strict internal and third party audits at regular intervals by a team of competent personnel that ensure the requirements are thoroughly and regularly followed. The results range from improved consistency in operations to improved customer satisfaction to international recognition and improved revenue & business from new customers, to name a few.

Environmental Management System (ISO 14001)

The advent of globalization in the last two decades has led to rapid industrialization across the globe. But this fast development has taken a toll on the environment that has degraded at a pace never seen before. There are many ways for corporations and businesses to show the public that they are environmentally conscious, and doing everything they can to make sustainability a major part of their practice. For the past one decade, JSHL has been very particular about sustainability and going green by following a number of initiatives and ISO 14001 certification is one of them. ISO 14001 certification encourages JSHL to put an Environmental Management System (EMS) in place to identify impacts and adopt policies, plans and actions to drive continuous improvement pertaining to environment friendly work practices. Being ISO 14001 compliant serves the dual purpose of ensuring that processes are functioning in an environmentally friendly manner and at the same time it also ensures that new processes are designed in such a way as to cause minimum environment degradation, thus making JSHL a better corporate citizen, having reduced wastes, proper utilization of resources and improved carbon footprint as well.

Occupation Health and Safety Management System (OHSAS 18001)

Any organization is as healthy as the workforce running it. Employees can remain motivated if they feel safe and happy at their workplace. Workplace safety is important for the very reason of improved productivity. It is only when the employees feel safe at work that they can invest the fullest of their capacities and exploits the best of their potentials to work. In this direction, JSHL has obtained OHSAS 18001 certification, which is internationally accepted as a method of assessing and auditing occupational health and safety management systems. By having a clearly defined management system in place to identify and control health and safety risks, JSHL is able to minimize risks to its workforce and visitors or external contractors at its premises. Cost savings and a reduction in accidents are just two of the many benefits accrued. Adoption of OHSAS 18001 provides JSHL with a host of benefits to customers and gives a competitive advantage by minimizing the risks of production delays, providing a safe environment to do business, ability to meet the legal requirements and help to improve staff moral by making the workplace a safer environment to work in.

Besides being an Integrated Management System (ISO 9001, ISO 14001 & OHSAS 18001) organization, the products of JSHL are also certified for Pressure Equipment Directive (PED-97/23/EC) and AD 2000 W0 and for Construction Product Regulation (0045-CPD-0896) for using "CE" marking. These certifications demonstrate the capability of our product to meet the stringent requirements of the European Union for Pressurized Vessel applications like boilers, pressure vessels, valves etc. and for being used in Architecture, Building and Construction (ABC) Sector.

Another feather in JSHL's crown is the NABL accreditation for the Chemical Labs. NABL accreditation demonstrates JSHL's technical competence in the field of chemical testing, raises customer confidence in the test results issued by the laboratory with universal acceptability in the open market which provides greater access for their products, in both domestic and international markets.

Environment, Health & Safety

At every stage of operations, JSHL strives for sustainable excellence through value creation for all stakeholders and an emphasis on Environment, Health & Safety. Our prime concern is to ensure that business is carried out with the least harm to the environment in which it operates and this has led to several initiatives to an environmentally friendly business operation. The JSHL has setup norms beyond the statutory requirements and has put up in place the systems and process to continuously monitor the effectiveness of such initiatives.

Environment

In its pursuit of sustaining and green environment alongside its business development, JSHL has established and implemented Environmental Management System (EMS) as per ISO 14001:2004

The strategic focus areas to improve and enhance our resource efficiency include:

- Adopting 3R philosophy of Reduce, Reuse and Recycle
- Mitigation of climate change through process optimization, energy conservation, efficiency enhancement and R&D
- Reduction of overall environmental footprint

JSHL has made substantial capital investments to ensure proper treatment of generated effluents to meet all relevant regulatory requirements. JSHL ensures that environmental objectives are established at relevant functions and levels within the production centers. When establishing & reviewing its objectives, JSHL considers its legal & other requirements, its significant environmental aspects and commitment to prevention of pollution. The progress on these objectives is monitored in several forums that are directly looked after by the Top Management, thus ensuring a continual improvement in the overall Environmental Performance

JSHL is fully compliant with various environmental protection and health and safety laws and regulations. In its constant endeavor to be fully compliant with all regulatory standards, JSHL has instituted a compliance management system, which ensures that unit is in full compliance to all applicable legal requirements.

To be in harmony with nature, JSHL continues its efforts such as tree plantation, maintenance of green belts and gardens in and around our manufacturing, vermi-compost of waste and its use as manure, recycling of treated water in cooling water system and in horticulture activities, etc to maintain its Zero Discharge. Following are the salient features

1. Continuous Monitoring of Water and Waste Water, Ambient Air Quality, Stack Gas, Noise, Shop Floor & Lux Level & other parameters
2. Waste Water Treatment Facility & its recycling
3. Air Pollution Control Systems
4. Environmental Awareness & Training Programs

Health

JSHL has a strong commitment towards creating and providing a safe working environment for all its employees and other stakeholders. Unit has setup a well equipped OHC (Occupational Health Centers) at the plant itself to meet the requirements of proper occupational health of employees. The OHC are fully equipped to provide basic diagnostic and therapeutic treatment and are manned by qualified occupational health specialists.

JSHL is managing a state of art hospital which caters to the complete requirement of health needs of employees and their family members and also to the larger community of Hisar and its adjoining areas.

The JSHL also offers a Mediclaim policy that provides for healthcare expenses and other benefits to employees and their family members. Following are the salient features

1. Health check-up of every employees
2. Free Vaccination scheme for employees children
3. Welfare amenities like water cooler, clean Toilets inside plant premises
4. Sports activities for good health
5. Providing Healthy and Hygienic food in the canteen
6. Cold, sweet and salted water in the summer

Safety

Safety is the top most priority across the JSHL and we aspire to set the benchmark on this front within our unit. JSHL is committed to ensuring zero harm to its employees, contractors and the communities in which it operates. This is integral to the business process and is laid down in the health and safety (H&S) policies, standards and working procedures. We focus on the areas of Behavioral Safety, Process Safety, Ergonomic and General Safety. Focused campaigns have been carried out in the areas of Gas Safety, Material Handling, Emergency Management Plan

and Road Safety. We evaluate potentially hazardous conditions, unsafe acts and coordinate the implementation of solutions to reduce work-related injuries and illnesses. In partnership with other departments and management, EHS develops, monitors, and updates policies, programs, and procedures mandated by various regulatory agencies and statutory agencies.

JSHL continues to pursue world class operational excellence through the HSE Management System initiatives and its manufacturing divisions at Hisar undertook a rigorous self-assessment of operational discipline and they have implemented improvement measures with total employee involvement. Provision of appropriate protective equipments and gears to all the employees is being strictly monitored to ensure their safety. The Safety, Health and Environment Committees have been established across different functions to ensure Safe and Environmental working atmosphere inside the plant.

JSHL's central HSE audit program is a critical component of the HSE governance process, which has been specifically designed to ensure that stakeholder expectations, HSE Policy and HSE Management Standards are being effectively implemented across the plant.

Quality

Developments in Testing, Certifications & Approvals:

Being the largest SS supplier of state it has been our utmost necessity to get ourselves graduated for the Indian SS standard. Towards the objective this was our proud achievement to get ourselves approved with BIS License for IS6911 & IS 5222 specification for manufacturing of stainless steel. This will boost the brand image to identify our organization as an integral state body thereby increasing customer satisfaction and confidence in us.

The Chemical Analysis Laboratories of Jindal Stainless Limited, Hisar has been conferred NABL (National Accreditation Board for Testing and Calibration Laboratories) accreditation. This accreditation confirms that Testing procedures adopted by our Chemical Labs is authentic and is based on recognized procedures laid by International or National Standards such as ASTM, EN, BIS etc.

With expanding business and keeping in pace with JIT requirements of our various customers now Product Certification has been extended to the various Stock Yards across various parts of India. This will on one hand help towards a better timely dispatches and providing more customized solution to customer.

For better versatility of our Product, our customers had been pursuing us since long to validate wider range of products against CPR/89/106/EEC regulation for Building Construction Applications. This is almost on the verge of receiving approval from European Authority. This will certainly increase flexibility in our downstream distributors and presence in export market thereby generating more revenue for India inc.

Market Development:

Being one of the largest domestic stainless steel manufacturers, JSHL had always appreciated the single most responsibility to cater and cover entire domestic market segment seamlessly. Incessant efforts are being put forth for developing stainless steel base for products intended for defense, space, shipping, submarines and other areas of consumer goods, building and the newly driven smart city concept.

Significant development has been made for supplying Stainless Steel material for majors in Lifts & Elevators and White Goods Manufacturers apart from the critical products in defense & shipping segments.

Customer Support Systems:

For a speedier resolution of problems, complaint resolution and for providing faster Technical Support to the Customers the technical persons with QA background are posted at Gurgaon, Mumbai, Vadodara & Chennai. They are under continual training for faster & effective resolution of customer's glitches.

In our SAP system Window for Complaint closure as per the Customer satisfaction is created. This is to ensure the Customer grievance has been closed as per their satisfaction. Our Marketing Key account Managers (KAMs) are closing this after discussing with Customers, besides, constant review & modification of internal norms of customer handling has been made a part of the system.

Frequent visits to customers by apex management have been initiated to understand customer requirements & feedbacks. This has provided excellent results in terms of customer-supplier relationship & bonding.

Research & Development

During the financial year 2015-16, JSHL has exhibited special attention on customer satisfaction and development of new value added stainless steel grades which are best suited to meet customer requirements. Simultaneously several measures were undertaken to reduce cost at different production lines.

The wide spectrum of products from JSL encompasses lean austenitic to super-austenitic, lean duplex to super-duplex, low cost ferritic to high chromium ferritic, stabilized austenitic to stabilized ferritic and lean martensitic to highly alloyed martensitic grades. These products cover widespread requirements of customers seeking materials which are lustrous, resistant to corrosion, withstand high as well as cryogenic temperatures with excellent toughness, drawability and weldability.

Specific areas in which company carried out research work:

Development of New Products:

- Development of low alloy grade 15CDV6 for defense applications.
- Development of Super-duplex ring using UNS S32750 grade for defense applications, first time in India.
- Development of lean duplex UNS S32101 with high surface roughness for specific application.
- Development of EN 1.4539 grade for precision tube (0.15 mm thickness) application
- Development of lean duplex 32304 grade in CRAP finish.
- Development of 432 grade for automotive exhaust application.
- Development of 204Cu-M grade for white good application
- Development of EN 1.4828 for flexible hose (0.15 mm thickness) application
- Development of 216L grade for precision strip application as a cost effective alternative to 316L.

Process Improvement:

- Elimination of quality problem in X2CrNi12 grade by modifications of annealing parameters

- Improvement in surface luster of low Ni grades being manufactured for cutlery application.
- Improvement in yield of electrode quality grades through process optimization

Cost Reduction:

- Warm charging of slabs of different grades at WBF to reduce fuel consumption
- Modification in grinding practice of martensitic grades leading to cost saving.

Benefits derived:

- More value added products in JSHL basket
- Improvement in product quality for customized applications
- Increase in supply to auto manufacturers for customized applications.
- Cost reduction through different initiatives

Future plan of action:

- Development of more value added and customized products
- Input cost reduction by optimizing addition of fluxes, deoxidisers and scraps.
- Improvement in yield of different grades at various production lines.

Awards & Accolades

1. "CCQC (Chapter Convention on Quality Circles) 2015 (Delhi Chapter, Faridabad)"
   "Gold Award" won by Quality Circle Teams
2. "NCQC (National Convention on Quality Circles) 2015, Chennai"
   "PAR EXCELLENCE" Award won by Quality Circle Teams
3. "FICCI Quality System Excellence Award 2015"
   "Certificate of Appreciation"
4. "National Energy Conservation Award 2015"
   "Commendation Certificate"

Company CSR Vision:

Aligned to its vision, "To be admired as a Socially Responsible Corporate and a Sustained Value Creator for all its Stakeholders", the company has been initiating a wide range of social development programmes through JSL Foundation with the aim of empowering communities and bringing succor to their woes. In addition, efforts are being made to get the employees sensitized on social issues and get them engaged in community work through volunteering programmes. This has given all stakeholders i.e. the employees; the community and others in the supply chain an opportunity to get connected with each other especially in the immediate operational space. Jindal Stainless (Hisar) Limited has established links with various National/ International CSR initiatives and stressed upon participatory approach of programme development and design.

'Enabling Success through our Employees'-Jindal Stainless (Hisar) Limited

Times are changing and becoming ever more challenging and demanding. In this complex and rapidly changing business dynamics, talented & committed workforce is one of the key tools to make a difference in the present competitive scenario. In view of the same, JSHL builds a platform of countless opportunities that offers individual growth, open culture, and freedom to showcase Creativity & Innovation. In the FY 2015-16, various HR initiatives were rolled out which encompasses digitization of HR processes, enhancing employee knowledge and creating avenues for sustaining the critical talent pool and outstanding performers.

For meeting the business requirements, Talent Acquisition drive of Hisar Unit continues. Total no. of 67 employees were recruited during the year including 15 GETs (Graduate Engineer Trainees) from the premier engineering colleges. JSHL recognizes that the key success to business is to maintain a vibrant workforce and leverage its collective intelligence effectively. The employee strength of JSHL stood at 2324 as on 31st March 2016.

Enhancing leadership potential and talent sustainability has always been on priority at JSHL which is reflected through various Training & Development initiatives rolled out throughout the year and overall training man days stood at 7025.

There are number of Training programs that are conducted with the objective of developing our employees such as:

(1) Accelerated Capability Enhancement (ACE) – for senior management team for strategic and leadership role.
(2) Train the Trainers
(3) EHSMS Internal Auditor Course
(4) IT & Computer Proficiency
(5) Wellness Programs etc.

These training programs are about Career Development, Building Organisation Capability & Performance Management.

As part of our continuous endeavor to simplify and automate the HR Process & systems, SARATHI – "Systematic Advancement of Resources by Application based Technical & HR Interface" has been introduced. It is the digitalization of HR Systems. It has been introduced to enable complete and holistic development of the employees. It is an in-house HR portal developed by JSHL IT & HR Team. Initially, it was introduced as a training portal which will support the developmental plans for all employees. But now in association with our IT Function, next stage of automation has been introduced i.e. online PMS process for executive and below. It has made complete PMS process (executive & below) simple, seamless and user friendly. Being an in-house developed platform, SARATHI, keeps upgrading its features by adding new processes.

JSHL's effort to bring in a working environment where women employees are provided with equal opportunities, International Women's Day was celebrated at Hisar unit followed by specialized sessions on Women Empowerment.

Cautionary Statement

The Management Discussion and Analysis describe the Company's projections, expectations or predictions and are forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

To The Members of Jindal Stainless (Hisar) Limited

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of JINDAL STAINLESS (HISAR) LIMITED ("the Company"), which comprise the Balance Sheet as at 31stMarch, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information in which are incorporated the RETURN for the year ended on that date audited by the branch auditor of the Company's branch at Kothavalasa in Vizianagaram district, Andhra Pradesh.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities;selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31stMarch, 2016, and its profit and its cash flows for the year ended on that date.

Emphasis of Matters:

We draw attention to the following matters:

a) Pending Confirmation of Balances of Certain borrowings as stated in footnote (*) of Note 7 read with note no. 26 of the financial statements.

b) Loan & advances to certain subsidiary companies, considered as good and fully realizable/recoverable and no provision for diminution in value is considered necessary in the opinion of the managementas stated in Note 36(B) of the financial statements.

c) Transfer of Mining Rights pursuant to the Scheme in favour of the Company is subject to necessary approvals of the concerned authorities as stated in Note 26 (1)(g) of the financial statements; and pending the same, effect of mining operations carried out by JSL as above included in the financial statement of JSL as stated in Note 26 (2) of the financial statements.

d) Pending allotment of equity shares against amount of Rs. 36,618.67 Lacs by JSL of the aforesaid equity shares to the company shown as investment (pending allotment) under non-current investment for the reasons as explained in note no. 26 (1) (d) of the financial statements.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, we give in the Annexure 'A' a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books and proper returns adequate for the purpose of our audit have been received from the branch not visited by us.
   (c) The reports on the accounts of the branch office of the Company audited under section 143(8) of the Act by branch auditor have been sent to us and have been properly dealt with us in preparing this report.
   (d) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account and with the returns received from the branch not visited by us.
   (e) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards

specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,2014.

(f) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) As required by section 143(3)(i) of the Companies Act, 2013, and based on the checking of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, our separate report with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls is as per Annexure 'B'.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – refer note no. 27 & 38 to the standalone financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.

iii. There was no amount which was required to be transferred to the Investor Education and Protection Fund by the Company.

For **LODHA & CO.**
Chartered Accountants
FRN: 301051E

N.K. LODHA
Partner
Membership No. 85155

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants
FRN: 000756N

SUNIL WAHAL
Partner
Membership No. 87294

Place : New Delhi
Dated : 27th May 2016

Annexure "A" referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date on the Standalone Financial Statements of JINDAL STAINLESS (HISAR) LIMITED for the year ended 31st March 2016

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

   (b) The Company has a regular programme of Physical Verification of its Fixed assets by which fixed asset have been verified by the management according to the programe of periodical physical verification in a phased manner which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. The discrepancies noticed on such physical verification were not material.

   (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company read with footnote (@) of note no. 10 of the standalone financial statement.

2. The inventories of the Company (except stock lying with the third parties and in transit) have been physically verified by the management at reasonable intervals. In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable in relation to the size of the Company and nature of its business.The discrepancies noticed on such physical verification of inventory as compared to book records were not material.

3. The Company has granted loans, unsecured to one company, covered in the register maintained under section 189 of the Companies Act, 2013:-

   a) According to the information and explanations given to us and based on the audit procedures conducted by us, we are of the opinion that terms and conditions of aforesaid loans so granted are not prejudicial to the interest of the Company.

   b) In respect of aforesaid loan, repayment of principal & payment of interest has been stipulated and Interest (payable on half yearly basis)has not become due for payment as on 31stMarch 2016.

   c) In respect of aforesaid loan, principal and interest has not become due for payment as on 31stMarch 2016.

4. According to the information, explanations and representations provided by the management and based upon audit procedures performed, we are of the opinion that in respect of loans, investments, guarantees and security, the Company has complied with the provisions of the Section 185 and 186 of the Companies Act, 2013.

5. In our opinion and according to the information and explanations given to us, the Company has complied with the directive issued by the Reserve Bank of India and the provisions of Section 73 to76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable).Based on the records and information and explanations provided to us, the company has not accepted any deposit from the public during the year. We have been informed that no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.

6. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of the company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.

7. (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2016.

   (b) According to the records and information & explanations given to us, there are no dues in respect of income tax that have not been deposited with the appropriate authorities to the extent applicable on account of any dispute and the dues in respect of

service tax, duty of customs, duty of excise, sales tax and value added tax that have not been deposited with the appropriate authorities on account of any dispute and the forum where the dispute is pending are given below: -

Name of the statue	Nature of the Dues	Amount (₹ in lacs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act,1944	Excise Duty	1.69	April 95 - June 95	High Court, New Delhi
		658.08	Jan 99 - Dec 04	High Court of Punjab & Haryana.
		265.43	Oct 11 - Jul 13	Commissioner (Appeals), Delhi-I
		24.60	July 11 - Sept 11	Revisionary Authority,GoI, New Delhi
		217.47	Oct 13 - Jun 14	Commissioner (Appeals), Delhi-I
		180.04	Aug 08 - June 09	CESTAT, Chandigarh
		73.59	Aug 09 - Feb 10	CESTAT, Chandigarh
		54.38	Jan 05 - June 05	CESTAT, Chandigarh
		7.57	2000-01	CESTAT, Chandigarh
		1,480.40	July 05 - Dec 07	Commissioner, Rohtak
		1.83	Dec 06 - Oct 07	Commissioner (Appeal) Visakhapatnam
		556.69	2006-2007	CESTAT, Chandigarh
		7.63	1994-95	Addl. Commissioner of Central Excise, Rohtak.
		1.02	April 07 - Oct 07	High Court of Punjab & Haryana.
		4.74	May 07 - Oct 07	High Court of Punjab & Haryana.
		5.21	Jul-09	High Court of Punjab & Haryana.
The Custom Act, 1962	Custom Duty	60.00	2008-09	CESTAT, Delhi.
		10.00	2012-13	CESTAT, Delhi.
Finance Act,1994	Service Tax	522.83	Dec 03 - March-06	CESTAT, Chandigarh
		9.79	2005-06 to 2010-11	Addl. Commissioner of Central Excise, Rohtak.
The Central Sales Tax, 1956	Sales Tax	3.00	1993-94	High Court of Punjab & Haryana.

8. In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to financial institutions, banks, government and dues to debenture holders, as applicable.
9. On the basis of information and explanations given to us, term loan were applied for the purpose for which the loans were obtained. No moneys have been raised during the year by way of initial public offer or further public offer.
10. Based on the audit procedure performed and on the basis of information and explanations provided by the management, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the course of the audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company,managerial remuneration has been paid/ provided inaccordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations and records made available by the management of the Company and audit procedure performed,for transactions with the related parties during the year,the Company has complied with the provisions of Section 177 and 188 of the Act, where applicable. As explained and as per records, details of related party transactions have been disclosed in the standalone financial statements as per the applicable Accounting Standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.During the year, the Company has issued and allotted 12,50,00,000 number Compulsory Convertible Warrants (CCW) of Rs.2/- each to promoter group entities on preferential basis for the purpose to infuse funds by promoters in terms of sanction letter dated 23rd November 2015 by State Bank of India as stated in Note 30 of the accompanying financial statements and in this connection requirement of section 42 of the Companies Act, 2013 has been complied with.
15. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **LODHA & CO.**
Chartered Accountants
FRN: 301051E

N.K. LODHA
Partner
Membership No. 85155

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants
FRN: 000756N

SUNIL WAHAL
Partner
Membership No. 87294

Place : New Delhi
Dated : 27th May 2016

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF JINDAL STAINLESS (HISAR) LIMITED

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of JINDAL STAINLESS (HISAR) LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date in which are incorporated the RETURN for the year ended on that date audited by the branch auditor of the Company's branch at Kothavalasa in Vizianagaram district, Andhra Pradesh.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **LODHA & CO.**
Chartered Accountants
FRN: 301051E

N.K. LODHA
Partner
Membership No. 85155

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants
FRN: 000756N

SUNIL WAHAL
Partner
Membership No. 87294

Place : New Delhi
Dated : 27th May 2016

(₹ in Lacs)

DESCRIPTION	NOTE NO.	As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	**4,623.71**	4,623.71
Compulsory Convertible Warrants	30	**2,500.00**	-
Reserves and Surplus	3	**56,570.95**	55,111.86
		63,694.66	59,735.57
NON-CURRENT LIABILITIES			
Long-term borrowings	4	**118,256.01**	-
Long - term provisions	6	**409.81**	557.27
		118,665.82	557.27
CURRENT LIABILITIES			
Short-term borrowings	7	**67,160.16**	85,372.19
Trade payables	8	**84,390.66**	131,836.93
Other current liabilities	9	**176,775.98**	299,756.93
Short-term provisions	6	**855.40**	561.29
		329,182.20	517,527.34
TOTAL		**511,542.68**	577,820.18
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	10		
Tangible assets		**232,941.95**	257,368.42
Intangible assets		**202.47**	1,034.40
Capital work-in-progress		**5,293.32**	2,897.49
Non-current investments	11	**41,677.03**	41,677.04
Deferred tax assets (net)	5	**13.74**	-
Long-term loans and advances	12	**26,849.42**	7,300.76
Other non-current assets	13	**-**	882.91
		306,977.93	311,161.02
CURRENT ASSETS			
Inventories	14	**108,334.42**	129,620.73
Trade receivables	15	**77,451.42**	92,341.05
Cash and Bank Balances	16	**1,540.80**	214.40
Short-term loans and advances	12	**17,238.11**	44,173.39
Other current assets	17	**-**	309.59
		204,564.75	266,659.16
TOTAL		**511,542.68**	577,820.18
Significant Accounting Policies	1		
Notes referred to above are an integral part of the financial statements			

AUDITORS' REPORT :
In terms of our report of even date annexed hereto.

For **LODHA & CO.**
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

PLACE : New Delhi
DATED : 27 th May, 2016

For and on behalf of the Board of Directors :

RATAN JINDAL
Chairman

ASHOK KUMAR GUPTA
Whole Time Director

ANKUR AGRAWAL
Chief Financial Officer

BHARTENDU HARIT
Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in Lacs)

DESCRIPTION	NOTE NO.	For the Year ended 31.03.2016	For the Year ended 31.03.2015
INCOME			
Revenue from operations (Gross)	18	**709,103.85**	814,523.43
Less : Excise Duty on sales		**67,389.79**	74,135.56
Revenue from operations (Net)		**641,714.06**	740,387.87
Other income	19	**2,481.63**	2,261.89
TOTAL		**644,195.69**	742,649.76
EXPENSES			
Cost of materials consumed	20	**394,449.25**	493,882.75
Changes in inventories of finished goods, work in progress and Trading goods	21	**15,054.21**	(4,462.70)
Employee benefits expenses	22	**14,157.89**	14,768.28
Finance costs	23	**47,078.51**	44,724.10
Depreciation and amortization expense	24	**29,534.21**	29,191.38
Other expenses	25		
Manufacturing Expenses		**116,459.51**	141,698.89
Administrative Expenses		**6,857.28**	6,947.31
Selling expenses		**14,663.30**	16,264.54
TOTAL		**638,254.16**	743,014.55
Profit/(Loss) before exceptional and extraordinary items and tax		**5,941.53**	(364.79)
Exceptional items - Gain/(Loss)	29	**(4,496.18)**	1,596.78
Profit/ (Loss) before tax		**1,445.35**	1,231.99
Tax expense			
Provision for Current Tax		**295.83**	258.23
MAT Credit Entitlement		**(295.83)**	(258.23)
Provision for Deferred Tax		**(13.74)**	-
Profit/(Loss) for the Year		**1,459.09**	1,231.99
Earnings per share (in ₹)	43		
Basic		**0.63**	0.56
Diluted		**0.63**	0.53
Significant Accounting Policies	1		
Notes referred to above are an integral part of the financial statements			

AUDITORS' REPORT :
In terms of our report of even date annexed hereto.

For **LODHA & CO.**
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

PLACE : New Delhi
DATED : 27 th May, 2016

For and on behalf of the Board of Directors :

RATAN JINDAL
Chairman

ASHOK KUMAR GUPTA
Whole Time Director

ANKUR AGRAWAL
Chief Financial Officer

BHARTENDU HARIT
Company Secretary

(₹ in Lacs)

DESCRIPTION	For the year ended 31.03.2016		For the year ended 31.03.2015	
A. Cash Inflow / (Outflow) from Operating Activities				-
Net Profit/(Loss) Before Tax & Exceptional Items	**5,941.52**		(364.79)	
Adjustment for:				
Depreciation/Amortisation	**29,534.21**		29,191.38	
Provision for Doubtful Debts & Advance / Bad Debts (Net)	**(101.49)**		447.53	
Liability Written Back	**(2,331.92)**		(244.11)	
Mine Development Expenditure Written Off	**192.95**		309.59	
Finance Cost	**47,078.51**		44,724.10	
Interest Income	**(2,265.45)**		(1,827.04)	
(Profit) / Loss on Sale/Discard of Fixed Assets (Net)	**33.22**		300.74	
Operating Profit Before Working Capital Changes	**78,081.55**		72,537.40	
Adjustment for:				
(Increase) / Decrease in Inventories	**17,376.34**		10,170.91	
(Increase) / Decrease in Trade Receivables	**11,923.91**		(3,698.99)	
(Increase) / Decrease in Loans & Advances	**26,742.69**		(17,752.27)	
Increase / (Decrease) in Liabilities and Provisions	**(46,654.40)**		(17,394.38)	
Cash Inflow from Operating Activities Before Exceptional Items	**87,470.09**		43,862.67	
Exceptional items - Gain/(Loss)	**(2,656.23)**		1,596.78	
Income Tax (Advance) / Refund (Net)	**(409.88)**		(136.93)	
Net Cash Inflow from Operating Activities		**84,403.98**		45,322.52
B. Cash Inflow / (Outflow) from Investing Activities				
Amount paid in terms of Composite Scheme of Arrangement	**(118,493.00)**		-	
Sale/Redemption/(purchase) of Investment (Net)	**0.51**		0.50	
Investment in Associate	**(0.50)**		-	
Loan repaid from Subsidiaries	**-**		369.55	
Loan given to related party	**(15,480.31)**		-	
Capital Expenditure	**(7,717.39)**		(5,548.86)	
Sales Proceeds of Fixed Assets Sold	**704.72**		3,097.53	
Interest Received	**2,251.84**		1,707.33	
Net Cash Outflow from Investing Activities		**(138,734.13)**		(373.95)

(₹ in Lacs)

DESCRIPTION	For the year ended 31.03.2016		For the year ended 31.03.2015	
C. Cash Inflow / (Outflow) from Financing Activities				
Interest and Finance Charges Paid	**(47,124.42)**		(44,742.26)	
Proceeds from / (Repayment of) Long Term Borrowings (net)	**118,493.00**		-	
Proceeds from / (Repayment of) Short Term Borrowings (net)	**(18,212.03)**		(735.97)	
Issue of Equity Share	**-**		4.00	
Issue of Compulsory Convertible Warrants	**2,500.00**		-	
Net Cash Inflow / (Outflow) from Financing Activities		**55,656.55**		(45,474.23)
Net Changes in Cash & Cash Equivalents		**1,326.40**		(525.66)
Cash & Cash Equivalents (Closing Balance)	**1,540.80**		214.40	
Cash & Cash Equivalents in terms of Composite Scheme of Arrangement	**-**		739.26	
Cash & Cash Equivalents (Opening Balance)	**214.40**		0.80	
Net Changes in Cash & Cash Equivalents		**1,326.40**		(525.66)
Notes :				
1) Cash and cash equivalents includes :-				
Cash, Cheques and Stamps in hand	**1,354.79**		209.09	
Balance with Banks	**185.90**		5.21	
Puja & Silver Coins	**0.11**		0.10	
	1,540.80		214.40	

2) Increase in paid up Capital, in terms of the Composite Scheme of Arrangement, are cash neutral and as such not considered in this statement (read with note no. 26)

3) Previous year's figures have been regrouped and rearranged wherever considered necessary.

AUDITORS' REPORT :
In terms of our report of even date annexed hereto.

For **LODHA & CO.**
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

PLACE : New Delhi
DATED : 27 th May, 2016

For and on behalf of the Board of Directors :

RATAN JINDAL
Chairman

ANKUR AGRAWAL
Chief Financial Officer

ASHOK KUMAR GUPTA
Whole Time Director

BHARTENDU HARIT
Company Secretary

Note No. - 1

Significant Accounting Policies

i) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, on accrual basis of accounting, in accordance with the generally accepted accounting principles in India as applicable, accounting standards notified under section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 and the other relevant provisions of the Companies Act, 2013.

ii) Use of Estimates

The preparation of financial statements requires use of estimates and assumptions to be made that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

iii) A) **Fixed Assets & Depreciation**

a) **Fixed Assets**

Fixed Assets are stated at their cost of acquisition / construction less accumulated depreciation and impairment losses. Cost comprises of all cost, net of income (if any), incurred to bring the assets to their present location and working condition and other related overheads till such assets are ready for intended use. Assets vested under slump sale in the company pursuant to the Composite Scheme of Arrangement are stated at their fair market values based on the valuation report of technical valuer.

b) **Depreciation**

Depreciation on Fixed Assets is provided on Straight Line Method over their useful lives and in the manner specified in Schedule II of the Companies Act, 2013, other than certain assets vested under slump sale in the company pursuant to the Composite Scheme of Arrangement, depreciation is provided as per their useful lives assessed on the basis of technical evaluation by the an expert. The details of estimated life are as under:

Buildings	ranging from 12 to 50 years
Plant & Machinery	ranging from 3 to 45 years
Electric Installation	ranging from 11 to 24 years

c) Assets not owned by the Company are amortised over a period of ten years.

d) Lease Hold Assets are amortised over the period of lease.

e) Classification of plant & machinery into continuous and non-continuous is made on the basis of technical assessment and depreciation is provided for accordingly.

B) **Intangible Assets**

Intangible Assets are stated at cost which includes any directly attributable expenditure on making the asset ready for its intended use.

Intangible Assets are amortized over the expected duration of benefit or 10 years, whichever is lower.

C) **Impairment**

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the statement of profit and loss and carrying amount of the asset is reduced to its recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the asset over its remaining useful life

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

iv) Revenue Recognition

Revenue is recognized when it is earned and no significant uncertainty exists to its realization or collection.

Revenue from sale of goods: is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred and no effective ownership is retained.

Revenue from other activities: is recognized based on the nature of activity, when consideration can be reasonably measured. Certain claims like those relating to Railways, Insurance, Electricity, Customs, and Excise are accounted for on acceptance/when there is a reasonable certainties.

v) Borrowing Costs

Borrowing costs attributable to the acquisition /construction of qualifying assets are capitalized as part of cost of such assets and other borrowing costs are recognized as expense in the period in which these are incurred.

vi) Foreign Currency Transactions

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at year end rate.

The difference in translation of Monetary assets and liabilities and realized gains and losses on foreign exchange transaction are recognized in statement of profit & loss except of loan/liability related with acquisition of depreciable fixed asset where the same is treated as cost of the asset.

Foreign currency gain/loss relating to translation of net investment in non-integral foreign operation is recognized in the foreign currency translation reserve.

Premium/Discount on forward foreign exchange contracts are pro-rated over the period of contract.

vii) Investments

Long term investments are carried at cost. When there is a decline other than temporary in their value, the carrying amount is reduced on an individual investment basis and decline is charged to the statement of Profit & Loss. Appropriate adjustment is made in carrying value of investment in case of subsequent rise in value of investments.

Current Investments are carried at lower of cost or market value.

viii) Valuation of Inventories

Inventories are valued at the lower of cost and net realisable value except scrap which is valued at net realisable value. The cost is computed on Weighted Average basis. Finished goods and Work in Progress includes cost of conversion and other overheads incurred in bringing the inventories to their present location and condition.

ix) Employee Benefits

a) Short term Employee Benefits

Short term employee benefits are recognized during the year in which the services have been rendered and are measured at cost.

b) Defined Contribution Plans

The Provident Fund and Employee's State Insurance are defined contribution plans and the contributions to the same are expensed in the statement of Profit and Loss during the year in which the services have been rendered and are measured at cost.

c) Defined Benefit Plans

The Provident Fund (Funded), Leave Encashment and Gratuity are defined benefit plans. The Company has provided for the liability at year end based on actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses are recognized as and when incurred.

x) Miscellaneous Expenditure

a) Preliminary expenses are written off over the period of ten years.

b) Bonds issue expenses and premium on redemption are written off over the expected duration of benefit or life of the bonds, whichever is earlier.

c) Mines development expenses incurred for developing and preparing new mines are written off over the period of expected duration of benefits or ten years, whichever is earlier.

xi) Taxation

Provision is made for income-tax liability in accordance with the provisions of Income-Tax Act, 1961.

Deferred tax resulting from timing differences between book profits and tax profits is accounted for applying the tax rates and laws that have been enacted or substantively enacted till the Balance Sheet date.

Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable/virtual certainty that the assets can be realized in future.

xii) Management of Metal Price Risk/ Derivatives

Risks associated with fluctuations in the price of the raw material metal are mitigated by hedging on futures/option market. The results of metal hedging contracts/transactions are recorded upon their settlement as part of raw material cost.

Risk of movements in the interest rates, foreign currencies are hedged by derivatives contract such as Interest Rate Swaps, Currency

Swaps, Forward Contracts and Currency Options.

All outstanding derivative instruments at year end are marked-to-market by type of risk and the resultant losses, if any, are recognized in the statement of Profit & Loss /Pre-operative expenses, gains are ignored.

xiii) Government Grants

Government Grants are recognized when there is a reasonable assurance that the same will be received. Revenue grants are recognized in the Statement of Profit and Loss. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to Capital Reserve.

xiv) Earnings Per Share

The Company reports basic and diluted earnings per share (EPS) in accordance with Accounting Standard 20 "Earnings per Share". Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

xv) Leases

a) Finance Leases

Assets acquired under finance leases are recognized as an asset and a liability at the commencement of the lease at the lower of the fair value of the assets and the present value of minimum lease payments. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Assets given under finance leases are recognized as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

b) Operating Leases

Operating lease receipts and payments are recognized as income or expense in the statement of profit and loss on a straight-line basis over the lease term.

xvi) Contingent Liabilities

Contingent liabilities, if material, are disclosed by way of notes.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
2	**SHARE CAPITAL**		
	(A) AUTHORISED		
	240,000,000 (250,000) Equity Shares of ₹ 2/- each	**4,800.00**	5.00
	10,000,000 (Nil) Preference Shares of ₹ 2/- each	**200.00**	-
		5,000.00	5.00
	ISSUED, SUBSCRIBED AND PAID UP		
	231,185,445 (250,000) Equity Shares of ₹ 2/- each (Refer note no. 26)	**4,623.71**	-
	(B) SHARE CAPITAL SUSPENSE ACCOUNT (Refer note no. 26)		
	Nil (226,375,005) nos. Equity Shares of ₹ 2/-each fully paid up to be issued in terms of Composite Scheme of Arrangement	**-**	4,527.50
	Nil (4,810,440) nos. 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each fully paid up to be issued in terms of Composite Scheme of Arrangement	**-**	96.21
	TOTAL - SHARE CAPITAL	**4,623.71**	4,623.71

(a) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR

	EQUITY SHARES	
	31.03.2016 No. of Shares	31.03.2015 No. of Shares
Shares outstanding at the beginning of the Year (Face Value of ₹ 10/- each)	**-**	10,000
Add : Equity Shares on split from Face Value of ₹ 10/- to ₹ 2/- each	**-**	40,000
Add : Equity Shares issued during the year (Face Value of ₹ 2/- each) (Refer note no. 26)	**231,185,445**	200,000
Less : Cancellation of Equity Shares	**-**	250,000
Shares outstanding at the end of the Year	**231,185,445**	-

(b) TERMS/RIGHTS ATTACHED TO EQUITY SHARES

The company has only one class of equity shares having a par value of ₹ 2/- per share. Each shareholder is eligible for one vote per equity share held [other than the shares represented by Regulation S Global Depositary Shares (the "GDSs") issued by the Company whose voting rights are subject to certain conditions and procedure as prescribed under the Regulation S Deposit Agreement]. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

As on 31st March 2016, 8,802,167 GDSs (8,802,167 GDSs) with 17,604,334 underlying equity shares (17,604,334 equity shares) were outstanding. Each GDS represents 2 underlying equity shares of the Company.

(c) EQUITY SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER (Refer note no. 26)

NAME OF THE SHAREHOLDER	**As at 31.03.2016**		As at 31.03.2015	
	No. of Shares	**% holding**	No. of Shares	% holding
JSL Overseas Holding Limited	**27,700,000**	**11.98%**	-	-
JSL Overseas Limited	**26,560,440**	**11.49%**	-	-
Citigroup Global Markets Mauritius Private Ltd.	**11,904,232**	**5.15%**	-	-
Jindal Stainless Limited *	**-**	**-**	250,000	100.00%

* 1500 shares held by person as nominee of Jindal Stainless Limited.

(d) No bonus, buy back, issue of share other than in cash in last 5 years except about Share Capital suspense account (read with note no. 26)

(e) For details of shares reserved for issue on conversion of warrants, please refer note no. 30 regarding terms of conversion.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
3	**RESERVES AND SURPLUS**		
	(a) **CAPITAL RESERVE**		
	As per last account	**5.00**	-
	Add : On cancellation of share capital in terms of Composite Scheme of Arrangement	**-**	5.00
		5.00	5.00
	(b) **SECURITIES PREMIUM RESERVE**		
	As per last account	**53,888.94**	-
	Add : Pursuant to Composite Scheme of Arrangement	**-**	53,888.94
		53,888.94	53,888.94
	(c) **SURPLUS/(DEFICIT) IN STATEMENT OF PROFIT AND LOSS**		
	As per Last Account	**1,217.92**	(0.23)
	Add : Profit/ (Loss) after Tax for the Year	**1,459.09**	1,231.99
	Less : Depreciation Adjusted to Retained Earnings	**-**	(13.84)
	Net Surplus/(Deficit) in the Statement of Profit and Loss	**2,677.01**	1,217.92
	TOTAL - RESERVES & SURPLUS	**56,570.95**	55,111.86

(₹ in Lacs)

Note No.	DESCRIPTION	Non -Current Portion		Current Maturity	
		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
4	**LONG-TERM BORROWINGS**				
	SECURED				
	(a) TERM LOANS FROM BANKS				
	Rupee Term Loans	**118,256.01**	-	**236.99**	-
	TOTAL - SECURED	**118,256.01**	-	**236.99**	-
	UNSECURED				
	(b) LONG TERM MATURITIES OF FINANCE LEASE OBLIGATIONS	**-**	**-**	**-**	184.57
	TOTAL - UNSECURED	**-**	-	**-**	184.57
	Less : Amount Disclosed under the head Other Current Liabilities			**236.99**	184.57
	TOTAL - LONG TERM BORROWINGS	**118,256.01**	-	**-**	-

Secured Borrowings

(a) The Company has executed a Rupee Term Loan Agreement ("RTLA") dated March 23, 2016 of ₹ 260,000.00 Lacs ("Term Loan Facility") with a consortium of lenders. The said Term Loan Facility are repayable in quarterly installments of ₹130.00 Lacs each during 2016-17, ₹ 4,745.00 Lacs each during 2017-18, ₹ 4,875.00 Lacs each during 2018-19, ₹ 5,850.00 Lacs each during 2019-20, ₹ 6,500.00 Lacs each during 2020-21 and thereafter ₹ 7,150.00 Lacs each from 2021-22 to 2026-27. Out of the above, an amount of ₹ 118,493.00 Lacs has been disbursed till March 31, 2016.

The Term Loan Facility is secured (charge created/to be created) by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/ or pledge of current assets including finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable, etc both present and future. (Also read with note no. 31)

(₹ in Lacs)

Note No.	DESCRIPTION	Deferred Tax Liability/Asset As at 31.03.2015	Charge / (Credit) for the Year	Deferred Tax Liability/Asset As at 31.03.2016
5	**DEFERRED TAX ASSETS (NET)**			
	(a) DEFERRED TAX LIABILITY			
	Difference between book & tax depreciation	9,041.69	**1,494.93**	**10,536.62**
	Total Deferred Tax Liability	9,041.69	**1,494.93**	**10,536.62**
	(b) DEFERRED TAX ASSETS			
	Disallowance under Income Tax Act	1,425.66	**959.34**	**2,385.00**
	Brought forward loss/Unabsorbed Depreciation	7,616.03	**549.33**	**8,165.36**
	Total Deferred Tax Assets	9,041.69	**1,508.67**	**10,550.36**
	DEFERRED TAX ASSETS (NET)	-	**13.74**	**13.74**

(₹ in Lacs)

Note No.	DESCRIPTION	Long-Term		Short-Term	
		As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
6	**PROVISIONS**				
	For Employee Benefits	**409.81**	557.27	**848.15**	439.99
	For Taxation	**-**	-	**7.25**	121.30
	[Net of prepaid taxes of ₹ **546.81 Lacs** (₹ 136.93 Lacs)]				
	TOTAL - PROVISIONS	**409.81**	557.27	**855.40**	561.29

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
7	**SHORT TERM BORROWINGS**		
	SECURED		
	(a) Working Capital Facilities from Bank *	**43,924.95**	48,187.97
	(b) Buyer Credit in Foreign Currency - Against Working Capital *	**23,235.21**	37,184.22
	TOTAL - SHORT TERM BORROWINGS	**67,160.16**	85,372.19

Secured Borrowings

* Working Capital Facilities of Jindal Stainless Limited continue to have security on the assets transferred in pursuant to Composite Scheme of Arrangement (Read with note no. 26).

* includes the amount of ₹ **7,063.00 Lacs** (₹ 48,187.97 Lacs) of working capital facilities and ₹ **23,235.21 Lacs** (₹ 37,184.22 Lacs) of buyer credit has been allocated by Jindal Stainless Limited pursuant to Composite Scheme of Arrangement (read with note no. 26) pending confirmation from the respective banks.

(a) Working Capital Facilities are secured (charge created/to be created) by first pari-passu charge by way of hypothecation and/or pledge of current assets including finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable, etc both present and future and by way of second charge in respect of other moveable and immoveable properties, both present and future, of the Company. Working Capital Facility is repayable on demand. (Also read with note no. 31)

(b) Buyer Credit Facility are secured (charge created/to be created) by first pari-passu charge by way of hypothecation and/or pledge of current assets including finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable, etc both present and future and by way of second charge in respect of other moveable and immoveable properties, both present and future, of the Company. (Also read with note no. 31)

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
8	**TRADE PAYABLES**		
	Trade Payables (including Acceptances)		
	Dues to Micro and Small enterprises	**175.17**	203.53
	Dues to other than Micro and Small enterprises	**84,215.49**	131,633.40
	TOTAL TRADE PAYABLES	**84,390.66**	131,836.93

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
9	**OTHER CURRENT LIABILITIES**		
	Current maturities of Long term Borrowings	**236.99**	-
	Current maturities of finance lease obligations	**-**	184.57
	Interest accrued but not due on borrowings	**429.30**	475.21
	Advance from Customers	**3,923.40**	4,722.53
	Security Deposits from Agents/Dealers/Others	**78.72**	70.15
	Creditors for Capital Expenditure	**834.41**	846.27
	Amount payable in terms of Composite Scheme of Arrangement @	**141,507.00**	260,000.00
	Other Outstanding Liabilities *	**29,766.16**	33,458.20
	TOTAL - OTHER CURRENT LIABILITIES	**176,775.98**	299,756.93

@ Refer note no. 26

* Includes statutory dues.

(₹ in Lacs)

Note No.	DESCRIPTION	GROSS BLOCK					DEPRECIATION AND AMORTISATION						NET BLOCK	
		As at 01.04.2015	Trf in terms of Composite Scheme of Arrangement	Additions	Sale/ Adjustment	**As at 31.03.2016**	As at 01.04.2015	Trf in terms of Composite Scheme of Arrangement	During the year	Trf to retained earning	On sale/ Adjustment	**As at 31.03.2016**	**As at 31.03.2016**	As at 31.03.2015
10	**FIXED ASSETS #**													
A	**TANGIBLE ASSETS**													
	Free Hold Land @	31,812.00	-	-	-	**31,812.00**	-	-	-	-	-	**-**	**31,812.00**	31,812.00
	Buildings @	35,196.02	-	68.16	322.50	**34,941.68**	2,324.73	-	2,325.00	-	11.32	**4,638.41**	**30,303.27**	32,871.29
	Plant and Machinery * $	217,807.60	-	4,588.47	1,808.39	**220,587.68**	27,079.51	-	25,864.48	-	1,397.36	**51,546.63**	**169,041.05**	190,728.09
	Electric Installation	422.75	-	-	-	**422.75**	251.25	-	20.56	-	-	**271.81**	**150.94**	171.50
	Vehicles	1,694.13	-	122.03	20.31	**1,795.85**	302.08	-	225.51	-	5.01	**522.58**	**1,273.27**	1,392.05
	Furniture and Fixtures	280.60	-	12.18	-	**292.78**	89.27	-	37.74	-	-	**127.01**	**165.77**	191.33
	Office equipment	225.18	-	6.60	0.57	**231.21**	23.02	-	12.68	-	0.14	**35.56**	**195.65**	202.16
	TOTAL TANGIBLE ASSETS	**287,438.28**	**-**	**4,797.44**	**2,151.77**	290,083.95	**30,069.86**	**-**	**28,485.97**	**-**	**1,413.83**	**57,142.00**	**232,941.95**	**257,368.42**
	PREVIOUS YEAR	**-**	**286,091.04**	**5,397.44**	**4,050.20**	**287,438.28**	**-**	**2,662.26**	**28,045.72**	**13.84**	**651.96**	**30,069.86**	**257,368.42**	
B	**INTANGIBLE ASSETS ** **													
	Computer Software	-	-	216.30	-	**216.30**	-	-	13.83	-	-	**13.83**	**202.47**	-
	Goodwill	2,068.81	-	-	-	**2,068.81**	1,034.41	-	1,034.41	-	-	**2,068.81**	**-**	1,034.40
	TOTAL INTANGIBLE ASSETS	**2,068.81**	**-**	**216.30**	**-**	**2,285.11**	**1,034.41**	**-**	**1,048.24**	**-**	**-**	**2,082.64**	**202.47**	**1,034.40**
	PREVIOUS YEAR	**-**	**111.26**	**2,068.81**	**111.26**	**2,068.81**	**-**	**-**	**1,145.67**	**-**	**111.26**	**1,034.41**	**1,034.40**	**-**
	CAPITAL WORK IN PROGRESS												**5,293.32**	2,897.49

NOTE

* Include Plant & machinery acquired on Lease amounting to ₹ **Nil** (₹ 1,018.52 Lacs) and depreciation thereon during the year ₹ **Nil** (₹ 79.40 Lacs); during the current year, on completion of lease terms, the ownership of underlying assets have been transferred to the company.

** Intangible Assets are amortised as under:

Software	5 Years
Goodwill	2 Years

@ Title deeds of Free Hold Land and Building amounting to ₹ 31,812.00 Lacs and ₹ 324.25 lacs respectively are pending to be transfer in the name of the company. However, mutation of whole land at Hisar (other than 97 kanal of land amounting to ₹ 998.00 Lacs) has been recorded by Land Revenue Department in the name of the Company. (Read with note no. 26)

\# All assets transferred in terms of Composite Scheme of Arrangement would continue to have security in favour of lenders of Jindal Stainless Limited.

$ include ₹ 1,309.04 Lacs pertaining to sub grade & tailing plant for which permission to operate from odisha government is awaited.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016			As at 31.03.2015		
		Nos.	Face Value (₹)	Amount	Nos.	Face Value (₹)	Amount
11	**INVESTMENTS**						
	NON - CURRENT INVESTMENTS						
	LONG TERM INVESTMENTS - AT COST LESS PROVISION						
	A **Equity Shares Fully Paid Up of Subsidiary Company - Trade Unquoted**						
	Jindal Stainless Steelway Limited @ #	**14,061,667**	**10**	**2,581.25**	14,061,667	10	2,581.25
	JSL Architecture Limited @ # $			**-**	4,100,100	10	410.01
	JSL Lifestyle Limited @ # $	**20,911,676**	**10**	**2,461.40**	17,795,600	10	2,051.39
	Green Delhi BQS Limited #	**51,000**	**10**	**5.10**	51,000	10	5.10
	JSL Media Limited #	**49,970**	**10**	**5.00**	49,970	10	5.00
	JSL Logistics Limited (Wholly owned subsidiary) #	**50,000**	**10**	**5.00**	50,000	10	5.00
	TOTAL (A)			**5,057.75**			5,057.75
	B **Equity Shares Fully Paid Up of Associate Company - Trade Unquoted**						
	Jindal Stainless Corporate Management Services Pvt. Ltd.	**5,000**	**10**	**0.50**			-
	TOTAL (B)			**0.50**			-
	C **Equity Shares pending allotment**						
	Jindal Stainless Limited (in terms of Composite Scheme of Arrangement (Refer note no. 26))			**36,618.67**			36,618.67
	TOTAL (C)			**36,618.67**			36,618.67
	D **Govt./Semi Govt. Securities - Non Trade**						
	National Savings Certificate *			**0.11**			0.62
	TOTAL (D)			**0.11**			0.62
	TOTAL NON CURRENT INVESTMENT			**41,677.03**			41,677.04

@ Undertaking for non disposing of Investment by way of Letter of Comfort given to banks against credit facilities/financial assistance availed by subsidiaries.

* Lodged with Government Authorities as Security.

\# transferred from Jindal Stainless Limited pursuant to the Scheme (note no. 26).

$ Pursuant to the Scheme of Amalgamation between JSL Architecture Limited (Transferor Company) with JSL Lifestyle Ltd. (Transferee Company) becoming effective on 2nd December 2015 w.e.f appointed date i.e. 1st April, 2014. The Transferee Company, in consideration, has issue 76 fully paid up Equity Shares of Rs. 10 each for Every 100 Equity Shares of Rs. 10 each held by the Company in Transferor Company.

(₹ in Lacs)

Note No.	DESCRIPTION	Long-Term		Short-Term	
		As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
12	**LOANS AND ADVANCES**				
	(Unsecured, Considered good unless otherwise stated)				
	Advance Recoverable in Cash or in kind or the value to be received *	**-**	32.82	**11,385.60**	34,320.33
	Capital Advances	**498.52**	190.71	**-**	-
	Security Deposits [Net of Provision of ₹ **54.00 Lacs** (₹ 54.00 Lacs)]	**2,572.30**	2,578.57	**829.57**	981.16
	Loans & Advances to Related Parties	**23,778.60**	4,498.66	**524.84**	688.32
	MAT Credit Entitlement	**-**	-	**554.06**	258.23
	Balance with Excise and Sale tax Authorities	**-**	-	**3,944.04**	7,925.35
	TOTAL - LOANS AND ADVANCES	**26,849.42**	7,300.76	**17,238.11**	44,173.39

* include ₹ **Nil** (₹ 22,672.34 Lacs) receivable from Jindal Stainless Limited due to implementation of Composite Scheme of Arrangement. (Refer note no. 26)

(₹ in Lacs)

Note No.	DESCRIPTION	**As at 31.03.2016**	As at 31.03.2015
13	**OTHER NON CURRENT ASSETS**		
	Mines Development Expenses	**-**	882.91
	TOTAL - OTHER NON CURRENT ASSETS	**-**	882.91

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
14	**INVENTORIES**		
	(As taken, valued and certified by the Management)		
	(valued at lower of cost and net realizable value unless otherwise stated)		
	Raw Materials	**26,934.85**	28,104.81
	[Including material in Transit ₹ **9,283.97 Lacs** (₹ 14,085.96 Lacs)]		
	Work in Progress	**29,480.40**	33,875.23
	Finished Goods	**39,090.31**	53,929.41
	Trading Goods	**34.84**	34.84
	Store and Spares	**10,635.08**	11,023.68
	[Including material in Transit ₹ **948.12 Lacs** (₹ 663.12 Lacs)]		
	Scrap (at estimated realizable value)	**2,158.94**	2,652.76
	TOTAL - INVENTORIES	**108,334.42**	129,620.73

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
15	**TRADE RECEIVABLE**		
	(Unsecured, Considered goods unless otherwise stated)		
	(a) EXCEEDING SIX MONTHS FROM THE DUE DATE OF PAYMENT		
	Unsecured, Considered good	**6,952.79**	11,257.07
	Doubtful	**765.18**	846.65
	Less : Provision for doubtful receivable	**765.18**	846.65
		6,952.79	11,257.07
	(b) OTHERS	**70,498.63**	81,083.98
	TOTAL - TRADE RECEIVABLE	**77,451.42**	92,341.05

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
16	**CASH AND CASH EQUIVALENTS**		
	(a) CASH AND CASH EQUIVALENTS		
	Balances with Banks	**147.96**	5.21
	Cheques in hand/Money in Transit	**1,345.72**	195.18
	Cash in Hand	**8.71**	13.73
	Stamps in Hand	**0.36**	0.18
	Puja and Silver Coins	**0.11**	0.10
	TOTAL CASH AND CASH EQUIVALENTS	**1,502.86**	214.40
	(b) OTHER BANK BALANCES		
	Bank Deposits with original maturity of more than three month but less than 12 months *	**37.94**	-
	TOTAL OTHER BANKS BALANCES	**37.94**	-
	TOTAL - CASH AND CASH EQUIVALENTS	**1,540.80**	214.40

* under lien with Banks.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
17	**OTHER CURRENT ASSETS**		
	(Unsecured, Considered good unless otherwise stated)		
	Mines Development Expenses	**-**	309.59
	TOTAL OTHER CURRENT ASSETS	**-**	309.59

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
18	**REVENUE FROM OPERATIONS**		
	(a) SALE OF PRODUCTS		
	Finished Goods	**700,305.19**	805,664.61
	Semi - Finished Goods	**57.21**	288.33
	Export Benefits	**2,585.27**	5,365.16
		702,947.67	811,318.10
	(b) SALE OF SERVICES		
	Job Charges received	**1,250.96**	1,131.55
		1,250.96	1,131.55
	(c) OTHER OPERATING REVENUE		
	Sale of Gases / Slag	**1,111.56**	1,193.25
	Lease Rent / Operating & Maintenance Services	**751.04**	-
	Provision for Doubtful Debts/Advances reversed	**74.11**	-
	Miscellaneous Income	**2,968.51**	880.53
		4,905.22	2,073.78
	REVENUE FROM OPERATIONS (GROSS)	**709,103.85**	814,523.43
	DETAILS OF PRODUCT SOLD		
	(i) FINISHED GOODS		
	Hot Rolled Products	**307,770.26**	379,620.61
	Cold Rolled Products	**380,389.04**	416,261.89
	Coin Blanks	**6,210.90**	6,536.26
	Ferro Alloys	**-**	50.13
	Others	**5,934.99**	3,195.72
		700,305.19	805,664.61
	(ii) SEMI FINISHED GOODS		
	Hot Rolled Products	**57.21**	288.33
		57.21	288.33
	TOTAL - SALE OF PRODUCTS	**700,362.40**	805,952.94

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
19	**OTHER INCOME**		
	(a) INTEREST INCOME ON		
	Loan & Advances	**388.86**	343.05
	Debtors	**1,876.59**	1,483.99
		2,265.45	1,827.04
	(b) OTHER NON-OPERATING INCOME (NET)	**216.18**	434.85
	TOTAL - OTHER INCOME	**2,481.63**	2,261.89

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
20	**COST OF MATERIAL CONSUMED**		
	Raw Material Consumed	**394,449.25**	493,882.75
	TOTAL COST OF MATERIAL CONSUMED	**394,449.25**	493,882.75
	DETAIL OF RAW-MATERIAL CONSUMED		
	Steel Scrap	**180,320.76**	242,388.71
	Ferro Alloys	**175,129.57**	192,204.81
	Copper Scrap	**8,615.06**	19,233.66
	Hot Rolled Products	**22,318.16**	24,365.11
	Chrome Ore	**553.15**	1,590.61
	Coal/Coke	**720.25**	4,733.90
	Others	**6,792.30**	9,365.94
	TOTAL - DETAIL OF RAW-MATERIAL CONSUMED	**394,449.25**	493,882.75

CONSUMPTION OF RAW MATERIAL	31.03.2016		31.03.2015	
	% age	Amount	% age	Amount
Imported	**41.21**	**162,537.99**	44.28	218,666.67
Indigenous	**58.79**	**231,911.26**	55.72	275,216.08
TOTAL	**100.00**	**394,449.25**	100.00	493,882.75

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
21	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND TRADING GOODS**		
	OPENING STOCK		
	Finished Goods	**53,929.41**	48,068.40
	Work in Progress	**33,875.23**	34,428.32
	Scrap	**2,652.76**	2,511.07
	Trading Goods	**34.84**	34.84
	TOTAL OPENING STOCK	**90,492.24**	85,042.63
	Less : Transferred (note no. 26(2))	**3,877.81**	-
	CLOSING STOCK		
	Finished Goods	**39,090.31**	53,929.41
	Work in Progress	**29,480.40**	33,875.23
	Scrap	**2,158.94**	2,652.76
	Trading Goods	**34.84**	34.84
	TOTAL CLOSING STOCK	**70,764.49**	90,492.24
	Excise Duty on account of increase/(decrease) in Stock of Finished Products	**(795.73)**	986.91
	TOTAL - CHANGES IN INVENTORIES	**15,054.21**	(4,462.70)

	DETAILS OF INVENTORIES	**31.3.2016**	31.03.2015 / 01.04.2015	01.04.2014
	FINISHED GOODS			
	Hot Rolled Products	**13,966.10**	19,520.81	15,192.53
	Cold Rolled Products	**24,610.12**	27,889.65	27,081.16
	Ferro Alloys	**514.09**	1,992.58	1,955.60
	Others	**-**	4,526.37	3,839.11
	TOTAL	**39,090.31**	53,929.41	48,068.40
	WORK IN PROGRESS			
	Hot Rolled Products	**17,873.52**	17,204.07	13,851.50
	Cold Rolled Products	**10,460.94**	10,548.71	12,441.19
	Ferro Alloys	**1,145.94**	2,129.13	4,269.53
	Others	**-**	3,993.32	3,866.10
	TOTAL	**29,480.40**	33,875.23	34,428.32
	TRADING GOODS			
	Others	**34.84**	34.84	34.84
	TOTAL	**34.84**	34.84	34.84

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 1.03.2015
22	**EMPLOYEE BENEFITS EXPENSES** (read with note no. 39)		
	Salaries, Wages, Bonus and Other benefits	**12,828.52**	13,355.89
	Contribution to provident and other funds	**680.96**	707.86
	Staff Welfare Expenses	**648.41**	704.53
	TOTAL - EMPLOYEE BENEFITS EXPENSES	**14,157.89**	14,768.28

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
23	**FINANCE COSTS**		
	Interest Expenses	**45,188.61**	41,030.45
	Other Borrowing Costs	**1,889.90**	3,693.65
	TOTAL - FINANCE COSTS	**47,078.51**	44,724.10

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
24	**DEPRECIATION AND AMORTIZATION EXPENSES**		
	Depreciation on Fixed Assets	**28,485.97**	28,045.72
	Amortization of Intangible assets	**1,048.24**	1,145.66
	TOTAL - DEPRECIATION AND AMORTIZATION EXPENSES	**29,534.21**	29,191.38

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
25	**OTHER EXPENSES**		
	(a) MANUFACTURING EXPENSES		
	Consumption of Stores and Spare parts	**41,586.88**	44,901.97
	Power and Fuel	**61,714.42**	83,623.55
	Labour Processing & Transportation Charges	**5,861.23**	5,790.26
	Repairs to buildings	**95.95**	192.66
	Repairs to plant & machinery	**1,830.99**	1,739.30
	Job work expenses	**2,526.34**	1,599.12
	Other Manufacturing Expenses	**2,843.70**	3,852.03
		116,459.51	141,698.89
	(b) ADMINISTRATIVE EXPENSES		
	Insurance	**825.58**	829.92
	Rent	**162.89**	143.40
	Lease Rent	**5.03**	-
	Rates and Taxes	**832.99**	1,118.31
	Legal and Professional	**2,206.39**	1,514.12
	Postage, Telegram ,Telex and Telephone	**213.33**	238.13
	Printing & Stationary	**288.53**	323.30
	Travelling & Conveyance	**354.41**	341.14
	Managerial Commission	**61.35**	-
	Director' Meeting Fees	**3.91**	-
	Vehicle Upkeep and Maintenance	**500.10**	489.93
	Auditor's Remuneration	**70.69**	38.04
	Donation	**59.82**	53.84
	Mine Development Expenditure w/off	**192.95**	309.59
	Previous year adjustments (net)	**244.92**	321.97
	Net (Gain)/Loss in sale of fixed assets	**33.22**	300.74
	Miscellaneous Expenses	**801.17**	924.88
		6,857.28	6,947.31

(₹ in Lacs)

Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the year ended 31.03.2015
	(c) SELLING EXPENSES		
	Discount & Rebate	**4,994.33**	3,846.68
	Freight & Forwarding Expenses	**7,131.43**	7,465.77
	Commission on Sales	**2,050.91**	2,873.28
	Other Selling Expenses	**339.34**	1,528.80
	Provision for Doubtful Debts / Advances	**26.29**	424.63
	Bad Debts	**54.09**	46.56
	Advertisement & Publicity	**66.91**	78.82
		14,663.30	16,264.54
	TOTAL - OTHER EXPENSES	**137,980.09**	164,910.74
	PREVIOUS YEAR ADJUSTMENTS (NET) INCLUDES :		
	Income relating to earlier years	**(0.21)**	(60.85)
	Expenses relating to earlier years	**245.13**	382.82
		244.92	321.97
	NET (GAIN)/LOSS ON SALE OF FIXED ASSETS INCLUDES :		
	Gain on Sale	**(73.54)**	(435.22)
	Loss on Sale	**6.00**	14.56
	Loss on Discard	**100.76**	721.40
		33.22	300.74

CONSUMPTION OF STORES & SPARES	**31.03.2016**		31.03.2015	
	% age	**Amount**	% age	Amount
Imported	**34.34**	**14,282.64**	33.41	15,003.74
Indigenous	**65.66**	**27,304.24**	66.59	29,898.23
TOTAL	**100.00**	**41,586.88**	100.00	44,901.97

26. Composite Scheme of Arrangement

1. A Composite Scheme of Arrangement (here in after referred to as 'Scheme') amongst Jindal Stainless Limited (JSL) and its three wholly owned subsidiaries namely Jindal Stainless (Hisar) Limited (the Company/Transferee/Resulting Company), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) under the provision of Sec 391-394 read with 100-103 of the Companies Act, 1956 and other relevant provision of Companies Act, 1956 and / or Companies Act, 2013 has been sanctioned by the Hon'ble High Court of Punjab & Haryana, Chandigarh vide its Order dated 21st September 2015, modified by order dated 12th October, 2015.

   Pursuant to the Section I and Section II of the Scheme becoming effective on 1st November, 2015 w.e.f. appointed date i.e. close of business hours before midnight of March 31, 2014:

   a) On 21st November, 2015 the Company has allotted 23,11,85,445 equity shares of ₹ 2/- each (other than in cash) to the equity shareholders of Jindal Stainless Limited (JSL) in the ratio of one equity share of the company for every one equity share held in JSL.

   b) The Authorised share capital of the company has been enhanced to ₹ 50,00,00,000 (Rupees Fifty Crore) divided into 24,00,00,000 (Twenty Four Crore) equity shares having face value of ₹ 2 (Two) each and 1,00,00,000 (One Crore) preference shares having face value of ₹ 2 (Rupees Two) each.

   c) Out of ₹ 260,000.00 lacs payable to JSL, ₹ 235,924.00 lacs has been paid till date (including ₹ 118,493.00 lacs paid upto 31st March 2016).

   d) Against amount of ₹ 36,618.67 Lacs, JSL is required to issue and allot equity shares to the company at a price to be determined in accordance with chapter VII of SEBI (ICDR) Regulations 2009, with the record date jointly decided by the board of directors of JSL and the company being considered as relevant date as specified in the scheme. As specified in the Scheme, the Board of Directors of the Company in the meeting held on 27th May, 2016 have, subject to approval by the Board of Directors of JSL, proposed to fix 8th June, 2016 as the record date for determination of price for allotment of the above said shares. Accordingly, pending allotment by JSL of the aforesaid equity shares to the company, the same has been shown as investment (pending allotment) under "Non-Current Investment".

   e) In terms of the Scheme, all the business and activities of Demerged Undertakings and Business Undertaking 1 (as referred in the Scheme) carried on by JSL on and after the appointed date, as stated above, are deemed to have been carried on behalf of the Company. Accordingly, necessary effects have been given in these accounts on the Scheme becoming effective.

   f) The necessary steps and formalities in respect of transfer of and vesting in the properties, licenses, approvals and investments in favor of the Company and modification of charges etc. are under implementation.

   g) The actual transfer of the leasehold rights of the company in the chromite-ore mine at Orissa ("Mining Rights"), forming a part of the Demerged Undertakings (as defined in the Scheme), to Jindal Stainless (Hisar) Limited ("JSHL"), is subject to receipt of necessary approvals from the concerned authorities and compliance with the applicable conditions as prescribed under the Mines and Minerals (Development and Regulation) Act, 1957 (as amended) and as may be prescribed under the final Mineral (Transfer of Mining Lease Granted Otherwise than through Auction for Captive Use) Rules, 2016 and/or any other applicable rules/regulations.

2. Pending actual transfer of the Mining Rights (as stated in Note 26(1)(g) above) to JSHL in accordance with the Scheme, since 1st November 2015 (i.e. effective date of Sections I and II of the Scheme):- (i) all mining activities in relation to the Mining Rights continue to be carried out by JSL; and (ii) all assets (excluding fixed assets) and liabilities (including contingent liabilities) in relation to the Mining Rights continue to be recorded in the books of JSL. Accordingly, effect of mining operations carried out by JSL as above included in the financial statement of JSL as on 31st March 2016 is summarized as below:

(₹ in Lacs)

Particulars	Amount
Assets	6,062.82
Liabilities	2,789.24
Total Revenue	2,842.48
Total Expenses	1,868.33
Profit before tax	974.15

27.

(₹ in Lacs)

A	Contingent Liabilities not provided for in respect of :	As at 31.03.2016	As at 31.03.2015
a)	Guarantees given by the Company's Bankers on behalf of the Company	**584.98**	572.50
b)	Guarantees given by the Company's Bankers on behalf of the Subsidiary	**7,180.48**	588.45
c)	Letter of Credit outstanding	**26,685.32**	48,851.81
d)	Bills discounted with Banks	**20,933.06**	42,470.80
e)	i) Sale Tax demands against which company preferred appeals.	**3.00**	3.00
	ii) Excise Duty/Custom/Service Tax/Cess/Royalty Show Cause Notices/ Demands against which company has preferred appeals.	**7,804.26**	8,676.69
	iii) Claims and other liabilities against the company not acknowledged as debt.	**5,588.98**	7,811.31
B	Guarantee given to custom authorities for import under EPCG Scheme. {Custom duty saved/to be saved as on 31st March, 2016 ₹ **Nil** (₹ 435.39 Lacs)	**-**	2,457.39
C	Letter of Comfort to banks against credit facilities/ financial assistance availed by subsidiaries.	**13,718.17**	19,645.61

(Read with note no. 26)

28. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ **4,061.52 Lacs** (₹ 2,391.05 Lacs).

29. Exceptional items includes Gain/ (Loss) (net) of **(₹ 3,663.31 Lacs)** {₹ 620.35 Lacs} on translation/settlement of foreign currency monetary items (including borrowing), gain / (loss) of **(₹ 316.62 Lacs)** {(₹ 22.32 Lacs)} upon marked to market of derivatives contracts, gain/(loss) of ₹ **1,323.70 Lacs** {₹ 998.75 Lacs} on forward cover cancelation and also includes amount written off/provided for of ₹ **1,839.95 Lacs** (including provision of ₹ 32.91 Lacs)(₹ Nil) being non recoverable from certain parties.

30. On 30th March, 2016, the Company has issued and allotted 12,50,00,000 number Compulsory Convertible Warrants (CCW) of ₹ 2/- each to promoter group entities on preferential basis for the purpose to infuse funds by promoters in terms of sanction letter dated 23rd November 2015 by State Bank of India. The CCW are convertible into equity shares at any time after 5 months but not later than 18 months from the date of allotment of CCW at a price to be determined in accordance with the pricing formula provided under chapter VII of the SEBI (ICDR) Regulations, 2009 and computed on the relevant date i.e. thirty days prior to the date on which the allottee(s) will become entitled to apply for equity shares.

As the conversion price for CCW is not yet ascertained and will be ascertained only when the holder of the CCW becomes entitled for conversion, it would presently not be possible to calculate the number of shares to be allotted, till the price of conversion is fixed.

31. (a) The Term Loan Facility and Working Capital Facility (including Buyers' Credit) of the Company are/will also be secured by the following additional securities:

(i) Unconditional & irrevocable personal guarantee of Mr. Ratan Jindal;

(ii) Unconditional & irrevocable corporate guarantee of Jindal Stainless limited (JSL);

(iii) Pledge of 87.7% of Promoter's shareholding, as determined on the basis of the filings of the Borrower with the Securities Exchange Board of India (SEBI);

(iv) Pledge of such number of shares of JSL as are held by it other than shares pledged/to be pledged by the Company in favour of lenders of JSL as required under the asset monetisation plan approved by the empowered group of corporate debt restructuring lenders of JSL vide their letter dated December 26, 2014

(v) Pledge over investments of the Company in subsidiaries as listed below:

- JSL Lifestyle Limited; and
- JSL Logistics Limited

(vi) Certain conditions, modification and creation of security of the Term Loan Facility are in process of compliance.

(b) The security is to be created by the company over its immovable properties and movable fixed assets, current assets and shares of JSL Lifestyle limited in favour of SBICAP Trustee Company Limited (security Trustee) for lenders of Corporate Term Loan (CTL) of JSL of amounting to ₹95,800.00 lacs and CDR lenders of JSL.

(c) Term Loan and Working Capital Facilities of Jindal Stainless Limited continue to have security on the assets transferred in pursuant to Composite Scheme of Arrangement (Read with note no. 26).Pending requisite no-objection certificates from the JSL lenders, the necessary steps and formalities in respect of satisfaction/modification of these charges are under implementation.

32. The operations of Ferro alloys unit of the Company situated at Kothavalasa in Vizianagaram district, Andhra Pradesh has been temporarily shut down due labour problems. Management is hopeful to resolve the issue in near future enabling it to resume operations.

33. Based on the intimation received from supplier regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the required disclosure is given below * :

(₹ in Lacs)

Sr. No.	Particulars	As at 31.03.2016	As at 31.03.2015
1.	Principal amount due outstanding	-	-
2.	Interest due on (1) above and unpaid	-	-
3.	Interest paid to the supplier	-	-
4.	Payments made to the supplier beyond the appointed day during the year.	-	-
5.	Interest due and payable for the period of delay	-	-
6.	Interest accrued and remaining unpaid	-	-
7.	Amount of further interest remaining due and payable in succeeding year	-	-

* to the extent information available with the company.

34. Research and Development expenses for the year amounting to ₹ **153.74 Lacs** (₹ 157.94 Lacs) on account of revenue expenditure charged/debited to respective heads of accounts.

35. (a) Advance recoverable in cash or in kind or for value to be received includes Interest free loan to employees amounting to ₹ **0.53 Lacs** (₹ 15.27 Lacs) in the ordinary course of business and as per employee service rules of the company. Maximum balance outstanding during the year is ₹ **26.08 Lacs** (₹ 24.38 Lacs).

(b) Pursuant to regulation 34 (3) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, Loans and Advances in the nature of Loans to Subsidiaries companies:

(₹ in Lacs)

Name of the Company	Amount Outstanding		Maximum balance outstanding	
	As at 31.03.2016	As at 31.03.2015*	For the year ended 31.03.2016	For the year ended 31.03.2015*
JSL Lifestyle Limited @	**1,225.71**	-	**1,225.71**	-
Green Delhi BQS Limited @	**3,057.29**	-	**3,057.29**	-
JSL Media Limited @	**229.27**	-	**229.27**	-
Jindal Stainless Limited #	**19,266.32**	-	**19,266.32**	-

***** said regulation was not applicable.
@ transferred under the Scheme.
# for the purpose of Cash Flow Support.

36. (a) Certain balances of trade receivable, loan & advance, trade payable and other liabilities are subject to confirmation and/or reconciliation.

(b) The company has given inter corporate deposit to its subsidiary companies amounting to ₹ **3,286.56 Lacs** (₹ 4,498.66 Lacs) (also

investment of ₹ **10.10 Lacs** (₹ 420.11 Lacs)) where the subsidiary companies has accumulated losses\negative net worth. In view of the long term involvement of the company and future prospectus, in the opinion of the management, these are good and realizable hence no provision has been considered necessary.

37. a) Derivative contracts entered into by the company and outstanding as on 31st March, 2016 for hedging currency risks:

(₹ in Lacs)

Nature of Derivative	Type	As at 31.03.2016 No. of Contracts	As at 31.03.2016 Foreign Currency (Million)	As at 31.03.2016 Amount	As at 31.03.2015 No. of Contracts	As at 31.03.2015 Foreign Currency (Million)	As at 31.03.2015 Amount
Forward Covers							
USD/INR	**Sale**	**40**	**42.300**	**28,027.98**	50	80.332	50,211.44
EURO/USD	**Sale**	**22**	**22.544**	**17,001.86**	47	63.198	42,393.58
USD/INR	**Buy**	**172**	**45.567**	**30,188.20**	260	119.938	74,955.03

Note: INR equivalent values have been calculated at the year end exchange rates in INR to give an indicative value of the contracts in rupees. Actual hedges however may be in different currency denominations.

b) Foreign Currency exposure that are not hedged by derivative instruments or otherwise outstanding as on 31st March, 2016 is as under:

(₹ in Lacs)

Nature	As at 31.03.2016 Foreign Currency (Million)	As at 31.03.2016 Amount	As at 31.03.2015 Foreign Currency (Million)	As at 31.03.2015 Amount
Account Payable				
USD	**3.624**	**2,401.20**	18.749	11,718.87
EURO	**0.732**	**552.12**	1.431	959.94
CAD	**0.024**	**12.22**	0.024	11.82

38. The Haryana Government levied w.e.f. 05.05.2000 a Local Area Development Tax (the LADT Act) on the Manufacturing units in the State of Haryana on the entry of goods for use and consumption which has been challenged in the Hon'ble Punjab and Haryana High Court. The Hon'ble Punjab and Haryana High Court disallowed the petition in December, 2001 and the company had by a Special Leave Petition challenged the Order of High Court in the Hon'ble Supreme Court. The Hon'ble Supreme Court referred the matter to a 'five judges' Constitutional Bench, which laid certain parameters to examine the Act on those lines. On the basis of these parameters the Hon'ble High Court have declared the Act to be ultra virus on 14th March, 2007. Since, this issue was being canvassed by various High Courts, the Hon'ble Supreme Court gave an Interim Order that those states where the High Courts have given judgment in favour of the petitioner, no tax would be collected. In the mean time the Haryana Government has repealed the LADT Act and introduced another Act by the name of 'Entry Tax' on the same lines. That Act was also been held ultra vires by the High Court. The order of Punjab and Haryana High Court and other judgements of all the Courts of India have been long pending. The State Governments have requested the Hon'ble Supreme Court that it is very difficult for them to run the Government. So at least till the pendency of the cases in the Hon'ble Supreme Court they may be allowed to charge from past liability and also from the future liability to be accrued. On 30th October, 2009, the Hon'ble Supreme Court have directed that 1/3rd of the liability is to be paid by all the assesses whose cases are pending in the High Courts. As, at present, there is no Act either LADT/Entry Tax prevalent in Haryana State, no tax is being collected from the assesses however undertaking have given by assesses that in case they lose they will make the payment. As such on prudence basis, full liability had been provided for. In the meantime, i.e. on 16.04.2010 the Entry Tax matters of the states have been referred to a larger 9-Judges Constitutional Bench of the Supreme Court, where the judgement of 7-Judges Constitutional Bench passed 49 years ago would be revisited. Constitution Bench has not been constituted as yet and the status of the case is as it is and at present no tax is being collected/paid in Haryana.

39. a) During the year, the Company has recognized the following amounts in the Statement of Profit and Loss Account (refer note no. 22 & note no. 26):

Defined Contribution Plans

	(₹ in Lacs)
	For the year ended 31.03.2016
Employer's Contribution to Provident Fund	**309.86** (237.68)
Employer's Contribution to ESI	**12.87** (31.60)

Defined Benefit Plans

Employer's Contribution to Provident Fund	**300.35** (306.72)

	Gratuity Funded	**Leave Encashment Unfunded**
Current service cost	**171.28** (147.55)	**53.13** (128.89)
Interest cost	**189.67** (178.52)	**42.36** (42.89)
Expected Return on plan assets	**(187.41)** ((173.47))	**-** (-)
Actuarial (gain)/loss	**150.93** (296.87)	**114.47** (95.49)
Curtailment and settlement cost/ Credit	**(4.67)** (-)	**(6.65)** (-)
Net Cost	**319.79** (449.47)	**203.31** (267.27)
Actual Return on Plan Assets	**165.31** (166.63)	**N.A.** (N.A.)
b) Change in Benefit Obligation		
Present value of obligation as at the beginning of the year	**2,514.77** (2,026.15)	**641.39** (548.43)
Current service cost	**171.28** (147.55)	**53.13** (128.89)
Interest cost	**189.67** (178.52)	**42.36** (42.89)
Benefits paid	**(188.68)** ((128.34))	**(232.74)** ((184.31))
Curtailment and Settlement cost	**(21.73)** (-)	**(6.65)** (-)
Actuarial (gain)/loss	**128.83** (290.89)	**114.47** (95.49)
Present value of obligation as at the end of year	**2,794.14** (2,514.77)	**611.96** (641.39)

c) Change in Plan Assets :

(₹ in Lacs)

	Gratuity Funded	Leave Encashment Unfunded
Fair value of plan assets as at the beginning of the year	**2,158.90** (2,059.72)	- (-)
Expected return on plan assets	**187.41** (173.47)	- (-)
Actuarial gain/(loss)	**(22.10)** ((5.98))	- (-)
Employer contribution	**31.45** (60.03)	- (-)
Fund Management Charges	**(1.78)** (-)	- (-)
Settlement cost	**(17.06)** (-)	- (-)
Benefits paid	**(188.68)** ((128.34))	- (-)
Fair value of plan assets as at the end of the year	**2,148.14** (2,158.90	- (-)
Liability recognized in Balance Sheet	**646.00** (355.87)	**611.96** (641.39)

d) Composition of plan assets as a percentage of total plan assets:

	Gratuity	
	₹ in Lacs	%
Insurer Managed Fund	**2,148.14** (2,425.18)	**100%** (100%)
Total	**2,148.14** (2,425.18)	**100%** (100%)

e) The assumptions used to determine the benefit obligations are as follows:

	Gratuity	Leave Encashment
Discount rate	**8.00%** (7.90%-8.00%)	**8.00%** (7.90%-8.00%)
Expected Rate of Return on Plan Assets	**8.00%-8.75%** (8.75%-9.00%)	**N.A.** (N.A.)
Salary Escalation	**5.25%** (5.25%-5.50%)	**5.25%** (5.25%-5.50%)
Mortality	**Indian Assured Lives Mortality (2006-08) Ultimate**	

The expected return on the plan assets is determined considering several applicable factors mainly the composition of plan assets held, assessed risk of assets management, historical results of returns on the plan assets and the policy for the management of plan assets management.

The estimates of future salary increase, considered in actuarial valuation, taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

f) The company makes monthly contributions to Provident Fund managed by Trust for qualifying employees. Under the scheme, the company is required to contribute a specified percentage of the payroll costs to fund the benefits.

In keeping with the Guidance on Implementing Accounting Standard (AS) 15 (Revised) on Employee Benefits notified by the companies (Accounting Standards) Rules, 2006, employer established provident fund trusts are treated as Defined Benefit Plans, since the Company is obliged to meet interest shortfall, if any, with respect to covered employees. Accounting to the actuarial Valuation, the Defined Benefit Obligation of Interest Rate Guarantee on exempted Provident Fund in respect of employees of the company as on 31st March, 2016 works out of ₹ Nil (₹ Nil)and hence no provision is required to be provided for in the books of account towards the guarantee for notified interest rates.

Actuarial assumptions made to determine Interest Rate Guarantee on Exempt Provident Fund Liabilities are as follows:

Particulars	**For the year ended 31.03.2016**
Rate of Discounting	**7.80%** (7.88%)
Rate of return on assets	**8.80%** (8.94%)
Guaranteed Rate of Return	**8.89%** (8.75%)

40. Finance Lease

Assets acquired under leases where the company has substantially all the risks and rewards of ownership are classified as finance lease. Such assets are capitalized at inception of the lease at the lower of the fair value or net present value if minimum lease payments and a liability is created for an equivalent amount.

Lease interest charged to profit & loss for right to use of CTL Machine (Cut to length) for the services regarding cutting of Stainless Steel sheets.

(₹ in Lacs)

	For the year ended 31.03.2016	For the year ended 31.03.2015
Lease Interest	**8.76**	34.60

The agreements are executed for a period of 60 months with the clause that the ownership of the CTL shall be automatically transferred to lessee on the zero value.

The breakup of total minimum lease payments under finance lease are as follows:

(₹ in Lacs)

	As at 31.03.2016	As at 31.03.2015
Not later than one year	**-**	184.57
Later than one year and not later than five years	**-**	-
Later than five years	**-**	-

41 Segment Reporting

i) Information about Business Segment (for the year 2015-16)

Company operates in a Single Primary Segment (Business Segment) i.e. Stainless Steel products.

ii) Secondary Segments (Geographical Segment) **(₹ in Lacs)**

Description	2015-16 Within India	2015-16 Outside India	2015-16 Total
1 Revenue from Sale/Services	**612,611.91**	**91,586.71**	**704,198.62**
	(678,604.02)	(133,845.63)	(812,449.65)
2 Segment Assets *	**429,065.66**	**18,481.19**	**447,546.85**
	(484,168.40)	(24,477.86)	(508,646.26)
3 Capital Expenditure incurred during the year *	**7,402.68**	**-**	**7,402.68**
	(5,548.86)	(-)	(5,548.86)

* The Company's operating facilities are located in India

42 Related Party Transactions

A List of Related Party & Relationship (As identified by the Management - in accordance with Accounting Standard 18 " Related Party Disclosures")

a)	**Subsidiary Companies :**		
	1	Jindal Stainless Steelway Limited	
	2	JSL Lifestyle Limited	
	3	JSL Architecture Limited	
	4	Green Delhi BQS Limited	
	5	JSL Media Limited	
	6	JSL Logistics Limited	
b)	**Associates**		
	1	Jindal Stainless Corporate Management Services Pvt. Ltd. (w.e.f. 2.11.2015)	
c)	**Key Management Personnel :**		
	1	Shri Ashok Kumar Gupta	Whole Time Director and Manager (w.e.f. 2.11.2015)
	2	Shri Ankur Agrawal	Chief Financial Officer (w.e.f. 2.11.2015)
	3	Shri Bhartendu Harit	Company Secretary (w.e.f. 3.11.2015)

B Transactions:

(₹ in Lacs)

Description	For the Year ended 31.03.2016			For the Year ended 31.03.2015	
	Subsid-iary	**Associ-ates**	**Key Manage-ment Personnels**	Subsidiary	Holding Company
Purchase of Goods	**3,184.76**	**-**	**-**	3,120.73	-
Jindal Stainless Steelway Limited	**2,308.83**	**-**	**-**	2,199.43	-
JSL Lifestyle Limited	**875.93**	**-**	**-**	422.34	-
JSL Architecture Limited	**-**	**-**	**-**	498.96	-
Sale of Goods	**66,004.30**	**-**	**-**	77,049.58	-
Jindal Stainless Steelway Limited	**59,044.16**	**-**	**-**	71,528.96	-
JSL Lifestyle Limited	**6,960.15**	**-**	**-**	-	-
Others	**-**	**-**	**-**	5,520.62	-
Job Charges Received	**112.46**	**-**	**-**	431.27	-
Jindal Stainless Steelway Limited	**112.26**	**-**	**-**	430.84	-
Others	**0.19**	**-**	**-**	0.42	-
Job Work Charges Paid	**1,054.05**	**-**	**-**	896.61	-
Jindal Stainless Steelway Limited	**1,002.06**	**-**	**-**	876.16	-
Others	**51.99**	**-**	**-**	20.45	-
Rent Received	**432.84**	**-**	**-**	-	-
Jindal Stainless Steelway Limited	**432.84**	**-**	**-**	-	-
Rent Paid	**10.16**	**-**	**-**	15.67	-
Jindal Stainless Steelway Limited	**10.16**	**-**	**-**	15.67	-
Receiving of Services (Remuneration paid)	**-**	**-**	**111.81**	-	-
Shri Ashok Kumar Gupta-Whole Time Director	**-**	**-**	**82.24**	-	-
Shri Ankur Agrawal - Chief Financial Officer	**-**	**-**	**22.20**	-	-
Shri Bhartendu Harit -Company Secretary	**-**	**-**	**7.38**	-	-
Interest Received	**490.22**	**-**	**-**	305.96	-
JSL Lifestyle Limited	**475.09**	**-**	**-**	87.31	-
Green Delhi BQS Limited *	**-**	**-**	**-**	-	-
JSL Architecture Limited	**-**	**-**	**-**	203.52	-
Others	**15.13**	**-**	**-**	15.13	-
Interest Paid	**-**	**-**	**-**	6.22	-
JSL Architecture Limited	**-**	**-**	**-**	6.22	-
Lease Interest Paid	**8.76**	**-**	**-**	34.60	-
Jindal Stainless Steelway Limited	**8.76**	**-**	**-**	34.60	-
Consultancy Charges Paid	**-**	**895.87**	**-**	-	-
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**895.87**	**-**	-	-
Operating & Maintenance Services Charged	**424.75**	**-**	**-**	-	-
Jindal Stainless Steelway Limited	**424.75**	**-**	**-**	-	-

(₹ in Lacs)

Description	For the Year ended 31.03.2016			For the Year ended 31.03.2015	
	Subsidiary	Associates	Key Management Personnels	Subsidiary	Holding Company
Sharing of Exp. Reimbursed/to be Reiumbursed	**57.93**	**-**	**-**	48.98	-
Jindal Stainless Steelway Limited	**57.75**	**-**	**-**	41.69	-
JSL Architecture Limited	**-**	**-**	**-**	7.11	-
Others	**0.18**	**-**	**-**	0.19	-
Sharing of Exp Recovered/to be Recovered	**106.69**	**41.87**	**-**	41.52	-
JSL Lifestyle Limited	**91.64**	**-**	**-**	6.15	-
Jindal Stainless Steelway Limited	**15.04**	**-**	**-**	29.12	-
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**41.87**	**-**	-	-
JSL Architecture Limited	**-**	**-**	**-**	6.25	-
Loans & Advances recovered	**-**	**-**	**-**	369.55	-
JSL Logistics Limited	**-**	**-**	**-**	369.55	-
Allotment of Equity Shares	**-**	**-**	**-**	-	4.00
Jindal Stainless Limited	**-**	**-**	**-**	-	4.00
Sale of Assets	**-**	**-**	**-**	5.17	-
Jindal Stainless Steelway Limited	**-**	**-**	**-**	5.17	-
Outstanding Balance					
Letter of Comfort Given	**13,718.17**	**-**	**-**	19,645.61	-
Jindal Stainless Steelway Limited	**10,896.00**	**-**	**-**	18,081.00	-
JSL Lifestyle Limited	**2,822.17**	**-**	**-**	-	-
JSL Architecture Limited	**-**	**-**	**-**	1,564.61	-
Loans & Advances	**5,036.54**	**-**	**-**	5,530.01	-
JSL Media	**229.27**	**-**	**-**	558.70	-
JSL Lifestyle Limited	**1,749.98**	**-**	**-**	-	-
Green Delhi BQS Limited	**3,057.29**	**-**	**-**	3,057.85	-
JSL Architecture Limited	**-**	**-**	**-**	1,717.81	-
Others	**-**	**-**	**-**	195.65	-
Receivables	**14,676.47**	**-**	**-**	15,314.12	-
Jindal Stainless Steelway Limited	**7,752.63**	**-**	**-**	10,446.64	-
JSL Lifestyle Limited	**6,580.23**	**-**	**-**	3,828.50	-
Others	**343.61**	**-**	**-**	1,038.98	-
Payables	**570.72**	**450.14**	**-**	259.30	-
Jindal Stainless Steelway Limited	**379.63**	**-**	**-**	222.81	-
JSL Lifestyle Limited	**191.09**	**-**	**-**	28.65	-
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**450.14**	**-**	-	-
Others	**-**	**-**	**-**	7.84	-

*On the request of subsidiary company, in view of continous losses made by them and the litigation as informed to us, during the year company has waived off interest of ₹ **224.65 Lacs** (₹ 224.65 Lacs).

43 Earning Per Share (EPS) computed in accordance with Accounting Standard 20 " Earning Per Share ". (Read with note no. 26)

(₹ in Lacs)

	For the Year ended 31.03.016	For the Year ended 31.03.2015
Net Profit/(Loss) after Tax as per P & L A/c	**1,459.08**	1,231.99
Weighted Average No. of Equity Shares for Basic EPS	**231,185,445**	218,479,115
Add : Weighted average of Potential equity shares converted during the year	**-**	7,895,890
Add : Weighted average of Potential equity shares outstanding as on 31st March,	**43,326**	4,810,440
Weighted average No. of Equity Shares for Diluted EPS	**231,228,771**	231,185,445
Basic EPS Per Share (in ₹)	**0.63**	0.56
Diluted EPS Per Share (in ₹)	**0.63**	0.53
Face Value Per Share (in ₹)	**2.00**	2.00

44 A) Auditors Remuneration includes the following #

(₹ in Lacs)

	For the Year ended 31.03.2016	For the Year ended 31.03.2015
(i) Payment to Auditors		
Audit Fee	**31.04**	0.56
Management /Other Services	**16.74**	-
Certification Work	**5.36**	-
Out of pocket Expenses	**1.34**	-
	54.48	0.56
(ii) Payment to Branch Auditors		
Audit Fee	**2.91**	
Tax Audit Fees	**1.00**	-
Other Capacity	**0.56**	
Certification Work	**11.53**	
Out of pocket Expenses	**0.21**	-
	16.21	-
Total	**70.69**	0.56
(B) Payment to Cost Auditors		
Audit Fee	**1.41**	-
Out of pocket Expenses	**0.21**	-
Total	**1.62**	-

does not include **Nil** (₹ 37.48 Lacs) allocated from Jindal Stainless Limited pursuant to Composite Scheme of Arrangement (refer note no. 26)

(C) Directors' Remuneration includes the following:		
Remuneration paid/payable to Whole Time Director/Chairman		
Salary	**81.43**	-
Commission	**61.35**	-
Monetary value of perquisites	**0.80**	-
	143.58	

45 Capital work-in-progress (CWIP) includes technical know-how and supervision fees, taxes, machinery under installation/in transit, pre-operative expenses and other assets under erection. Details of same are as under:-

(₹ in Lacs)

Description	For the Year ended 31.03.2016	For the Year ended 31.03.2015
Salaries & Allowances	**0.17**	-
Travelling and Conveyance	**11.03**	-
Miscellaneous Expenses	**0.87**	-
	12.07	-
Opening balance brought forward	**24.94**	103.25
	37.01	103.25
Less: Capitalised during the year	**0.88**	78.31
Closing balance carried over	**36.13**	24.94

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A.	**C.I.F. VALUE OF IMPORTS**		
	Raw Material	**142,828.57**	184,811.65
	Stores & Spares	**13,253.48**	12,910.37
	Capital Goods	**766.67**	171.01
B.	**EXPENDITURE IN FOREIGN CURRENCY**		
	i) Export Selling Expenses	**1,588.78**	3,157.65
	ii) Interest	**1,563.08**	8,46.01
	iii) Travelling	**51.85**	61.68
	iv) Legal & Professional Expenses	**9.29**	69.33
	v) Quality Claim	**359.02**	99.08
	vi) Others	**575.12**	1,753.85
C.	**EARNINGS IN FOREIGN CURRENCY**		
	F.O.B. value of export	**91,410.44**	124,749.38
D.	**Remittance of dividend on equity shares**	**NIL**	NIL

47 Previous years' figures have been re-arranged and regrouped wherever considered necessary .

48 Figures in bracket indicate previous year figures.

49 **Note 1 to 49** are annexed to and form integral part of the Balance Sheet and Statement of Profit & Loss.

Signatures to Notes 1 to 49

AUDITORS' REPORT :
In terms of our report of even date annexed hereto.

For **LODHA & CO.**
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

PLACE : New Delhi
DATED : 27 th May, 2016

For and on behalf of the Board of Directors :

RATAN JINDAL
Chairman

ASHOK KUMAR GUPTA
Whole Time Director

ANKUR AGRAWAL
Chief Financial Officer

BHARTENDU HARIT
Company Secretary

To the Members of JINDAL STAINLESS (HISAR) LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of JINDAL STAINLESS (HISAR) LIMITED (herein after referred to as "the Holding Company") and its subsidiaries ("the Holding Company & its subsidiaries " together referred as "the Group") and its associate, comprising of the Consolidated Balance Sheet as at 31st March 2016, the consolidated statement of profit and loss, the consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the consolidated financial statements in terms of the requirements of the Companies Act, 2013 (herein after referred as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group and its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group and its Associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its Associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in the other matter below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at 31st March 2016, and their consolidated Profit and their consolidated cash flows for the year ended on that date.

Emphasis of Matters:

We draw attention to the following matters:

a) Pending Confirmation of Balances of Certain borrowings as stated in footnote (*) of Note 7 of the financial statements.

b) Transfer of Mining Rights pursuant to the Scheme in favour of the Company is subject to necessary approvals of the concerned authorities as stated in Note 26 (1)(g) of the financial statements; and pending the same, effect of mining operations carried out by JSL as above included in the financial statement of JSL as stated in Note 26 (2) of the financial statements.

c) Pending allotment of equity shares against amount of Rs. 36,618.67 Lacs by JSL of the aforesaid equity shares to the company shown as investment (pending allotment) under non-current investment for the reasons as explained in note no. 26 (1) (d) of the financial statements.

d) Note no. 34, regarding loss of Intangible Assets not provided for pending decision of Arbitration proceedings.

Our opinion is not modified in respect of these matters.

Other Matters

(a) We did not audit the financial statements of four subsidiaries, namely, Jindal Stainless Steelway Limited, JSL Lifestyle Limited, JSL Media Limited and Green Delhi BQS Limited; whose financial statements reflect total assets of Rs. 60,535.26 Lacs as at 31st March, 2016, total revenues of Rs. 147,268.67 Lacs and net cash outflows of Rs. 763.15 Lacs for the year ended on that date, as

considered in the consolidated financial statements. We did not audit the financial statement of one associate, namely Jindal Stainless Corporate Management Services Pvt. Limited; in whose financial statements the Company's share of profit is Rs. 2.55 lacs for the year ended on 31st March, 2016. These financial statements have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the report of the other auditors.

Financial statements of a subsidiary namely JSL Logistic Limited; which reflect total assets of Rs. 85.68 Lacs as at 31st March, 2016, total revenue of Rs. 73.87 lacs and total cash outflows of Rs. 2.72 Lacs for the year then ended have been audited by one of the joint auditors of the company.

(b) We have relied on the unaudited financial statements of associate of a subsidiary, namely J.S.S. Steelitalia Limited; in whose financial statements the Company's share of loss is Rs. 94.84 lacs for the year ended on 31st March, 2016. These financial statements/ financial information are unaudited and our opinion on the consolidated financial statements, in so far as it relates to the amounts included and disclosure included in respect of this associate and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid associate is based solely on such unaudited financial statements/ financial information.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

(c) The consolidated balance sheet, the consolidated statement of profit and loss, and the consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies and associate company incorporated in India, none of the Directors of the Group and its Associate incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director in terms of Section 164(2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Group (Holding and Subsidiary Companies incorporated in India) the operating effectiveness of such controls, refer to our separate report in "Annexure - A"; and

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its Associate- Refer Note 25, 33 &34 to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statement, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding company and its subsidiaries companies, Associate Company incorporated in India.

For **LODHA & CO.**
Chartered Accountants
FRN: 301051E

N.K. LODHA
Partner
Membership No 85155
Place : New Delhi
Dated : 27th May, 2016

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants
FRN: 000756N

SUNIL WAHAL
Partner
Membership No 87294

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS of JINDAL STAINLESS (HISAR) LIMITED

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of JINDAL STAINLESS (HISAR) LIMITED ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries (incorporated in India) together referred to as "the Group") which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

We did not audit the financial statements of the subsidiaries namely, Jindal Stainless Steelway Limited, JSL Lifestyle Limited, JSL Media Limited and Green Delhi BQS Limited; whose financial statements have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion, in respect of these subsidiaries under sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries as at 31st March 2016, is based solely on the report of the other auditors.

Financial statements of a subsidiary namely JSL Logistic Limited have been audited by one of the joint auditors of the company.

Meaning of Internal Financial Controls Over Financial Reporting

A Group's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the companies are being made only in accordance with authorizations of management and directors of the Group (Holding Company and its subsidiary companies, which are companies incorporated in India); and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper

management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For **LODHA & CO.**
Chartered Accountants
FRN: 301051E

N.K. LODHA
Partner
Membership No 85155
Place : New Delhi
Dated : 27th May, 2016

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants
FRN: 000756N

SUNIL WAHAL
Partner
Membership No 87294

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

(₹ in Lacs)

DESCRIPTION	NOTE NO.	As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	**4,623.71**	4,623.71
Compulsory Convertible Warrants	30	**2,500.00**	-
Reserves and Surplus	3	**52,709.04**	50,077.66
		59,832.75	54,701.37
MINORITY INTEREST		**1,972.29**	1,893.36
NON-CURRENT LIABILITIES			
Long-term borrowings	4	**121,297.90**	4,809.60
Long-term provisions	6	**682.60**	805.31
		121,980.50	5,614.91
CURRENT LIABILITIES			
Short-term borrowings	7	**78,109.72**	98,830.05
Trade payables	8	**108,083.94**	153,532.60
Other current liabilities	9	**181,645.33**	304,223.64
Short-term provisions	6	**859.57**	444.87
		368,698.56	557,031.16
TOTAL		**552,484.10**	**619,240.80**
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	10		
Tangible assets		**244,849.81**	270,025.82
Intangible assets		**1,090.64**	2,535.62
Capital work-in-progress		**6,060.02**	2,924.60
Non-current investments	11	**36,877.40**	36,990.64
Deferred tax assets (net)	5	**62.80**	99.21
Long-term loans and advances	12	**22,635.27**	5,668.63
Other non-current assets	13	**110.71**	893.38
		311,686.65	319,137.90
GOODWILL ON CONSOLIDATION		**7,590.91**	7,524.81
CURRENT ASSETS			
Inventories	14	**122,139.57**	144,899.47
Trade receivables	15	**83,154.07**	95,543.08
Cash and bank balances	16	**2,315.01**	1,927.84
Short-term loans and advances	12	**25,568.46**	49,868.93
Other current assets	17	**29.43**	338.77
		233,206.54	292,578.09
TOTAL		**552,484.10**	**619,240.80**
Significant Accounting Policies	**1**		
Notes referred to above are an integral part of the financial statements			

AUDITORS' REPORT :
In terms of our report of even date annexed hereto.

For **LODHA & CO.**
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

PLACE : New Delhi
DATED : 27 th May, 2016

For and on behalf of the Board of Directors :

RATAN JINDAL
Chairman

ANKUR AGRAWAL
Chief Financial Officer

ASHOK KUMAR GUPTA
Whole Time Director

BHARTENDU HARIT
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

(₹ in Lacs)

DESCRIPTION	NOTE NO.	For the year ended 31.03.2016	For the year ended 31.03.2015
INCOME			
Revenue from operations (gross)	18	**804,390.66**	898,925.06
Less : Excise duty on sales		**75,684.25**	79,285.44
Revenue from operations (net)		**728,706.41**	819,639.62
Other Income	19	**2,518.94**	2,828.75
TOTAL		**731,225.35**	822,468.37
EXPENSES			
Cost of materials consumed		**456,043.43**	553,401.24
Purchases of trading goods		**7,450.05**	9,526.16
Changes in inventories of finished goods, work in progress and trading goods	20	**16,741.99**	(7,531.94)
Employee benefits expenses	21	**17,727.55**	18,129.67
Finance costs	22	**49,458.17**	47,497.50
Depreciation and amortization expenses	23	**31,515.50**	31,274.86
Other expenses	24		
Manufacturing expenses		**119,687.68**	144,862.88
Administration expenses		**8,697.76**	8,750.67
Selling expenses		**16,569.62**	18,371.07
TOTAL		**723,891.75**	824,282.11
Profit/(Loss) before exceptional and extraordinary items and tax		**7,333.60**	(1,813.74)
Exceptional items - Gain / (Loss)	29	**(4,421.32)**	1,668.60
Profit/(Loss) before tax		**2,912.28**	(145.14)
Tax expense			
Provision for current tax		**372.10**	769.97
MAT credit entitlement		**(214.19)**	(723.14)
Provision for deferred tax		**36.41**	403.33
Previous year taxation adjustment		**(39.50)**	-
Profit/(Loss) before share in Associate and Minority Interest		**2,757.46**	(595.30)
Share of Profit/(Loss) from Associate		**(92.29)**	0.05
Share of Profit/(Loss) of Minority		**(122.12)**	(208.76)
Net Profit/(Loss) for the year		**2,543.05**	(804.01)
Earnings per share (in ₹)	39		
Basic		**1.10**	(0.37)
Diluted		**1.10**	(0.37)
Significant Accounting Policies	**1**		
Notes referred to above are an integral part of the financial statements			

AUDITORS' REPORT :
In terms of our report of even date annexed hereto.

For **LODHA & CO.**
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

PLACE : New Delhi
DATED : 27 th May, 2016

For and on behalf of the Board of Directors :

RATAN JINDAL
Chairman

ANKUR AGRAWAL
Chief Financial Officer

ASHOK KUMAR GUPTA
Whole Time Director

BHARTENDU HARIT
Company Secretary

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

DESCRIPTION	For the year ended 31.03.2016		For the year ended 31.03.2015	
A. Cash Inflow / (Outflow) from Operating Activities				
Net Profit/(Loss) Before Tax & Exceptional Items	**7,333.60**		(1,813.74)	
Adjustment for:				
Depreciation/Amortisation	**31,515.50**		31,274.86	
Provision for Doubtful Debts & Advance / Bad Debts	**21.66**		383.35	
Liability Written Back	**(2,375.20)**		(214.51)	
Mine Development Expenditure Written Off	**192.95**		309.59	
Finance Cost	**49,458.17**		47,497.50	
Interest Income	**(1,882.18)**		(1,904.27)	
Profit/(Loss) on Acquisition of Subsidiaries(including Goodwill)	**-**		1,280.11	
(Profit) / Loss on Sale/Discard of Fixed Assets (Net)	**37.54**		306.74	
Operating Profit Before Working Capital Changes	**84,302.04**		77,119.63	
Adjustment for:				
(Increase) / Decrease in Inventories	**18,849.93**		(5,108.16)	
(Increase) / Decrease in Trade Receivables	**9,400.53**		(8,755.10)	
(Increase) / Decrease in Loans & Advances	**26,086.81**		41,233.78	
Increase / (Decrease) in Liabilities and Provisions	**(43,698.80)**		(56,563.60)	
Cash Inflow from Operating Activities Before Exceptional Items	**94,940.51**		47,926.55	
Exceptional items - Gain/(Loss)	**(2,581.37)**		1,668.60	
Income Tax (Advance) / Refund (Net)	**(540.50)**		(371.31)	
Net Cash Inflow from Operating Activities		**91,818.64**		49,223.84
B. Cash Inflow / (Outflow) from Investing Activities				
Sale/Redemption/(purchase) of Investment (Net)	**0.51**		(370.84)	
Investment in Associate	**(0.50)**		-	
Amount paid in terms of Composite Scheme of Arrangement	**(118,493.00)**		-	
Capital Expenditure	**(9,084.75)**		(6,175.31)	
Loan given to Related Party	**(15,480.31)**		-	
Sales Proceeds of Fixed Assets Sold	**705.71**		3,406.34	
Interest Received	**2,501.06**		2,238.17	
Net Cash Outflow from Investing Activities		**(139,851.28)**		(901.64)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(₹ in Lacs)

DESCRIPTION	For the year ended 31.03.2016		For the year ended 31.03.2015	
C. Cash Inflow / (Outflow) from Financing Activities				
Interest and Finance Charges Paid	**(49,559.35)**		(47,441.59)	
Proceeds from / (Repayment of) Long Term Borrowings (net)	**116,299.75**		-	
Proceeds from / (Repayment of) Short Term Borrowings (net)	**(20,720.35)**		(1,370.95)	
Issue of Equity Shares	**-**		4.00	
Issue of Compulsory Convertible Warrants	**2,500.00**		-	
Minority Interest	**-**		1,684.58	
Net Cash Inflow/(Outflow) from Financing Activities		**48,520.05**		(47,123.95)
Net Changes in Cash & Cash Equivalents		**487.41**		1,198.25
Cash & Cash Equivalents (Closing Balance)	**2,425.72**		1,938.31	
Cash & Cash Equivalents (Opening Balance)	**1,938.31**		0.80	
Cash & Cash Equivalents in terms of Composite Scheme of Arrangement	**-**		739.26	
Net Changes in Cash & Cash Equivalents		**487.41**		1,198.25
Notes :				
1) Cash and cash equivalents includes :-				
Cash, Cheques and Stamps in hand	**1,358.22**		213.14	
Balance with Banks	**1,067.03**		1,724.89	
Puja & Silver Coins	**0.47**		0.28	
	2,425.72		1,938.31	

2) Increase in paid up Capital, in terms of the Composite Scheme of Arrangement, are cash neutral and as such not considered in this statement. (read with note no. 26)

3) Previous year's figures have been regrouped and rearranged wherever considered necessary.

AUDITORS' REPORT :
In terms of our report of even date annexed hereto.

For **LODHA & CO.**
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For **S.S. KOTHARI MEHTA & CO.**
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

PLACE : New Delhi
DATED : 27 th May, 2016

For and on behalf of the Board of Directors :

RATAN JINDAL
Chairman

ANKUR AGRAWAL
Chief Financial Officer

ASHOK KUMAR GUPTA
Whole Time Director

BHARTENDU HARIT
Company Secretary

NOTE NO. – 1 SIGNIFICANT ACCOUNTING POLICIES

i) **Basis of Preparation of Financial Statements:**

Jindal Stainless (Hisar) Limited has prepared consolidated financial statements by consolidating its accounts with those of its following subsidiaries and associates, as on 31.03.2016, to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

Name	Country of Incorporation	%age Shareholding/Voting Power	
Subsidiaries		**31.03.2016**	**31.03.2015**
Jindal Stainless Steelway Limited	India	**81.911**	81.911
JSL Architecture Limited$	India	**-**	74.887
JSL Lifestyle Limited	India	**73.37**	78.47
JSL Logistics Limited	India	**100.00**	100.00
Green Delhi BQS Limited	India	**68.224**	68.224
JSL Media Limited	India	**99.94**	99.94
Associates			
J.S.S. Steelitalia Limited	India	**33.00**	33.00
Jindal Stainless Corporate Management Services Pvt. Ltd.	India	**50.00**	-

$ Pursuant to the Scheme of Amalgamation between JSL Architecture Limited (Transferor Company) with JSL Lifestyle Ltd. (Transferee Company) becoming effective on 2nd December 2015 w.e.f appointed date i.e. 1st April, 2014. The Transferee Company, in consideration, has issue 76 fully paid up Equity Shares of Rs. 10 each for Every 100 Equity Shares of Rs. 10 each held by the Company in Transferor Company.

ii) The Financial Statements of Parent Company and its subsidiaries have been consolidated on line-by-line basis by adding together book value of like items of assets, liabilities, income and expenses after eliminating intra-group balances and intra- group transactions in accordance with Accounting Standard (AS) 21 – "Consolidated Financial Statements".

iii) In case of associates, where Company holds directly or indirectly through subsidiaries 20% or more equity or / and exercises significant influence, investments are accounted for by using equity method in accordance with Accounting Standard (AS) 23 – "Accounting for investments in associates in Consolidated Financial Statements".

iv) Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with Parent company's financial statements.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
2	**SHARE CAPITAL**		
	(A) AUTHORISED		
	240,000,000 (250,000) Equity Shares of ₹ 2/- each	**4,800.00**	5.00
	10,000,000 (Nil) Preference Shares of ₹ 2/- each	**200.00**	
		5,000.00	5.00
	ISSUED, SUBSCRIBED AND PAID UP		
	231,185,445 (250,000) Equity Shares of ₹ 2/- each (Refer note no. 26)	**4,623.71**	-
	(B) SHARE CAPITAL SUSPENSE ACCOUNT (Refer note no. 26)		
	Nil (226,375,005) no's Equity Shares of ₹ 2/-each fully paid up to be issued in terms of Composite Scheme of Arrangement	**-**	4,527.50
	Nil (4,810,440) nos. 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each fully paid up to be issued in terms of Composite Scheme of Arrangement	**-**	96.21
	TOTAL - SHARE CAPITAL	**4,623.71**	4,623.71

(a) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR

	EQUITY SHARES	
	31.03.2016 No. of Shares	31.03.2015 No. of Shares
Shares outstanding at the beginning of the Year (Face Value of ₹ 10/- each)	**-**	10,000
Add : Equity Shares on split from Face Value of ₹ 10/- to ₹ 2/- each	**-**	40,000
Add : Equity Shares issued during the year (Face Value of ₹ 2/- each) (Refer note no. 26)	**231,185,445**	200,000
Less : Cancellation of Equity Shares	**-**	250,000
Shares outstanding at the end of the year	**231,185,445**	-

(b) TERMS/RIGHT ATTACHED TO EQUITY SHARES

The company has only one class of equity shares having a par value of ₹ 2/- per share. Each shareholder is eligible for one vote per equity share held [other than the shares represented by Regulation S Global Depositary Shares (the "GDSs") issued by the Company whose voting rights are subject to certain conditions and procedure as prescribed under the Regulation S Deposit Agreement]. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

As on 31st March 2016, 8,802,167 GDSs (8,802,167 GDSs) with 17,604,334 underlying equity shares (17,604,334 equity shares) were outstanding. Each GDS represents 2 underlying equity shares of the Company.

(c) EQUITY SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER: (Refer note no. 26)

NAME OF THE SHAREHOLDER	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% holding	No. of Shares	% holding
JSL Overseas Holding Limited	**27,700,000**	**11.98%**	-	-
JSL Overseas Limited	**26,560,440**	**11.49%**	-	-
Citigroup Global Markets Mauritius Private Ltd.	**11,904,232**	**5.15%**	-	-
Jindal Stainless Limited*	**-**	**-**	250,000	100.00%

* 1500 shares held by person as nominee of Jindal Stainless Limited.

(d) No bonus, buy back, issue of share other than in cash in last 5 years except about Share Capital suspense account (read with note no. 26)

(e) For details of shares reserved for issue on conversion of warrants, refer note no. 30 regarding terms of conversion.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
3	**RESERVES AND SURPLUS**		
	(a) **CAPITAL RESERVE**		
	As per last account	**5.00**	-
	Add : On cancellation of share capital in terms of Composite Scheme of Arrangement	**-**	5.00
		5.00	5.00
	(b) **SECURITY PREMIUM RESERVE**		
	As per last account	**53,888.94**	-
	Add : Adjusted in terms of Composite Scheme of Arrangement	**-**	53,888.94
		53,888.94	53,888.94
	(c) **SURPLUS /(DEFICIT) IN STATEMENT OF PROFIT AND LOSS**		
	As per last account	**(3,816.28)**	(0.23)
	Add:- On Merger of Subsidiaries	**88.33**	-
	Add:- On Acquisition of Subsidiaries	**-**	(2,942.06)
	Add : Profit/(Loss) after Tax for the year	**2,543.05**	(804.01)
	Less : Depreciation Adjusted to Retained Earnings	**-**	(69.98)
	Surplus/(Deficit) in the statement of Profit & Loss	**(1,184.90)**	(3,816.28)
	TOTAL - RESERVE AND SURPLUS	**52,709.04**	50,077.66

(₹ in Lacs)

Note No.	DESCRIPTION	Non - Current Portion		Current Maturity	
		As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
4	**LONG-TERM BORROWINGS**				
	SECURED				
	(a) **TERM LOAN FROM BANKS**				
	Rupee term loan	**118,344.62**	1,185.22	**1,465.83**	1,652.03
		118,344.62	1,185.22	**1,465.83**	1,652.03
	(b) **CAR LOAN FROM BANKS**	**6.50**	8.64	**2.13**	4.46
	TOTAL - SECURED	**118,351.12**	1,193.86	**1,467.96**	1,656.49
	UNSECURED				
	(c) **LOAN FROM BODY CORPORATE**	**2,946.78**	3,615.74	**-**	-
	TOTAL - UNSECURED	**2,946.78**	3,615.74	**-**	-
	Less: Amount disclosed under the head other current liabilities			**1,467.96**	1,656.49
	TOTAL - LONG TERM BORROWINGS	**121,297.90**	4,809.60	**-**	-

Secured Borrowings

(a) (i) The Company has executed a Rupee Term Loan Agreement ("RTLA") dated March 23, 2016 of ₹ 260,000.00 Lacs ("Term Loan Facility") with a consortium of lenders. The said Term Loan Facility are repayable in quarterly installments of ₹ 130.00 Lacs each during 2016-17, ₹ 4,745.00 Lacs each during 2017-18, ₹ 4,875.00 Lacs each during 2018-19, ₹ 5,850.00 Lacs each during 2019-20, ₹ 6,500.00 Lacs each during 2020-21 and thereafter ₹ 7,150.00 Lacs each from 2021-22 to 2026-27. Out of the above, an amount of ₹ **118,493.00 Lacs** has been disbursed till March 31, 2016.

The above Term Loan Facility is secured (charge created/to be created) by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets including finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable, etc both present and future. (Also read with note no. 31)

(ii) Term Loan amounting to ₹ **143.82 Lacs** (₹ 649.72 Lacs) carries interest @ 13.50% p.a. The loan is repayable in 3 monthly installments of ₹ 45.83 Lacs each along with interest and the last installment of ₹ 6.33 lacs due in July 2016. The loan is Secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future of the company and Second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.

(iii) Term Loan amounting to ₹ **193.75 Lacs** (₹ 294.42 Lacs) carries interest @ 14.50% p.a. the loan is repayable in 2 half yearly installments of ₹ 96.88 Lacs each and the last installment is due in September 2016 . The Loan is secured by way of Hypothecation over the cut to length machine.

(iv) Term Loan amounting to ₹ **743.14 Lacs** (₹ 1,505.47 Lacs) carries interest @ 14.00 % p.a. The loan is repayable as under:- 1-2 Monthly installment of ₹ 63.03 lacs each and 6 monthly installments of ₹ 102.85 lacs each and last installment is due on November 2016.The loan is secured by subservient charge over current assets and movable fixed assets both present & future.

(v) Term Loan amounting to ₹ **234.61 Lacs** (₹ 385.46 Lacs) carries interest @ 13.75% p.a. The loan is repayable in 6 quarterly installments of ₹ 36.50 lacs each and last installment is payable for ₹ 15.61 lacs due in December 2017. The Loan is Secured by way of mortgage of land situated at village Pathreri, Gurgaon & hypothecation of fixed assets of the company and extension of charge by way of hypothecation of Current Assets of the company.

(b) Secured by way of hypothecation of vehicles purchased there under and payable for the terms of the agreement.

(₹ in Lacs)

Note No.	DESCRIPTION	Deferred Tax Liability/Asset As at 31.03.2015	Charge/(Credit) for the year	Deferred Tax Liability/Asset As at 31.03.2016
5	**DEFERRED TAX LIABILITY (NET)**			
	(a) **DEFERRED TAX LIABILITY**			
	Difference between book & tax depreciation	10,299.73	**1,316.68**	**11,616.41**
	Total Deferred Tax Liability	10,299.73	**1,316.68**	**11,616.41**
	(b) **DEFERRED TAX ASSETS**			
	Disallowance under Income Tax	1,659.46	**954.80**	**2,614.26**
	Brought Forward Losses/Unabsorbed Depreciation	8,739.48	**325.47**	**9,064.95**
	Total Deferred Tax Assets	10,398.94	**1,280.27**	**11,679.21**
	DEFERRED TAX (ASSET) (Net) (a-b)	(99.21)	**36.41**	**(62.80)**

(₹ in Lacs)

Note No.	DESCRIPTION	Long-Term		Short-Term	
		As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
6	**PROVISIONS**				
	For Employee Beneifts	**682.60**	805.31	**859.57**	444.87
	TOTAL - PROVISIONS	**682.60**	805.31	**859.57**	444.87

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
7	**SHORT TERM BORROWINGS**		
	SECURED		
	(a) Working capital facilities from bank*	**51,593.45**	58,533.77
	(b) Buyer credit in foreign currency-Against working Capital*	**23,235.21**	37,184.22
	TOTAL - SECURED	**74,828.66**	95,717.99
	UNSECURED		
	(c) Loan from Body Corporate	**3,281.06**	3,112.06
	TOTAL - UNSECURED	**3,281.06**	3,112.06
	TOTAL - SHORT TERM BORROWINGS	**78,109.72**	98,830.05

Secured Borrowings

(a) Working Capital Facilities are secured (charge created/to be created) by first pari-passu charge by way of hypothecation and/or pledge of current assets including finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable, etc both present and future and by way of second charge in respect of other moveable and immoveable properties, both present and future, of the Company. Working Capital Facility is repayable on demand. (Also read with note no. 31)

(b) Buyer Credit Facility are secured (charge created/to be created) by first pari-passu charge by way of hypothecation and/or pledge of current assets including finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable, etc both present and future and by way of second charge in respect of other moveable and immoveable properties, both present and future, of the Company. (Also read with note no. 31)

* Working Capital Facilities of Jindal Stainless Limited continue to have security on the assets transferred in pursuant to Composite Scheme of Arrangement (Read with note no. 26).

* includes the amount of ₹ **7,063.00 Lacs** (₹ 48,187.97 Lacs) of working capital facilities and ₹ **23,235.21 Lacs** (₹ 37,184.22 Lacs) of buyer credit has been allocated by Jindal Stainless Limited pursuant to Composite Scheme of Arrangement (read with note no. 26) pending confirmation from the respective banks.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
8	**TRADE PAYABLES**		
	Trade Payables (Including Acceptances)		
	Dues to Micro and Small enterprises	**207.56**	232.22
	Dues to other than Micro and Small enterprises	**107,876.38**	153,300.38
	TOTAL TRADE PAYABLES	**108,083.94**	153,532.60

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
9	**OTHER CURRENT LIABILITIES**		
	Current maturities of Long term Borrowings. (note no. 4)	**1,467.96**	1,656.49
	Interest accrued but not due on borrowings.	**448.10**	475.21
	Interest accrued and due on borrowings.	**-**	74.07
	Advance from customers	**5,509.68**	5,981.67
	Security Deposits from Agents/Dealers/Others	**81.73**	76.41
	Creditors for capital expenditure	**834.41**	854.06
	Amount payable in terms of Composite Scheme of Arrangement@	**141,507.00**	260,000.00
	Other outstanding liabilities*	**31,796.45**	35,105.73
	TOTAL - OTHER CURRENT LIABILITIES	**181,645.33**	304,223.64

* Includes statutory dues.
@ Refer note no. 26

(₹ in Lacs)

Note No.	DESCRIPTION	GROSS BLOCK						DEPRECIATION AND AMORTISATION							NET BLOCK
		AS AT 01.04.2015	Trf in terms of Composite Scheme of Arrange-ment	Aquired on Acqui-sition of Subsid-iaries	ADDI-TION	SALE/ AD-JUST-MENT	**AS AT 31.03.2016**	AS AT 01.04.2015	Trf in terms of Composite Scheme of Arrange-ment	Aquired on Acquisi-tion of Subsid-iaries	DURING THE YEAR	Re-tained Earn-ing	ON SALE/ AD-JUST-MENT	**AS AT 31.03.2016**	**AS AT 31.03.2016**	AS AT 31.03.2015
10	**FIXED ASSETS#**															
A	**TANGIBLE ASSETS**															
	LEASE HOLD LAND	311.12	-	-	442.16	-	**753.28**	23.15	-	-	21.82	-	-	**44.97**	**708.31**	287.97
	FREE HOLD LAND	32,474.34	-	-	-	-	**32,474.34**	-	-	-	-	-	-	**-**	**32,474.34**	32,474.34
	BUILDINGS	41,057.61	-	-	75.74	322.50	**40,810.85**	3,587.91	-	-	2,574.32	-	11.32	**6,150.91**	**34,659.94**	37,469.70
	PLANT & MACHINERY * $	229,987.80	-	-	4,692.89	1,824.46	**232,856.23**	33,114.83	-	-	26,787.07	-	1,408.35	**58,493.55**	**174,362.68**	196,860.62
	ELECTRIC INSTALLATION	1,053.76	-	-	0.35	-	**1,054.11**	534.85	-	-	62.21	-	-	**597.06**	**457.05**	531.26
	VEHICLES	2,190.24	-	-	123.61	20.31	**2,293.54**	703.96	-	-	240.75	-	4.98	**939.73**	**1,353.81**	1,486.28
	FURNITURE ,FIXTURES & EQUIPMENTS	1,015.19	-	-	38.58	0.49	**1,053.28**	360.92	-	-	117.07	-	0.08	**477.91**	**575.37**	654.27
	OFFICE EQUIPMENT	420.10	-	-	33.76	1.21	**452.65**	158.72	-	-	36.58	-	0.96	**194.34**	**258.31**	261.38
	TOTAL TANGIBLE ASSETS	**308,510.16**	**-**	**-**	**5,407.09**	**2,168.97**	**311,748.28**	**38,484.34**	**-**	**-**	**29,839.82**	**-**	**1,425.69**	**66,898.47**	**244,849.81**	**270,025.82**
	PREVIOUS YEAR	**-**	**286,091.04**	**20,927.24**	**5,561.24**	**4,069.36**	**308,510.16**	**-**	**2,662.26**	**6,887.54**	**29,501.12**	**95.50**	**662.08**	**38,484.34**	**270,025.82**	
B	**INTANGIBLE ASSETS ****															
	COMPUTER SOFTWARE	307.52	-	-	230.70	-	**538.22**	167.84	-	-	55.07	-	-	**222.91**	**315.31**	139.68
	BUS Q SHELTER CONCESSION RIGHT	5,026.38	-	-	-	-	**5,026.38**	3,664.84	-	-	586.21		-	**4,251.05**	**775.33**	1,361.54
	GOODWILL @	2,068.81	-	-	-	-	**2,068.81**	1,034.41	-	-	1,034.40	-	-	**2,068.81**	**-**	1,034.40
	TOTAL INTANGIBLE ASSETS	**7,402.71**	**-**	**-**	**230.70**	**-**	**7,633.41**	**4,867.09**	**-**	**-**	**1,675.68**	**-**	**-**	**6,542.77**	**1,090.64**	**2,535.62**
	PREVIOUS YEAR	**-**	**2,180.07**	**5,332.29**	**0.58**	**110.23**	**7,402.71**	**-**	**-**	**3,202.55**	**1,773.75**	**1.96**	**111.17**	**4,867.09**	**2,535.62**	
	CAPITAL WORK IN PROGRESS														**6,060.02**	**2,924.60**

NOTE

* Include Plant & machinery acquired on Lease amounting to ₹ Nil (₹ 1,018.52 Lacs) and depreciation thereon during the year ₹ Nil (₹ 79.40 Lacs); during the current year, on completion of lease terms, the ownership of underlying assets have been transferred to the company.

** Intangible Assets are amortised as under:

Software	5 Years
Goodwill	2 Years

@ Title deeds of Free Hold Land and Building amounting to ₹ 31,812.00 Lacs and ₹ 324.25 lacs respectively are pending to be transfer in the name of the company. However, mutation of whole land at Hisar (other than 97 kanal of land amounting to ₹ 998.00 Lacs) has been recorded by Land Revenue Department in the name of the Company. (Read with note no. 26)

\# All assets transferred in terms of Composite Scheme of Arrangement would continue to have security in favour of lenders of Jindal Stainless Limited.

$ include ₹ 1,309.04 Lacs pertaining to sub grade & tailing plant for which permission to operate from odisha government is awaited.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016 Nos.	Face Value (₹)	Amount	As at 31.03.2015 Nos.	Face Value (₹)	Amount
11	**INVESTMENTS**						
	NON - CURRENT INVESTMENTS						
	LONG TERM INVESTMENTS - AT COST						
	A Equity Shares pending allotment						
	Jindal Stainless Limited			**36,618.67**			36,618.67
	(in terms of Composite Scheme of Arrangement (Refer note no. 26))						
	Total (A)			**36,618.67**			36,618.67
	B Equity Shares Fully Paid Up of Associate Company - Trade - Unquoted						
	J.S.S. Steelitalia	**7,713,190**	**10.00**	**771.32**	7,713,190	10.00	771.32
	Share in Profit/(Loss) from Associate#			**(515.75)**			(399.97)
	Jindal Stainless Corporate Management Services Pvt LTD*	**5,000**	**10.00**	**0.50**			-
	Share in Profit/(Loss) from Associate			**2.55**			-
	Total (B)			**258.62**			371.35
	* Includes Rs. 0.16 Lacs on Goodwill on Consolidation.						
	# Includes Rs. 327.66 Lacs in Goodwill on Consolidation.						
	C Govt./Semi Govt. Securities - Non Trade						
	National Savings Certificates $			**0.11**			0.62
	Total (C)			**0.11**			0.62
	TOTAL NON CURRENT INVESTMENT (A+B+C)			**36,877.40**			36,990.64

$ Lodged with Government Authorities as Security

(₹ in Lacs)

Note No.	DESCRIPTION	Long-Term		Short-Term	
		As at 31.03.2016	As at 31.03.2015	**As at 31.03.2016**	As at 31.03.2015
12	**LOANS AND ADVANCES**				
	(Unsecured, considered good unlesss otherwise stated)				
	Advance Recoverable in Cash or in kind or the value to be received*	**-**	32.82	**17,593.31**	39,543.00
	Capital advances	**513.46**	201.89	**-**	-
	Security deposits	**2,855.49**	2,789.71	**829.57**	1,086.15
	[Net of Provision of ₹ **54.00 Lacs** (₹ 54.00 Lacs)]				
	Loans to body corporate	**19,266.32**	2,644.21	**1,491.22**	-
	Prepaid Taxes	**-**	-	**679.29**	227.34
	[Net of Provision of ₹ **1,202.14 Lacs** (₹ 1,116.32 Lacs)]				
	MAT Credit Entitlement	**-**	-	**1,021.74**	1,051.57
	Balance with Excise and Sale tax Authorities	**-**	-	**3,953.33**	7,960.87
	TOTAL - LOANS AND ADVANCES	**22,635.27**	5,668.63	**25,568.46**	49,868.93

* include ₹ **Nil** (₹ 22,672.34 Lacs) receivable from Jindal Stainless Limited due to implementation of Composite Scheme of Arrangement. (Refer note no. 26)

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
13	**OTHER NON CURRENT ASSETS**		
	Deposit with original Maturity of more than 12 month	**110.71**	10.47
	Mine Development Expense	**-**	882.91
	TOTAL - OTHER NON CURRENT ASSETS	**110.71**	893.38

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
14	**INVENTORIES**		
	(As taken,valued and certifed by the Management)		
	(valued at lower of cost and net realisable value unless otherwise stated)		
	Raw Materials	**27,674.72**	28,504.53
	[Including material in Transit ₹ **10,943.93 Lacs** (₹ 15,332.33 Lacs)]		
	Work in Progress	**37,653.72**	43,811.29
	Finished Goods	**42,952.34**	57,795.04
	Trading Goods	**34.84**	34.84
	Store and Spares	**11,469.98**	11,950.90
	[Including material in Transit ₹ **948.12 Lacs** (₹ 667.09 Lacs)]		
	Scrap (at estimated realizable value)	**2,353.97**	2,802.87
	TOTAL - INVENTORIES	**122,139.57**	144,899.47

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
15	**TRADE RECEIVABLES**		
	(Unsecured, Considered goods unless otherwise stated)		
	(a) EXCEEDING SIX MONTHS FROM THE DUE DATE OF PAYMENT		
	Unsecured, Considered good	**6,538.55**	13,072.67
	Doubtful	**4,803.67**	4,895.14
	Less : Provision for doubtful receivable	**4,803.67**	4,895.14
		6,538.55	13,072.67
	(b) OTHERS	**76,615.52**	82,470.41
	TOTAL - TRADE RECEIVABLE	**83,154.07**	95,543.08

(₹ in Lacs)

Note No.	DESCRIPTION	As At 31.03.2016	As At 31.03.2015
16	**CASH AND BANK BALANCES**		
(a)	**CASH AND CASH EQUIVALENTS**		
	Balance with banks	**315.98**	785.26
	Cheques in hand / money in transit	**1,345.72**	195.18
	Cash in hand	**12.50**	17.96
	Stamps in hand	**0.36**	0.18
	Puja and silver coins	**0.11**	0.10
	TOTAL CASH AND CASH EQUIVALENTS	**1,674.67**	**998.68**
(b)	**OTHER BANK BALANCES**		
	Bank Deposits with original maturity of more than three month but less than 12 months *	**640.34**	929.16
	Bank Deposits with original maturity of more than 12 months *	**110.71**	10.47
		751.05	**939.63**
	Less: Amount disclosed under the head other Non Current Assets	**(110.71)**	(10.47)
	TOTAL OTHER BANKS BALANCES	**640.34**	**929.16**
	TOTAL - CASH & BANK BALANCES	**2,315.01**	**1,927.84**

* ₹ **746.98 Lacs** (₹ 935.80) is under lien with Banks and pledge with sales tax department.

* ₹ **1 Lacs** (₹ 1 Lac) is pledge with sales tax department.

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
17	**OTHER CURRENT ASSETS**		
	(Unsecured, Considered good unlesss otherwise stated)		
	Interest accrued on Investment /Fixed deposit	**29.43**	29.18
	Mine Development Expense	**-**	309.59
	TOTAL OTHER CURRENT ASSETS	**29.43**	**338.77**

(₹ in Lacs)

Note No.	DESCRIPTION	For the year ended 31.03.2016	For the year ended 31.03.2015
18	**REVENUE FROM OPERATIONS**		
(a)	**SALE OF PRODUCTS**		
	Finished Goods	**784,374.92**	857,244.36
	Semi Finished Goods	**57.21**	288.33
	Trading Goods	**10,612.41**	30,003.58
	Export Benefits	**2,706.24**	5,450.44
		797,750.78	**892,986.71**
(b)	**SALE OF SERVICES**		
	Job charges received	**2,427.93**	1,199.20
	Consultancy Charges / Commission Received / Advertisement Income	**-**	261.18
		2,427.93	**1,460.38**
(c)	**OTHER OPERATING REVENUE**		
	Sale of Gases	**1,111.56**	83.54
	Provision for Doubtful Debts/Advances reversed	**84.11**	-
	Miscellaneous Income	**3,016.28**	4,394.43
		4,211.95	**4,477.97**
	REVENUE FROM OPERATIONS (GROSS)	**804,390.66**	**898,925.06**

(₹ in Lacs)

Note No.	DESCRIPTION	For the year ended 31.03.2016	For the year ended 31.03.2015
19	**OTHER INCOME**		
(a)	**INTEREST INCOME ON**		
	Long Term Investments	**-**	0.24
	Loans & Advances	**326.14**	529.59
	Debtors	**1,556.04**	1,374.44
		1,882.18	**1,904.27**
(b)	**OTHER NON-OPERATING INCOME (net)**	**636.76**	**924.48**
	(include remeunration received back ₹ **45.87 Lacs** (Nil) (refer note 40)		
	TOTAL - OTHER INCOME	**2,518.94**	**2,828.75**

(₹ in Lacs)

Note No.	DESCRIPTION	For the year ended 31.03.2016	For the year ended 31.03.2015
20	**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND TRADING GOODS**		
	OPENING STOCK		
	Finished Goods	**57,795.04**	48,068.40
	Work in Progress	**43,811.29**	34,428.32
	Scrap	**2,802.87**	2,511.07
	Trading Goods	**34.84**	34.84
		104,444.04	**85,042.63**
	Less : Transferred (note no. 26(2))	**3,877.81**	**-**
	Add:-On Acquisition of subsidiaries		
	Finished Goods	**-**	**3,468.71**
	Work in Progress	**-**	**7,172.86**
	Scrap	**-**	**149.83**
	Trading Goods	**-**	**-**
		-	**10,791.40**
	CLOSING STOCK		
	Finished Goods	**42,952.34**	57,795.04
	Work in Progress	**37,653.72**	43,811.29
	Scrap	**2,353.97**	2,802.87
	Trading Goods	**34.84**	34.84
	TOTAL Closing Stock	**82,994.87**	**104,444.04**
	Excise Duty on account of increase/(decrease) in Stock of Finished Products	**(829.37)**	**1,078.07**
	TOTAL - CHANGES IN INVENTORIES	**16,741.99**	**(7,531.94)**

(₹ in Lacs)

Note No.	DESCRIPTION	For the year ended 31.03.2016	For the year ended 31.03.2015
21	**EMPLOYEE BENEFITS EXPENSES**		
	Salaries, Wages, Bonus and Other benefits	**16,008.02**	16,351.66
	Contribution to provident and other funds	**807.68**	836.61
	Staff Welfare Expenses	**911.85**	941.40
	TOTAL - EMPLOYEE BENEFITS EXPENSES	**17,727.55**	**18,129.67**

(₹ in Lacs)

Note No.	DESCRIPTION	For the year ended 31.03.2016	For the year ended 31.03.2015
22	**FINANCE COST**		
	Interest Expenses	**47,002.94**	43,237.92
	Other Borrowing Costs	**2,455.23**	4,259.58
	TOTAL - FINANCE COST	**49,458.17**	**47,497.50**

(₹ in Lacs)

Note No.	DESCRIPTION	For the year ended 31.03.2016	For the year ended 31.03.2015
23	**DEPRECIATION AND AMORTIZATION EXPENSES**		
	Depreciation on Fixed Assets	**29,839.82**	29,501.13
	Amortization of Intangible assets	**1,675.68**	1,773.73
	TOTAL - DEPRECIATION AND AMORTIZATION EXPENSES	**31,515.50**	**31,274.86**

(₹ in Lacs)

Note No.	DESCRIPTION	For the year ended 31.03.2016	For the year ended 31.03.2015
24	**OTHER EXPENSES**		
(a)	**MANUFACTURING EXPENSES**		
	Consumption of Stores and Spare parts	**43,128.26**	46,265.32
	Power and Fuel	**62,378.42**	84,235.52
	Labour Processing & Transportation Charges	**6,344.00**	5,790.26
	Repairs to buildings	**106.84**	201.29
	Repairs to plant & machinery	**1,927.53**	1,943.52
	Job work expenses	**1,766.00**	1,297.31
	Other Manufacturing Expenses	**4,036.63**	5,129.66
		119,687.68	**144,862.88**
(b)	**ADMINISTRATIVE EXPENSES**		
	Insurance	**929.47**	919.18
	Rent	**541.62**	434.21
	Rates and Taxes	**862.94**	1,160.31
	Legal and Professional	**2,551.29**	1,848.90
	Postage, Telegram ,Telex and Telephone	**307.99**	340.23
	Printing & Stationary	**334.15**	367.15
	Travelling & Conveyance	**755.48**	743.07
	Managerial Commission	**61.35**	-
	Director' Meeting Fees	**5.75**	0.51
	Vehicle Upkeep and Maintenance	**577.89**	551.80
	Auditor's Remuneration	**91.72**	60.00
	Donation	**62.24**	54.33
	Previous year adjustments (net)	**244.92**	321.96
	Net (Gain)/Loss in sale of fixed assets	**37.54**	306.74
	Miscellaneous Expenses	**1,140.46**	1,332.69
	Mine Development Expenses W/off	**192.95**	309.59
		8,697.76	**8,750.67**
(c)	**SELLING EXPENSES**		
	Other Selling Expenses	**427.84**	1,563.37
	Discount & Rebate	**5,457.33**	4,424.48
	Freight & Forwarding Expenses	**8,135.47**	8,377.21
	Commission on Sales	**2,144.54**	2,945.14
	Provision for Doubtful Debts/Advances	**26.29**	383.35
	Bad Debts	**86.84**	407.09
	Advertisement & Publicity	**291.31**	270.43
		16,569.62	**18,371.07**
	TOTAL - OTHER EXPENSES	**144,955.06**	**171,984.62**
	PREVIOUS YEAR ADJUSTMENTS (NET) INCLUDES:		
	Income relating to earlier years	**(0.21)**	**(60.85)**
	Expensesrelating to earlier years	**245.13**	**382.82**
		244.92	**321.97**

25.

(₹ in Lacs)

			As at 31.03.2016	As at 31.03.2015
A)	**Contingent Liabilities not provided for in respect of:**			
	a)	Guarantees given by the Company's Bankers on behalf of Company.	**10,228.27**	2,185.09
	b)	Letter of Credit outstanding.	**26,699.96**	48,854.79
	c)	Bills discounted with banks.	**21,510.36**	43,646.70
	d)	i) Sales Tax Demands against which Company has preferred appeals.	**45.05**	45.05
		ii) Excise Duty/Custom/Service Tax/Cess/Royalty Show Cause Notices/Demands against which company has preferred appeals.	**7,863.43**	8,685.31
		iii) Income tax Demands against which Company has preferred appeals.	**-**	28.30
		iv) Claims and other liabilities against the company not acknowledged as debt.	**5,588.98**	7,811.31
B)	Custom duty saved/to be saved on Guarantee given to the cutom authorities for Inport under EPCG Scheme		**704.47**	1,139.86

(read with note no. 26)

26. Composite Scheme of Arrangement

1. A Composite Scheme of Arrangement (here in after referred to as 'Scheme') amongst Jindal Stainless Limited (JSL) and its three wholly owned subsidiaries namely Jindal Stainless (Hisar) Limited (the Company/Transferee/Resulting Company), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) under the provision of Sec 391-394 read with 100-103 of the Companies Act, 1956 and other relevant provision of Companies Act, 1956 and / or Companies Act, 2013 has been sanctioned by the Hon'ble High Court of Punjab & Haryana, Chandigarh vide its Order dated 21st September 2015, modified by order dated 12th October, 2015.

   Pursuant to the Section I and Section II of the Scheme becoming effective on 1st November, 2015 w.e.f. appointed date i.e. close of business hours before midnight of March 31, 2014:

   a) On 21st November, 2015 the Company has allotted 23,11,85,445 equity shares of ₹2/- each (other than in cash) to the equity shareholders of Jindal Stainless Limited (JSL) in the ratio of one equity share of the company for every one equity share held in JSL.

   b) The Authorised share capital of the company has been enhanced to ₹ 50,00,00,000 (Rupees Fifty Crore) divided into 24,00,00,000 (Twenty Four Crore) equity shares having face value of ₹ 2 (Two) each and 1,00,00,000 (One Crore) preference shares having face value of ₹ 2 (Rupees Two) each.

   c) Out of ₹ 260,000.00 lacs payable to JSL, ₹ 235,924.00 lacs has been paid till date (including ₹118,493.00 lacs paid upto 31st March 2016).

   d) Against amount of ₹ 36,618.67 Lacs, JSL is required to issue and allot equity shares to the company at a price to be determined in accordance with chapter VII of SEBI (ICDR) Regulations 2009, with the record date jointly decided by the board of directors of JSL and the company being considered as relevant date as specified in the scheme. As specified in the Scheme, the Board of Directors of the Company in the meeting held on 27th May, 2016 have, subject to approval by the Board of Directors of JSL, proposed to fix 8th June, 2016 as the record date for determination of price for allotment of the above said shares. Accordingly, pending allotment by JSL of the aforesaid equity shares to the company, the same has been shown as investment (pending allotment) under "Non-Current Investment".

   e) In terms of the Scheme, all the business and activities of Demerged Undertakings and Business Undertaking 1 (as referred in the Scheme) carried on by JSL on and after the appointed date, as stated above, are deemed to have been carried on behalf of the Company. Accordingly, necessary effects have been given in these accounts on the Scheme becoming effective.

   f) The necessary steps and formalities in respect of transfer of and vesting in the properties, licenses, approvals and investments in favor of the Company and modification of charges etc. are under implementation.

   g) The actual transfer of the leasehold rights of the company in the chromite-ore mine at Orissa ("Mining Rights"), forming a part of the Demerged Undertakings (as defined in the Scheme), to Jindal Stainless (Hisar) Limited ("JSHL"), is subject to receipt of necessary approvals from the concerned authorities and compliance with the applicable conditions as prescribed under the Mines and Minerals (Development and Regulation) Act, 1957 (as amended) and as may be prescribed under the final Mineral (Transfer of Mining Lease Granted Otherwise than through Auction for Captive Use) Rules, 2016 and/or any other applicable rules/regulations.

2. Pending actual transfer of the Mining Rights (as stated in Note 26(1)(g) above) to JSHL in accordance with the Scheme, since 1st November 2015 (i.e. effective date of Sections I and II of the Scheme):- (i) all mining activities in relation to the Mining Rights continue to be carried out by JSL; and (ii) all assets (excluding fixed assets) and liabilities (including contingent liabilities) in relation to the Mining Rights continue to be recorded in the books of JSL. Accordingly, effect of mining operations carried out by JSL as above included in the financial statement of JSL as on 31st March 2016 is summarized as below:

	(₹ in Lacs)
Particulars	**Amount**
Assets	6,062.82
Liabilities	2,789.24
Total Revenue	2,842.48
Total Expenses	1,868.33
Profit before tax	974.15

27. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) ₹**4,357.42 Lacs** (₹2,476.33 Lacs).

28. Certain balances of trade receivable, loan & advance, trade payable and other liabilities are subject to confirmation and/or reconciliation.

29. Exceptional items includes Gain/(Loss) (net) of ₹**(3,588.45)** Lacs {₹ 692.17 Lacs} on translation/settlement of foreign currency monetary items (including borrowing), gain / (loss) of (₹ **316.62** Lacs) { ₹ (22.32 Lacs)} upon marked to market of derivatives contracts, gain/(loss) of ₹ **1,323.70** Lacs {₹ 998.75 Lacs} on forward cover cancelation and also includes amount written off/provided for of ₹ **1,839.95 Lacs** (including provision of ₹ **32.91** Lacs)(₹ Nil) being non recoverable from certain parties.

30 On 30th March, 2016, the Company has issued and allotted 12,50,00,000 number Compulsory Convertible Warrants (CCW) of ₹2/- each to promoter group entities on preferential basis for the purpose to infuse funds by promoters in terms of sanction letter dated 23rd November 2015 by State Bank of India. The CCW are convertible into equity shares at any time after 5 months but not later than 18 months from the date of allotment of CCW at a price to be determined in accordance with the pricing formula provided under chapter VII of the SEBI (ICDR) Regulations, 2009 and computed on the relevant date i.e. thirty days prior to the date on which the allottee(s) will become entitled to apply for equity shares.

As the conversion price for CCW is not yet ascertained and will be ascertained only when the holder of the CCW becomes entitled for conversion, it would presently not be possible to calculate the number of shares to be allotted, till the price of conversion is fixed.

31. (a) The Term Loan Facility and Working Capital Facility (including Buyers' Credit) of the Company are/will also be secured by the following additional securities:

(i) Unconditional & irrevocable personal guarantee of Mr. Ratan Jindal;

(ii) Unconditional & irrevocable corporate guarantee of Jindal Stainless limited (JSL);

(iii) Pledge of 87.7% of Promoter's shareholding, as determined on the basis of the filings of the Borrower with the Securities Exchange Board of India (SEBI);

(iv) Pledge of such number of shares of JSL as are held by it other than shares pledged/to be pledged by the Company in favour of lenders of JSL as required under the asset monetisation plan approved by the empowered group of corporate debt restructuring lenders of JSL vide their letter dated December 26, 2014

(v) Pledge over investments of the Company in subsidiaries as listed below:

- JSL Lifestyle Limited; and
- JSL Logistics Limited

(vi) Certain conditions, modification and creation of security of the Term Loan Facility are in process of compliance.

(b) The security is to be created by the company over its immovable properties and movable fixed assets, current assets and shares of JSL Lifestyle limited in favour of SBICAP Trustee Company Limited (security Trustee) for lenders of Corporate Term Loan (CTL) of JSL of amounting to ₹95,800.00 lacs and CDR lenders of JSL.

(c) Term Loan and Working Capital Facilities of Jindal Stainless Limited continue to have security on the assets transferred in pursuant to Composite Scheme of Arrangement (Read with note no. 26).Pending requisite no-objection certificates from the JSL lenders, the necessary steps and formalities in respect of satisfaction/modification of these charges are under implementation.

32. The operations of Ferro alloys unit of the Company situated at Kothavalasa in Vizianagaram district, Andhra Pradesh has been temporarily shut down due labour problems. Management is hopeful to resolve the issue in near future enabling it to resume operations.

33. The Haryana Government levied w.e.f. 05.05.2000 a Local Area Development Tax (the LADT Act) on the Manufacturing units in the State of Haryana on the entry of goods for use and consumption which has been challenged in the Hon'ble Punjab and Haryana High Court. The Hon'ble Punjab and Haryana High Court disallowed the petition in December, 2001 and the company had by a Special Leave Petition

challenged the Order of High Court in the Hon'ble Supreme Court. The Hon'ble Supreme Court referred the matter to a 'five judges' Constitutional Bench, which laid certain parameters to examine the Act on those lines. On the basis of these parameters the Hon'ble High Court have declared the Act to be ultra virus on 14th March, 2007. Since, this issue was being canvassed by various High Courts, the Hon'ble Supreme Court gave an Interim Order that those states where the High Courts have given judgment in favour of the petitioner, no tax would be collected. In the mean time the Haryana Government has repealed the LADT Act and introduced another Act by the name of 'Entry Tax' on the same lines. That Act was also been held ultra vires by the High Court. The order of Punjab and Haryana High Court and other judgements of all the Courts of India have been long pending. The State Governments have requested the Hon'ble Supreme Court that it is very difficult for them to run the Government. So at least till the pendency of the cases in the Hon'ble Supreme Court they may be allowed to charge from past liability and also from the future liability to be accrued. On 30th October, 2009, the Hon'ble Supreme Court have directed that 1/3rd of the liability is to be paid by all the assesses whose cases are pending in the High Courts. As, at present, there is no Act either LADT/Entry Tax prevalent in Haryana State, no tax is being collected from the assesses however undertaking have given by assesses that in case they lose they will make the payment. As such on prudence basis, full liability had been provided for. In the meantime, i.e. on 16.04.2010 the Entry Tax matters of the states have been referred to a larger 9-Judges Constitutional Bench of the Supreme Court, where the judgement of 7-Judges Constitutional Bench passed 49 years ago would be revisited. Constitution Bench has not been constituted as yet and the status of the case is as it is and at present no tax is being collected/paid in Haryana.

34. In the case of Green Delhi BQS Limited (GDBQS) the Company has Concession Agreement with Delhi Transport Corporation (DTC) for BOT Project of Bus-Q-Shelter (BQS) wherein the Company is to pay ₹ 93,800/- per BQS per month as concession fee. However, DTC did not hand over some of the premium sites at Airport area of Delhi for construction of BQS as per the agreed Contract and breached the terms of Concession Agreement. The advertisement revenue of the aforesaid sites is much higher than the sites proposed to be handed over, The Company has approached, Hon'ble Delhi High Court, to resolve the dispute for the injustice done to the Company in non allotment of the premium sites. Meanwhile, DTC has terminated the contract because of nonpayment of full concession fee to DTC. However, Hon'ble Delhi High Court vide order dated 31st March, 2011 upheld the decision of termination of contract by DTC wherein the Hon'ble Court had given the order that as per the contract agreement, the matter is to be contemplated in Arbitration Proceedings. BQS were handed over to DTC. Case is being heard in the Arbitration Proceedings. One of the outcomes of Arbitration could be that GDBQS may get back all the shelters and will resume the business. Hence pending decision of Arbitration proceedings, loss of Intangible Assets of Bus-Q-Shelters (Concession rights) of ₹ 7,75,33,306/- has not been provided for.

35. Green Delhi BQS Limited has taken Unsecured Loan from certain Inter Corporate Companies aggregating to ₹ 410,498,532/- outstanding as on March 31, 2016 (inclusive of interest credited till March 31, 2012). The Company is not able to service interest liability due to insufficient cash flow / -ve net worth of the company. The Company has negotiated said companies for waiver of interest liability with an assurance to pay the principal liability after the outcome of the Arbitration proceedings, which is likely to be decided during the next financial year.

36. In case of Green Delhi BQS Limited and JSL Media Limited, in view of non availability of convincing evidence as to the certainty of the future taxable profit, no deferred tax has been created for the current year.

37 Segment Reporting:

i) **Information about Business Segment (for the year 2015-16)**

Company operates in a Single Primary Segment (Business Segment) i.e. Stainless Steel products.

ii) **Secondary Segments (Geographical Segment)**

(₹ in Lacs)

S. No.	Particulars	2015-16 Within India	2015-16 Outside India	2015-16 Total	2014-15 Within India	2014-15 Outside India	2014-15 Total
1	Revenue	**701,430.47**	**98,748.24**	**800,178.71**	755,083.58	139,363.51	894,447.09
2	Segment Assets	**465,513.86**	**19,980.59**	**485,494.45**	545,007.22	25,695.81	570,703.03
3	Capital Expenditure incurred during the year	**8,773.21**	**-**	**8,773.21**	5,695.01	-	5,695.01

38 Related Party Transactions

A List of Related Party & Relationship (As identified by the Management-in accordance with Accounting Standard 18" Related Party Disclosure")

a)	**Key Management Personnel :**	
1	Shri Ashok Kumar Gupta	Whole Time Director and Manager (w.e.f. 2.11.2015) - Jindal Stainless (Hisar) Limited
2	Shri Ankur Agrawal	Chief Financial Officer (w.e.f. 2.11.2015) - Jindal Stainless (Hisar) Limited Director - JSL Media Limited and Green Delhi BQS Limited
3	Shri Bhartendu Harit	Company Secretary (w.e.f. 3.11.2015) - Jindal Stainless (Hisar) Limited
4	Shri Jitender Pal Verma	Director - JSL Architecture Limited (upto 23.03.2015) *
5	Shri Rajiv Rajvanshi	Director - JSL Architecture Limited *
6	Smt. Deepika Jindal	Managing Director - JSL Lifestyle Limited Managing Director - JSL Architecture Limited *
7	Shri Anuj Jain	Director & CEO - JSL Architecture Limited * Director - JSL Media Limited and Green Delhi BQS Limited Whole Time Director & CEO - JSL Lifestyle Limited
8	Shri Nirmal Chandra Mathur	Director - JSL Architecture Limited *
9	Shri Rajesh Kumar Pandey	Company Secretary - JSL Architecture Limited (upto 20.05.2014) * Company Secretary - Jindal Stainless Steelway Limited
10	Shri Ajay Kumar	Whole Time Director - Jindal Stainless Steelway Limited
11	Shri Sanjeev Sharma	Chief Financial Officer - Jindal Stainless Steelway Limited
12	Shri. Kuldeep Chander Gandralia	Director - JSL Architecture Limited-w.e.f 20.09.2014 * Whole Time Director - JSL Lifestyle Limited-w.e.f 05.12.2015
13	Shri Harender Singh	Chief Financial Officer - JSL Lifestyle Limited
14	Shri Rajeev Kumar Agarwal	Company Secretary - JSL Lifestyle Limited
	* Read with note no. 1(i)	
b)	**Associates**	
1	J.S.S. Steelitalia Limited	
2	Jindal Stainless Corporate Management Services Pvt. Ltd.	
c)	**Enterprises over which any person described in (c) or (d) along with their relatives is able to exercise significant influence with whom transactions have been taken place during the year:**	
1	Jindal Stainless Limited	

B Transactions : **(₹ in Lacs)**

Description	For the year ended 31.03.2016			For the year ended 31.03.2015		
	Key Management Personnels	**Enterprises controlled by key Management Personnels & their Relatives**	**Associates**	Key Management Personnels	Enterprises controlled by key Management Personnels & their Relatives	Associates
Purchase of Goods	**-**	**19.29**	**0.02**	**-**	**-**	**-**
Jindal Stainless Limited	**-**	**19.29**	**-**	**-**	**-**	**-**
J.S.S. Steelitalia Limited	**-**	**-**	**0.02**	**-**	**-**	**-**
Sale of Goods	**-**	**47.93**	**2,182.86**	**-**	**-**	**496.99**
J.S.S. Steelitalia Limited	**-**	**-**	**2,182.21**	**-**	**-**	496.99
Jindal Stainless Limited	**-**	**47.93**	**-**	**-**	**-**	**-**
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**-**	**0.65**	**-**	**-**	**-**
Consultancy Charges Paid	**-**	**-**	**895.86**	**-**	**-**	**-**
Jindal Stainless Corporate Management Services Pvt. Ltd	**-**	**-**	**895.86**	**-**	**-**	**-**
Receiving of Services (Remuneration paid)	**496.59**	**-**	**-**	**339.68**	**-**	**-**
Smt Deepika Jindal	**117.85**	**-**	**-**	121.81	**-**	**-**
Shri Anuj Jain	**108.42**	**-**	**-**	127.12	**-**	**-**
Shri Ajay Kumar	**57.34**	**-**	**-**	51.80	**-**	**-**
Shri Kuldeep Chander Gandralia	**22.85**	**-**	**-**	**-**	**-**	**-**
Shri Harender Singh	**23.94**	**-**	**-**	**-**	**-**	**-**
Shri Rajeev Kumar Agarwal	**10.79**	**-**	**-**	**-**	**-**	**-**
Shri Ashok Kumar Gupta	**82.24**	**-**	**-**	**-**	**-**	**-**
Shri Ankur Agrawal	**22.20**	**-**	**-**	**-**	**-**	**-**
Shri Bhartendu Harit	**7.38**	**-**	**-**	**-**	**-**	**-**
Shri Sanjeev Sharma	**35.32**	**-**	**-**	**-**	**-**	**-**
Shri Rajesh Kumar Pandey	**8.27**	**-**	**-**	**-**	**-**	**-**
Others	**-**	**-**	**-**	38.95	**-**	**-**
Sharing of Exp. Reimbursed/to be reimbursed	**-**	**15.07**	**62.44**	**-**	**-**	**25.35**
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**-**	**41.87**	**-**	**-**	**-**
Jindal Stainless Limited	**-**	**15.07**		**-**	**-**	**-**
J.S.S. Steelitalia Limited	**-**	**-**	**20.57**	**-**	**--**	25.35
Sharing of Exp. Recovered/to be recovered	**-**	**-**	**12.69**	**-**	**-**	**0.30**
J.S.S. Steelitalia Limited	**-**	**-**	**0.89**	**-**	**-**	0.30

(₹ in Lacs)

Description	For the year ended 31.03.2016			For the year ended 31.03.2015		
	Key Management Personnels	**Enterprises controlled by key Management Personnels & their Relatives**	**Associates**	Key Management Personnels	Enterprises controlled by key Management Personnels & their Relatives	Associates
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**-**	**11.81**	**-**	**-**	**-**
Outstanding Balance						
Receivables	**-**	**-**	**335.91**	**-**	**-**	**324.75**
J.S.S. Steelitalia Limited	**-**	**-**	**335.26**	**-**	**-**	324.75
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**-**	**0.65**	**-**	**-**	**-**
Payables		**130.95**	**461.94**	**-**	**-**	**-**
Jindal Stainless Corporate Management Services Pvt. Ltd.	**-**	**-**	**461.94**	**-**	**-**	**-**
Jindal Stainless Limited	**-**	**130.95**	**-**	**-**	**-**	**-**

39 Earning Per Share (EPS) computed in accordance with Accounting Standard 20 " Earning Per Share ".(read with note no.-26)

(₹ in Lacs)

	For the year ended 31.03.2016	For the year ended 31.03.2015
Net Profit/(Loss) after Tax as per P & L A/c	**2,543.05**	(804.01)
Weighted Average No. of Equity Shares for Basic EPS	**231,185,445**	218,479,115
Add : Weighted average of Potential equity shares converted during the year	**-**	7,895,890
Add : Weighted average of Potential equity shares outstanding as on 31st March	**43,326**	4,810,440
Weighted average No. of Equity Shares for Diluted EPS	**231,228,771**	231,185,445
(Face value Rs. 2/- per share)		
Basic EPS Per Share (in ₹)	**1.10**	(0.37)
Diluted EPS Per Share (in ₹)	**1.10**	(0.37)
Face Value Per Share (in ₹)	**2.00**	2.00

40 Remuneration paid during the year by JSL Life Style Limited to the Managing Director amounting ₹ 1,17,85,000/- is according to the Approval of Central Government. Remuneration excessively paid over & above Central Government 's approval of ₹ 26,10,000 /- and ₹19,76,800/- related to Financial Years 2013-2014 and 2014-2015 respectively has been taken back from Managing Director during the year.

41 Figures in bracket indicate previous year figures.

42 Previous years' figures have been re-arranged and regrouped whenever considered necessary.

43 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary / Associate.

(₹ in Lacs)

Name of the Entity	Net Assets (Total Assets minus Total Liabilities)		Share in Profit /Loss	
	As % of consolidated net assets	Amount	As % of consolidated Profit or Loss	Amount
Parent Company				
Jindal Stainless (Hisar)Limited	**121.92**	**63,694.66**	**57.38**	**1,459.08**
Subsidiaries				
Indian				
Jindal Stainless Steelway Limited	**15.20**	**7,940.66**	**10.88**	**276.80**
JSL Lifestyle Limited	**5.73**	**2,991.29**	**12.73**	**323.67**
Green Delhi BQS Limited	**(19.92)**	**(10,409.12)**	**(23.18)**	**(589.57)**
JSL Media Limited	**(6.50)**	**(3,397.63)**	**(1.85)**	**(47.14)**
JSL Logistics Limited	**0.12**	**61.44**	**0.19**	**4.71**
Minority Interest in all Subsidiaries	**(3.78)**	**(1,972.29)**	**(4.80)**	**(122.12)**
Associates (Investment as per equity method)				
J.S.S.Stainless Limited	**(1.02)**	**(532.31)**	**(3.73)**	**(94.84)**
Jindal Stainless Corporate Management Services Private Limited	**0.01**	**2.89**	**0.10**	**2.55**
Consolidation Adjustments/Elimination	**(11.75)**	**(6,137.75)**	**52.30**	**1,329.91**
Total	**100**	**52,241.84**	**100**	**2,543.05**

44 **Note 1 to 44** are annexed to and form integral part of the Balance Sheet and Statement of Profit & Loss.

Auditors' Report :
In terms of our report of even date annexed hereto.

For and on behalf of the Board of Directors:

For LODHA & CO.
Chartered Accountants

N.K. LODHA
Partner
Membership No. 85155
FRN 301051E

For S.S. KOTHARI MEHTA & CO.
Chartered Accountants

SUNIL WAHAL
Partner
Membership No. 87294
FRN 000756N

RATAN JINDAL
Chairman

ANKUR AGRAWAL
Chief Financial Officer

ASHOK KUMAR GUPTA
Whole Time Director

BHARTENDU HARIT
Company Secretary

PLACE: New Delhi
DATED: 27th May, 2016

FORM AOC-1 (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

(₹ in Lacs)

Name of the Subsidiary (Read with note no.1 (i))	Reporting Period	Reporting Currency and Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investment	Turnover	Profit/ (Loss) before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Share holding
Jindal Stainless Steelway Limited	31 March, 2016	INR	1,716.69	6,223.97	39,076.33	31,135.67	971.32	131,252.00	372.24	95.44	276.80	-	81.911%
JSL Lifestyle Limited	31 March, 2016	INR	2,850.17	141.12	19,915.58	16,924.28	2.30	16,006.67	403.93	80.26	323.67	-	77.738%
Green Delhi BQS Limited	31 March, 2016	INR	10.00	(10,419.12)	1,103.37	11,512.49	-	10.00	(589.57)	-	(589.57)	-	68.880%
JSL Media Limited	31 March, 2016	INR	5.00	(3,402.63)	439.99	3,837.62	-	-	(51.52)	(4.38)	(47.14)	-	99.940%
JSL Logistics Limited	31 March, 2016	INR	5.00	56.44	85.68	24.24	-	73.87	1.95	(2.76)	4.71	-	100.000%

Shares of Associate held by the company on the year end					Profit/Loss for the year				
Name of Associate	Latest audited Balance Sheet Date	No.	Amount of Investment in Associate	Extend of Holding%	Net worth attributable to shareholding as per latest audited Balance Sheet	Considered in Consolidation	Not Considered in Consolidation	Description of how there is significant influence	Reason why the Associate is not consolidated
J.S.S.Steelitalia Limited *	31 March, 2016	7713190	771.32	33%	255.57	(115.78)	(235.09)	% Holding	NA
Jindal Stainless Corporate Management Services Private Limited	31 March, 2016	5000	0.50	50%	3.05	2.55	2.55	% Holding	NA

* Management Certified

RATAN JINDAL	ASHOK GUPTA	ANKUR AGRAWAL	BHARTENDU HARIT
Chairman	Whole Time Director	Chief Financial Officer	Company Secretary

PLACE: New Delhi

DATED: 27 th. May, 2016

Jindal Stainless (Hisar) Limited
(Formerly: Jindal Stainless (Hisar) Private Limited,
KS Infra Tower and Landmark Private Limited)
(CIN: L27205HR2013PLC049963)
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.jshl@jindalstainless.com
Website: www.jshlstainless.com
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066.

E-COMMUNICATION REGISTRATION FORM

To,
Link Intime India Private Limited
[Unit: Jindal Stainless (Hisar) Limited]
44, Community Center, 2nd Floor
Naraina Industrial Area, Phase I, Near PVR,
Naraina, New Delhi - 110028
Phone No.: (011) 41410592/93/94
Fax No.: (011) 41410591
Email : delhi@linkintime.co.in

Green initiative on Corporate Governance

I/we hereby exercise my/our option to receive all communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. in electronic mode pursuant to the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs vide circular no. 17/2011 dated 21st April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No./ DP ID & Client ID No.: .....

Name of 1st Registered Holder: .....

Name of Joint Holder(s), if any : .....

Registered Address of the Sole/1st Registered Holder :.....

No. of Shares held :.....

E-mail ID (to be registered) :.....

Date : ……..…… Signature : ……..……..

Notes:

1) On registration, all communications will be sent to the e-mail ID registered.
2) Shareholders are requested to keep the Company's Registrar – Link Intime India Pvt. Ltd. informed as and when there is any change in the e-mail address.

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]
(CIN: L27205HR2013PLC049963)
Name of the Company: Jindal Stainless (Hisar) Limited
(Formerly: Jindal Stainless (Hisar) Private Limited, KS Infra Tower and Landmark Private Limited)
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

Name: ……, Address: ……

Email Id.: ……, Signature: ……, or failing him

Name: ……, Address: ……

Email Id.: ……, Signature: ……, or failing him

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 3rd Annual General Meeting of the Company, to be held on the 30th day of September, 2016 at 12:00 Noon 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	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors.		
2	To appoint Director in place of Mr. Abhyuday Jindal, who retires by rotation and being eligible, offers himself for re-appointment.		

3	To ratify appointment of M/s. Lodha & Co., Chartered Accountants and M/s. S.S. Kothari Mehta & Co., Chartered Accountants as Joint Statutory Auditors and M/s. N.C. Aggarwal & Co., Chartered Accountants as Branch Auditors and to fix their remuneration.		
4	Appointment of Mrs. Deepika Jindal as a Director.		
5	Appointment of Mr. Girish Sharma as an Independent Director.		
6	Appointment of Mr. Arunendra Kumar as an Independent Director.		
7	Appointment of Mr. Nirmal Chandra Mathur as an Independent Director.		
8	Ratification of payment of remuneration to M/s Kabra & Associates, Cost Accountants, as Cost Auditors of the Company.		
9	Authority to enter into related party contracts/ arrangements / transactions.		
10	To consider giving guarantee in favour of Axis Bank Limited, acting as agent on behalf of lenders, for securing the External Commercial Borrowings (ECBs) of USD 200 million granted to Jindal Stainless Limited.		

Signed this ..... day of September, 2016

Affix Revenue Stamp

..... Signature of shareholder

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

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 (✓) 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 (HISAR) LIMITED

(Formerly: Jindal Stainless (Hisar) Private Limited,
KS Infra Tower and Landmark Private Limited)
CIN: L27205HR2013PLC049963
Regd. Office: O.P. Jindal Marg, Hisar -125005 (Haryana)
Phone No. (01662) 222471-83, Fax No. (01662) 220499
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066
Email Id. for Investors: investor.jshl@jindalstainless.com; Website: www.jshlstainless.com

ATTENDANCE SLIP

Registered Folio / DP ID & Client ID	**:**
Name and Address of the Shareholder(s)	**:**
Number of Shares held	**:**

I/We hereby record my/our presence at the 3rd Annual General Meeting of the Company at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Friday, the 30th day of September, 2016 at 12:00 Noon

Signature of Shareholder / Proxy Present: .....

Note:

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 and annual report 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.

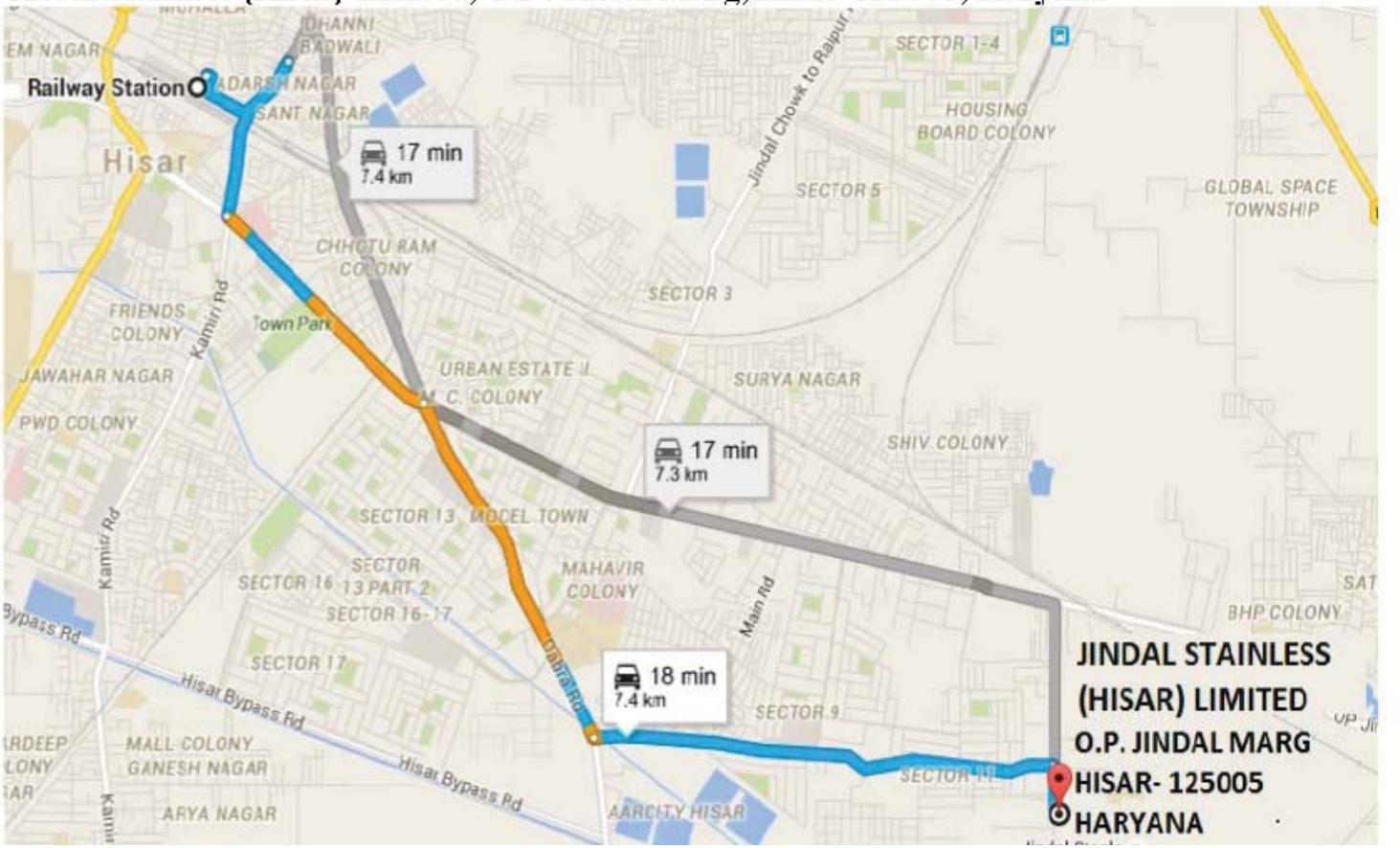
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

ELECTRONIC VOTING PARTICULARS

(EVSN) E Voting Sequence Number	USER ID	* Sequence Number

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

Venue of the 3rd Annual General Meeting
Jindal Stainless (Hisar) Limited, O.P. Jindal Marg, Hisar-125005, Haryana





Corporate Social Responsibility

Corporate Social Responsibility (CSR) is the strategic approach towards sustainable community development and the key to inclusive growth. With that as a focus, JSHL's Corporate Vision is “To be admired as a Socially Responsible Corporate and a Sustained Value Creator for all its Stakeholders”.

Aligned to its vision, JSHL through its Foundation has a wide range of social development programs initiated near its Corporate Head office, Plant locations and factories with the aim of empowering communities and bringing succour to their woes. In addition, efforts are being made to get the employees sensitized on social issues and get them engaged in community work through volunteering programs. This has given all stakeholders i.e. the employees; the community and others in the supply chain an opportunity to get connected with each other especially in the immediate operational space. Jindal Stainless (Hisar) Limited has established links with various National/International CSR initiatives and stressed upon participatory approach of program development and design.

PROMOTING GENDER EQUALITY AND EMPOWERMENT OF WOMEN



International Women's Day Celebration

The guest speakers spoke on the UN Theme “Pledge for Parity - Planet 50-50 by 2030: Step It Up for Gender Equality.” The message was on empowering women through skills and education for development, health for vitality and strength, safety for living a safe and happy life. Videos showcased messages by mothers to their daughters and stories related to women of yesterday and today who stood against exploitation to bring change in society. Ten women achievers from CSR projects were felicitated.

Save the Girl child

The project team regularly visits 300 married women during door-to-door visits and besides giving awareness on immunization, safe deliveries, educating girls, skill development, also encourages them to invest in Government schemes for girls, adopting family planning methods etc.

Details of the New Born Babies:

Child Delivery Status	Govt. Hosp.	Pvt. Hosp.	Home	Total
Male Child	20	23	-	43
Female Child	18	24	-	42

Celebration of National Nutrition Week

Celebration of the National Nutrition Week saw events such as short films on nutrition, lectures by ASHA workers and awareness session for adolescent girls. The girls were informed about the general health and hygiene, body development and changes, importance of education, nutritious food and safety etc.

PROMOTING EDUCATION



Hole in the Wall – HIWEL

HIWEL offers a joyful learning experience to children from Class I up to Class XII. Breaking the traditional confines of a school, HIWEL takes the Learning Station to the playground, employs a unique collaborative learning approach and encourages children to explore, learn and just enjoy. It facilitates learning for the marginalized children, by providing unconditional and public access to computers through its Learning Stations installed in the community. JSL's programs in the education sector ranged from setting up village libraries, running non-formal education programs to bridging the gap between children who are out of school and enroll them to formal education set-ups to computer education.

Impact:

- The open space and peer group learning works naturally for the kids.
- 90% of students don't have computers at home and access the learning station to study. Minimally invasive learning methodology is very useful for students and the assessment has shown tangible impact in acquisition of academic and computing skills.

Parents and teachers have shown a positive response from both the communities towards the usage of Hole-in-the-Wall learning system.

HEALTH



Mobile Health Van Dispensary

Mobile Health Van Integrated Health Care programs have been designed to address both preventive and curative health. Ten villages are touched every fortnight by the medical team from N.C. Jindal Hospital and Research Centre (NCJH). The health van reaches out to communities, which have little or no access to healthcare facilities. The medical outreach program for the rural communities has rendered medical services to patients besides giving awareness sessions on various diseases. The mobile health van has reached 6930 OPD patients and sensitized 2742 people.

HIV/AIDS Volunteer Program

The Master Trainers (MTs) disseminated information pertaining to the spread of this epidemic, safe

practices, myth and misconceptions, support system at Civil Hospital etc in a participatory manner. The MTs reach out to new people at various locations such as hospital parks, canteens, shops, cab centers, villages, companies etc. World AIDS Day designated on 1st December was celebrated by the Company with tying of red ribbons by CSR Volunteer MTs.

NGO Partner Cancer Roko: Cancer Detection and Awareness Camp

To spread awareness among the community about cancer, its early detection and treatment, Cancer camps were organized in association with NGO partner Cancer Roko for screening of Breast, Cervical and Oral Cancer at different villages in the vicinity of Hisar. During the first two camps conducted this year, there were 348 registrations and 34 were tested for pap smear, 50 for mammography and 11 for oral cancer. Doctors of Cancer Wing NCJH shared their expertise with the villagers and apprised them of the facilities and treatment at NCJH at nominal costs. This is a great initiative, which is providing succour to the many unserved.

ENVIRONMENT CONSERVATION

Organic Farming Project

There are over 275 farmers who are continuing the practices of organic farming covering an area of approx 268.5 acres. Besides building capacities of farmers, the team facilitates the farmers in getting inputs on land preparation, soil enriching techniques, treatment of seeds, crop rotation, mixed cropping etc.

The farmers were linked to the Vital Organics and Organic Outlets for the supply of vegetables, groceries and milk. Organic vegetable stalls were organized at HRD and CRD Division of the Jindal Stainless (Hisar) Limited. In addition to holding discussions with the community on organic farming, our resource persons have motivated the local to adopt dairy farming and shared information on animal breeds, milk production, costing, disease management common amongst buffaloes / cows.

SKILL DEVELOPMENT

Dress Designing and Fashion Technology

Stainless Steel Skill Training Institute (SSTI) in



collaboration with USHA International Ltd trains women and girls in Sewing, Design and Embroidery courses. Two exhibitions were organized to showcase the dresses and handbags in the month of May and August 2015. Mrs. Deepikkaa Jindal, Chairperson, Jindal Stainless Foundation visited the exhibition. Exposure visits were organized for students at Shiv Kripa Trading Company, a unit manufacturing school uniforms and T-shirts, ITI (Women) Hisar and a boutique. Usha International Limited displayed the latest Sewing machines at SSTI.

Launching of Asmita Project for Skill Enhancement

Asmita project with partner NGO Earthly Goods Foundation was launched in September 2015 at Stainless Skill Training Institute, Hisar. The project was initiated with the objective to assess current level of women in stitching and tailoring, provide intensive skills training, conduct workshop to develop sample of products and explore marketing linkage to sell these products.

Beauty Culture Basic and Advance course at Stainless Skill Training Institute

A one year beauty culture and wellness program is being carried out at the SSTI, where students besides the theory component of the course are also engaged in practical training at various JSL colonies. The highlights of the program are mehandi, hair cutting and threading. Awareness programs on Skin and Hair and exposure visits to ITI (Women) Hisar were orgainsed.

Diploma in Industrial Electrical Course

The students, besides the theory and practical training imparted, are taken on visits to various companies

including an exposure visit to our own power plant at Hisar. The final assessment for students of Diploma in Industrial Electrical by Schneider Electric India Foundation was held in the first week of September 2015.

Jindal Skill Development Center

As part of our Skill training program the SSTI in partnership with Sambhav Foundation (Labornet), started multi layered programs on 16th March 2016 for the youth around Hisar, with the purpose of providing gainful employment opportunities.

The courses offered are Domestic BPO (Non voice), Training in Banking, Financial Services and Insurance (BFSI) and Beauty & Wellness trainings.

Skill Enhancement and Livelihood Promotion on Paper Re-cycling Art



The Skill enhancement and economic empowerment project with the partner NGO Action Centre for Transformation (ACT) started on 3rd Aug 2015 with the aim of training women to make products from newspapers. After a 10 days training workshop, the women were facilitated in marketing their products like bookmarks, paper bags, rakhis, keyring, eco candle, paper bowls, pen stands, baskets, square baskets, dustbins, mats, runner, tea coaster, door decorative strings, jewellery, photo frames, hair bands and earrings etc.

OTHER PROGRAMS

Ashlesha Welfare Society

The Ashlesha Welfare Society, formed by the local women made crochet earrings and other products and supplied to the Delhi Corporate Office and other marketing outlets like the Army Welfare



Wives Association (AWWA) Centres located at the CSD canteens. Exhibition cum sale of eco friendly rakhis, jute envelopes, jute table runners, door bells, bags etc was organized in the company premises for Ladies Club Members and employees of HRD and CRD.

CSR Exposure Visit for GET's 2015

The fresh JSHL GET batch 2015 visited various CSR Initiatives at the village and centers to learn about JSL community connect. Information was shared about Jindal Stainless Foundation that works for the wellbeing of the community and its involvement in multiple community development activities such as development of employable skills among youth, improvement in quality of education and healthcare, creation of livelihood opportunities for the poor, empowerment of women etc.

Student Internship Programs

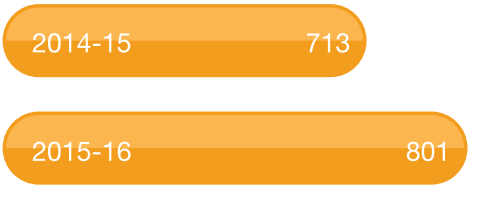
Jindal Stainless (Hisar) Limited offered internship programs to a number of institutions including IIM, Indore, India Today Institute of Management, BULMIM, O.P. Jindal Global University etc. The program is designed to provide interns an opportunity to be exposed to the social sector and increase their awareness on the problems and limited opportunities available to the communities at the bottom of the pyramid. They are attached to various CSR projects and engage with women, youth, farmers, children and other stakeholders. After having worked on defined projects, the interns submit a report, which captures the essence of the projects. They are also encouraged to prepare case studies, carry out impact analysis and make progressive suggestions for improvement.

Jindal Stainless (Hisar) Limited
Highlights 2015-16 (Standalone)

Key Highlights 2015-16

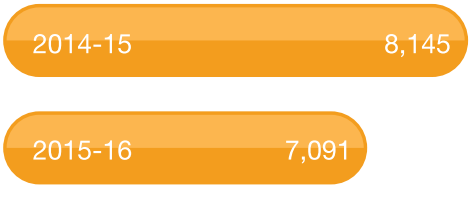
Particulars	2015-16	2014-15
Stainless Steel Production (tons)	654,305	693,040
Gross Revenue (₹crore)	7,091	8,145
EBIDTA (₹crore)	801	713

EBIDTA* (₹crore)

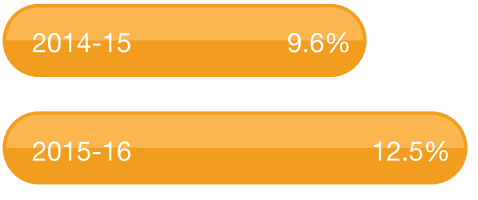


*excluding other non-operational income
Growth over the previous year: 12%

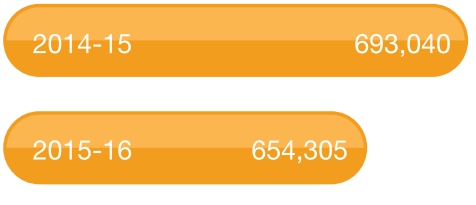
Revenue from operations (Gross) (₹crore)



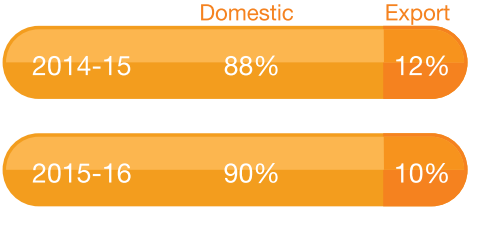
EBIDTA/Net Sales (%)



Stainless Steel Melting Production (tons)



SS Domestic Export Sales Volume Ratio



CORPORATE OFFICE

NEW DELHI

JINDAL CENTRE
12, Bhikaiji Cama Place, New Delhi - 110066, India
Phone : +91 - 011 - 26188345 - 60
Fax : +91 - 011 - 26170691, 26161271
Email : info@jindalsteel.com

REGISTERED OFFICE

HISAR

O.P. Jindal Marg, Hisar- 125 005 (Haryana) India
Phone : 01662 - 222471-83
Fax : 01662 - 220499
Email : info.jshl@jindalstainless.com
Email for Investors : investorcare.jshl@jindalstainless.com

MANUFACTURING FACILITIES

HISAR

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Email : info.jshl@jindalstainless.com

KOTHAVALASA

Jindal Nagar, Kothavalasa – 535 183
Dist. Vizianagaram (A.P.), India
Phone : 08966 - 273327, 273254, 273335
Fax : 08966 - 273326
Email : info.visakhapatnam@jindalsteel.com

JSL
JINDAL STAINLESS

Shaping a Stainless World

www.jshlstainless.com