



April 28, 2017

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
022 - 2272 3121, 2037, 2041,
3719, 2039, 2272 2061
corp.relations@bseindia.com
Security Code No.: 532508

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051
022 -2659 8237, 8238, 8347, 8348
cnlist@nse.co.in

Security Code No. : JSL

Sub: Submission of copy of Notice of Extra-ordinary General Meeting.

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith copy of Notice of Extra-ordinary General Meeting of Shareholders of Jindal Stainless Limited to be held on 23rd May, 2017 at 11:30 a.m. at Registered Office of the Company at O.P. Jindal Marg, Hisar- 125005, Haryana.

Kindly take the above information on record and acknowledge receipt.

Thanking You.

Yours Faithfully,
For Jindal Stainless Limited

(Anurag Mantri)
Chief Financial Officer



CC: Luxembourg Stock Exchange
P.O. Box 165, L- 2011,
Luxembourg.

Jindal Stainless Limited

CIN: L26922HR1980PLC010901

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi - 110066, India

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

T: +91 11 26188345, 41462000, 61462000 F: +91 11 41659169 E: info@jindalstainless.com

Website: www.jslstainless.com, www.jindalstainless.com





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.: investorcare@jindalstainless.com

Website: www.jslstainless.com

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

To
The Members,
Jindal Stainless Limited

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of the Shareholders of **Jindal Stainless Limited** (the “**Company**”) will be held on Tuesday, the 23rd day of May, 2017 at 11.30 A.M. at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to transact the following business:

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION, AS A SPECIAL RESOLUTION:

1. ISSUE OF NON-CONVERTIBLE DEBENTURES

“**RESOLVED THAT** pursuant to the provisions of Sections 42 and 71 and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant regulations/guidelines issued by the Reserve Bank of India including any statutory modification, amendment, substitution or re-enactment thereof for the time being in force and subject to other applicable statutes, rules, regulations, guidelines, notifications and circulars and the Memorandum and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board of Directors including any Committee thereof of the Company (“**Board**”) to issue, offer, invite for subscription and to allot secured and/or unsecured, listed and/or unlisted redeemable non-convertible debentures (“**NCDs**”) to eligible investors whether residents, non-residents (including foreign portfolio investors), institutions, banks, incorporated bodies, mutual funds, venture capital funds, financial institutions, individuals, trustees or otherwise and whether or not such investors are members of the Company, on private placement basis, in one or more series / tranches, during a period of one year from the date of passing of this resolution, upto an amount of Rs. 600 Crore (Rupees Six Hundred Crore only).

RESOLVED FURTHER THAT the Board be and is hereby authorised to determine the terms of issue of NCDs including but not limited to determining size, issue price, timing, tenure, interest rate of NCDs, listing of NCDs, if required,

creation of security, appointment of debenture trustee(s) and other agency(ies) and to do all necessary acts and things and to finalise, settle and execute all deeds, documents, instruments and writings as may be required and to settle all questions, difficulties or doubts that may arise in this regard, as the Board may, in its sole and absolute discretion deem fit and to delegate all or any of its powers herein conferred to any committee of the Board, director(s) and / or officer(s) of the Company.”

By order of the Board
For **Jindal Stainless Limited**

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005 (Haryana).
April 27, 2017

(Subrata Bhattacharya)
Whole Time Director
DIN: 03050155

NOTES:

1. **A member entitled to attend and vote at the Extra Ordinary 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 meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolution or authority as applicable.
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.
5. Under the ‘Green Initiative’ of the Ministry of Corporate Affairs, Notice of Extra Ordinary 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 Extra Ordinary 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 22nd May, 2017 (5.00 p.m.). 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.

8. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date 16th May, 2017 and as per the Register of Member of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
9. In case of joint holders attending Extra Ordinary General Meeting, only the Member whose name appears to be first will be entitled to vote.
10. Any Member, who has already exercised his votes through remote E-voting, may attend the Meeting but is prohibited to vote at the meeting and his vote, if any, cast at the meeting shall be treated as invalid.
11. At the EGM at the end of the discussion of the resolution on which voting is to be held, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.
12. The route map showing direction to reach the venue of the Extra Ordinary General Meeting is annexed and from part of the Notice.

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

ITEM NO. 1

In order to augment long term resources for financing, *inter alia*, for long term working capital, payment of operational liabilities in future and for general corporate purposes, the Company proposes to offer, issue and allot secured and/or unsecured, listed and/or unlisted redeemable non convertible debentures (“NCDs”) upto an amount of Rs.600 Crore in such manner and on such terms and conditions as may be deemed appropriate by the Board. The Board in its meeting held on 27th April, 2017 considered and approved subject to the approval of the shareholders, issue of NCDs upto Rs.600 Crore on private placement basis.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, provides that a company offering or making an invitation to subscribe NCDs on private placement basis shall obtain prior approval of the shareholders by way of a special resolution. The special resolution shall be valid for a period of one year from the date of passing the resolution at Item No. 1 of this Notice for all the offers or invitations for such NCDs made during the year.

The Company may offer or invite subscription for NCDs, in one or more series / tranches on private placement basis to persons who may or may not be shareholders of the Company. NCDs may be secured by mortgage / charge on the assets of the Company and may be listed on one or more stock exchanges.

The proposed borrowings along with the existing borrowings of the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) would not exceed the borrowing limit approved by the shareholders under Section 180(1)(c) of the Act from time to time.

Approval of the shareholders is, therefore, sought for the proposed issue of NCDs and for authorising the Board to issue NCDs on the terms and conditions as may be deemed appropriate by the Board.

The Board recommends the resolution as set out at Item No. 1 in the notice, for approval of the shareholders of the Company as a Special Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005 (Haryana).
April 27, 2017

(Subrata Bhattacharya)
Whole Time Director
DIN: 03050155

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 resolution mentioned in the Notice of Extraordinary General Meeting of the Company to be held on Tuesday, 23rd day of May, 2017. 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. Sandeep Garg, Advocate, who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the e-voting process in a fair and transparent manner, as the scrutinizer (“Scrutinizer”). The shareholders/ beneficial owners whose name appears in the Register of Members as on 16th May, 2017 shall be entitled to participate in voting process and EGM.

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

- (i) The remote e-voting period begins on 20th May, 2017 at 9.00 a.m. and ends on 22nd May, 2017 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 16th May, 2017, 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 in loose leaf.
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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)
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- (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 store 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.

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 to the company at email id. investorcare@jindalstainless.com.

ROUTE MAP TO THE VENUE OF EXTRAORDINARY GENERAL MEETING



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]**

Name of the Company: Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

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 Extra Ordinary General Meeting of the Company, to be held on the 23rd day of May, 2017 at 11.30 AM at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolution as indicated below:

Sr. No.	Resolution	For	Against
1	Issue of Non Convertible Debentures		

Signed this day of, 2017

.....
Signature of shareholder

.....
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 resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.



Jindal Stainless Limited

CIN: L26922HR1980PLC010901
Regd. Office: O.P. Jindal Marg, Hisar -125 005 (Haryana)
Phone No. (01662) 222471-83, Fax No. (01662) 220499
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066
Email Id.: investorcare@jindalstainless.com; Website: www.jslstainless.com

ATTENDANCE SLIP

Serial No. _____

Registered Folio / DP ID & Client ID :

Name and Address of the Shareholder(s) :

Number of Shares held :

I/We hereby record my/our presence at Extraordinary General Meeting of the Company at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Tuesday, the 23rd day of May, 2017 at 11.30 AM.

Signature of Shareholder / Proxy Present:

Note:

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 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.

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

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.