

Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India

Phone No. (01662) 222471-83, Fax No. (01662) 220499

Email Id. for Investors: investorcare@jindalstainless.com

Website: www.jslstainless.com

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066.

NOTICE is hereby given that the 36th Annual General Meeting of Shareholders of Jindal Stainless Limited will be held on Friday, the 30th day of December, 2016 at 12.00 Noon at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the audited standalone financial statements of the Company for the financial year ended on 31st March, 2016, the Reports of Board of Directors and Auditors thereon, and
 - b. the audited consolidated financial statements of the Company for the financial year ended on 31st March, 2016 and the Report of the Auditors thereon
2. To appoint Director in place of Mr. Subrata Bhattacharya (DIN: 03050155), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and to fix their remuneration and in connection therewith, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and the resolution passed by the Shareholders in the 34th Annual General Meeting of the Company held on 22nd September, 2014, the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Regn. No. 301051E), and M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Regn. No. 000756N), as joint statutory auditors of the Company to conduct audit of the books of accounts of the Company for a period of three consecutive years, i.e. up to the conclusion of its 37th Annual General Meeting, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2017, at such remuneration plus service tax, out of pocket expenses, travelling and boarding and lodging expenses etc, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTIONS:

4. AS A SPECIAL RESOLUTION:

APPOINTMENT OF MR. T.S. BHATTACHARYA AS AN INDEPENDENT DIRECTOR.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. T.S. Bhattacharya (DIN: 00157305), Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 (three) consecutive years w.e.f. 22nd September, 2016."

5. AS AN ORDINARY RESOLUTION:

RATIFICATION OF PAYMENT OF REMUNERATION TO M/S RAMANATH IYER & CO., COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY.

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, the remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy Five Thousand only) fixed by the Board of Directors of the Company payable to M/s Ramanath Iyer & Co., (FRN 000019), Cost Accountants, 808, Pearls Business Park, Netaji Subash Place, Pitampura, New Delhi – 110 088, the Cost Auditors appointed by the Board of Directors of the Company for the accounting year 2016-17 in connection with conducting audit of cost accounting records of business activities relating to Steel business, be and is hereby ratified."

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

6. AS AN ORDINARY RESOLUTION:

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

"RESOLVED that subject to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable provisions of law, the approval of the Company be and is hereby accorded to the Board of Directors, to enter into one or more contracts / arrangements / transactions with PT. Jindal Stainless Indonesia ("PTJISI"), Jindal Stainless (Hisar) Limited ("JSHL"), Jindal United Steel Limited ("JUSL") and Jindal Coke Limited ("JCL") all being 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to sale or purchase of products, goods, materials or acquiring / rendering of services besides sharing of other common corporate expenditure, for an estimated amount of up to ₹ 900 Crores (Rupees Nine Hundred Crores only), ₹ 1500 Crores (Rupees Fifteen Hundred Crores only), ₹ 750 Crores (Rupees Seven Hundred Fifty Crores only) and ₹ 750 Crores (Rupees Seven Hundred Fifty Crores only) for PTJISI, JSHL, JUSL and JCL respectively, every financial year on such terms and conditions as may be mutually agreed upon between the Company and PTJISI, JSHL, JUSL and JCL."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services etc. to be transacted with PTJISI, JSHL, JUSL and JCL within the aforesaid limits."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby also authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby also authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company to give effect to the above resolution."

By order of the Board

(Raajesh Kumar Gupta)
Company Secretary

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
23rd November, 2016

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 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.
2. A blank proxy form is sent herewith.
3. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the persons seeking appointment / re-appointment as Directors under Item No. 2 and 4 of the Notice, is also attached.
5. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of Annual General Meeting is being sent to the members who have registered email ids, through email and to all other members by Regd. Post / Courier.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open to 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.
7. 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@jindalstainless.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.jslstainless.com. However, the duly completed Ballot Form should reach the registered office of the Company not later than 29th day of December, 2016 (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 shall be treated as invalid.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

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

Mr. T.S. Bhattacharya, Independent Director of the Company was appointed as an Independent Director for a term of two years commencing from the 34th Annual General Meeting ("AGM"), by the Shareholders at the AGM of the Company held on 22nd September, 2014. Accordingly, the current tenure of Mr. Bhattacharya expired on 21st September, 2016.

The Nomination and Remuneration Committee of Directors have, keeping in view the feedback received from other Directors with respect to Performance Evaluation of Board and also the skills, experience and contributions of Mr. Bhattacharya, recommended reappointment of Mr. Bhattacharya for a further period of 3 (three) years with effect from 22nd September, 2016.

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. T.S. Bhattacharya for appointment as an Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment in its meeting held on 12th August, 2016 on recommendation of the Nomination and Remuneration Committee and felt that his continued association would be of immense benefit to the Company and approved the appointment of Mr. T.S. Bhattacharya as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 (three) years with effect from 22nd September, 2016. In the opinion of the Board, Mr. T.S. Bhattacharya fulfills conditions of appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Mr. Bhattacharya, his educational and professional qualifications, nature of his work experience etc. are given under the head "Additional Information".

The Board recommends the resolution set out at Item No. 4 as a special resolution to the shareholders for their approval.

Mr. T.S. Bhattacharya and his relatives are interested in this resolution. 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.

ITEM NO. 5

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, in its meeting held on 28th May, 2016, on the basis of recommendations of the Audit Committee appointed M/s Ramanath Iyer & Co., (FRN 000019), Cost Accountants, 808, Pearls Business Park, Netaji Subash Place, Pitampura, New Delhi- 110088, as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2016-17 in respect of business activities relating to Steel business and subject to ratification by shareholders, fixed their remuneration at ₹ 1,75,000 (Rupees One Lakh Seventy Five Thousand only).

The Board recommends the resolution set out at Item No. 5 as an ordinary resolution to the shareholders for their approval.

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.

ITEM NO. 6

The Company in the ordinary course of its business and on arm's length basis, sells goods to PT. Jindal Stainless Indonesia ("PTJSI"), Jindal Stainless (Hisar) Limited ("JSHL"), Jindal United Steel Limited ("JUSL") and Jindal Coke Limited ("JCL") and also purchases goods from them, besides allocating common corporate expenditure. Further, the Company also, from time to time, may enter into the transactions specified under Section 188 of the Companies Act, 2013 including availing of and rendering services from / to the above entities.

PTJSI and JUSL are subsidiaries of the Company and are 'Related Party' of the Company within the meaning of Section 2(76)(viii) of the Companies Act, 2013 ("the Act"); JCL is an associate company and is 'Related Party' within the meaning of Section 2(76)(viii)(A) of the Act; and JSHL is a 'Related Party' of the Company within the meaning of Section 2(76)(v) and 2(76)(viii)(A) of the Act. PTJSI, JUSL, JCL and JSHL are also related parties in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Further, Regulation 23(4) provides that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Further, in terms of first proviso to Section 188 of the Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, the contracts or arrangements exceeding the sums as may be prescribed, shall be approved by the shareholders of the Company.

The contracts / arrangements / transactions relating to sale or purchase of products, goods, materials, leasing of property of any kind or rendering / acquiring of services besides sharing of common corporate expenditure with PTJSI, JSHL, JUSL and JCL likely to exceed either the thresholds prescribed under explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for being considered material or the thresholds prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

Approval of the Shareholders is therefore being sought in terms of explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and first proviso to section 188 of the Companies Act 2013. The Board recommends the resolution set out at Item No. 6 as an Ordinary Resolution to the shareholders for their approval.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ratan Jindal who is also Director of Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited and Mr. Gautam Kanjilal, who is also a Director of Jindal Coke Limited, is in any way, concerned or interested, financially or otherwise, in this resolution.

Additional Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India:

Brief Profile of directors appointed / re-appointed and the directors, who retire by rotation and are eligible for re-appointment:

Brief Profile of Mr. Subrata Bhattacharya:

Mr. Subrata Bhattacharya possesses a Bachelor's in Metallurgical Engineering from the prestigious National Institute of Technology, Durgapur. After completing his Bachelor's in 1982, Mr. Bhattacharya went on to hone his expertise further and successfully received his Masters in Metallurgy in 1985.

His conspicuous talent got him to Head the Steel Melt Shop at Steel Authority of India (SAIL), largest producer of steel in India. After serving for 10 years in a public sector enterprise, Mr. Bhattacharya carved his fate with Jindal Group.

It was in October, 1993 when he took up a challenging role as the Head of the Steel Melting Shop. His toil of 15 years at Jindal Group took him to the position of Director-Operations, at Jindal Stainless in 2007. Presently, he heads Operations and Distribution of all products of Jindal Stainless. He possesses a rare combination of technologically superior acumen with extraordinary leadership skills that has made him to play a pivotal role in developing various Stainless Steel Grades including, Chrome-Manganese (200) series. He is credited with many technical papers on stainless steel and is continuously engaged in Research & Development work at various platforms.

DIN	:	03050155
Date of Birth	:	20th October, 1961
Date of First Appointment	:	6th November, 2015
No. of Shares held in the Company	:	10
Relationship with other Directors, Managers or KMP	:	No
Past Remuneration	:	Mr. Subrata Bhattacharya received a salary of ₹ 149.99 Lakhs from the Company during the financial year 2015-16.
Remuneration proposed to be paid and terms & conditions of appointment / re-appointment	:	The details of terms and conditions of appointment of Mr. Subrata Bhattacharya shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.
Outside Directorship	:	Nil
Committee Membership	:	Nil

Brief Profile of Mr. T.S. Bhattacharya:

Mr. T.S. Bhattacharya has a master degree in nuclear physics, a post graduate diploma in management sciences and is a Certified Associate of Indian Institute of Bankers. He has over 38 years of rich banking experience and last served the post of the Managing Director of State Bank of India in the year 2008, before joining the Board of Directors of the Company in the year 2009.

DIN	:	00157305
Date of Birth	:	24th January, 1948
Date of First Appointment	:	13th January, 2009
No. of Shares held in the Company	:	Nil
Relationship with other Directors, Managers or KMP	:	No
Past Remuneration	:	Mr. T.S. Bhattacharya received sitting fee of ₹ 2.31 Lakhs from the Company during the financial year 2015-16.
Remuneration proposed to be paid and terms & conditions of appointment / re-appointment	:	The details of terms & conditions of appointment of Mr. Bhattacharya are available on website of the Company and shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.
Outside Directorship	:	Director of Surya Roshni Limited, IDFC Securities Limited, Nandan Denim Limited, Uflex Limited, Bajaj Energy Limited, Sharven Consultancy Private Limited and IDFC Projects Limited.
Committee Membership	:	Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Jindal Stainless Limited, Member of Audit Committee of Surya Roshni Limited.

By order of the Board

(Raajesh Kumar Gupta)
Company Secretary

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
23rd November, 2016

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 36th Annual General Meeting of the Company to be held on Friday, the 30th day of December, 2016. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate e-voting. E-Voting is optional to the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote -voting"). The Company has appointed Mr. Subhash Gupta, Advocate, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 23rd December, 2016.

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

- (i) The remote e- voting period begins on 27th December, 2016 at 9.00 a.m. and ends on 29th December, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd December, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Attendance Slip annexed with the Annual Report in loose leaf.

Dividend Bank Details / Date of Birth (DOB): Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records for the said demat account or folio. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Jindal Stainless Limited> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders & Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and become member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. 23rd December, 2016 may follow the same instructions as mentioned above for e-voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com as well as Company Secretary at O.P. Jindal Marg, Hisar or email at investorcare@jindalstainless.com.

FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Monday, 19th December, 2016 to Tuesday, 20th December, 2016 (both days inclusive).
2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.
3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.
5. The Securities and Exchange Board of India (SEBI) has, vide its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, made it mandatory for the transferees to furnish copy of PAN card to the Company / RTA for registration of transfer of shares in physical form.
6. The Company has created an Email Id. 'investorcare@jindalstainless.com', which is being used exclusively for the purpose of redressing the complaints of the investors.
7. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
8. Members desiring any information/clarification on the accounts are requested to write to the Company at least seven days in advance, so as to enable the management to keep the information ready at the annual general meeting.
9. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring along their copies.
10. Members/proxies are requested to bring the attendance slip, duly filled in.
11. The annual accounts and other related documents of the subsidiaries are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The members, if they desire, may write to Company Secretary at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to obtain the copy of the annual report of the subsidiary companies.

The annual accounts of the subsidiary companies would be open and accessible for inspection by shareholder / investor at registered office of the Company and registered office of the subsidiary companies on any working day except holidays.
12. Members attending the AGM and desiring to go round the factory, are requested to inform a week in advance so that necessary arrangements are made.

IN DEFERENCE TO THE GOVT. POLICY, NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.
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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: L26922HR1980PLC010901

Name of the Company: Jindal Stainless Limited

Registered office: O.P. Jindal Marg, Hisar – 125005, Haryana

Name of the member(s):	
Registered address:	
Email Id.:	
Folio No. / Client Id:	
DP Id.:	

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

1. Name: , Address:
 Email Id.: Signature: , or failing him
2. Name: , Address:
 Email Id.: Signature: , or failing him
3. Name: , Address:
 Email Id.: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on the 30th day of December, 2016 at 12.00 noon at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors.		
2.	To appoint a Director in place of Mr. Subrata Bhattacharya (DIN: 03050155), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify appointment of M/s Lodha & Co., Chartered Accountants and M/s. S.S. Kothari Mehta & Co., Chartered Accountants as Joint Statutory Auditors of the Company and to fix their remuneration.		
4.	Appointment of Mr. T.S. Bhattacharya as an Independent Director.		
5.	Ratification of payment of remuneration to M/s Ramanath Iyer & Co., Cost Accountants, as Cost Auditors of the Company.		
6.	Authority to enter into material related party contracts / arrangements / transactions.		

Signed this day of, 2016

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Signature of shareholder

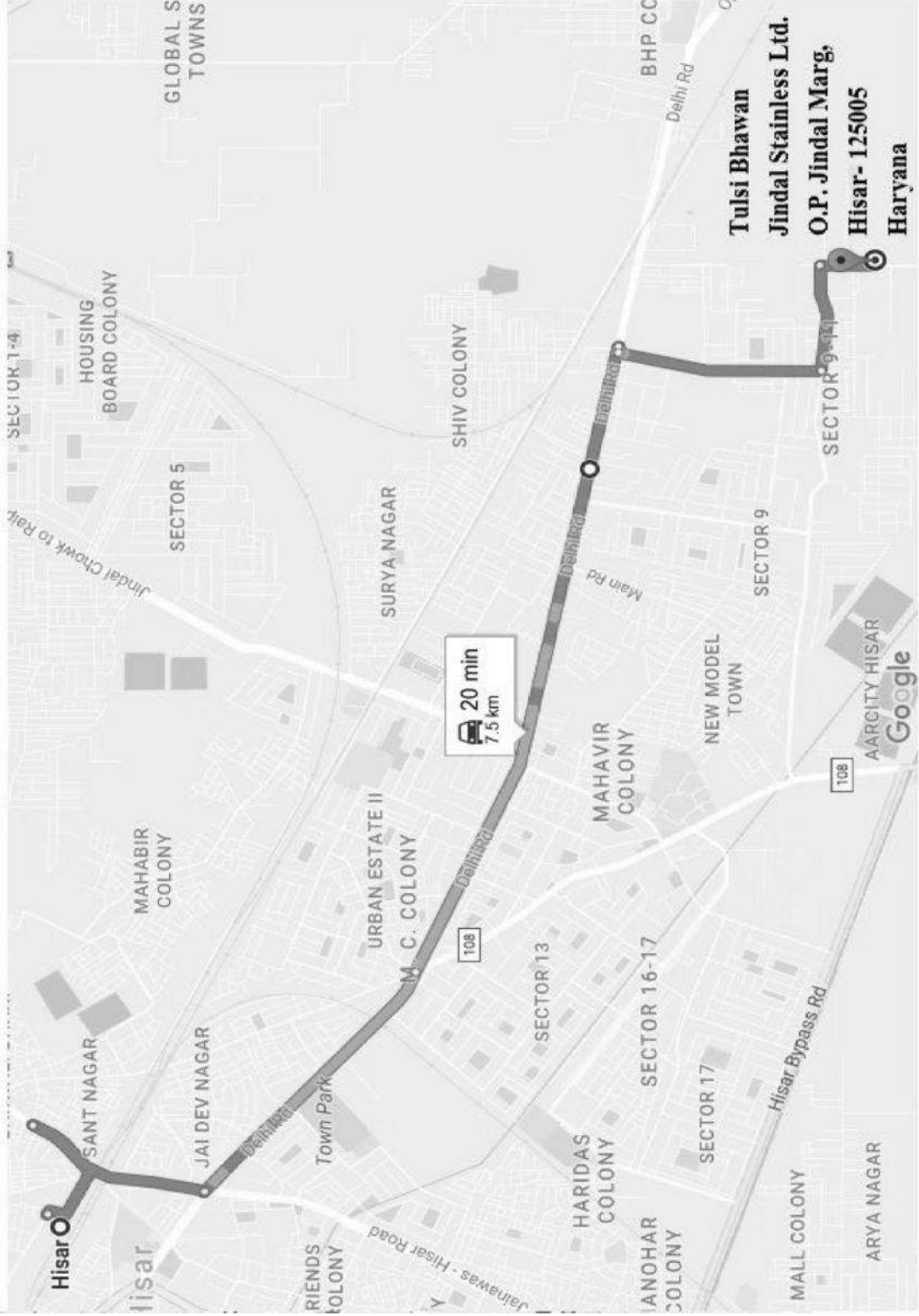
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Signature of Proxy holder(s)

Affix Revenue
Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

Venue of the Annual General Meeting
Jindal Stainless Limited, O.P. Jindal Marg, Hisar- 125005, Haryana



Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India

Phone No. (01662) 222471-83, Fax No. (01662) 220499

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066

Email Id. for Investors: investorcare@jindalstainless.com

Website: www.jslstainless.com

Attendance Slip

Sr. No.

Registered Folio / DP ID & Client ID :
Name and address of the Shareholder :
No. of shares held :

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company at its Registered Office at O. P. Jindal Marg, Hisar –125005 (Haryana) on Friday, the 30th day of December, 2016 at 12.00 noon.

Signature of Shareholder / Proxy Present:

Notes:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	* Sequence No.

* Applicable to those members who have not updated their PAN with the Company / Depository Participant