JSHL: 2019:
January 7, 2019

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
Security Code No.: 539597

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

Sub.: Submission of copy of Notice of Extraordinary General Meeting

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith copy of the Notice of Extraordinary General Meeting of Shareholders of Jindal Stainless (Hisar) Limited scheduled to be held on 1st February, 2019 at 12:00 Noon at the Registered Office of the Company at O.P. Jindal Marg, Hisar - 125005, Haryana.

Kindly take the above information on record and acknowledge receipt.

Thanking you,

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

Jindal Stainless (Hisar) Limited

(Bhartendu Harit)
Company Secretary

JINDAL STAINLESS (HISAR) 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.: investorcare.jshl@jindalstainless.com, Website: www.jshlstainless.com
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066

NOTICE is hereby given that an **Extraordinary General Meeting** ("**EGM**") of the members of **Jindal Stainless (Hisar) Limited** ("**the Company**") will be held on Friday, the **1st day of February, 2019** at **12:00 Noon** at O.P. Jindal Marg, Hisar – 125 005 (Haryana) (the "**Registered Office**") to transact the following special business:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

1. ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

"**RESOLVED** that pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and subject to all requisite consents and approvals, Main Objects at Clause III (A) of Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause III (A)(4) with the following new Clause III (A)(4):

'4.To carry on all or any of the business of manufacturing, developing, assemblers, fitters, engineers, consultants, erectors, founders, smelters, refiners, makers, drawers, sinkers, miners, workers, repairers, hire purchase dealers, import and export agents, representatives, contractors and dealers of and in forging, casting of steel, stainless and special steels, alloys and ferrous and non-ferrous metals, auto parts, rail coach/ wagon/ locomotive assemblies/ components/ sub-assemblies/ sub-components, tools and implements, dies, jigs, laser cut/ press formed/ welded/roll formed parts/ components/ products, steel pipes and tubes and pipe fittings, iron and steel products, cast iron and steel and tubular structural.'

"**RESOLVED FURTHER** that the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute) 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 and settle any question or difficulty arising in connection therewith or incidental thereto."

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
December 31, 2018

By order of the Board
For Jindal Stainless (Hisar) Limited

Bhartendu Harit
Company Secretary
Membership No.: A15123

NOTES:

1. A statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (as amended from time to time) concerning special business to be transacted at the EGM is annexed hereto (the "**Explanatory Statement**").

2. **A member entitled to attend and vote at the EGM, 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 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Management and Administration) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Secretarial Standard

on General Meetings (SS-2), 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 for his entire shareholding and such person shall not act as proxy for any other person or shareholder.

3. The Attendance Slip and Proxy Form with clear instructions for filling, stamping, signing and / or depositing the Proxy Form are enclosed.

4. The Proxy Form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM in relation to which it is deposited. The Proxy Form is valid only if it is properly stamped as per the applicable law and any unstamped or inadequately stamped Proxy Forms or Proxy Forms upon which the stamps have not been cancelled are invalid.

5. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send to the Company / Link Intime India Private Limited, Company's Registrar and Transfer Agent ("**Registrar**"), in advance, a duly certified copy of the relevant board resolution / letter of authority / power of attorney, together with the respective specimen signatures of those representative(s) authorizing their representative to attend and vote on their behalf at the meeting.

6. Route map and details of a prominent land mark of the venue of meeting is annexed with this EGM notice.

7. The Securities and Exchange Board of India ("**SEBI**") has mandated submission of Permanent Account Number ("**PAN**") by every participant in the securities market. Members holding equity shares of the Company in electronic form are, therefore, requested to submit their respective PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding equity shares of the Company in physical form are requested to submit their PAN details to the Registrar.

8. **SEBI has mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after April 1, 2019, unless the securities are held in dematerialized form. Hence, the Members holding equity shares in physical form are requested to convert their holdings to dematerialized form to at the earliest.**

9. Under the 'Green Initiative' of the Ministry of Corporate Affairs, notice of the EGM is being sent to the Members who have registered e-mail addresses, through e-mail and to all other members by registered post. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.

10. All documents referred to in the accompanying notice of the EGM and the Explanatory Statement are open to inspection by the Members at the Registered Office and corporate office (Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066) of the Company on all working days up to the date of the EGM between 11:00 A.M. and 5:00 P.M.

11. The business of the meeting may be transacted by the Members through remote electronic voting system. Members who do not have access to remote 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 31st day of January, 2019 (5:00 p.m.). A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.

12. The voting rights of the Members shall be in proportion to their respective shareholding of the paid-up equity share capital of the Company as on the cut-off date (i.e. 25th January, 2019) and as per the register of members of the Company. A person who is not a Member as on the cut-off date should treat this notice of the EGM for information purpose only.

13. In case of joint holders of shares of the Company attending the Meeting, only the Member whose name appears first will be entitled to vote.

14. Any Member, who has already exercised his vote through remote e-voting, may attend the EGM but is prohibited to vote at the EGM and his vote, if any, cast at the EGM shall be treated as invalid.

15. At the end of the discussion of the resolutions on which voting is to be held at the EGM, the chairman of the EGM shall with the assistance of the scrutinizer (Mr. Kamal Gupta, Advocate, who has consented to act as the scrutinizer) allow voting for all those Members who are present at the EGM but have not cast their vote electronically using the remote e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company is a leading manufacturer /producer of stainless steel products in austenitic, ferritic, martensitic and duplex grades and its product range includes stainless steel slabs and blooms, hot rolled coils, plates and sheets, cold rolled coils and sheets and specialty products such as razor blade steel, precision strips and coin blanks.

Today, Stainless Steel ("SS") is one of the fastest growing value-added metal in the country. In the last few years, the Government of India has taken strong initiatives which have given significant push to the domestic SS industry.

The demand for stainless steel is expected to witness significant rise with the changing consumption pattern, especially in automobile and railways. Indian Railways' push to increase the number of stainless steel coaches and rising demand for metro coaches will significantly increase stainless steel demand. Also, due to the metal's extended service life, low maintenance cost and higher payload ratio, penetration of stainless steel wagons will increase consistently. Hence, over the next five years, CRISIL Research expects stainless steel demand from Railways to improve at a robust pace upto 2022-23. CRISIL Research projects stainless steel demand from the Automotive, Railway & Transport (ART) segment to grow 8-9% CAGR over the next decade.

The Board of Directors of the Company at its meeting held on 30th October, 2018, considered to explore business of manufacture, distribution and sale of products like retention tanks and water tanks, water reservoirs and other products for Railways and other Metro Coach Manufacturers, which can conveniently and advantageously be combined with the existing business of the Company.

The above activities are not covered in the existing Objects Clause of Memorandum of Association of the Company. In order to enable the Company to carry out the aforesaid business activities, your Directors have proposed alteration in the Object Clause III(A) of Memorandum of Association by substituting the existing Clause III (A)(4) with the new Clause III (A)(4) as stated in the Resolution at Item No. 1 of this Notice. The above amendment would be subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, Delhi and any other Statutory or Regulatory Authority, as may be necessary.

As per the provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of members by way of Special Resolution through Postal Ballot is required to amend the object clause of the Company. However, pursuant to the proviso to Section 110(1) of the Companies Act, 2013, any item of business required to be transacted by means of postal ballot under Section 110(1)(a) of the Companies Act, 2013 may be transacted at a general meeting by a company which is required to provide the facility to its members to vote by electronic means under Section 108 of the Companies Act, 2013, in the manner provided in that section.

Accordingly, the Board of Directors recommends the alteration of its Main Object Clause III (A)(4) as set out in Item No. 1 of the Notice of EGM for your approval as Special Resolution.

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

A copy of the Memorandum of Association together with the proposed amendment is available for inspection at Registered Office and Corporate Office of the Company between 11:00 a.m. and 5:00 p.m. on all working days up to the date of the EGM.

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
December 31, 2018

By order of the Board
For Jindal Stainless (Hisar) Limited

Bhartendu Harit
Company Secretary
Membership No.: A15123

INSTRUCTIONS FOR REMOTE E-VOTING:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility as an alternate for Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the EGM of the Company to be held on Friday, the 1st day of February, 2019. 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 Members of the Company. The 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. Kamal Gupta, Advocate, as the scrutinizer for conducting the remote e-voting process in a fair and transparent manner, who has consented to act as the scrutinizer. The list of members / beneficial owners shall be reckoned on the equity shares of the Company as on 25th January, 2019.

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

(i) The remote e-voting period begins on 29th January, 2019 at 9.00 a.m. and ends on 31st January, 2019 at 5.00 p.m. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 25th January, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by the Central Depository Services Limited ("**CDSL**") for voting thereafter.
(ii) Members of the Company who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
(iii) The Members of the Company should log on to the e-voting website www.evotingindia.com.
(iv) Click on "Shareholders/Members"
(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 of the Company 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 equity shares of the Company 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 equity shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both members holding equity shares of the Company in demat form as well as in the physical form)

* 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 Notice in loose leaf.

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

(ix) After entering these details appropriately, click on "SUBMIT" tab.
(x) Members holding equity shares in physical form will then directly reach the Company selection screen. However, members holding equity 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 the

Company opts for e-voting through the 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 resolution contained in this EGM notice.

(xii) Click on the EVSN '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 set out in this EGM notice and option NO implies that you dissent to the resolution as set out in this EGM notice.

(xiv) Click on the "RESOLUTION FILE LINK" if you wish to view the entire resolution details as set out in this EGM notice.

(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 a Member of who is a demat account holder has forgotten the same password then enter the 'User ID' and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.

(xix) Members 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 respectively. Please follow the instructions as prompted by the mobile app while voting on and from your mobile.

(xx) Note for Non-Individual Members and Custodians:

- Non-Individual Members (i.e. other than individuals, Hindu Undivided Families, non-resident Indians, etc.) 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 which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- Any person, who acquires shares of the Company and become member of the Company after the dispatch of the EGM notice and holding equity shares of the Company as on the cut-off date i.e. January 25, 2019 may follow the same instructions as mentioned above for e-voting.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com as well as to the Secretarial Department of the Company at investorcare.jshl@jindalstainless.com.

FOR ATTENTION OF THE MEMBERS

1. 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 demat form.
2. As per provisions of the Companies Act, 2013 read with rules framed thereunder (including any amendment, modification or re-enactment thereof for the time being in force), facility for making nominations is available to individuals holding equity shares in the Company. Members holding equity shares in physical form may obtain Nomination Form No. SH-13 from the Company's Registrar. Members holding equity shares in electronic form are required to approach their respective DPs for the nomination.
3. The Company's equity shares are compulsorily traded in demat form by all Members. Members are requested to get the shares dematerialised in their own interest.
4. SEBI has under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), made it mandatory for the transferees as well as transferors to furnish copy of PAN to the Company / Registrar for registration of transfer of equity shares in physical form.
5. SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after April 1, 2019, unless the securities are held in dematerialized form. Hence, the

Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.

6. The Company has created an Email Id. 'investorcare.jshl@jindalstainless.com', which is being used exclusively for the purpose of redressing the complaints of the investors/Members.
7. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
8. As a measure of economy, copies of the EGM notice will not be distributed at the EGM. Members are requested to bring along their copies.
9. Members/proxies are requested to bring the Attendance Slip, duly filled in.
10. **Mandatory updating of PAN and bank account details against your physical holding**

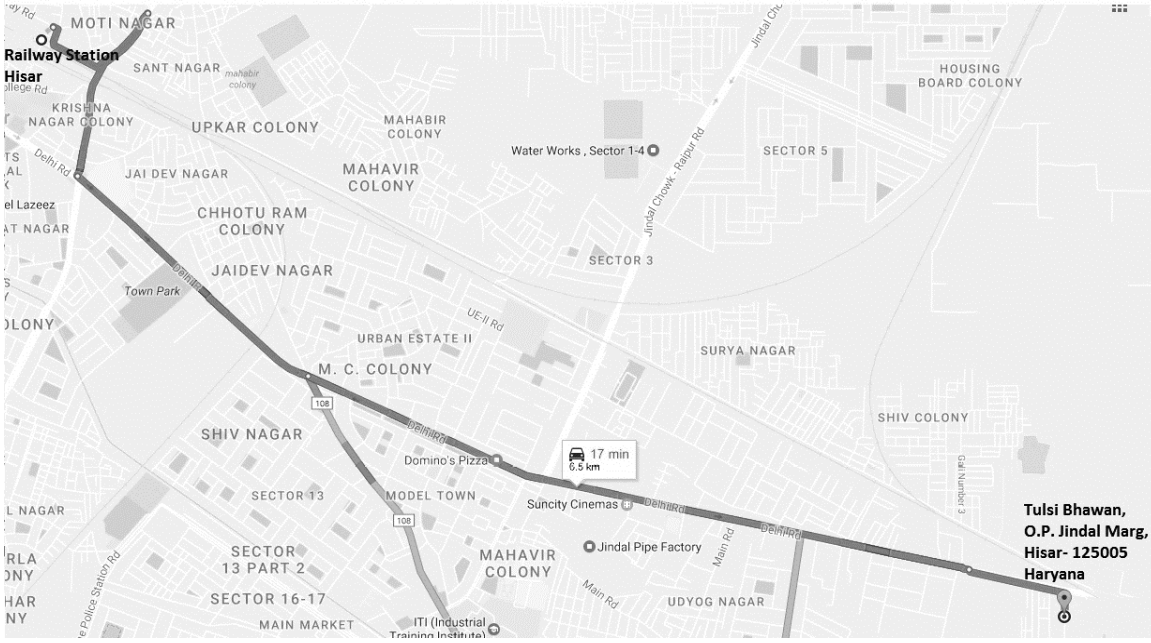
SEBI has vide its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20th April, 2018 mandated that the companies through their Registrar and Transfer Agents ("RTA") should take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and bank account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration /updating.

You are therefore requested to submit the following to update the records:

- KYC Format duly filled in and signed by the member(s).
- Self-attested copy of the PAN of the member(s).
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing the name of the account holder) of the first holder of the equity share of the Company.
- Address proof (self-attested Aadhaar card) of the first holder of the equity share of the Company.
- Any change in the name of the member(s).

Note: You are requested to ignore this communication if you have already updated your details with RTA / Company.

ROUTE MAP TO THE VENUE OF GENERAL MEETING



Form No. MGT-11

Proxy Form

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

Name of the Company: Jindal Stainless (Hisar) Limited

(CIN: L27205HR2013PLC049963)

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

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

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

1. Name:……,Address:……

   Email Id.: …… Signature: ……., or failing him

2. Name:……,Address:……

   Email Id.: …… Signature: ……., or failing him

3. Name:……,Address:……

   Email Id.: …… Signature: …….

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the **1st day of February, 2019** 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 special resolution as is indicated below:

Sr. No.	Resolution	For	Against
1	Alteration in Object Clause of Memorandum of Association of the Company.		

Signed this …….. day of ……., 2019

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 resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

JINDAL STAINLESS (HISAR) 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.: investorcare.jshl@jindalstainless.com; Website: www.jshlstainless.com

ATTENDANCE SLIP

Sr. No.

Name and Address of the Shareholder(s) :
Registered Folio / DP ID & Client ID:
Number of Shares held:

I/We hereby record my/our presence at the Extraordinary General Meeting of Jindal Stainless (Hisar) Limited at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Friday, the 1st day of February, 2019 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 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*