



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.

ADDENDUM TO THE NOTICE OF EXTRAORDINARY GENERAL MEETING DATED 13th JANUARY, 2017

Jindal Stainless Limited (“the Company”) had issued Notice dated 13th January, 2017 (“EGM Notice”) for convening the Extraordinary General Meeting (“EGM”) of Shareholders of the Company scheduled to be held on Saturday, the 11th day of February, 2017 at 11.30 AM at the registered office of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana). The EGM Notice has already been dispatched to all the Shareholders of the Company in due compliance with the provisions of the Companies Act, 2013 read with relevant rules thereunder.

Shareholders are aware that the Company is offering remote e-voting facility to its Shareholders on all the resolutions proposed to be transacted at the EGM. However, to enable the Shareholders to exercise their voting rights through remote e-voting facility or at the EGM on an informed basis, the Company deems it appropriate to bring the latest factual position, as mentioned below, to the notice of all the Shareholders of the Company through this addendum to the EGM Notice (“Addendum”).

Subsequent to the issuance of the EGM Notice, the Board of Directors of the Company, has decided to withdraw Agenda Item No. 4 from the EGM Notice for the time being. Accordingly, this addendum is being issued to the shareholders of the Company. This Addendum shall form an integral part of the EGM Notice dated 13th January, 2017 circulated to the Shareholders of the Company.

WITHDRAWAL OF AGENDA ITEM NO. 4 OF THE EGM NOTICE PERTAINING TO ISSUANCE AND ALLOTMENT OF 10,86,95,650 COMPULSORY CONVERTIBLE DEBENTURES (“CCD”) HAVING FACE VALUE OF RS. 2 (RUPEES TWO) EACH OF THE COMPANY TO PROMOTER GROUP COMPANIES ON PREFERENTIAL BASIS.

The Board of Directors of the Company has decided to withdraw the Resolution No. 4 proposing issuance and allotment of 10,86,95,650 (Ten Crore Eighty Six Lac Ninety Five Thousand Six Hundred Fifty) Compulsory Convertible Debentures (“CCD”) having face value of Rs.2 (Rupees Two) each of the Company to Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited, from the EGM Notice for the time being.

As a consequence of the above withdrawal of Agenda Item No. 4, EGM Notice may please be read with the following changes:

- (i) Item No. 4 in the EGM Notice, Explanatory Statement thereto and reference thereto in the proxy form or wherever it is given in the EGM Notice, shall stand deleted;
- (ii) Reference to the issuance and allotment of CCDs in Explanatory Statement at item No. 1 of the EGM Notice shall stand deleted.
- (iii) The table containing “Equity Shareholding Pattern before and after the Preferential issue” given in the Explanatory Statement of the EGM Notice to resolutions at Item Nos. 2, 3 and 5 shall stand replaced with the below table for all the said three agenda items:

Sr. No.	Particulars	Pre issue shareholding as on 31.12.2016		Post issue shareholding pattern *	
		No. of shares	%age	No. of shares	%age
A	Promoter Shareholding				
	Promoter & Promoter Group	282,855,299	70.81	282,855,299	43.68
	Shares representing 83,67,492 GDS held by promoters	16,734,984	4.19	16,734,984	2.58
	Virtuous Tradecorp Pvt. Ltd.	0	0.00	19,181,586	2.96
	Total Promoters holding (A)	299,590,283	75.00	318,771,869	49.23

B	Public shareholding				
	Mutual Funds	6,336,026	1.59	6,336,026	0.98
	FIs / Banks / Insurance Companies (other than Proposed Allottees)	400,236	0.10	400,236	0.06
	FIs / Banks / Insurance Companies (Proposed Allottees as per Item No. 2 & 5)	2,413,291	0.60	231,296,231	35.72
	FIs / Foreign Portfolio Investor (Corporate)	40,285,158	10.08	40,285,158	6.22
	NRI /OCBs/ Foreign National	10,414,555	2.61	10,414,555	1.61
	Resident Individuals / others	23,326,452	5.84	23,326,452	3.60
	Resident Companies	15,834,403	3.96	15,834,403	2.45
	Shares representing 4,34,675 GDS held by Public	869,350	0.22	869,350	0.13
	Total Public holding (B)	99,879,471	25.00	328,762,411	50.77
	Total (A+B)	399,469,754	100.00	647,534,280	100.00

* The post issue paid up capital is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCWs into Equity Shares (resolution no. 3); and (ii) conversion of actual number of OCRPS into Equity Shares in consideration of the remaining Funded Interest Term Loan (resolution no. 5). Consequently the post-issue shareholding percentage mentioned above may stand altered.

- i) Point No. (e) relating to “**Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue**” given in Explanatory Statement to Resolutions at Item Nos. 2 and 5 under the information relating to disclosures prescribed as per Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”) the table containing pre-issue and post-issue shareholding shall stand replaced with the below table:

For Item Nos. 2 and 5

Sr. No.	Proposed Allottees	Pre Issue % shareholding*	Post Issue % shareholding**
1	Allahabad Bank	0.00	1.39
2	Axis Bank Limited	0.01	1.10
3	Bank of Baroda	-	1.66
4	Bank of Maharashtra	-	0.09
5	Canara Bank	0.00	1.70
6	Central Bank of India	0.00	1.33
7	Corporation Bank	-	0.15
8	The Federal Bank Limited	0.00	0.15
9	General Insurance Corporation of India	-	0.09
10	HDFC Bank Limited	-	0.34
11	ICICI Bank Limited	0.03	0.74
12	IDBI Bank Limited	-	1.78
13	Indian Bank	-	0.21
14	The Jammu & Kashmir Bank Limited	-	0.63
15	Karnataka Bank Limited	-	0.24
16	Life Insurance Corporation of India	0.51	2.22
17	Oriental Bank of Commerce	0.00	1.06
18	Punjab National Bank	0.00	4.92
19	State Bank of Bikaner and Jaipur	-	0.67
20	State Bank of Hyderabad	-	2.43
21	State Bank of India	0.00	6.12
22	State Bank of Mysore	-	1.48
23	State Bank of Patiala	-	1.79
24	State Bank of Travancore	-	0.72

25	Syndicate Bank	-	0.63
26	The New India Assurance Company Limited	0.05	0.12
27	UCO Bank	0.00	0.27
28	Union Bank of India	-	0.43
29	United Bank of India	-	0.98
30	United India Insurance Company Limited	-	0.09
31	Vijaya Bank	0.00	0.22

**As per the Register of Members of the Company*

***The post issue shareholding % age is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.*

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCWs into Equity Shares (resolution no. 3); and (ii) conversion of actual number of OCRPS into Equity Shares in consideration of the remaining Funded Interest Term Loan (resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.

- (v) Point No. (e) relating to “**Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue**” given in Explanatory Statement to Resolutions at Item No. 3 under the information relating to disclosures prescribed as per Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“**ICDR Regulations**”) the table containing pre-issue and post-issue shareholding shall stand replaced with the below table:

For Item No. 3

Sr. No.	Proposed Allottee	Natural person who are the ultimate beneficial owners / who controls the proposed allottee	Amount (in Rs.)	Pre Issue shareholding*		Post Issue shareholding**	
				No. of shares	%age	No. of shares	%age
1	Virtuous Tradecorp Pvt. Ltd.	Mrs. Deepika Jindal 69,265 shares- 0.02% Mr. Abhyuday Jindal 22,180 shares- 0.01% Ms. Urvi Jindal 11,605 shares- 0.00%	75,00,00,012.60	1,03,050	0.03	1,92,84,636	2.98%

**As per the Register of Members of the Company*

***The post issue shareholding % age is arrived after considering all the preferential allotments proposed to be made under this notice and on fully diluted basis.*

Therefore, the post issue paid-up capital of the Company is subject to alterations on account of (i) conversion of actual number of CCWs into Equity Shares (resolution no. 3); and (ii) conversion of actual number of OCRPS into Equity Shares in consideration of the remaining Funded Interest Term Loan (resolution no. 5). Consequently, the post-issue shareholding percentage mentioned above may stand altered.

Save and except the changes mentioned hereinabove, all other agenda items, explanatory statements and notes etc. shall remain unaffected.

Accordingly, all the concerned Shareholders, Stock Exchanges, Depositories, Registrar and Transfer Agent, Agency appointed for e-voting, other authorities, regulators and all other concerned persons are requested to take note of the same.

A copy of this Addendum and the EGM Notice shall be available on the Company's website www.jslstainless.com and also on the website of Central Depository Services (India) Limited www.cdslindia.com.

Registered Office:

O.P. Jindal Marg
Hisar – 125 005, Haryana.
24th January, 2017

By order of the Board

(Raajesh Kumar Gupta)
Company Secretary

REGISTERED BOOK-POST



If undelivered, please return to:

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