



JSL:STEXGLTRS:2015:

Fax / Email / Courier

November 6, 2015

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G-Block,
Bandra-Kurla Complex, Bandra (E),
Mumbai – 400 051.
Fax (022) 66418125-26
e-mail: cnllst@nse.co.in
Security Code: JSL

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001.
Fax No. 022-22722082 / 61/41/39
Email: corp.relations@bseindia.com

Security Code: 532508

Kind Attn. Listing Section

Sub: Announcement of record date as 21st November, 2015

Dear Sir,

The Hon'ble High Court of Punjab and Haryana at Chandigarh, vide its order dated 21st September, 2015 (as modified on 12th October, 2015), has approved the 'Composite Scheme of Arrangement' (Scheme) among Jindal Stainless Limited (Transferor Company), Jindal Stainless (Hisar) Limited (JSHL), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) (Transferee Companies).

Pursuant to the Scheme, Jindal Stainless (Hisar) Limited (JSHL) will issue and allot to the shareholders of Jindal Stainless Limited, whose names are recorded in the Register of Members of Jindal Stainless Limited as on record date, one (1) equity share having a face value of Rs.2/- each of Jindal Stainless (Hisar) Limited for every one (1) equity share held by them in Jindal Stainless Limited, each fully paid-up.

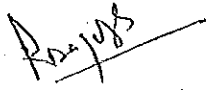
In this context, this is to inform you that Board of Directors of the Company in its meeting held today has taken note of Saturday, the 21st November, 2015 being the record date fixed by the Board of Directors of JSHL in their meeting held earlier today for the aforesaid purpose. The following shareholders of Jindal Stainless Limited will be considered for the purpose of entitlement of shares of Jindal Stainless (Hisar) Limited:

- In respect of shares held in physical form, shareholders whose names appear in the Register of Members of Jindal Stainless Limited as at the close of business hours on Saturday, 21st November, 2015.
- In respect of shares held in electronic form, shareholders whose names appear in the Statement of beneficial position as at the close of business hours on Saturday, 21st November, 2015, furnished by depositories.

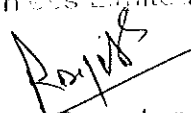
You are requested to kindly take the same on record.

Thanking you.

Yours faithfully,
For Jindal Stainless Limited


(Ranjesh Kumar Gupta)
Company Secretary

Certified To Be true
For Jindal Stainless Limited


Company Secretary

National Securities Depository Ltd.
Trade Tower, 4th Floor
Kamla Mill Compound
Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013

Central Depositories Services Ltd
17th Floor, Phiroze jeejeebhoy
Tower, Dalal Street
Mumbai – 400 023

Link Intime India Pvt. Ltd.
44, Community Centre, 2nd floor
Naraina Industrial Area, Phase – 1
Near PVR Cinema,
New Delhi – 110 028

Jindal Stainless Limited

CIN: L26922HR1980PLC010901

Corporate Office: Jindal Centre, 12, Bhikaji Cama Place, New Delhi- 110 066 India

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

T: +91 11 26100340 - 50 F: +91 11 41659169, 26101562 E: info@jindalstainless.com Website: www.jindalstainless.com

A detailed note on the Composite Scheme of Arrangement ("Scheme")

The Hon'ble High Court of Punjab and Haryana at Chandigarh ("Hon'ble High Court"), vide its order dated 21st September, 2015 (as modified on 12th October, 2015), has sanctioned the Composite Scheme of Arrangement (Scheme) among Jindal Stainless Limited ('the Company / Transferor Company') and its three wholly owned subsidiaries namely 'Jindal Stainless (Hisar) Limited ('the Resultant Company/Transferee Company 1'), Jindal United Steel Limited ('Transferee Company 2') and Jindal Coke Limited ('Transferee Company 3') with effect from the Appointed Dates as mentioned in the Scheme.

The Company obtained the certified true copy of the said order of the Hon'ble High Court on 20th October, 2015. All the companies have filed the said order with the office of the Registrar of Companies, NCT of Delhi & Haryana on 1st November, 2015 (Effective Date 1). The Scheme has become effective for Jindal Stainless (Hisar) Limited. For Jindal United Steel Limited and Jindal Coke Limited the Scheme shall become effective upon receipt of approval from Orissa Industrial and Infrastructure Development Corporation Limited (OIIDCO, as specified in the Scheme.

BUSINESS ASPECTS OF THE SCHEME

Rationale & Objective of the Scheme

The rationale and objective of the Scheme *inter-alia* includes

- (i) Unlocking value for all the stakeholders of the Company, to increase its profitability;
- (ii) Reduction of the debt in the Company and improvement of serviceability of debt.
- (iii) Increase in capacity utilization.
- (iv) Enable the backward integration of the value chain of the Company's Odisha Plant;
- (v) Ensure the long term stability of the Company.
- (vi) Focused management of different business verticals.

Salient features of the Scheme

The salient features of the Scheme *inter-alia* are as under:

- (i) demerger of the Demerged Undertakings (*as defined in the Scheme*) of Jindal Stainless Limited (Transferor Company), **comprising, *inter-alia*, of the ferro alloys division and the mining division of the Company and vesting of the same in Jindal Stainless (Hisar) Limited ("Resulting Company")** in accordance with Section 2 (19AA) of the Income Tax Act, 1961 ("**Demerger**"). As a part of consideration for the Demerged Undertakings, the Board of Directors of the Resulting

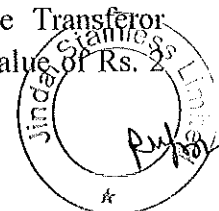


Company has decided 21st November, 2015 as the record date to ascertain the names of the shareholders of the Transferor Company who would be issued 1 (one) equity share having face value of Rs. 2/- each in the Resulting Company for every 1 (one) equity share held by them in the Transferor Company. Thus, the Resulting Company shall issue 23,11,85,445 nos. of equity shares to the shareholders of the Transferor Company.

- (ii) transfer of the Business Undertaking 1 (*as defined in the Scheme*) of the Transferor Company comprising, *inter-alia*, of the stainless steel manufacturing facilities of the Company located at Hisar, Haryana and vesting of the same with the Resulting Company on a going concern basis by way of a Slump Sale (*as defined in the Scheme*) for a lump sum consideration of Rs.2809,79,51,880/- (rounded off) (Rupees Two Thousand Eight Hundred Nine Crore Seventy Nine Lakh Fifty One Thousand Eight Hundred and Eighty) to be discharged in the manner provided in the Scheme in accordance with Section 2 (42C) of the Income Tax Act, 1961. As specified in the Scheme, the said consideration of Rs. 2809,79,51,880/- shall be discharged by the Resulting Company in the following manner:

- (a) An amount of Rs. 2600,00,00,000 (Rupees Two Thousand Six Hundred Crore) shall be paid in cash to the Transferor Company; and
- (b) The balance amount of Rs. 209,79,51,880 (Rupees Two Hundred Nine Crore Seventy Nine Lakh Fifty One Thousand Eight Hundred and Eighty) out of the total lumpsum consideration of Rs. 2809,79,51,880 (rounded off) (Rupees Two Thousand Eight Hundred Nine Crore Seventy Nine Lakh Fifty One Thousand Eight Hundred and Eighty) shall be set off against an equivalent amount out of Rs. 575,98,18,450 (Rupees Five Hundred Seventy Five Crore Ninety Eight Lakh Eighteen Thousand Four Hundred and Fifty) being the amount due and payable by the Transferor Company to the Resulting Company as receivables due to the Resulting Company from the Transferor Company as of Appointed Date 1 as a result of the implementation of Section I of the Scheme.

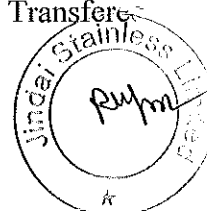
The amount of Rs. 575,98,18,450 (Rupees Five Hundred and Seventy Five Crores Ninety Eight Lakhs Eighteen Thousand Four Hundred and Fifty) being the amount due and payable by the Transferor Company to the Resulting Company as receivables due to the Resulting Company from the Transferor Company as of Appointed Date 1 as a result of the implementation of Section I of the Scheme shall, stand discharged by the Transferor Company to the extent of Rs. 209,79,51,880 (Rupees Two Hundred Nine Crore Seventy Nine Lakh Fifty One Thousand Eight Hundred and Eighty) pursuant to sub-Clause (b) above, and the balance outstanding amount of Rs. 366,18,66,570 (Rupees Three Hundred and Sixty Six Crore Eighteen Lakh Sixty Six Thousand Five Hundred and Seventy) shall stand discharged by the Transferor Company by way of issue and allotment of equity shares having face value of Rs. 2



(Rupees two) each of the Transferor Company, to the Resulting Company, on the record date being a date subsequent to the filing of the order of the Court sanctioning the Scheme with the RoC and jointly decided by the boards of directors of the Transferor Company at a price to be determined in accordance with Chapter VII of the ICDR

- (iii) transfer of the Business Undertaking 2 (*as defined in the Scheme*) of the Transferor Company **comprising, *inter-alia*, of the hot strip plant of the Company located at Odisha and vesting of the same with Jindal United Steel Limited (Transferee Company 2)** on a going concern basis by way of a Slump Sale (*as defined in the Scheme*) for a lump sum consideration of Rs.2412,67,33,110 (rounded off) (Rupees Two Thousand Four Hundred and Twelve Crore Sixty Seven Lakh Thirty Three Thousand One Hundred and Ten) to be discharged in the manner provided in the Scheme in accordance with Section 2 (42C) of the Income Tax Act, 1961 . As specified in the Scheme, the said consideration of Rs. 2412,67,33,110/- shall be discharged by the Transferee Company 2 in the following manner:

- (a) An amount of Rs. 2150,00,00,000 (Rupees Two Thousand One Hundred and Fifty Crore) shall be paid in cash to the Transferor Company; and
- (b) The Transferee Company 2 shall, without any further act or deed, issue and allot, to the Transferor Company, by way of discharge of the remainder of the lump-sum consideration payable by the Transferee Company 2 to the Transferor Company after adjustment of the amount paid to the Transferor Company in accordance with sub-clause (a) hereinabove:-
- (i) 17,50,00,000 (Seventeen Crore Fifty Lakh) non-cumulative compulsorily convertible preference shares each (a) having face value of Rs. 10 (Rupees Ten), (b) a coupon payable annually at the rate of 0.01% (Zero point zero one percent.) per annum, and (c) compulsorily convertible into 1 (one) equity share of face value Rs. 10 (Rupees Ten) each of Transferee Company 2 at the end of 10 (Ten) years from the date of allotment or at any time prior to the expiry of 10 (Ten) years from the date of allotment at the option of Transferee Company 2; and
- (ii) 8,76,73,311 (Eight Crore Seventy Six Lakh Seventy Three Thousand Three Hundred and Eleven) non-cumulative non-convertible redeemable preference shares each (a) having face value of Rs. 10 (Rupees Ten), (b) a coupon payable annually at the rate of 10% (Ten percent.) per annum, and (c) redeemable at the end of 20 (Twenty) years from the date of allotment or at any time prior to the expiry of 20 (Twenty) years from the date of allotment at the option of Transferee Company 2.



(iv) transfer of the Business Undertaking 3 (*as defined in the Scheme*) of the Company comprising, *inter-alia*, of the coke oven plant of the Company located at Odisha and vesting of the same with Jindal Coke Limited (Transferee Company 3) on a going concern basis by way of a Slump Sale (*as defined in the Scheme*) for a lump sum consideration of Rs.492,64,70,730 (rounded off) (Rupees Four Hundred Ninety Two Crore Sixty Four Lakh Seventy Thousand Seven Hundred and Thirty) to be discharged in the manner provided in the Scheme in accordance with Section 2 (42C) of the Income Tax Act, 1961. As specified in the Scheme, the said consideration of Rs. 2412,67,33,110/- shall be discharged by the Transferee Company 2 in the following manner:

(a) An amount of Rs. 375,00,00,000 (Rupees Three Hundred and Seventy Five Crore) shall be paid in cash to the Transferor Company; and

(b) The Transferee Company 3 shall, without any further act or deed, issue and allot, to the Transferor Company, by way of discharge of the remainder of the lump-sum consideration payable by the Transferee Company 3 to the Transferor Company after adjustment of the amount paid to the Transferor Company in accordance with sub-clause (a) hereinabove:-

(i) 2,60,00,000 (Two Crore and Sixty Lakhs) non-cumulative compulsorily convertible preference shares each (a) having face value of Rs. 10 (Rupees Ten), (b) a coupon payable annually at the rate of 0.01% (Zero point zero one percent.) per annum, and (c) compulsorily convertible into one equity share of face value Rs. 10 (Rupees Ten) each of Transferee Company 3 at the end of 10 (Ten) years from the date of allotment or at any time prior to the expiry of 10 (Ten) years from the date of allotment at the option of Transferee Company 3; and

(ii) 9,16,47,073 (Nine Crore Sixteen Lakh Forty Seven Thousand and Seventy Three) non-cumulative non-convertible redeemable preference shares each (a) having face value of Rs. 10 (Rupees Ten), (b) coupon payable annually at the rate of 10% (Ten percent.) per annum, and (c) redeemable at the end of 20 (Twenty) years from the date of allotment or at any time prior to the expiry of 20 (Twenty) years from the date of allotment at the option of Transferee Company 3.

(v) other matter incidental to the Scheme.

Share Entitlement Ratio:

As per Clause 4.2 of Part C of Section I of the Scheme, for every 1 (one) equity share having face value of Rs.2/ each held in (Jindal Stainless Limited) JSL as on the Record Date, the equity shareholders of JSL shall be issued one equity share having face value of Rs.2/ each



credited as fully paid up in Jindal Stainless (Hisar) Limited (JSHL). Accordingly based on the current issued and paid up share capital of JSL, a total of 23,11,85,445 no. of fresh equity shares of JSHL having the face value of Rs. 2/- each shall be issued by JSHL to the equity shareholders of JSL. Pursuant to Clause 4.6, on approval of the Scheme by the members of JSHL, it shall be deemed that the members of JSHL have also accorded their consent under Sections 42, 55 and 62 and other provisions as may be applicable of the Companies Act, 2013 for the aforesaid issuance of the equity shares by JSHL.

The Equity Shares to be issued by Jindal Stainless (Hisar) Limited to the shareholders of Jindal Stainless Limited shall be listed on BSE Limited and National Stock Exchange of India Limited.

FINANCIAL ASPECTS OF THE SCHEME

Details of Revenue, Results and Capital Employed of the Transferor Company, Resulting Company and Transferee Companies are mentioned hereunder:

The Board of Directors of Jindal Stainless Limited (Transferor Company) and Jindal Stainless (Hisar) Limited (Resulting Company) have in their meetings held on 6th November, 2015, approved the financial results of both the Companies for the quarter / half year ended 30th September, 2015. Copies of the same are attached herewith for ready reference. The Boards have also approved the financial results of the Companies as of 31st March, 2015 after giving effect to the terms of the Scheme.

As the Scheme has not yet become effective in respect of other two Transferee Companies viz. Jindal United Steel Limited and Jindal Coke Limited, for the want of necessary approvals, as per the terms of the Scheme, the impact of the same has not been given in the financial results of the Transferor Company.

The details of the Revenue, Results and Capital employed of the Transferor Company and the Resulting Company are given hereunder:

(Rs. in Crores)

Sl.	Particulars	Jindal Stainless Limited (Transferor Company)		Jindal Stainless (Hisar) Limited (Resulting Company)	
		Half year ended 30 th Sept., 2015 (Unaudited)	Year ended 31 st March, 2015 (Audited)	Half year ended 30 th Sept., 2015 (Unaudited)	Year ended 31 st March, 2015 (Audited)
1	Total Revenue (including other income)	3276.05	6063.73	3459.38	7424.06
2	Total Expenditure	3140.94	6099.48	3176.75	6980.47

[Circular stamp of Jindal Stainless Limited with handwritten signature and initials]

3	Profit / (Loss) from ordinary activities before finance cost and exceptional items	135.11	(35.75)	282.63	443.59
4	Finance Cost	498.22	915.81	255.83	447.24
5	Profit / (Loss) from ordinary activities after finance cost and exceptional items	(363.11)	(951.56)	26.80	(3.65)
6	Exceptional items – Gain / (Loss)	(25.48)	1173.19	(22.76)	15.97
7	Profit / (Loss) before tax	(388.59)	221.63	4.04	12.32
8	Tax	-	(1.45)	-	-
9	Net Profit / (Loss) for the period	(388.59)	223.08	4.04	12.32
10	Capital Employed*	5622.67**	5878.72**	3207.75**	3202.93**

*Capital Employed = Total Assets – Current Liabilities.

**An amount of Rs. 2600 Crores payable by Jindal Stainless (Hisar) Limited to Jindal Stainless Limited towards discharge of the consideration for slump sale as specified in the Scheme, has been added in the Capital Employed for JSHL and the same amount has been reduced in JSL's Capital employed.

