JSHL: 2019:
August 17, 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 Notice of Annual General Meeting ("AGM") and Annual Report 2018-19 of Jindal Stainless (Hisar) Limited

Dear Sirs,

This is to inform you that 6th Annual General Meeting of Jindal Stainless (Hisar) Limited ("the Company") is scheduled to be held on Wednesday, 11th September, 2019 at 12:00 Noon at Registered Office of the Company. Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find attached herewith Annual Report 2018-19 alongwith the Notice convening 6th AGM of the Company.

Further, in. terms of Section 108 of the Companies Act, 2013 read with relevant rules thereof and Regulation 44 of the Listing Regulationg the Company is pleased to provide its members remote 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. 4th September, 2019 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 8th September, 2019 from 9:00 am. and will end on 10th September, 2019 at 5:00 pm. The remote e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast, shareholder will not be allowed to change it subsequently.

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

Thanking you,

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

(Bhartendu Harit)
Company Secretary

NOTICE

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
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 **6th Annual General Meeting** of members of **Jindal Stainless (Hisar) Limited** will be held on **Wednesday, the 11th day of September, 2019 at 12:00 Noon at Registered Office** of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
   a. the audited standalone financial statements of the Company for the financial year ended on 31st March, 2019, 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, 2019 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Abhyuday Jindal (DIN: 07290474), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS:

3. AS A SPECIAL RESOLUTION:

REAPPOINTMENT OF MR. GIRISH SHARMA AS AN INDEPENDENT DIRECTOR.

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, and Schedule IV to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 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 (Independent) w.e.f. 1st May, 2019 by the Board of Directors upon recommendations of the Nomination and Remuneration Committee of the Company ("Committee") after satisfying the criteria laid down by the Committee, be and is hereby reappointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of three consecutive years w.e.f. 1st May, 2019 till 30th April, 2022."

4. AS A SPECIAL RESOLUTION:

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

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, Schedule IV to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16 & 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions, including any statutory modification(s) or re-enactment thereof, and on the basis of recommendation of the Nomination and Remuneration Committee consent of the Members of the Company be and is hereby accorded to reappoint Mr. Nirmal Chandra Mathur (DIN: 00004527) who will attain the age of 75 years on 11th September, 2019, as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of three consecutive years w.e.f. 5th August, 2019 till 4th August, 2022."

5. AS AN ORDINARY RESOLUTION:

RATIFICATION OF REMUNERATION PAYABLE TO M/S RAMANATH IYER & CO., COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR 2019-20.

"**RESOLVED** that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹1,92,500 (Rupees One Lakh Ninety Two Thousand Five Hundred only) fixed by the Board of Directors of the Company payable to M/s Ramanath Iyer & Co., Cost Accountants (FRN: 000019) as Cost Auditors, appointed by the Board of Directors of the Company on recommendation of the Audit Committee for conducting audit of cost accounting records of the Company for the financial year 2019-20, be and is hereby ratified."

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

NOTICE

6. AS AN ORDINARY RESOLUTION:

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

"**RESOLVED** that subject to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, 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 the following related party for the amounts stated hereunder:

Sl. No.	Name of the party	Amount
1.	Jindal Stainless Limited ("JSL")	Rs.2,200 Crore

during the financial year 2019-20 on such terms and conditions as may be mutually agreed upon between the Company 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 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."

Registered Office:

O.P. Jindal Marg
Hisar-125005, Haryana.
August 8, 2019

By order of the Board

Bhartendu Harit
Company Secretary
Membership No. A15123

NOTICE

NOTES:

1. At the 2nd AGM, M/s. Lodha & Co. (Firm Regn. No. 301051E) and M/s. S.S. Kothari Mehta & Co. (Firm Regn. No. 000756N) were appointed as Joint Statutory Auditors of the Company and M/s. N. C. Aggarwal & Co. (Firm Regn. No. 003273N) were appointed as Branch Auditor for Visakhapatnam division of the Company for a term of five years until the conclusion of 7th AGM of the Company.

   The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.

2. 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") of the persons seeking re-appointment / appointment as Directors are also attached. The Company has received relevant disclosures / consents from the Directors seeking re-appointment / appointment.

3. **A member entitled to attend and vote at the AGM 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.

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

5. 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 AGM.

6. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company / Link Intime India Private Limited, Company's Registrar and Share 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) authorised under the said resolution to attend and vote on their behalf at the meeting.

7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, August 28, 2019 to Thursday, August 29, 2019 (both days inclusive) for the purpose of 6th AGM of the Company.

8. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.

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

10. **As per SEBI mandate requests for effecting transfer of securities, except in case of transmission or transposition of securities, are not being processed effective from April 1, 2019, unless the securities are held in dematerialized form with a depository. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.**

11. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of AGM is being sent to the members who have registered email ids, through email and to all other members by Regd. Post. Members who have not registered their email 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 email addresses with their Depository Participant(s) only.

12. All documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the registered office and corporate office of the Company on all working days up to the date of AGM between 11.00 A.M. and 5.00 P.M.

13. 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 10th day of September, 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.

14. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date 4th September, 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 for information purpose only.

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

16. Any Member, who has already exercised his votes through remote E-voting, may attend the Meeting but is prohibited to vote at the meeting and his vote, if any, cast at the meeting shall be treated as invalid.
17. At the end of the discussion of the resolution on which voting is to be held at the AGM, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present 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. 3

In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. Further, in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

Mr. Girish Sharma (DIN: 05112440) had joined the Board of Directors of the Company on 1st May, 2016 as a Non-Executive Independent Director. He was appointed as an Independent Director for a term of 3 years commencing from 1st May, 2016. His appointment was approved by the Shareholders at the 3rd Annual General Meeting of the Company held on 30th September, 2016. The 1st term of his appointment was upto 30th April, 2019.

The Board of Directors, on recommendations of Nomination and Remuneration Committee, re-appointed him as an Additional Director (Independent) with effect from 1st May, 2019 to hold office till the conclusion of the ensuing Annual General Meeting of the Company.

Further, the Board of Directors, on recommendations of the Nomination and Remuneration Committee and keeping in view his performance, skills, experience and contributions, approved seeking the consent of Members for his reappointment as an Independent Director for a further period of three years with effect from 1st May, 2019, whose office shall not be liable to retire by rotation.

In the opinion of the Board, his continued association would be of immense benefit to the Company. 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. He 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 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is also not debarred from holding the office of a director by virtue of any Order of SEBI or any other authority.

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

Your Directors recommend the resolution set out at Item No. 3 as a Special Resolution for your approval.

Mr. Girish Sharma is interested in the resolution set out at Item No. 3 of this Notice with regard to his re-appointment. His relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item No. 4

In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. Further, in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

The Board of Directors had appointed Mr. N.C. Mathur as Independent Director with effect from 5th August, 2016. His appointment as an Independent Director was approved by the Shareholders at the 3rd Annual General Meeting held on 30th September, 2016 for a period of 3 consecutive years i.e. from 5th August, 2016 till 4th August, 2019.

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

The Board of Directors, on recommendations of Nomination and Remuneration Committee, re-appointed him as an Additional Director (Independent) with effect from 5th August, 2019 to hold office till the conclusion of the ensuing Annual General Meeting of the Company.

Further, the Board of Directors, on recommendations of the Nomination and Remuneration Committee and keeping in view his performance, skills, experience and contributions, approved seeking the consent of Members for his reappointment as an Independent Director for a further period of three years with effect from 5th August, 2019, whose office shall not be liable to retire by rotation.

In the opinion of the Board, his continued association would be of immense benefit to the Company. Mr. Mathur fulfills conditions of appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He 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 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is also not debarred from holding the office of a director by virtue of any Order of SEBI or any other authority.

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

The Board recommends the resolution set out at Item No. 4 as a Special Resolution to the Members for their approval. Mr. N.C. Mathur, being concerned, along with his relatives may be deemed to be interested in the resolution.

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.

Item No. 5

Pursuant to Section 148 of the Companies Act 2013 read with the 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 May 24, 2019, on the basis of recommendations of the Audit Committee appointed M/s. Ramanath Iyer & Co., Cost Accountants, as Cost Auditors to conduct audit of cost records of the Company for the financial year 2019-20 and subject to ratification by Members, fixed their remuneration at ₹ 1,92,500 (Rupees One Lakh Ninety Two Thousand Five Hundred only).

Your Directors recommend the resolution set out at Item No. 5 as an Ordinary Resolution for your approval.

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

Item No. 6

The Company in the ordinary course of its business and on arm's length basis enters into transactions for sale / purchase of goods / services / allocating common corporate expenditure with related parties including Jindal Stainless Limited ("JSL").

JSL is 'Related Party' of the Company in terms of the provisions of Section 2(76) of the Companies Act, 2013 ("the Act").

The value of the transactions proposed, which will be on an arm's length basis, are based on the Company's estimated transaction value for FY 2019-20 arrived at on the basis of the value of transactions with such related parties during the financial year 2018-19.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") provides that all material related party transactions shall require approval of the shareholders through ordinary resolution. The explanation to Regulation 23(1) of the SEBI Regulations 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, in terms of first proviso to Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the contracts or arrangements exceeding the sums as may be prescribed, shall be approved by the shareholders of the Company. The above mentioned contracts between the Company and the 'Related Party' are likely to exceed the thresholds of materiality limits as defined under the SEBI Regulations / Act / Rules and the Policy on dealing with Related Party Transactions of the Company.

Your Directors recommend the resolution set out at Item No. 6 as an Ordinary Resolution for your approval.

Mr. Ratan Jindal, Chairman and Managing Director of Jindal Stainless Limited and Mr. Abhyuday Jindal who is Managing Director of Jindal Stainless Limited along with their relatives are interested in the resolution set out at Item No. 6 of this notice to the extent of their shareholding interest, if any, in the Company.

The other Directors/ Key Managerial Personnels of the Company/ their relatives are not concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding interest, if any, in the company.

Information required under the Companies Act, 2013 read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 for Item No. 6:

S. No.	Particulars	Information
1.	Name of Related Party	Jindal Stainless Limited ("JSL")
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Ratan Jindal, Chairman of the Company is also Chairman and Managing Director of JSL. Mr. Abhyuday Jindal, Managing Director of the Company is also Managing Director of JSL.
3.	Nature of relationship	JSL is an Associate company of the Company. Mr. Ratan Jindal, Chairman of the Company is also Chairman and Managing Director of JSL. Mr. Abhyuday Jindal, Managing Director of the Company is also Managing Director of JSL.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	As specified in the resolution at Item No. 6 of this Notice.
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The transactions will be at arm's length basis and in the ordinary course of business

NOTICE

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 for Item Nos. 2 to 4.

Brief Profile of directors, being appointed/ re-appointed and the director, in respect of whom proposal is there for payment of remuneration:

Name of Director	Mr. Abhyuday Jindal
DIN	07290474
Brief Resume	A Boston University graduate in Economics and Business Management. Mr. Abhyuday Jindal has a wide ranging experience in the areas of the project management, supply chain systems and strategic & general management. Mr. Abhyuday Jindal started his career with the JSW Group. There, he played a prominent role in the stake acquisition of Ispat Industries and the post acquisition integration of JSW and Ispat. He then moved on to the Boston Consulting Group, where he managed project consultancy for diverse industries, including cement, steel, wind turbines and auto components. Having gained a deep understanding of the industrial manufacturing arena, Mr. Abhyuday Jindal entered the USD 3 billion Jindal Stainless Group as a Management Trainee. Driven by the ambition to go beyond the ordinary, Mr. Abhyuday Jindal took multiple strides in improving supply chain and operational efficiencies. Today, he is shaping the Company into a far more dynamic, responsive, predictive and solution-based organization. Currently, he is also the Managing Director of Jindal Stainless Limited. He personifies open and participative management, a consistent culture of dialogue and feedback, and a relentless march towards continuous improvement. Strongly rooted in the Indian soil, Mr. Abhyuday Jindal community-centric transformational approach has led to the development and sustenance of several empowerment initiatives in and around the Company's production facilities. His signature style has entered him further among employees. He further personifies open and participative management, a consistent culture of dialogue and feedback, and a relentless march towards continuous improvement. Mr. Jindal also serves as the Vice President of the Infrastructure Industry and Logistics Federation of India, endeavouring to forge stronger and wider public-private partnerships.
Date of Birth (Age in years)	April 4, 1989 (30)
Qualification	Boston University graduate in Economics and Business Management
Experience and expertise in specific functional area	Business management
Terms and conditions of appointment	The present resolution seeks approval of the Members for re-appointment of Mr. Abhyuday Jindal as a Director liable to retire by rotation. Terms and condition of his appointment and remuneration have already been approved by the members at 5th AGM held on 27th September, 2018.
Details of remuneration and remuneration last drawn	Details mentioned in Corporate Governance Report.
Date on which first appointed on the Board	November 2, 2015
Details of shareholding in the Company	22,180 equity shares of ₹ 2 each
Relationship with other Directors/ Key Managerial Personnel (if any)	Mr. Abhyuday Jindal is the son of Mr. Ratan Jindal, Chairman and Mrs. Deepika Jindal, Director of the Company.
Number of Board Meetings attended during the year	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of Company	Directorship held	Committee Membership	Committee Chairmanship
Listed company	Jindal Stainless Limited	Stakeholders' Relationship Committee	Risk Management Committee; Share Transfer Committee; Sub Committee

Name of Director	Mr. Girish Sharma
DIN	05112440
Brief Resume	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.
Date of Birth (Age in years)	December 19, 1951 (67)
Qualification	Commerce Graduate from Delhi University; and Masters in Marketing and Business Management from the Faculty of Management Studies, Delhi University.
Experience and expertise in specific functional area	Tax Planning and administration
Terms and conditions of 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.
Details of remuneration and remuneration last drawn	Mr. Girish Sharma is Non-Executive Director. He was paid only sitting fee for the financial year 2018-19.
Date on which first appointed on the Board	May 1, 2016
Details of shareholding in the Company	Nil
Relationship with other Directors/ Key Managerial Personnel (if any)	He is not related to any other Director or KMP of the Company.
Number of Board Meetings attended during the year	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of Company	Directorship held	Committee Membership	Committee Chairmanship
Listed company	Hexa Tradex Limited	Audit Committee; Stakeholders Relationship Committee; Corporate Social Responsibility Committee	Nomination & Remuneration Committee
Listed company	Jindal Saw Limited	Audit Committee	-
Listed company	JITF Infralogistics Limited	Audit Committee	-
Unlisted company	Jindal Fittings Limited	Audit Committee; Nomination & Remuneration Committee	-
Unlisted company	Hexa Securities and Finance Company Limited	Audit Committee; Nomination & Remuneration Committee	-

Name of Director	Mr. Nirmal Chandra Mathur
DIN	00004527
Brief Resume	Mr. Mathur, a Graduate with B. Tech (Hons.) from India's leading University – Birla Institute of Technology and Science (BITS), Pilani, has worked in India with leading Industrial Houses for over 50 years and has been associated with Stainless Steel Industry for more than 40 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 the President of Indian Stainless Steel Development Association (ISSDA) and Chairman of Steel Furnace Association of India (SFAI). 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.
Date of Birth (Age in years)	September 11, 1944 (74)
Qualification	B. Tech (Hons.)
Experience and expertise in specific functional area	Expertise in Stainless Steel industry
Terms and conditions of 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.
Details of remuneration and remuneration last drawn	Mr. Mathur is Non-Executive Director. He was paid only sitting fee for the financial year 2018-19.
Date on which first appointed on the Board	August 5, 2016
Details of shareholding in the Company	955 equity shares of ₹ 2 each
Relationship with other Directors/ Key Managerial Personnel (if any)	He is not related to any other Director or KMP of the Company.
Number of Board Meetings attended during the year	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of Company	Directorship held	Committee Membership	Committee Chairmanship
Unlisted company	Jindal Stainless Steelway Limited	Audit Committee	Nomination and Remuneration Committee; Corporate Social Responsibility Committee

Registered Office:

O.P. Jindal Marg
Hisar-125005, Haryana.
August 8, 2019

By order of the Board

Bhartendu Harit
Company Secretary
Membership No. A15123

NOTICE

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote 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 6th Annual General Meeting of the Company to be held on Wednesday, the 11th day of September, 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 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. Kamal 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 4th September, 2019.

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

(i) The remote e- voting period begins on 8th September, 2019 at 9.00 a.m. and ends on 10th September, 2019 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 4th September, 2019, 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"/ "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 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 / Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records for the said demat account or folio. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of 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 changed login 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 respectively. 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.

NOTICE

FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Wednesday, 28th, August, 2019 to Thursday, 29th, August, 2019 (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 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.

6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.

7. 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 AGM.

8. 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.

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

10. 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 Secretarial Department of the Company at O.P. Jindal Marg, Hisar – 125 005 (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 shareholders at registered office and corporate office of the Company during business hours on all working days except Saturdays, Sundays and public holidays upto the date of AGM.

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

12. Mandatory updating of PAN and Bank details against your physical holding

    The Securities and Exchange Board of India (SEBI) 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:

NOTICE

Action required from you:

- KYC Format duly filled in and signed by all the shareholders.
- Self-attested copy of PAN Card of all the holders of the security
- 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.
- Address proof (self-attested Aadhaar card) of the first holder.
- Any change in the name of the holders.

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

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 6th Annual General Meeting of the Company, to be held on Wednesday, the 11th day of September, 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 resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	To receive, consider and 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 (DIN: 07290474), who retires by rotation and being eligible, offers himself for re-appointment.		
3	Reappointment of Mr. Girish Sharma as an independent director.		
4	Reappointment of Mr. Nirmal Chandra Mathur as an independent director.		
5	Ratification of remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, as Cost Auditors of the Company, for the financial year 2019-20.		

Sr. No.	Resolution	For	Against
6	Authority to enter into related party contracts/ arrangements / transactions.		

Signed this ..... day of ……., 2019

....

Signature of shareholder Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a (✓) 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
(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.

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 6th Annual General Meeting of the Company at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Wednesday, the 11th day of September, 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 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 Annual General Meeting

Jindal Stainless (Hisar) Limited, O.P.Jindal Marg, Hisar -125005 (Haryana)

