JINDAL STEEL & POWER

July 08, 2016

The BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
022 - 2272 3121, 2037, 2041
corp.relations@bseindia.com
Security Code No. : 532286

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai-400 051
022 - 2659 8237, 8238, 8347, 8348
cmlist@nse.co.in
Security Code No. : JINDALSTEL

Sub: Notice of Book Closure and Annual General Meeting (AGM)

Dear Sir(s),

This is to inform you that the 37th AGM of the Company is scheduled to be held on Monday, 01st day of August, 2016 at O.P. Jindal Marg, Hisar, Haryana – 125 005 at 12 Noon.

Pursuant to the provision of Section 108 of the Companies Act 2013('the Act') read with the Companies (Management and Administration) Rules, 2014, as amended, from time to time ('Rules') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members, the facility to cast their vote through electronic means on all resolutions set forth in the Notice of the AGM, whose name is in the Register of Members / Beneficial Owners as on cut-off date i.e, Monday, July 25, 2016 only are entitled to avail the facility of remote e- voting, attend and vote at the meeting. The Company has on July 07, 2016 completed the dispatch of Notice along with Annual Report to the Members of the Company. The remote e- voting facility commences on Wednesday, July 27, 2016 from 9.00 a.m. (IST) and ends on Sunday, July 31, 2016 at 5.00 p.m. (IST).

Pursuant to Section 91 of the Act the Register of Members and Share transfer books of the Company shall remain closed from Tuesday, July 19, 2016 to Monday, July 25, 2016 (both days inclusive) for AGM purpose.

Further, pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are enclosing herewith the copy of Newspaper cuttings published in "Mint" (English) and "Hari Bhoomi" (Regional Language) today, in regard with the captioned subject along with the copy of Notice of AGM for seeking members' consent for matters as set out in the Notice dated June 21, 2016.

Submitted for your kind information and record please.

Thanking You.

Yours faithfully,
For **Jindal Steel & Power Limited**

JINDAL STEEL & POWER LTD. NEW DELHI

Jagdish Patra
Vice President &
Group Company Secretary

Enclosed as above

Jindal Steel & Power Limited
CIN No.- L27105HR1979PLC009913
Corporate Office Jindal Centre, 12 Bhikaiji Cama Place, New Delhi 110 066
T +91 11 4146 2000 **F** +91 11 2616 1271 **W** www.jindalsteelpower.com
E: jsplinfo@jindalsteel.com
Registered Office O. P. Jindal Marg, Hisar, 125 005, Haryana

JINDAL STEEL & POWER

37वीं वार्षिक सामान्य बैठक, दूरस्थ ई-वोटिंग और बुक क्लोजर की सूचना

एतद् द्वारा सूचना दी जाती है कि :

1. कम्पनी के सदस्यों की 37वीं वार्षिक सामान्य बैठक (एजीएम) सोमवार, 01 अगस्त, 2016 को दोपहर 12.00 बजे कम्पनी के पंजीकृत कार्यालय में ओ.पी. जिन्दल मार्ग, हिसार-125005 (हरियाणा) में आयोजित की जानी निर्धारित है।
2. कम्पनी (प्रबंधन एवं प्रशासन) नियमों, 2014 (''दि एक्ट एंड रूल्स'') के नियम 18 के साथ पठित कम्पनी अधिनियम, 2013 की धारा 101 और 136 के सम्बन्ध में वित्तीय वर्ष 2015-16 हेतु कम्पनी के व्याख्यात्मक विवरणों और वार्षिक रिपोर्ट सहित एजीएम में सम्पादित किये जाने वाले बिजनेस को प्रारम्भ करने के लिये सूचना जिन सदस्यों के ई-मेल आईडी कम्पनी के पास अथवा डिपॉजिटरी पार्टिसिपेंट (एस) के पास पंजीकृत हैं उन सदस्यों को इलैक्ट्रोनिक मोड के माध्यम से भेज दिये गये हैं। ये कम्पनी की वेबसाइट www.jindalsteelpower.com पर भी उपलब्ध हैं। एजीएम की सूचना और वार्षिक रिपोर्ट सभी अन्य सदस्यों को उनके पंजीकृत पते पर अनुमत्य मोड द्वारा भेज दिये गये हैं। एजीएम की सूचना का प्रेषण 07 जुलाई 2016 को पूर्ण कर लिया गया है।
3. जो सदस्य वार्षिक रिपोर्ट को भौतिक प्रतियां प्राप्त करने के इच्छुक हैं, कम्पनी को jsplinfo@jindalsteel.com पर अथवा ramap@alankit.com पर रजिस्ट्रार और कम्पनी के ट्रांसफर एजेंट अर्थात् अलंकित असाइनमेंट्स लिमिटेड को अपना ई-मेल आग्रह भेज सकते हैं।
4. कटऑफ तिथि सोमवार, 25 जुलाई, 2016 के अनुसार या तो भौतिक रूप में अथवा डिमैटीरियलाइज्ड रूप में शेयर धारण करने वाले सदस्य एजीएम ('दूरस्थ ई-वोटिंग') के स्थल के अतिरिक्त किसी अन्य स्थान से सेंट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड ('सीडीएसएल') के इलैक्ट्रोनिक वोटिंग सिस्टम के माध्यम से एजीएम की सूचना में विनिर्दिष्टानुसार बिजनेस पर इलेक्ट्रोनिक रूप से अपना मत दे सकते हैं। सभी सदस्यों को सूचित किया जाता है कि :-

i) एजीएम की सूचना में विनिर्दिष्टानुसार बिजनेस इलैक्ट्रोनिक साधनों के द्वारा वोटिंग के माध्यम से निष्पादित किया जा सकता है;

ii) दूरस्थ ई-वोटिंग बुधवार 27 जुलाई 2016 को (पूर्वा. 9.00 बजे आईएसटी) प्रारम्भ होगी और रविवार 31 जुलाई 2016 को (अप. 5.00 बजे आईएसटी) समाप्त होगी ;

iii) दूरस्थ ई-वोटिंग की अनुमति रविवार 31 जुलाई 2016 को अप. 5.00 बजे आईएसटी के पश्चात् नहीं दी जाएगी ;

iv) एजीएम में अथवा इलैक्ट्रोनिक साधनों द्वारा मतदान करने के लिये पात्रता सुनिश्चित करने हेतु कटऑफ तिथि 25 जुलाई 2016 है ;

v) कोई व्यक्ति, जो कटऑफ तिथि अर्थात् सोमवार 25 जुलाई 2016 के अनुसार शेयरधारण करने और एजीएम की सूचना के प्रेषण के पश्चात् कम्पनी का सदस्य बनता है तो वह helpdesk.evoting@cdslindia.com पर आग्रह भेजकर यूजर आईडी और पासवर्ड प्राप्त कर सकता है। यद्यपि, यदि कोई सदस्य ई-वोटिंग हेतु सीडीएसएल के पास पहले से ही पंजीकृत है तो सदस्य दूरस्थ ई-वोटिंग के माध्यम से अपना मतदान करने के लिये मौजूदा यूजर आईडी और पासवर्ड का उपयोग कर सकते हैं ;

vi) ई-वोटिंग हेतु विस्तृत प्रक्रिया और निर्देश एजीएम की सूचना में उपलब्ध करवाये गये हैं ;

vii) सदस्य ध्यान दें कि : ए) सदस्य द्वारा किसी प्रस्ताव पर एक बार मत दे दिया जाता है तो सदस्य को तदोपरांत इसे परिवर्तित करने की अनुमति नहीं दी जाएगी ; बी) बैलेट पेपर के माध्यम से वोटिंग हेतु सुविधा एजीएम में उपलब्ध करवाई जाएगी ; सी) जो सदस्य दूरस्थ ई-वोटिंग द्वारा अपने मत का उपयोग कर चुके हैं, एजीएम में भी उपस्थित हो सकते हैं परन्तु दोबारा अपना मत देने के हकदार नहीं होंगे ; डी) कोई व्यक्ति जिसका नाम सदस्यों के रजिस्टर में अथवा कटऑफ तिथि के अनुसार डिपॉजिटरीज द्वारा मेनटेन किये गये लाभकारी मालिकों के रजिस्टर में दर्ज हैं, केवल बैलेट पेपर के माध्यम से एजीएम में वोटिंग के साथ-साथ दूरस्थ ई-वोटिंग की सुविधा का लाभ उठाने के हकदार होंगे ;

viii) एजीएम की सूचना कम्पनी की वेबसाइट www.jindalsteelpower.com और सीडीएसएल की वेबसाइट www.evotingindia.com पर भी उपलब्ध हैं ;

ix) पूछताछ के मामले में, सदस्य बारम्बार पूछे जाने वाले प्रश्नों (एफएक्यू) और www.evotingindia.com पर उपलब्ध ई-वोटिंग यूजर मैनुअल देख सकते हैं अथवा टोलफ्री नं. 18002005533 पर कॉल कर सकते हैं अथवा श्री महबूब लखानी, सहायक प्रबंधक, सेंट्रल डिपॉजिटरी सर्विसेज (इंडिया) लिमिटेड, फिरोजे जीजीभोय टावर्स, दलाल स्ट्रीट, फोर्ट, मुम्बई-400001 से सम्पर्क कर सकते हैं, ई-मेल : helpdesk.evoting@cdslindia.com

5. वार्षिक सामान्य बैठक के प्रयोजन हेतु कम्पनी के सदस्यों का रजिस्टर और शेयर ट्रांसफर बुक्स मंगलवार 19 जुलाई 2016 से सोमवार 25 जुलाई 2016 तक (दोनों दिन मिलाकर) बंद रहेंगे।

कृते जिन्दल स्टील एंड पावर लिमिटेड
जगदीश पात्रा
उपाध्यक्ष एवं समूह कम्पनी सचिव
एफसीएस : 5320

स्थान : नई दिल्ली
दिनांक : 07 जुलाई, 2016

जिन्दल स्टील एंड पावर लिमिटेड
(CIN: L27105HR1979PLC009913)
पंजी. कार्यालय : ओ.पी. जिन्दल मार्ग, हिसार-125005 (हरियाणा) | कॉर्पोरेट कार्यालय : जिन्दल सेंटर, 12 भीकाजी कामा प्लेस, नई दिल्ली-110066
Tel: +91 11 4146 2000 | Fax: +91 11 2616 1271 | Email:jsplinfo@jindalsteel.com | Website: www.jindalsteelpower.com

JINDAL STEEL & POWER

NOTICE OF 37TH ANNUAL GENERAL MEETING, REMOTE E- VOTING AND BOOK CLOSURE

Notice is hereby given that:

1. The 37th Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Monday, the 1st day of August, 2016, at 12:00 Noon at the Registered Office of the Company at O.P. Jindal Marg, Hisar-125005 (Haryana).
2. In terms of Sections 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 ("the Act and Rules") the notice setting out the business to be transacted at the AGM along with the Explanatory Statement and Annual Report of the Company for the Financial Year 2015-16 have been sent through Electronic mode to the members whose e-mail IDs are registered with the Company or with the Depository Participant(s). The same are also available on the website of the Company viz. www.jindalsteelpower.com. Notice of the AGM and the Annual Report have been sent to all other members at their registered address through the permitted mode. The dispatch of Notice of AGM has been completed on July 07, 2016.
3. The members, who wish to receive the physical copy of the Annual Report, may e-mail their request to the Company at jsplinfo@jindalsteel.com or to the Registrar & Transfer Agent of the Company viz. Alankit Assignments Limited at ramap@alankit.com.
4. Members holding shares either in physical form or dematerialized form, as on the cut-off date Monday, July 25, 2016 may cast their vote electronically on the business as set forth in the Notice of the AGM through electronic voting system of Central Depository Services (India) Limited ("CDSL") from a place other than the venue of AGM ("remote e-voting"). All the members are informed that:
   i) The business as set forth in the Notice of AGM may be transacted through voting by electronic means;
   ii) The remote e-voting shall commence on Wednesday, July 27, 2016 (9.00 a.m. IST) and end on Sunday, July 31, 2016 (5.00 p.m. IST);
   iii) The remote e-voting shall not be allowed beyond 5.00 p.m. IST on Sunday, July 31, 2016;
   iv) The cut-off date for determining the eligibility to vote by electronic means or at the AGM is July 25, 2016;
   v) Any person, who becomes the member of the Company after dispatch of the Notice of the AGM and holding shares as on the cut off date i.e., Monday, July 25, 2016 may obtain the user ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if a member is already registered with CDSL for e- voting, the member can use the existing user ID and password for casting their vote through remote e- voting;
   vi) The detailed procedure and instructions for e-voting is provided in the Notice of the AGM;
   vii) The Members may note that: a) once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently; b) the facility for voting through ballot paper shall be available at the AGM; c) the members who have exercised their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again; d) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting as well as voting at the AGM through ballot paper;
   viii) The Notice of AGM is available on the Company's website www.jindalsteelpower.com and also on the CDSL's website www.evotingindia.com;
   ix) In case of queries, member may refer to Frequently Asked Questions (FAQ) and e-voting user manual available at www.evotingindia.com or call on toll free no.: 18002005533 or contact Mr. Mehboob Lakhani, Assistant Manager, Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, e-mail: helpdesk.evoting@cdslindia.com.
5. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, July 19, 2016 to Monday, July 25, 2016 (both days inclusive) for Annual General Meeting purpose.

For **Jindal Steel & Power Limited**
Jagdish Patra
Vice President & Group Company Secretary
FCS: 5320

Place: New Delhi
Date: July 07, 2016

JINDAL STEEL & POWER LIMITED
(CIN: L27105HR1979PLC009913)
Regd. Office: O P Jindal Marg, Hisar-125005 (Haryana) | Corporate Office: Jindal Centre, 12 Bhikaji Cama Place, New Delhi-110066
Tel: +91 11 4146 2000 | Fax: +91 11 2616 1271 | Email:jsplinfo@jindalsteel.com | Website: www.jindalsteelpower.com

Jindal Steel & Power Limited

Registered Office: O. P. Jindal Marg, Hisar –125005 (Haryana)
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110066
CIN: L27105HR1979PLC009913 | **Website:** www.jindalsteelpower.com | **Email:** jsplinfo@jindalsteel.com
Tel.: +91 11 41462000 Fax: +91 11 26161271

Sr. No.....

ATTENDANCE SLIP

37th Annual General Meeting Monday, the 1st day of August, 2016 at 12:00 noon at O.P. Jindal Marg, Hisar – 125 005 (Haryana)

Name (IN BLOCK LETTERS)	
Address	
Registered Folio No. / Dp Id & Client Id	
Shareholder / Proxy/ Authorised Representative	
MOBILE NO.	
E-MAIL ID	

I/We hereby record my/our presence at the 37th Annual General Meeting (AGM) of the Company being held on Monday, the 1st day of August, 2016 at 12:00 Noon at O.P. Jindal Marg, Hisar – 125 005 (Haryana).

Signature of Shareholder / Proxy / Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	SEQUENCE NO.

Notes:

1) Each equity share of the Company carries one vote.
2) Please read carefully the instructions printed overleaf before exercising the vote.
3) Due to Security Reasons Mobile Phones, Cameras and Bags shall not be allowed inside the AGM Hall.

Instructions for Remote E-Voting

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional. HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL BALLOT PAPER AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY BALLOT PAPER SHALL BE TREATED AS INVALID NOTHWITHSTANDING WHICHEVER OPTION IS EXCERCISED FIRST.

The voting period shall commence at 9.00 a.m. on Wedenesday, the 27th day of July, 2016 and will end at 5.00 p.m. on Sunday, the 31st day of July, 2016. The remote e-voting module shall be disabled by CDSL at 5.00 p.m. on end date of the voting period.

The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is Monday, 25th July, 2016. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Monday, July 25, 2016, may obtain the login ID and password by sending an e-mail to jsplinfo@jindalsteel.com, helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote E-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evotingindia.com

The facility for voting through ballot paper will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by remote e-voting, will be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

You can also update your mobile number and e-mail id in the user profile details of the attendance slip which may be used for sending future communication(s).

Mr. Navneet Arora, (COP No. 3005) of M/s Navneet K Arora & Co., Company Secretaries, has been appointed as the Scrutinizer by the Company to scrutinize the entire voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the company, and submit the consolidated Scrutinizer's Report of the votes casted in favor or against, if any, to the Chairman of the Meeting not later than three (3) days of the conclusion of the meeting. The results along with the Scrutinizer's Report shall be placed on the website of the Company at www.jindalsteelpower.com, CDSL at www.evotingindia.com and Stock Exchanges at www.bseindia.com and www.nseindia.com.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The procedure and instructions for members for voting electronically are as under:

i. The voting period begins at 9.00 A.M. on July 27, 2016 and ends at 5:00 P.M. on July 31, 2016. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. July 25, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. The shareholders should log on to the e-voting website www.evotingindia.com

iii. Now click on "Shareholders" to cast your votes.

iv. Now Enter your User ID.
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

v. Next enter the Image Verification as displayed and Click on Login.

vi. 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.

vii. 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 first two letters of their name and the 8 digits of the sequence number in the PAN field • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence no. is printed on the ballot form.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/ mm/yy format) as recorded in your demat account or in the Company records in order to login. 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 (iv).

viii. After entering these details appropriately, click on "SUBMIT" tab.

ix. 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 also to be 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.

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

xi. Click on the EVSN for Jindal Steel & Power Limited to vote.

xii. 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.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. 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.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. Note for Non – Individual Shareholders and 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodians, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xviii. 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.

xix. Any person having any grievance in connection with remote e-voting may write to:

Name	Mr. Mehboob Lakhani (Assistant Manager – CDSL)
Address	Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400 001
E-mail Id	helpdesk.evoting@cdslindia.com
Phone No.:	18002005533

Jindal Steel & Power Limited

Registered Office: O. P. Jindal Marg, Hisar –125005 (Haryana)
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110066
CIN: L27105HR1979PLC009913 | **Website:** www.jindalsteelpower.com | **Email:** jsplinfo@jindalsteel.com
Tel.: +91 11 41462000 Fax: +91 11 26161271

NOTICE

NOTICE is hereby given that the **37TH ANNUAL GENERAL MEETING** of the Members of **JINDAL STEEL & POWER LIMITED** will be held on Monday, the 1st day of August, 2016 at 12.00 Noon at the Registered Office of the Company at O.P. Jindal Marg, Hisar, Haryana – 125 005, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements (both Standalone and Consolidated) of the Company for the Financial Year ended on 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.

2. To appoint a Director in place of Mrs. Shallu Jindal (DIN: 01104507) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

3. To appoint a Director in place of Mr. Dinesh Kumar Saraogi (DIN: 06426609) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

4. To appoint M/s Lodha & Co., Chartered Accountants, (ICAI Firm Registration No. 301051E) as the Statutory Auditors of the Company, in place of M/s S R Batliboi & Co. LLP, Chartered Accountants, to hold office from the conclusion of the 37th) Annual General Meeting upto the conclusion of 42nd Annual General Meeting subject to the ratification by members at every Annual General Meeting and to fix their remuneration.

Following resolution may be passed as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s Lodha & Co., Chartered Accountants (Registration No. 301051E), as the Statutory Auditor of the Company, to hold office from conclusion of this meeting till the conclusion of the 42nd Annual General Meeting of the Company at a remuneration to be fixed by the Board of Directors of the Company, in addition to the service tax and actual out of pocket expenses incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS

5. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, the remuneration payable to M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants, Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2016-17, amounting to ₹ 6,50,000/- (Rupees Six Lakh and Fifty Thousand Only) and re-imbursement of actual expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

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

6. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of Articles of Association of the Company, approval of the members, be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating up to ₹ 5,000 Crore (Rupees Five Thousand Crore), on private placement basis, from such persons / Banks / Financial Institutions / Bodies Corporates and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, delegate all or any of these powers to Committee of Directors or Managing Director or Whole time Director or Director or any Officer of the Company or any other person and to settle any question, difficulty or doubt that may arise in this regard, to finalize and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit."

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

"**RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** in accordance with the provisions of Section 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and any other applicable law including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and other applicable SEBI regulations and guidelines, the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Uniform Listing Agreement entered into by the Company with the Stock Exchanges on which equity shares of the Company are listed, the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approval(s), if any, of the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Registrar of Companies ("ROC") and other appropriate statutory or regulatory authorities, and such other approvals, no objection, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be stipulated or imposed by any of them while granting such approvals, no objection, permissions and sanctions which may be agreed to by the Board of Directors of the Company or any duly constituted Committee of the Board (hereinafter referred to as the "Board"), approval of the Members of the Company be and is hereby accorded to create, issue and offer, in one or more tranches, Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") and /or other Depository Receipts and /or Foreign Currency Convertible Bonds (FCCBs) and /or Euro Convertible Bonds (ECBs), Equity Shares and / or securities linked to Equity Shares and / or convertible debentures or any other securities including warrants, with a right exercisable by the warrant holder to exchange the said warrants with equity shares at a later date (hereinafter referred to as "Securities") in the course of one or more offering(s), including through a Further Public Offering ("FPO") and / or Qualified Institutional Placement ("QIP") and / or such other form pursuant to the SEBI Regulations, to such person(s) whether or not such persons are Members of the Company, including Qualified Institutional Buyers ("QIBs") and eligible investors (whether residents and / or institutions / incorporated bodies and / or individuals and / or trustees and / or banks or otherwise) including Government of India, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Foreign Institutional Investors, Foreign Portfolio Investors, Non-Resident Indians, Person of Indian Origin, Mutual Funds, Bodies Corporate, Companies, authorities and employees by way of any employee reservation, and to eligible retail individual Shareholders of the Company by way of a reservation, and to such other categories of eligible investors for whom a reservation category is permissible pursuant to the SEBI ICDR Regulations, and to such other person, in one or more combinations thereof, through a public issue including the exercise of a green shoe option, if any, at such price as may be determined whether through book building process with a specified price band or through alternate book building method with a specified base / floor price or otherwise in accordance with the SEBI ICDR Regulations in consultation with advisors or such persons and on such terms and conditions as the Board may in its absolute discretion decide, whether by way of public offering or private placement or conversion of any debt or sub-debt into any securities and whether by way of circulation of an offering circular or placement document or otherwise, for an amount (including upon conversion of warrants or other convertible securities into equity shares) not exceeding ₹ 5000 Crore (Rupees Five Thousand Crore only) at such price, either with or without premium as may be determined by the Board, at the option of the Company, as the case may be, and such issue and allotment be made in one or more tranches, on such terms and conditions as may be decided by the Board at the time of issue or allotment;

RESOLVED FURTHER THAT the Securities to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Securities of the same class of the Company including rights in respect of dividend;

RESOLVED FURTHER THAT the Securities may be offered, issued and allotted under Chapter VIII of SEBI ICDR Regulations to QIBs at such price to be determined by the Board at its absolute discretion, subject to compliance with the SEBI ICDR Regulations and / or other applicable law, and may also offer a discount percentage as permitted under applicable law, as amended, on the floor price calculated in accordance with the pricing formula based on the relevant date as prescribed under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT in case of a QIP pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities (or any combination of the Securities as may be decided by the Board) shall only be to QIBs within the meaning of Chapter VIII of the SEBI ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares under Chapter VIII of the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to anchor investors as may be permissible in accordance with the SEBI ICDR Regulations and applicable laws and to take any and all actions in connection with such reservations, allocation as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments, supplements, notices or corrigenda thereto, seek any consent or approval required or necessary, give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Board be and is hereby severally authorized to take all the necessary steps, including preparation of the offer document for the issue, filing of the offer document with SEBI, ROC, Stock Exchanges, appointment of various intermediaries, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium / discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount ("ASBA") and payment of balance amount on allotment of Securities, exercise of a green-shoe option, if any, listing on one or more stock exchanges as the Board deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in this regard , and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications , changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members;

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee of the Board or by any one or more Directors of the Company, with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf."

8. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and in terms of applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force), and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the Company be and is hereby accorded to the Material Related Party Transactions entered with Jindal Power Limited, a material subsidiary company and a related party for the Financial Year 2015-16 upto a value of ₹ 6,025.43 Crore and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

By Order of the Board of Directors

Place : New Delhi
Dated : June 21, 2016

Jagdish Patra
Vice President &
Group Company Secretary
FCS:5320

Registered Office:
O.P. Jindal Marg
Hisar – 125 005
Haryana

IMPORTANT NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday July 19, 2016 to Monday July 25, 2016 (both days inclusive).

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set outs details relating to Special Business at the meeting, is annexed hereto.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

4. A blank proxy form is being sent herewith. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed, to the meeting and handover it at the entrance of the meeting hall.

5. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies.

6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.

7. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such representatives to attend and vote on their behalf at the meeting.

9. Details of Directors seeking re-appointment in Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 26(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given elsewhere in the Notice.

10. All documents referred to in the accompanying Notice and the Explanatory Statement, are open to inspection by the members at the Registered Office and the Corporate Office of the Company on all working days up to the date of Annual General Meeting i.e. August 1, 2016 between 11:00 AM and 1:00 PM.

11. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants. Members who have not registered their e-mail address with Company can now register the same by sending a communication to the Company or to the RTA, M/s Alankit Assignments Limited. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

12. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to members whose e-mail address are registered with the Company or the Depository Participants, unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their e-mail address with the Company or the Depository Participants.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

14. 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 information ready at the Annual General Meeting.

15. Members are requested to note that M/s Alankit Assignments Limited, 1E/13, Jhandewalan Extension, New Delhi – 110 055, is the Registrar and Transfer Agent (RTA) to look after the work related to shares held in physical and dematerialised form.

16. Members are requested to immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialised form. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.jindalsteelpower.com under the section investors.

18. Non-Resident Indian members are requested to inform Registrar and Transfer Agent, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.\

19. The Cost Auditors of the Company, M/s Ramanath Iyer & Co., (FRN 00019) Cost Accountants, 808, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034 have filed the Cost Audit Report for Financial Year 2014-15 in XBRL form on 29th September, 2015. The Board of Directors has appointed M/s Ramanath Iyer & Co. (FRN 00019), Cost Accountants, as the Cost Auditors of the Company for auditing the cost accounting records of the Company for the Financial Year 2016-17.

20. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.

21. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.

22. M/s S R Batliboi & Co. LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company for a period of 5 years at the 35th AGM, subject to ratification by members at every AGM. Your Company has received a communication from them on June 20, 2016 expressing their inability to continue as Statutory Auditors of the Company upon the conclusion of the ensuing AGM and therefore submitted their resignation. The Company has also received a Special Notice dated 20th June, 2016 under Section 140 (4) read with Section 115 of the Companies Act, 2013 from Opelina Finance and Investment Limited in the capacity as a member of the Company recommending appointment of M/s. Lodha & Co., Chartered Accountants as Statutory Auditors of the Company in place of M/s S R Batliboi & Co. LLP. The Board has recommended appointment of M/s Lodha & Co. as Statutory Auditors for a period of five consecutive years from the conclusion of 37th Annual General Meeting up to the conclusion of 42nd Annual General Meeting of the Company.

23. In accordance with the provisions of Regulation 39(4) and Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company maintains a demat account namely 'Jindal Steel & Power Limited- Unclaimed Suspense Account' with M/s Alankit Assignments Limited and currently holds 38,35,325 shares of 1,739 members in this account. For claiming these shares, please write to the Company address to the Company Secretary at 28, Najafgarh Road, New Delhi-110015, or contact at 011-45021814-822, fax 011-45021828, e-mail: investorcare@jindalsteel.com.

24. A route map to the venue of the AGM alongwith prominent landmark for easy location is enclosed.

25. **UNCLAIMED / UNPAID DIVIDEND**

    In terms of Section 124 and 125 of the Companies Act, 2013, the Central Government has established "Investor Education and Protection Fund" (IEPF) and any amount of dividend / fixed deposit / interest etc. remaining unclaimed / unpaid for a period of seven years from the date it becomes due for the payment should be transferred to this Fund.

Following table gives information relating to unpaid dividend accounts and last dates for claim.

Sl. No.	Year	Description	Date of Declaration	Last Date of claiming Dividend from the Company
1.	2008-09	Dividend @ 550%	29th September, 2009	28th September, 2016
2.	2009-10	Dividend @ 125%	28th September, 2010	27th September, 2017
3.	2010-11	Dividend @150%	29th September, 2011	28th September, 2018
4.	2011-12	Dividend @160%	26th September, 2012	25th September, 2019
5.	2012-13	Dividend @160%	30th September, 2013	29th September, 2020
6.	2013-14	Dividend@150%	30th July, 2014	29th July, 2021

Those who have not received/ encashed their dividend warrants with respect to above dividends may please write to the Company for claiming the unclaimed amount.

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

RESOLUTION NO. 05:

Pursuant to Section 148(3) of the Act read with 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 had, in its meeting held on June 21, 2016, and on the basis of recommendations of the Audit Committee, approved the appointment of M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants, as the Cost Auditors to conduct audit of cost records of the Company for the Financial Year 2016-17 at a remuneration of ₹ 6,50,000 and service tax and out of pocket expenses, subject to ratification by shareholders.

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

The Board recommends the Ordinary Resolution set out at Item No. 5 to the shareholders for their approval.

RESOLUTION NO. 06:

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed under Section 42 of the Act deals with private placement of securities by a Company. Sub-rule (2) of the said Rule states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement basis, the Company shall obtain prior approval of its shareholders by means of a special resolution. This approval is valid for a period of one year.

Keeping in view the aforesaid provisions, the members of the Company, had, by way of Special Resolution passed at their 36th Annual General Meeting held on September 18, 2015, authorized the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, in one or more series / tranches, aggregating up to ₹ 10,000 crore on private placement basis.

In order to augment long term resources for financing, the ongoing capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/ unsecured redeemable non-convertible debentures, in one or more series/tranches upto ₹ 5,000 crore on private placement basis.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 06 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time, for one year from the date of passing this resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 06 of the Notice.

The Board recommends the Special Resolution set out at Item No. 06 of the Notice for approval by the members.

RESOLUTION NO. 07:

The Company needs funds for meeting the capex and opex requirement with adequate mix of debt and equity. It is, therefore, proposed to have enabling approvals to raise funds through issue of adequate securities in Indian and/or International markets by way of Further Public Offering ("FPO") and/or Qualified Institutional Placement ("QIP"), to Qualified Institutional Buyers ("QIBs") and/or other persons for an amount not exceeding ₹ 5,000 crore (Rupees Five Thousand Crore only) on such terms and conditions and price as may be determined by the Board. Section 62(1)(c) of the Companies Act, 2013 provides, inter-alia, that where it is proposed to increase the subscribed share capital of the Company by issue of further Securities, such further Securities shall be offered to the

persons who at the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless Shareholders decide otherwise by way of passing Special Resolution at the General Meeting. The Special Resolution will be an enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to proceed with the offering. The funds raised from the issue will augment the Company's capital base and financial position, and the funds are proposed to be utilized towards the growth of the business, including towards repayment of borrowings and other general corporate purposes from time to time.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 07 of the Notice. This resolution is an enabling resolution and authorizes the Board of Directors of the Company to further issue Securities, as may be required by the Company, from time to time.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 07 of the Notice.

The Board recommends the Special Resolution set out at Item No. 07 of the Notice for approval by the members.

RESOLUTION NO. 08:

Your Company has entered into material related party transaction with its material subsidiary Jindal Power Limited (JPL), a related party, including memorandum of understanding between the Company and JPL to sell the captive power plants of the Company comprising 810 MW (6x135MW) situated at Angul, Odisha and 110 MW (2x55MW) situated at Raigarh, Chhattisgarh aggregating to 920 MW.

Details as required under the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 are given herein below:

Sl. No.	Particulars	Information	
1.	Name of related party	Jindal Power Limited, Material Subsidiary Company	
2.	Name of director or key managerial personnel who is related, if any	Mr. Naveen Jindal and Mrs. Shallu Jindal, Directors of Jindal Power Limited (JPL) are also the Directors of Jindal Steel & Power Limited (JSPL).	
3.	Nature of relationship	Holding, Subsidiary and common Promoters, Directors	
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	i) Sale of captive power plants (CPP) aggregating to 920 MW capacity to JPL wherein the Company owns 96.43% shareholding, at a fair market value determined by an Independent Valuer appointed by the Board. ii) Sale and Purchase of Coal, Power, Steel and other allied products.	
5.	Extent of Shareholding Interest or every Promoter/Director/Manager and every other Key Managerial Personnel not less than 2%	**Name of Director/Promoter (P)/KMP**	**Percentage of Shareholding**
		Gagan Infraenergy Limited (P)	3.50
6.	Any other information relevant or important for the members to take a decision on the proposed resolution	-	

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 08 of the Notice except Mr. Naveen Jindal and Ms. Shallu Jindal and their relatives.

The Board recommends the Ordinary Resolution set out at Item No. 08 of the Notice for approval by the members.

By Order of the Board of Directors

Place : New Delhi
Dated : June 21, 2016

Jagdish Patra
Vice President &
Group Company Secretary
FCS:5320

Registered Office:
O.P. Jindal Marg
Hisar – 125 005
Haryana

"NO GIFT(S) WILL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING."

Details of the Directors seeking re-appointment at the 37th Annual General Meeting

{In pursuance of Regulation 26(4) & Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Name of Director		Mr. Dinesh Kumar Saraogi (DIN: 06426609)	Mrs. Shallu Jindal (DIN: 01104507)
i)	Date of Birth/Age	June 01, 1958 / 58 years	October 20, 1970 / 45 years
ii)	Qualifications	Mechanical Engineering from the Government Engineering College, Jabalpur	Bachelor's Degree in Economics
iii)	Experience	**Mr. Dinesh Kumar Saraogi** is presently working as Wholetime Director and Heading the Angul Plant. Prior to this role he was the Executive President and Head of the Jindal Shadeed Iron & Steel LLC in Oman. He has more than 24 years of association with the Company. Mr. Saraogi holds a degree in Mechanical Engineering from the Government Engineering College, Jabalpur in the year 1981. He was given the charge of the Oman operations immediately after the acquisition of Shadeed Iron and Steel LLC in July 2010. Under his skillful leadership, the plant started production almost within five months ahead of schedule with the production of Hot Briquetted Iron (HBI) on December 05, 2010. He joined the Company as Manager [Works] in the year 1988 at Raigarh, Chhattisgarh and successfully executed a number of projects. He was also entrusted by the Company for leading the establishment of the Company's steel project at Angul, Odisha, where he worked for more than 3 years.	**Mrs. Shallu Jindal** is a Non–Executive Women Director of the Company. She is a renowned Kuchipudi Dancer and has performed with much acclaim and alacrity, both nationally and internationally at various venues across India and abroad. She was honoured with the 2nd Aaadhi Aabadi Women Achievers Award, 2010 and the "Indira Gandhi Priyadarshini Award 2007" for her outstanding achievements in the field of Indian Classical Dance (Kuchipudi) and contribution in the field of art and culture, education and community development. She was awarded the 2012 Rex Karmaveer Puraskaar – "artist for change" for her outstanding services and achievements in the field of Indian Classical Dance (Kuchipudi). The award also marks her contributions towards social activities through the field of art and culture, education and community development. She has also been awarded with the International Women's Day award under the category of 'Dance' (IWD award) by ICUNR (Indian Council for UN Relations). She has been honoured with 'Rajiv Gandhi Excellence Award', 'Devdasi National Award' & 'Art Karat Award for Excellence' for Best Classical Danseuse and remarkable contribution in field of Indian Classical Dance. She co-chairs JSPL Foundation with her husband Mr. Naveen Jindal and spearheading the CSR initiatives of the conglomerate. She focuses on participation in field of Children, Education and Health through her foundations. She firmly believes that inclusive growth can only come about if we ensure that there is no distinction made with regard to caste, creed, religion, faith or gender. She is Vice President of the Flag Foundation of India and has initiated various creative ventures. She has compiled books like 'Tiranga- My Life', 'My Words and Freedom'. She is also an applauded author and has authored her first book for children titled "India: An Alphabet Ride". She currently heads National Bal Bhavan as Chairperson with vision to give the children the best, equipping them for the future and nurturing their talents so that they become the leaders of tomorrow.

Name of Director	Mr. Dinesh Kumar Saraogi (DIN: 06426609)	Mrs. Shallu Jindal (DIN: 01104507)
iv) Terms and Conditions of Re-appointment	Mr. Dinesh Kumar Saraogi was appointed as the Wholetime Director of the Company for a period of 5 years effective from November 9, 2012 at a remuneration of ₹ 115.41 Lakh p.a. as may be revised, from time to time, by the Members	N.A.
v) Details of Remuneration sought to be paid	-	-
vi) Last Remuneration drawn	₹ 141.79 Lakh p.a.	-
vii) Date of first appointment on the Board	November 09, 2012	April 27, 2012
viii) No. of shares held	52447	Nil
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil	Mr. Naveen Jindal, Chairman & Whole-time Director is spouse of Mrs. Shallu Jindal.
x) No. of Board Meetings attended/held during Financial Year 2015-16	3/6	2/6
xi) Directorships held in other companies	Nil	1. Jindal Power Limited 2. Miracle Foundation India 3. Jindal Steel & Power (Mauritius) Limited
xii) Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2016	Nil	Nil
xiii) Committee position held in other companies	Nil	Nil
a. Audit Committee	Nil	Nil
b. Stakeholders' Relationship Committee	Nil	Nil
c. Other Committees	Nil	Nil

JINDAL STEEL & POWER

FORM NO. MGT-11

PROXY FORM

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

CIN: **L27105HR1979PLC009913**
Name of the company: **Jindal Steel & Power Limited**
Registered office: **O.P. Jindal Marg, Hisar – 125005, Haryana**
Phone: **+91 11 41462000,** Fax: **+91 11 26161271**
Website: **www.jindalsteelpower.com** | E-mail: **jsplinfo@jindalsteel.com**

Name of the Member (s) :	
Registered Address :	
E-mail Id:	
Folio No/ Client Id :	
*DP Id :	

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

1. Name: .....Address: .....

   E-mail Id: .....Signature: ....., or failing him

2. Name: .....Address: .....

   E-mail Id: .....Signature: ....., or failing him

3. Name: .....Address: .....

   E-mail Id: .....Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 37th Annual General Meeting of the Company, to be held on Monday, the 1st day of August, 2016 at 12.00 noon at the Registered Office of the Company at O.P Jindal Marg, Hisar, Haryana – 125 005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	Adoption of Audited Financial Statements (both Standalone and Consolidated) of the Company for the FY 2015-16 including Reports of Board of Directors and Auditors thereon		
2.	Re-appointment of Mrs. Shallu Jindal (DIN: 01104507), as Director, liable to retire by rotation		
3.	Re-appointment of Mr. Dinesh Kumar Saraogi (DIN: 06426609), as Director, liable to retire by rotation		
4.	Appointment of M/s Lodha & Co., (FRN: 301051E), Chartered Accountants, as Statutory Auditors for a period of 5 years from the conclusion of 37th AGM till the conclusion of 42nd AGM and fixing their remuneration		
Special Business			
5.	Ratification of remuneration of M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants as Cost Auditors for FY 2016-17		
6.	Approval for issuance of Non-Convertible Debentures upto ₹ 5,000 crore on Private Placement Basis		
7.	Approval for issuance of Securities for an amount not exceeding ₹ 5,000 crore		
8.	Approval for related party transaction		

Signed this..... day of ....., 2016.

Affix 30 Ps. Revenue Stamp

Signature

Signature of Shareholder **Signature of Proxy holder(s)**

Notes:
1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be 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 'V' 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.

***Applicable for Investors holding shares in demat form.**