Jindal Steel & Power Limited

Regd. Office: O. P. Jindal Marg, Hisar –125005 (Haryana), Phone: +91 1662 222471-84, Fax: +91 1662 220476
CIN: L27105HR1979PLC009913 | Website: www.jindalsteelpower.com | Email: jsplinfo@jindalsteel.com

ATTENDANCE SLIP

Sr. No.....

36th Annual General Meeting, Friday, the 18th day of September, 2015 at 12.00 noon at O.P. Jindal Marg, Hisar – 125005 (Haryana)

Name in (BLOCK LETTERS)	
Address	
Registered Folio/DP ID & Client ID	
Shareholder/Proxy/Authorised Representative	
Mobile No. & Email Id	

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company being held at its Registered Office at O. P. Jindal Marg, Hisar-125005 (Haryana) on Friday, the 18th day of September, 2015 at 12.00 noon.

Signature of Shareholder/Proxy/Authorised Representative

_____

ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD

Notes:

1) Each equity share of the Company carries one vote.
2) Please read carefully the instructions printed in the Notice before exercising the vote.

INSTRUCTION FOR E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administrative) Rules, 2014, as may be amended from time to time and Clause 35B of the Listing Agreement, the Company is providing to the shareholders, the E-Voting facility at the 36th Annual General Meeting through E-Voting platform of the National Securities Depository Limited ("NSDL").

The voting period shall commence at 9.00 a.m. on Tuesday, the 15th day of September, 2015 and will end at 5.00 p.m. on Thursday, the17th day of September, 2015. The e-voting module shall be disabled by NSDL at 5.00 p.m. that date.

The cutoff date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at AGM is September 11, 2015. 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 only, shall be entitled to avail the facility of remote e-voting, ballot paper or voting at the meeting through ballot papers. The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on the cutoff date.

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. September 11, 2015 may obtain the login ID and password by sending an email to **investorcare@jindalsteel.com, evoting@nsdl.co.in** or **info@navneetaroracs.com** by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL 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.evoting.nsdl.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/ballot, will be able to exercise their right to vote at the meeting through ballot paper. The members who have casted their vote by remote e-voting/ballot 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 email id in the user profile details of the folio/attendance slip which may be used for sending future communication(s).

Mr. Navneet K. Arora of M/s Navneet K. Arora & Co., Practising Company Secretaries has been appointed as the Scrutinizer by the Company to scrutinize the entire e-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, and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses and submit the consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman of the Meeting with in a period of three days of conclusion of the meeting. The results along with the Scrutinisers Report shall be placed on the website of the Company, NSDL and Stock Exchanges.

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

(A) In case of Shareholders receiving e-mail from NSDL:

(i) Any member whose shares are in Demat form and whose email address is registered with the Company/Depository Participant will receive an e-mail from NSDL. Open e-mail and open PDF file viz. **"remote e-voting.pdf"** which contains your user ID & password for remote e-voting. The file can be opened with your Client ID or Folio No. as password. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following **URL: https://www.evoting.nsdl.com/**

(iii) Click on Shareholder – Login.

(iv) Put user ID and Password as initial password noted in step (i) above. "**Click Login**".

(v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-Voting opens. Click on remote e-Voting: Active Voting Cycles.

(vii) Select EVEN (Electronic Voting Event Number) of Jindal Steel & Power Ltd.

(viii) Now you are ready for remote e-Voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "**Submit**" and also "**Confirm**" when prompted.

(x) Corporate Shareholders/Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: **info@navneetaroracs.com** with a copy marked to **evoting@nsdl.co.in**.

(B) In case of Shareholders receiving Notice by Post:

(i) Initial password is provided at the bottom of the Attendance slip.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) as mentioned in (A) above, to cast vote.

(C) If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting your vote.

(D) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual for Shareholders, available at the downloads section of **www.evoting.nsdl.com**. You can also contact NSDL via email at **evoting@nsdl.co.in**. For any other query regarding remote e-voting you can contact the Company at 011-45021814-17 or email at **investorcare@jindalsteel.com**.

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NOTICE

OF 36TH ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting (AGM) of the members of Jindal Steel & Power Limited (JSPL) will be held at the Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana on Friday, the 18th day of September, 2015 at 12.00 Noon to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2015, the Audited Consolidated Financial Statements for the said Financial Year and the Reports of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naveen Jindal (DIN: 00001523) who retires by rotation and, being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Ravi Kant Uppal (DIN: 00025970) who retires by rotation and, being eligible offers himself for re-appointment.
4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) and re-enactment(s) thereof, the appointment of M/s S R Batliboi & Co. LLP, Chartered Accountants, (FRN – 301003E), Golf View, Corporate Tower - B, Sector Road, Sector – 42, Gurgaon – 122 002, as the Statutory Auditors of the Company from the conclusion of 36th Annual General Meeting till the conclusion of 37th Annual General Meeting be and is hereby ratified on such terms and conditions (including remuneration) as may be decided by the Board of Directors."

SPECIAL BUSINESS

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, of the Companies Act, 2013, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) 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 and Clause 49 of the Listing Agreement, Mr. Chandan Roy (DIN: 00015157), who was appointed as an Additional Director in the category of Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013 and whose term expires at this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from December 19, 2014, not liable to retire by rotation."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) 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, Mr. Shalil Mukund Awale (DIN: 06804536), who was appointed as an Additional Director in the Category of Nominee Director of IDBI Bank Limited and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013 and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director in the category of Nominee Director of IDBI Bank Limited, not liable to retire by rotation."

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

"**RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) 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, Mr. Rajeev Rupendra Bhadauria (DIN: 00376562), who was appointed as an Additional Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of Companies Act, 2013 and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. 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 196, 197 and all other applicable provisions, if any and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and subject to the approval of the Central Government, if any, the members hereby approve the appointment of Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) as a Whole-time Director of the Company on the following terms and conditions:

a)	Period of appointment	:	For a period of 3 years upto May 26, 2018
b)	Basic Salary	:	Rs. 6,28,615/- (Rupees Six Lakh Twenty Eighty Thousand Six Hundred Fifteen only) per month
c)	Flexible Compensation Plan as per Company's Policy	:	Rs. 8,67,489/- (Rupees Eight Lakh Sixty Seven Thousand Four Hundred Eighty Nine only) per month

d) Performance based Target Variable Pay of Rs.56,57,544/-(Rupees

Fifty Six Lakh Fifty Seven Thousand Five Hundred Forty Four Only) per annum as per Company's Policy.

e) Perquisites:
   i. Employer's Contribution to Provident Fund @12% of Basic Salary.
   ii. Gratuity in accordance with Company's Policy.
   iii. Mediclaim Insurance coverage for self and family as per Company's policy.
   iv. Group Personal Accident Insurance as per Company's Policy.
   v. Leave encashment in accordance with Company's Policy.
   vi. Mobile phone, telephone facility, I- pad, laptop etc. as per Company's Policy.
   vii. Furniture/ fixtures/ home furnishing loan or any other loan as per Company's Policy.

f) He shall also be entitled for reimbursement of expenses incurred for business purposes on actuals.

g) He shall not be entitled for any sitting fee for attending any meetings of Board vis-à-vis Committees.

h) In case the Company has no profits or its profits are inadequate in any financial year, the Company will pay remuneration by way of salary, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as specified above."

9. 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 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("**2013 Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any statutory modification(s) or re-enactment(s) thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "**Board**", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members be and is hereby accorded for payment of minimum remuneration to Mr. Ravi Kant Uppal, (DIN-00025970), Managing Director & Group CEO of the Company with effect from April 1, 2015 on the terms and conditions set out herein below:

a) Basic Salary: Rs. 13,33,333/- (Rupees Thirteen Lakh Thirty Three Thousand Three Hundred and Thirty Three only) per month.

b) Flexible Compensation Plan as per the Company's Policy: Rs. 18,40,000/- (Rupees Eighteen Lakh Forty Thousand only) per month.

c) Performance based Target Variable Pay upto Rs. 5,00,00,000/- (Rupees Five Crore only) per annum as per Company's Policy. The Board may increase or decrease this amount depending upon his performance as per Company's Policy, within this approved limit.

d) Shares under Employee Stock Purchase Scheme – 2013 (JSPL ESPS 2013) worth Rs. 1,00,00,000/- (Rupees One Crore only) per annum, subject to requisite approvals under the Companies Act, 2013 and SEBI Guidelines/Regulations etc.

e) Benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board, from time to time, being restricted to a cap of 25% of Annual Salary as mentioned above.

f) He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.

g) No sitting fees shall be paid to him for attending the meetings of Board of Directors or Committees thereof.

RESOLVED FURTHER THAT the members do hereby approve the payment of one time incentive of Rs. 1,00,00,000/- (Rupees One Crore only) to Mr. Ravi Kant Uppal, for the Financial Year 2014-15.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, in the event of loss or inadequate profit in any Financial Year during his tenure, the remuneration as mentioned above shall be paid to Mr. Ravi Kant Uppal as minimum remuneration with the approval of Central Government, if required.

RESOLVED FURTHER THAT there shall be no other change(s) in other components of remuneration, except as revised herein above and all other terms and conditions of his appointment shall remain unchanged.

RESOLVED FURTHER THAT Mr. Rajeev Rupendra Bhadauria, Wholetime Director and Mr. Jagdish Patra, Vice President & Group Company Secretary of the Company, be and are hereby severally authorised to obtain necessary approvals, statutory, contractual or otherwise, do all such acts, deeds, matters and things as are incidental thereto or as may be deemed necessary or desirable and settle any question(s) or difficult(ies) that may arise in such manner as it may deem fit in order to give effect to the above resolutions."

10. 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 196, 197, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("2013 Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, or any statutory modification(s) or re-enactment(s) thereof and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), approval(s) and permission(s) and as agreed to by the Board of Directors (hereinafter referred to as the "**Board**", which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof or any person authorized by the Board in this behalf), the approval of the members be and is hereby accorded for payment of minimum remuneration to Mr. Dinesh Kumar Saraogi (DIN-06426609), Wholetime Director of the Company with effect from April 1, 2015 on the terms and conditions set out herein below:

a) Basic Salary : Rs. 3,80,160/- (Rupees Three Lakh Eighty Thousand One Hundred and Sixty Only) per month.

b) Flexible Compensation Plan as per Company's Policy: Rs. 5,24,621/- (Rupees Five Lakh Twenty Four Thousand Six Hundred and Twenty One Only) per month.

c) Performance based Target Variable Pay of Rs. 28,51,200/- (Rupees Twenty Eight Lakh Fifty One Thousand Two Hundred Only) per annum as per Company's Policy. The Board may increase or decrease this amount depending upon his performance as per Company's Policy, within this approved limit.

d) Benefits, perquisites, allowances, reimbursements and facilities as may be determined by the Board, from time to time being restricted to a cap of 10% of Annual Salary as mentioned above.

e) He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.

f) No sitting fees shall be paid to him for attending the meetings of Board of Directors or Committees thereof.

RESOLVED FURTHER THAT notwithstanding anything to the contrary contained hereinabove, in the event of loss or inadequate profit in any

Financial Year during his tenure, the remuneration as mentioned above shall be paid to Mr. Dinesh Kumar Saraogi as minimum remuneration with the approval of the Central Government, if required.

RESOLVED FURTHER THAT Mr. Rajeev Rupendra Bhadauria, Wholetime Director and Mr. Jagdish Patra, Vice President & Group Company Secretary of the Company, be and are hereby severally authorised to obtain necessary approvals, statutory, contractual or otherwise, to do all such acts, deeds, matter and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise in such manner as it may deem fit in order to give effect to the above resolutions."

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

"**RESOLVED THAT** pursuant to the provisions of 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, appointed by the Board of Directors as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2015-16, amounting to Rs. 6,50,000/- and also the payment of service tax as applicable and re-imbursement of out of pocket 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."

12. 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 the 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 Rs. 10,000 Crore (Rupees Ten Thousand Crore), on private placement, from such persons 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 officer of the Company or any other person and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit."

13. 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 there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act") and any other applicable laws including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations") and other applicable SEBI regulations and guidelines, the provisions of the Listing Agreement entered into by the Company with the Stock Exchanges on which its equity shares 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 objections, permissions and sanctions which may be agreed to by the Board of Directors of the Company or any duly constituted Committee of the Board (herein after 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 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 Rs. 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 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 thereof 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.

Place : New Delhi
Dated : August 12, 2015

By order of the Board of Directors

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005
Haryana
CIN: L29105NR1979PLC009913

Jagdish Patra
Vice President &
Group Company Secretary
FCS:5320

Notes:

1. **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 a proxy for more than fifty (50) members and holding in the aggregate not more than ten percent 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.
2. A blank proxy form is being sent herewith. Members/Proxy holder must bring the attendance slip (attached herewith) to the meeting and handover it at the entrance of the meeting hall duly signed.
3. 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.
4. 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.
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.
6. Details of Directors seeking appointment/re-appointment at Annual General Meeting pursuant to Clause 49 (IV)(G)(i) of listing agreement is given herein below.
7. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, ("2013 Act") relating to the Special Business to be transacted at the meeting is given here in below.
8. All documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days up to the date of Annual General Meeting between 11:00 AM and 1:00 PM.
9. The business of the meeting may be transacted by the members through electronic voting system. Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to **investorcare@jindalsteel.com** by mentioning their Folio No./DP ID and Client ID No. or download from Company's website **www.jindalsteelpower.com**. However, the duly completed Ballot Form should reach the Registered Office

of the Company not later than Thursday, September 17, 2015 (5.00 p.m. IST). A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Voting shall be treated as invalid.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 9, 2015 to Friday, September 11, 2015 (both days inclusive).
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 email address either with the Company or with the Depository Participants. Members who have not registered their email address with Company can now register the same by submitting a communication to the Company or the RTA, M/s Alankit Assignments Limited. Members holding Shares in demat form are requested to register their email address with their Depository Participants only. Members of the Company who have registered their email 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 email 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 email 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 and the Auditors' Certificate on Shares allotted under Company's Employees Stock Purchase Scheme will be available for inspection at the AGM.

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

RESOLUTION NO 5:

In view of the provisions of Clause 49 of the Listing Agreement, Mr. Chandan Roy was appointed as an Additional Director in the category of Independent Director who will hold office till the date of the 36th Annual General meeting of the Company.

In terms of Section 149 of the Companies Act, 2013 ("the Act") read with rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each and may again be appointed after a cooling period of 3 years after expiry of two consecutive terms.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Chandan Roy for appointment as an Independent Director of the Company. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Clause 49 of the listing agreement.

The Board of Directors considered this matter on May 27, 2015 and felt that his continued association would be of immense benefit to the Company and proposed his appointment as an Independent Director under Section 149 of the Act for a term of five consecutive years commencing from December 19, 2014.

Brief resume of Mr. Chandan Roy, his educational and professional qualifications, nature of his working experience, his achievements, name(s) of the companies in which he hold directorships, memberships and chairmanships in various Committees, his shareholding in the Company, relationship between directors inter-se are provided at the end of this Notice and also in Corporate Governance Report forming part of the Annual Report.

A copy of the draft letter of appointment of Independent Directors is available for inspections at the Registered Office of the Company during business hours on any working day and is also available on the website of the company www.jindalsteelpower.com.

Mr. Chandan Roy is interested in the above resolution with regard to his appointment along with his respective relatives. Save and except the above, no other Director/Key Managerial Personnel of the Company/ 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 6:

In terms of Section 152 of the Companies Act, 2013 ("The Act") and Rules made thereunder, Mr. Shalil Mukund Awale was appointed as an Additional Director in the category of Nominee Director– IDBI Bank Ltd. by the Board of Directors on March 4, 2015.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Shalil Mukund Awale for appointment as Nominee Director of the Company.

The Board of Directors considered this matter on May 27, 2015 and proposed his appointment as a Nominee Director under Section 152 of the Act.

Brief resume of Mr. Shalil Mukund Awale, his educational and professional qualifications, nature of his working experience, his achievements, name(s) of the companies in which he hold directorships, memberships and chairmanships in various Committees, his shareholding in the Company, relationship between directors inter-se are provided at the end of this Notice and also in Corporate Governance Report forming part of the Annual Report.

Mr. Shalil Mukund Awale is interested in the above resolution with regard to his appointment along with his respective relatives. Save and except the above, no other Director/Key Managerial Personnel of the Company/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. 6 to the shareholders for their approval.

RESOLUTION NO 7, 8, 9 & 10:

The Board of Directors has, on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders, appointed Mr. Rajeev Rupendra Bhadauria as an Additional and Wholetime Director of Company for a period of three years from May 27, 2015. The background, educational/professional qualification, experience, expertise in line with the Company's business, positive attributes, positions held earlier and awards and recognitions of Mr. Bhadauria are mentioned in the later part of this statement.

The Company has received a notice in writing from a member in terms of Section 160 of the Act alongwith deposit of requisite amount proposing the candidature of Mr. Rajeev Rupendra Bhadauria as a Director of the Company in this Annual General Meeting. This matter was considered

by the Board of Directors on August 12, 2015. Mr. Rajeev Rupendra Bhadauria is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Mr. Ravi Kant Uppal joined the Company as a Managing Director & Group CEO w.e.f. October 01, 2012. Mr. Dinesh Kumar Saraogi was appointed as a Wholetime Director of the Company w.e.f. November 09, 2012. He has been associated with the Company since 1988. The remuneration of all these executive directors have been approved by the Nomination and Remuneration Committee, Board and Shareholders of the Company, from time to time.

As per the provisions of the Companies Act, 2013 read with Schedule V, in the event of no profit or inadequate profit, Company may pay remuneration as per the limits prescribed under Section II of Schedule V to the Companies Act, 2013 and if the amount exceeds the prescribed limits, then the Company can pay minimum remuneration with the approval of Central Government.

The other information as required under Section-II of Part-II of Schedule V to the Companies Act, 2013 is given as under:-

I. GENERAL INFORMATION:

(1) **Nature of Industry:** Steel and Power

(2) **Date or expected date of commencement of commercial operation:** N.A. (The Company is an existing Company and was incorporated on 28th September, 1979.)

(3) **In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus:** N.A.

(4) **Financial performance based on given indicators:**

(Rupees in Crore except EPS)

PARTICULARS	2014-15 (Audited)	2013-14 (Audited)	2012-13 (Audited)	2011-12 (Audited)
Total Revenue	13,686.79	14,001.79	15,113.98	13,518.43
Profit/(Loss) before tax	639.41	1,600.64	2,228.50	2,843.01
Net Profit/(Loss) after tax	(310.68)	1,291.95	1,592.55	2,110.65
Earnings Per Share (EPS)	(3.40)	13.89	17.04	22.58

(5) **Foreign investments or collaborations,** if any:

The Company has invested in below-mentioned foreign direct subsidiaries:

1. Jindal Steel & Power (Mauritius) Limited
2. Jindal Steel Bolivia SA
3. Skyhigh Overseas Limited

These foreign subsidiaries have various subsidiaries and step down subsidiaries in various foreign countries.

II. INFORMATION ABOUT THE APPOINTEE:

RESOLUTION NO. 8

Name of the Director	Mr. Rajeev Rupendra Bhadauria
Background details	Mr. Rajeev Rupendra Bhadauria is a Post Graduate in Personnel Management and Industrial Relations from Power Management Institute, NTPC and LLB from Allahabad University. He joined the Company on July 1, 2011 as the Director-Group HR and was appointed as an Additional Director and Wholetime Director on May 27, 2015. He brings with him a rich, diverse and rare experience in his 30 years of cherished career as an HR Professional both in the Public and Private Sectors. The choice made by him at the decisive moment of his youth to opt for Public Sector Service rather than Indian Administrative Service gave him a unique opportunity of working with one of India's largest Public Sector as well as Private Sector Organisation. His decade long stint in NTPC saw him rising from an entry level HR executive to the youngest Regional HR Head leading NTPC's largest region in terms of the generating capacity and workforce. Having successfully managed two wage settlements, the acquisition of UPSEB"s Unchahar power station and the de-merger of PowerGrid from NTPC, he was fully equipped to explore the challenges of the private sector dynamics.
Past Remuneration	Not applicable, as he was not a Director on the Board of Directors of the Company.
Recognition or Awards	Nil
Job profile and suitability	He is heading the HR department of JSPL Group and looks after the strategic decisions regarding the Human Resource function.
Remuneration proposed	As per resolution

Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Steel & Power Industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Rajeev Rupendra Bhadauria has no pecuniary relationship, directly or indirectly, with the Company except to the extent of his remuneration and shareholding in the Company.

RESOLUTION NO. 9

Name of the Director	**Mr. Ravi Kant Uppal**
Background details	He is a Mechanical Engineer from Indian Institute of Technology (IIT), Delhi and an alumnus of Indian Institute of Management (IIM), Ahmedabad. He has also completed his Advanced Management Program from Wharton Business School, USA. He has more than 37 years of experience of working in engineering and infrastructural segments in India and abroad. He has successfully set up several new businesses and also turned around low performing units in the past. He has worked at various senior managerial positions in Larsen & Toubro Limited, ABB India and Volvo India. Immediately before joining the Company, he was Wholetime Director and President & CEO – Power at Larsen & Toubro Group. Before that, he was the President, Global Markets & Technology with ABB Group and member of Group Executive Committee of ABB Group, Zurich, Switzerland and Chairman of ABB, India and founding Managing Director & Country Manager of Volvo India.
Past Remuneration	2012-13 Rs. 3.02 Crore from October 01, 2012 to March 31, 2013 2013-14 Rs. 7.05 Crore (Includes Rs. 2.09 Crore paid in FY 2014-15) 2014-15 Rs. 7.92 Crores (Includes Rs. 1.00 Crore paid in FY 2015-16)
Recognition or Awards	Mr. Ravi Kant Uppal was awarded the Royal Order of the Polar Star by the King of Sweden and named a Knight of this Order, in recognition of his invaluable services to Sweden. He was also bestowed the Marketing Award 2005 by the Institute of Marketing Management, India and named among 'India's Best of the Best' by the magazine 'Smart Manager'. He has also been honoured as a Distinguished Alumnus by IIT, Delhi.
Job profile and suitability	He is leading JSPL Group as the Managing Director and Group CEO of the Company and is looking after all business segments of the group viz. Steel, Power, Mining, Real Estate and Global Ventures
Remuneration proposed	As per resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Steel & Power Industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Ravi Kant Uppal has no pecuniary relationship, directly or indirectly, with the Company except to the extent of his remuneration and shareholding in the Company.

RESOLUTION NO. 10

Name of the Director	**Mr. Dinesh Kumar Saraogi**
Background details	He holds a bachelor's degree in Mechanical Engineering from the Government Engineering College, Jabalpur. He has working experience of 33 years in the field of steel and power and has been working with the Company since 1988 at various senior positions.
Past Remuneration	2012-13 Rs. 0.41 Crore from November 09, 2012 to March 31, 2013 2013-14 Rs. 1.31 Crore 2014-15 Rs. 1.42 Crore

Recognition or Awards	-Best Corporate award leader of Odisha 2014, -Best HR Leader & Training Excellence "The Greentech Award" Bangalore, 2014 -Best Corporate Award Leader of Odisha, 2013 -Best CSR Award 2013 -Golden Peacock National CSR Award -Best CSR in Asia Interface Award 2012
Job profile and suitability	He is associated with Company since 1988 and is currently heading the Angul unit of the Company in Odisha. He has also been appointed as the Occupier of factories and Owner of mines of the Company.
Remuneration proposed	As per resolution
Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable has been benchmarked with the remuneration being drawn by similar positions in Steel & Power Industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. D. K. Saraogi has no pecuniary relationship, directly or indirectly, with the Company except to the extent of his remuneration and shareholding in the Company.

III. OTHER INFORMATION:

Reason of loss or inadequate profits: The Hon'ble Supreme Court of India has, vide its order dated September 24, 2014, cancelled the allocation of all coal blocks except the coal blocks allotted to SAIL, NTPC and UMPPs and directed the companies to pay additional levy @ Rs. 295/- per metric tonne on coal extracted from allotted mines. In terms of Section 198 of the Companies Act, 2013 this payment of additional levy will be deducted as legal liability while calculating net profits for payment of managerial remuneration. Besides, Quarter 1 of the Financial Year 2015-16 was a challenging period for the Steel Makers due to declining net sales realisations (NSR), increased raw material cost, working capital cost and continued imports from China, Korea and Japan put pressure on steel prices domestically. However, the additional capacities installed by JSPL helped it to increase its crude steel production by 37% year on year. Sales increased by 39% year on year. Inspite of these factors, JSPL reported a consolidated EBITDA of Rs.1,018 Crore which was higher than that achieved in Q4 of FY 2014-15. Due to commissioning of facilities in Angul, Tamnar, Barbil and Oman, interest and depreciation increased from Rs. 1,202 Crore to Rs. 1,599 Crore on year on year basis. This affected the profitability and the Company reported net loss.

Steps taken or proposed to be taken for improvement & Expected increase in productivity and profits in measurable terms: The Company is profitable at EBIDTA level and is suffering with losses, in the year under review and Quarter 1 of FY 2015-16, due to exceptional item of payment of additional levy and declining net sales realizations, continued imports from China, Japan, Korea and increased raw material prices.

However your Company has taken necessary steps to ensure optimum capacity utilizations to achieve higher growth on turnover and higher EBITDA. In addition to this your Company is also ensuring reduction in raw material cost by participating in Coal auction and Iron Ore Mine auctions. This will ensure availability of raw material at cheaper price and increase competitiveness in procurement process thereby reducing the procurement cost substantially. The Company is taking various steps to reduce cost of production by cutting on other expenses, Coal costs and modernization, reducing the working capital by 15-20% thereby reducing the interest cost and looking at sale of non core assets to bring down the debt levels and listing of some of the existing entities to raise capital.

Therefore, the Board of Directors had, in its meetings held on May 27, 2015 and August 12, 2015, considered these matters and recommend Resolution Nos. 7, 8, 9 and 10 of the accompanying notice for your approval by way of Special Resolutions. After the approval of members, application(s), if required, will be made to Central Government for its approval. All other terms and conditions of their appointment will remain unchanged with no other change(s) in other components of remuneration, except as mentioned herein in the proposed resolutions.

Mr. Rajeev Rupendra Bhadauria, Mr. Ravi Kant Uppal and Mr. Dinesh Kumar Saraogi and their relatives are concerned or interested in the Resolutions at item 7, 8, 9 and 10 of the Notice. No other Director and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in respect of the said resolutions.

RESOLUTION NO 11:

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 May 27, 2015, 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 2015-16 at a remuneration of Rs. 6.50 Lakh 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. 11 to the shareholders for their approval.

RESOLUTION NO 12:

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 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, 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 legal provisions, the members of the Company, through Resolution passed by way of Postal Ballot, had

authorised 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 Rs. 10,000 crore on private placement.

However, 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 on private placement, issuable/redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 12 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. 12 of the Notice.

The Board recommends the Special Resolution set out at Item No. 12 of the Notice for approval by the members.

RESOLUTION NO 13:

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 Rs. 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 the 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 of the Shareholders. 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. 13 of the Notice. This resolution is an enabling resolution and authorises 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. 13 of the Notice.

The Board recommends the Special Resolution set out at Item No.13 of the Notice for approval by the members.

Place : New Delhi
Dated : August 12, 2015

By order of the Board of Directors

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005
Haryana
CIN: L29105NR1979PLC009913

Jagdish Patra
Vice President &
Group Company Secretary
FCS:5320

FOR ATTENTION OF THE SHAREHOLDERS

1. 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.
2. Members are requested to note that M/s Alankit Assignments Limited, Alankit Heights, 1E/13, Jhandewalan Extn., New Delhi-110055, is the Registrar and Transfer Agent to look after the work related to shares held in physical and dematerialised form.
3. Members are requested to immediately notify to the Registrar and Transfer Agent 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.
4. 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 Company/ RTA.
5. 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.
6. 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.
7. In accordance with the provisions of Clause 5A of the listing agreement, the Company had opened a demat account namely 'Jindal Steel & Power Limited- Unclaimed Suspense Account' with M/s Alankit Assignments Limited and currently holds 38,58,625 shares of 1,747 members in this account. For claiming these shares please write to the company at 28, Najafgarh Road, New Delhi-110015, 011-45021814-822, fax 011-45021828, **e-mail: investorcare@jindalsteel.com**
8. 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 2013-14 in XBRL form on 20th September, 2014. 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 2015-16.
9. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. Members holding share in physical form are advised to convert their shareholding in dematerialized form with any depository participant.
11. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.

12. **UNCLAIMED/UNPAID DIVIDEND**

In terms of Section 124 of the Act, the Central Government has established "Investor Education and Protection Fund" (IEPF) and any amount of dividend/fixed deposit 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.

S. No.	Year	Description	Date of Declaration	Last Date of Claiming Dividend from the Company
1	2007-08	Dividend @ 250%	26th September, 2008	25th September, 2015
2	2008-09	Dividend @ 550%	29th September, 2009	28th September, 2016
3	2009-10	Dividend @ 125%	28th September, 2010	27th September, 2017
4	2010-11	Dividend @150%	29th September, 2011	28th September, 2018
5	2011-12	Dividend @160%	26th September, 2012	25th September, 2019
6	2012-13	Dividend @160%	30th September, 2013	29th September, 2020
7	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 correspond with the Company for claiming the unclaimed amount.

"NO GIFT WILL BE DISTRIBUTED IN THE ANNUAL GENERAL MEETING"

Details of the Directors seeking appointment/re-appointment at the 36th Annual General Meeting
{In pursuance of Clause 49 of the Listing Agreement and Secretarial Standards on General Meetings (SS - 2)}

Name of Director	Mr. Naveen Jindal	Mr. Ravi Kant Uppal	Mr. Chandan Roy	Mr. Shalil Mukund Awale	Mr. Rajeev Rupendra Bhadauria	Mr. Dinesh Kumar Saraogi
Date of Birth/Age	March 09, 1970/45 years	May 09, 1952/63 years	July 16, 1950/65 years	June 12, 1968/47 years	September 13, 1960/54 years	June 01, 1958/57 years
Date of first appointment on the Board	May 09, 1998	October 01, 2012	December 19, 2014	March 04, 2015	May 27, 2015	November 09, 2012
Expertise in specific functional areas	Industrialist	Management and Administration	Power Sector	Banking and Finance	Administration and Management	Administration and Management
Qualifications	Master's Degree in Business Management from University of Texas at Dallas.	B. Tech (Mechanical) from IIT, Delhi, MBA from IIM, Ahmedabad, Advanced MBA from Wharton	Bachelor of Science (Honors) in Mechanical Engineering from Visvesvaraya Regional Engineering College, Nagpur University	Bachelor of Chemical Engg. from Institute of Chemical Technology (ICT), Mumbai (Formerly University Dept. of Chemical Technology (UDCT), Mumbai University) and Master of Technology (M.Tech.) in Chemical Technology from Indian Institute of Technology (IIT), Mumbai.	Post Graduate in Personnel Management and Industrial Relations from the Power Management Institute, NTPC, LLB from Allahabad University	Mechanical Engineering from the Government Engineering College, Jabalpur
Directorships held in other companies	Jindal Power Limited, Jindal Petroleum Ltd. Jindal Stainless Ltd. Jindal Synergy Investments Ltd. SalasarFinvest Ltd. The Delhi And District Cricket Association Ltd.	Suzlon Energy Limited, Jindal Power Limited	Jindal Power Limited, Coastal Gujarat Power Limited, IL&FS Tamil Nadu Power Company Limited, Alstom T & D India Limited, L&T Power Development Limited, Maithon Power Limited, Nabha Power Limited, Feedback Power Operations & Maintenance Services Private Limited, Rising Sun Rays Experts Private Limited, Avant Garde Power Solutions Private Limited	NIL	Jindal Synfuels Limited, AarchaMultiskills Private Limited, Indian Iron And Steel Sector Skill Council	NIL
Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2015	Executive Sub-Committee of Directors	Health, Safety, CSR and Environment Committee, Executive Sub-Committee of Directors	NIL	NIL	NIL	Health, Safety, CSR and Environment Committee
Committee position held in other companies	NIL	NIL		NIL	NIL	NIL

a.Audit Committee			Alstom T&D India Limited, L&T Power Development Limited, NabhaPower Limited			
b.Stakeholders Relationship Committee			Alstom T&D India Limited			
c.Other Committees			Alstom T&D India Limited, IL&FS Tamil Nadu Power Company Limited, L&T Power Development Limited, Nabha Power Limited			
No. of shares held	48,95,940	17,250	NIL	NIL	16,191	59,400
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Ms. Shallu Jindal, Non-Executive Director is spouse of Mr. Naveen Jindal. Mr. Ratan Jindal, Non-Executive Director is brother of Mr. Naveen Jindal.	NIL	NIL	NIL	NIL	NIL
No. of Board Meetings attended/held during Financial Year 2014-15	6/7	7/7	2/2	1/1	Not Applicable	4/7

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 1662 222471-84**, Fax: **+91 1662 220476**
Website: **www.jindalsteelpower.com** | Email: **jsplinfo@jindalsteel.com**

Name of the Member (s) :	
Registered address :	
E-mail Id:	
Folio No/DP Id & Client 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/her

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

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

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

   E-mail Id :..... Signature :.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on the Friday the 18th day of September, 2015 at 12.00 noon at Registered Office of the Company at O.P Jindal Marg, Hisar-125005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below :

S.No.	Resolution	For	Against
1	Adoption of Standalone and Consolidated Audited Financial Statements of the Company including Reports of Board of Directors and Auditors thereon		
2	Re-appointment of Mr. Naveen Jindal (DIN: 00001523) as a Director		
3	Re-appointment of Mr. Ravi Kant Uppal (DIN: 00025970) as a Director		
4	Ratification of the appointment of M/s S. R. Batliboi & Co. LLP, Chartered Accountants (FRN 301003E), as Statutory Auditors of the Company and fixation of their remuneration for the Financial Year 2015-16		
5	Appointment of Mr. Chandan Roy (DIN: 00015157) as an Independent Director		
6	Appointment of Mr. Shalil Mukund Awale (DIN: 06804536) as a Nominee Director of IDBI Bank Limited		
7	Appointment of Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) as a Director, liable to retire by rotation		

8	Appointment of Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) as a Whole-time Director for a period of 3 years on terms and conditions as mentioned in the Resolution		
9	Approval of payment of minimum remuneration to Mr. Ravi Kant Uppal (DIN: 00025970), Managing Director & Group CEO w.e.f. April 1, 2015		
10	Approval of payment of minimum remuneration to Mr. Dinesh Kumar Saraogi (DIN: 06426609), Whole-time Director w.e.f. April 1, 2015		
11	Ratification of the remuneration to M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants, Cost Auditors of the Company for the Financial Year 2015-16		
12	Approval of issuance of Non- Convertible Debentures on private placement basis		
13	Approval of issuance of securities for an amount not exceeding Rs. 5,000/- Crore		

Signed this…… day of…… 2015

Affix Revenue Stamp

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Signature of Shareholder Signature of Proxy holder(s)

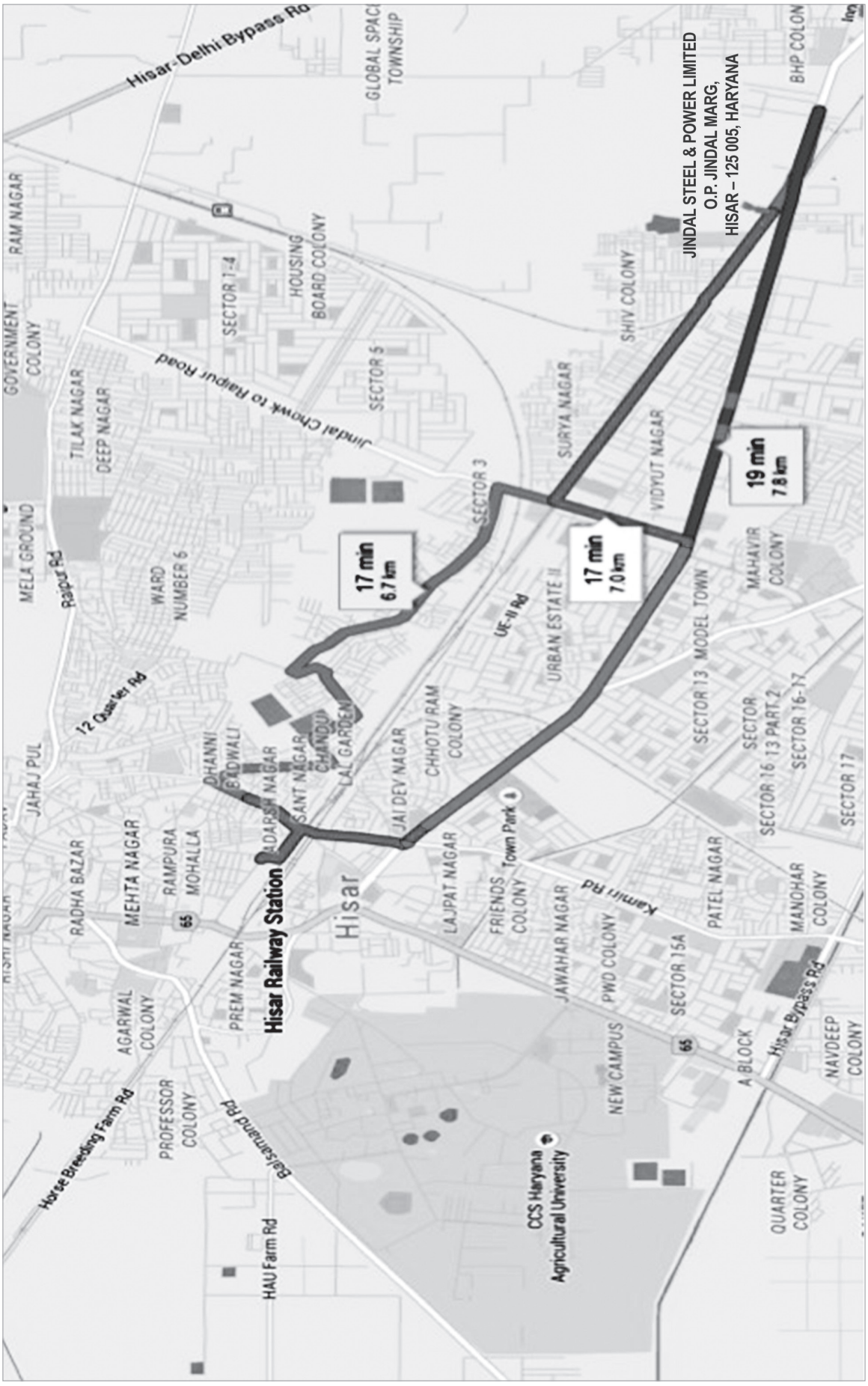
Notes

1. This form of 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.
2. A Proxy need not be a Member of the Company.
3. 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.
4. Please put a 'X' 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.

Venue of the 36th Annual General Meeting

Jindal Steel & Power Limited, O.P. Jindal Marg, Hisar – 125 005, Haryana



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