JSHL:2022:
November 28, 2022

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.: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed Postal Ballot Notice dated November 25, 2022 along with Explanatory Statement which is being sent to the Members of Jindal Stainless (Hisar) Limited ("the Company") whose names appear in the Register of Members / List of Beneficial Owners as on November 25, 2022, being the cut-off date, seeking their approval for business as set out in the Postal Ballot Notice.

Further, in terms of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA"), the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period will commence on Tuesday, November 29, 2022 at 9:00 a.m. (IST) and will end on Wednesday, December 28, 2022 at 5:00 p.m. (1ST). The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. Once the vote on the resolution is cast, member will not be allowed to change it subsequently.

You are requested to kindly take the above on record.

Thanking you,

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

BHARTENDU HARIT

Digitally signed by BHARTENDU HARIT
DN: c=IN, st=Haryana, 2.5.4.20=f625601b325e34f26003b963cfe2da1fe4302e5d38e943d035db279686e53c9f, postalCode=125001, street=H No 363 Housing board colony sirsa road Hisar, pseudonym=276824828 6b9f88447a9f31bf69f13de, serialNumber=9391d5cb320bce972774ca8716803 1dcc0fd524d72113618d42b29568c7a1448, o=Personal, cn=BHARTENDU HARIT
Date: 2022.11.28 13:04:11 +05'30'

(Bhartendu Harit)
Company Secretary

JINDAL STAINLESS (HISAR) LIMITED

Enclosed as above

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 OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the Members of Jindal Stainless (Hisar) Limited ("the Company"), pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), as amended from time to time, read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and other applicable provisions of the Act, Rules, SEBI LODR, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced), the Company is seeking consent of its Members for passing the resolution(s) as appended below by means of voting through postal ballot by electronic means ("remote e-voting"). Accordingly, the said resolution(s) and the explanatory statement stating all material facts and the reasons for the proposal are appended below. The Company has appointed Mr. Kamal Gupta, Advocate as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process, in a fair and transparent manner.

SPECIAL BUSINESS:

1. **APPOINTMENT OF MS. BHASWATI MUKHERJEE (DIN: 07173244) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

   To consider and, if thought fit, to pass the following resolution as a special resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 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 Regulations 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite approvals, Ms. Bhaswati Mukherjee (DIN: 07173244), who was appointed as an Additional Director (Non- Executive Independent) w.e.f. 3rd November, 2022 by the Board of Directors upon recommendation of the Nomination and Remuneration Committee of the Company ("Committee") after satisfying the criteria laid down by the Committee and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of an Independent Director, be and is hereby appointed 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. 3rd November, 2022 till 2nd November, 2025."

2. APPROVAL TO GIVE CORPORATE GUARANTEE(S) IN FAVOUR OF EXPORT-IMPORT BANK OF INDIA ('EXIM BANK'), FOR SECURING THE TERM LOAN(S) OF RS.800 CRORE SANCTIONED BY EXIM BANK TO JINDAL STAINLESS LIMITED.

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to applicable provisions of the Companies Act, 2013 and Rules framed therein, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced, the Company's policy on dealing with Related Party Transactions, and subject to such other approvals, permissions and sanctions, as may be necessary, the approval of the Members of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) (hereinafter referred to as "Board"), to give Corporate Guarantee(s) in favour of Export-Import Bank of India ("Exim Bank") to secure the two term loans of Rs.400 Crore each aggregating to Rs.800 Crore sanctioned by Exim Bank to Jindal Stainless Limited, a 'related party' of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be deemed necessary and expedient, including finalizing the terms and conditions and executing necessary documents, including contract(s), scheme(s), agreement(s) and to take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution including delegation of all or any of the powers herein conferred to any one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

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

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005.
November 25, 2022

(Bhartendu Harit)
Company Secretary
ICSI Membership No. A15123

NOTES:

1.) The Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder stating the material facts and reasons for the proposed resolution(s) is annexed hereto for your consideration.

2.) Pursuant to the provisions of Section 108, 110 and other applicable provisions, if any, of the Act and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, assent or dissent of the Members in respect of the resolution(s) contained in the Notice dated November 25, 2022 is being taken through Postal Ballot by remote e-voting system. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members/ list of beneficial owners whose e-mail addresses are registered with the Company/Depositories as at the close of the business hours on Friday, 25th November, 2022 (i.e. cut-off date). Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. However, in order to facilitate the participation of the Members in the Postal Ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited ("Registrar/Link Intime"), may fill & sign the Postal Ballot Form appended to the Postal Ballot Notice and send the same to

the Scrutinizer in the manner as mentioned in "***Instructions for submission of postal ballot form"*** section this Postal Ballot Notice or alternatively they may send the scanned copy of the duly filled-in and signed Postal Ballot Form with assent (FOR) or dissent (AGAINST), from their registered e-mail addresses, to the Scrutinizer at E-mail Id: kamal1032@yahoo.com, on or before December 28, 2022 at 5:00 p.m. (IST).

Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer's decision on the validity of the votes cast shall be final.

Members who have not registered their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, can now register for the same by submitting a duly signed request letter mentioning their folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhaar Card) supporting the registered address of the Member, by e-mail to the Company / Registrar. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

3.) The documents, if any, referred to in the accompanying notice and explanatory statement shall be open and accessible for inspection by the Members during working hours at the registered office of the Company on any working day except holidays, till December 28, 2022.

4.) The Company has appointed Mr. Kamal Gupta, Advocate, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

5.) Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 25th November, 2022, i.e. the cut-off date. Voting rights shall be reckoned on the shares registered in the name of Members as on that date. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. Friday, 25th November, 2022. Any Member who is not a member as on the cut-off date shall treat this Postal Ballot notice of information purpose only.

6.) The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Chairman or a person authorized by him in writing, after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. 28th December, 2022, on or before 29th December, 2022.

7.) The result of the Postal Ballot shall be declared by placing it, along with Scrutinizer's report, on the website of the Company and of Link Intime and shall be communicated to the Stock Exchanges where the Company's equity shares are listed. Simultaneously, the Chairman and in his absence any person authorised by the Chairman will announce the result of the Postal Ballot at the Registered office of the Company at O.P. Jindal Marg, Hisar – 125005 on or before 30th December, 2022.

8.) The result of the postal ballot will be posted on the website of the Company at www.jshlstainless.com.

9.) In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolution(s) shall be deemed to have been passed on the last date specified by the Company for remote e-voting / receipt of Postal Ballot Form i.e. 28th December, 2022, in the event draft resolution(s) is/are assented to by the requisite majority of the Members of the Company.

10.) The assent or dissent received after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. 28th December, 2022, shall be treated as if reply from the Member has not been received.

11.) In terms of the MCA Circulars this Postal Ballot Notice will be available on the website of the Company at www.jshlstainless.com, on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of Link Intime, at https://instavote.linkintime.co.in/.

12.) To support the Green Initiative, Members who have not yet registered their email id are requested to register their e-mail with their depository in case the shares are held in electronic form and with the Company in case the shares are held by them in physical form.

13.) After sending the notice of Postal Ballot, an advertisement shall be published in English language newspaper and Hindi language newspaper, each with wide circulation in the district, where the registered office of the Company is situated and also on the website of the Company at www.jshlstainless.com.

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

Item No. 1

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") where the Chairperson is non-executive and promoter of the Company, at least half of the Board of Directors shall comprise of Independent Directors.

Consequent to cessation of Mr. Nirmal Chandra Mathur as an Independent Director of the Company w.e.f. close of business hours of 4th August, 2022, on completion of second term of his appointment, the number of Independent Directors would reduce to less than half of the total number of Directors. Accordingly, the Board of Directors at their meeting held on 03rd November, 2022 on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Bhaswati Mukherjee as an Additional Director (Non-Executive Independent) of the Company not liable to retire by rotation, to hold office for a period of three consecutive years w.e.f. 3rd November, 2022 till 2nd November, 2025, subject to approval of shareholders of the Company.

In the opinion of the Board, Ms. Bhaswati Mukherjee possesses adequate integrity, expertise and experience including the proficiency as ascertained from the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs, for appointment as an Independent Director of the Company and her appointment would be beneficial to the Company.

The Company has received a declaration from Ms. Bhaswati Mukherjee confirming the criteria of independence as prescribed under Section 149(8) of the Companies Act, 2013 ("Act") and under the Regulation 16(1)(b) of the SEBI LODR. Ms. Bhaswati Mukherjee is not disqualified from being appointed as Director in terms of Section 164 of the Act. In the opinion of the Board, she fulfills the conditions specified under the Act & SEBI LODR and is independent of the management of the Company. In terms of Section 160(1) of the Act, the Company has received a notice in writing from a member proposing her candidature for appointment as an Independent Non-Executive Director of the Company. A copy of the letter of appointment of Ms. Bhaswati Mukherjee setting out the terms of conditions of appointment is available for inspection without any fees by the members at the Registered Office of the Company, till 28th December, 2022. The details required under SEBI LODR & Secretarial Standards – 2 issued by The Institute of Company Secretaries of India are mentioned under the head "Additional Information". This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI LODR and other applicable laws.

Your Directors recommend passing of the resolution as set out at item no. 1 of this Notice as a Special Resolution for your approval.

Ms. Bhaswati Mukherjee is interested in the resolution set out at Item No. 1 of this Notice with regard to her appointment. Her 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. 2

In terms of the amended Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI LODR'), which became effective from April 1, 2022 and the Company's policy on dealing with Related Party Transactions ("Policy"), all Material Related Party Transactions with an aggregate value exceeding Rs.1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, require prior approval of shareholders by means of an ordinary resolution.

The Members of the Company had approved material related party transactions to be entered into in the ordinary course of business and on arm's length basis during FY 2022-23, with a few related parties including Jindal Stainless Limited ("JSL"), an associate company and a related party of the Company through resolution passed on 29th June, 2022 by way of postal ballot.

The material related party transactions proposed to be entered into with JSL, as approved by the Members are upto an amount of Rs.2,700 Crore, which inter-alia are in the nature of sale & purchase of goods / job work etc. and are operationally beneficial to the Company.

The members of the Company may please note that there is a proposal to give Corporate Guarantees to Export-Import Bank of India ("Exim Bank") for two term loans of Rs. 400 Crore each aggregating to Rs.800 Crore sanctioned by Exim Bank to JSL.

Out of the aforesaid two term loans, one was sanctioned by Exim Bank to JSL during financial year 2021-22 and the other one was sanctioned in financial year 2022-23. One of the security conditions of the aforesaid term loans is to provide corporate guarantee of the Company in favour of the aforesaid lender of JSL.

The Shareholders of the Company vide resolution passed through postal ballot on 20th March, 2022 had already approved to give the Corporate Guarantee to Exim Bank during financial year 2021-22 for one term loan of Rs.400 Crore out of the aforesaid two term loans. However, the Company did not provide the Corporate Guarantee during financial year 2021-22 considering the fact that merger of the Company with JSL would conclude within the security timeline provided by Exim Bank. Since the process of merger of the Company with JSL has not been concluded within the security timeline, the Company is required to provide the Corporate Guarantee to secure the aforesaid facility availed by JSL from Exim Bank.

The second term loan of Rs.400 Crore was sanctioned by Exim Bank to JSL during financial year 2022-23 for which the Company is also required to provide the Corporate Guarantee to secure the said facility.

The aforesaid corporate guarantees to be provided will be one of the collateral / secondary security and the assets of JSL will remain as the primary security.

The shareholders are further requested to note that the Composite Scheme of Arrangement ("Scheme"), as filed with Hon'ble NCLT, Chandigarh, inter-alia provides for merger of the Company into and with JSL. As per the Scheme, any guarantee given by the Company on behalf of JSL shall stand automatically cancelled and terminated upon the Scheme becoming effective.

The proposed corporate guarantees will be within the overall limits under Section 186 of the Companies Act, 2013 as approved by the shareholders vide a special resolution passed through Postal Ballot on 9th March, 2016.

Amount of corporate guarantees proposed to be given for JSL alongwith the other transactions with JSL during the current financial year are already above the threshold of "materiality" as provided under SEBI (LODR) Regulations, 2015 and therefore will also be subject to approval of the shareholders of the Company.

The relevant details as required under the applicable provisions were placed before the Audit Committee, for the aforesaid related party transactions. The Audit Committee, after reviewing all necessary information, has granted approval, for entering into the aforesaid related party transactions. Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 3rd November, 2022, subject to the approval of the Members, has approved to provide Corporate Guarantee to Export-Import Bank of India, the lender of JSL, to secure the aforesaid two term loans aggregating to Rs. 800 Crore.

Details pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	**Description**	**JSL**
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	JSL, a listed company, is an associate company and a related party of the Company. JSHL holds 32.02% of the paid up share capital in JSL as on September 30, 2022.
b.	Type, material terms, particulars and tenure of the proposed transaction.	The proposed transactions of Corporate Guarantees, as explained in the explanatory statement, are to be entered during the financial year 2022-23. The aforesaid corporate guarantees to be provided to Exim Bank will be one of the collateral / secondary security and the assets of JSL will remain as the primary security.
c.	Value of transactions	The Company is to provide Corporate Guarantees to Export-Import Bank of India, the lender of JSL, to secure the two term loans of Rs.400 Crore aggregating to Rs.800 Crore.
d.	Percentage ~ of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year	Proposed Corporate Guarantees of Rs.800 Crore are 5.33% of the annual consolidated turnover of the Company for FY 2021-22, the immediately preceding financial year.
e.	If the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary (i) details of the source of funds in connection with the proposed transaction; (ii) Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments • Nature of indebtedness; • cost of funds; and • tenure (iii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured;	Not Applicable

	if secured, the nature of security; and (iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
f.	Justification for the transaction	Please refer to the background of the resolution as mentioned above.
g.	A copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
h.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Your Directors recommend passing of the resolution as set out at Item No. 2 of this Notice as an Ordinary Resolution for your approval.

The Members may note that in terms of the amended provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution as set out at Item No. 2 of this Notice.

Mr. Ratan Jindal, Chairman and Mr. Abhyuday Jindal, Managing Director of the Company and their relatives may be deemed to be concerned or interested in the said resolution, to the extent of their directorship / shareholding interest, in the Company and/or the referred related parties of the Company. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding interest, if any.

ADDITIONAL INFORMATION

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 No. 1:

Name of Director	Ms. Bhaswati Mukherjee
DIN	07173244
Brief Resume	Ms. Bhaswati Mukherjee (DIN: 07173244), aged 68 years, is a post graduate (First Class) in History from Delhi University and has a Degree (Superior) in French History and Civilization from Sorbonne University, France. Ms. Mukherjee joined the Indian Foreign Service in 1976 and was India's Ambassador to UNESCO, Paris, from 2004 to 2010 and subsequently, India's Ambassador to the Netherlands, The Hague from 2010 to 2013. She completed FICCI's course on 'Woman and Corporate Governance'. She successfully cleared with distinction Ministry of Corporate Affairs online proficiency test for Independent Directors in October 2020. She has served as Independent Director in Sona BLW Precision Forgings Ltd. Till August 2019. Apart from Petronet LNG Limited, she is presently an Independent Director in the Boards of Jindal Stainless Limited and JK Laxmi Cement Limited, both listed companies as well as Udaipur Cement Works Limited. She is a member of Audit Committee, CSR Committee and Nomination and Remuneration Committee in the above Companies. Ms. Mukherjee worked successfully on Indentured Labour Route Project for UNESCO and Government of Mauritius. She has been a senior consultant to MGIEP, UNESCO and DFID. A prolific writer, she has authored 3 books. 'India and EU: an Insider View' commissioned by Indian Council of World Affairs, a leading Indian think tank and published in August 18 in English and Hindi is a best seller. Her second book, also a best seller was 'India and EU in a Turbulent World' was published by Palgrave Macmillion in 2020. Her latest book, 'Bengal and its Partition: an Inside Story' published by Rupa and released in March 21, is a global best seller. She is currently writing on "Indenture and its Route: a Relentless Quest for Identity" for Rupa Publications. She has also published over 100 articles, columns reports and monographs in leading national and international publications. A natural orator, Ms. Mukherjee is a political commentator on TV on Indian Culture and Civilization, the India EU relationship, Brexit, India's interests in the Indo Pacific, the Chemical Weapons regime, nuclear issues and the changing contours of India's Foreign Policy, apart from security issues of concern to India. Ms. Mukherjee has participated in briefings, seminars, round tables on questions relating to India and the EU, India and its neighbours, the United Nations Human Rights Programme, the human rights of women and the girl child as well as issues relating to UNESCO's areas of competence, particularly in Education and Culture.

Date of Birth (Age in years)	June 14, 1953 (69 years)
Qualification	Post graduate from University of Delhi and holds Degree (Superior) in French History and Civilization, Sorbonne University, Paris, France.
Experience and expertise in specific functional area	Corporate Governance, administrative reforms
Terms and conditions of appointment	Please refer to the resolution at Item No. 1 of this Notice.
Details of remuneration to be sought and remuneration last drawn	Ms. Bhaswati Mukherjee will be paid sitting fee for attending the meetings of Board of Directors / Committees thereof.
Date on which first appointed on the Board	November 3, 2022
Details of shareholding, including as beneficial owner, in the Company as on September 30, 2022	Nil
Relationship with other Directors/ Key Managerial Personnel ("KMP") (if any)	Ms. Bhaswati Mukherjee is not related to any Director / KMP of the Company.
Number of Board Meetings attended during the year 2021-22	N.A.
Details of Directorships / Committee Chairmanship and Memberships in other companies (As on 30th September, 2022)	As detailed herein below

Type of Company	**Directorships Held**	**Committee Membership**	**Committee Chairmanship**
Listed Company	Jindal Stainless Limited	Audit Committee; Corporate Social Responsibility Committee	Nomination and Remuneration Committee; Stakeholders Relationship Committee
	Udaipur Cement Works Limited	--	--
	Petronet LNG Limited	Nomination and Remuneration Committee;	Stakeholders Relationship Committee
	JK Lakshmi Cement Limited	Corporate Social Responsibility Committee	

Name of the listed entities from which the director has resigned during the past three years	Nil

The skill and capabilities required for the role and the manner in which the proposed person meets such requirement	The Nomination and Remuneration Committee ("NRC") of the Board of Directors has identified amongst others, exposure to leadership role(s), expertise in governance, strategic & general management and global business as the skills and capabilities for the role. Considering the educational background and leadership experience across various functions, Ms. Bhaswati Mukherjee meets the requirement as laid down by the NRC.
Justification for choosing the appointee for appointment as Independent Director	Please refer to the explanatory statement for Item no. 2 of this notice.

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

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005.
November 25, 2022

(Bhartendu Harit)
Company Secretary
ICSI Membership No. A15123

INSTRUCTIONS FOR E-VOTING:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable the Members to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company. The Company has appointed Mr. Kamal Gupta, Advocate, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on Friday, 25th November, 2022.

The Member(s) requiring any assistance with regard to use of technology for e-voting may contact Mr. Swapan Kumar Naskar, Associate Vice President & Head (North India) at the designated email ID: swapann@linkintime.co.in or contact at 011- 49411000. The remote e-voting period will commence on 29th November, 2022 at 9:00 a.m. (IST) and ends on 28th December, 2022 at 5:00 p.m. (IST). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 25th November, 2022, may cast their vote electronically. The e- voting module shall be disabled by Link Intime India Private Limited ("Link Intime") for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
    1. Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
    2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
    3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL
    1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further

authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants
   You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in

2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details:

   A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
   B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
   C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
   D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

   ***Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

   - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).
   - Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.**
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

InstaVote Support Desk
Link Intime India Private Limited

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

POSTAL BALLOT FORM

Sr. No. _____

1. Name and address of the Sole / First named Member as registered with the Company

2. Name(s) of the joint Members, if any, registered with the Company

3. Registered Folio No / DP ID* & Client ID No.*
(*Applicable to Member(s) holding shares in electronic form)

4. No. of Shares held

5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the special business stated in the Notice dated 25th November, 2022 of Jindal Stainless (Hisar) Limited ("the Company") by sending my/our assent or dissent to the said Resolutions by placing a tick (√) mark in the appropriate column below:

Item No.	Description	No. of Equity shares held	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1	Appointment of Ms. Bhaswati Mukherjee (DIN: 07173244) as an Independent Director of the Company.			
2	Approval to give Corporate Guarantee(s) in favour of Export-Import Bank of India ('Exim Bank'), for securing the term loan(s) of Rs.800 Crore sanctioned by Exim Bank to Jindal Stainless Limited.			

Place:

Date:

_____

Signature of the Member

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 28th December, 2022 before 5:00 p.m. (IST)

INSTRUCTIONS FOR SUBMISSION OF POSTAL BALLOT FORM

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought by means of voting through postal ballot by electronic means ("remote e-voting").

   However, in order to facilitate the participation of the Members in the postal ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited, may fill & sign the Postal Ballot Form and send it to the Scrutinizer appointed by the Company, at the below address on their own expense through post or courier:
   Mr. Kamal Gupta, Advocate, Scrutinizer for Postal Ballot,
   C/o Jindal Stainless (Hisar) Limited, O.P. Jindal Marg, Hisar – 125005 (Haryana)

   Envelope containing the Postal Ballot Form, if deposited in person at the aforesaid address will also be accepted. Alternatively, the Members can send the scan copy of dully filled and signed Postal Ballot Form through email from their registered e-mail addresses, to the Scrutinizer at Email Id.: kamal1032@yahoo.com, on or before 28th December, 2022 at 5:00 p.m. (IST).

   Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer's decision on the validity of the votes cast shall be final.

2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or the Depository Participant) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.

3. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).

4. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.

5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.

6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on or before 28th December, 2022. **Postal Ballot Form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.**

7. Members are requested to complete the Postal Ballot Form in indelible ink (avoid completing it by using erasable writing medium/s like pencil).

8. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on Friday, 25th November, 2022.

9. The Postal Ballot shall not be exercised by a Proxy. In case a Member has voted through remote E-Voting facility, he does not need to send the physical Postal Ballot Form.

10. In case a Member votes through remote E-voting facility as well as sends physical Postal Ballot Form, the vote cast through remote E-voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. **Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to remote E-Voting.**