

JSHL: 2022:
February 18, 2022

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
Security Code No.: 539597

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051
Security Code No. : JSLHISAR

Sub.: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed Postal Ballot Notice dated February 9, 2022 along with Explanatory Statement which is being sent to the Members of Jindal Stainless (Hisar) Limited (“the Company”) whose names appear in the Register of Members / List of Beneficial Owners as on February 11, 2022, being the cut-off date, seeking their approval for business as set out in the Postal Ballot Notice.

Further, in terms of General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period will commence on Saturday, 19th February, 2022 at 9.00 a.m. (IST) and will end on Sunday, 20th March, 2022 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. Once the vote on the resolution is cast, member will not be allowed to change it subsequently.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully
for **Jindal Stainless (Hisar) Limited**


(Bhartendu Harit)
Company Secretary



Enclosed as above



Jindal Stainless (Hisar) Limited

(CIN: L27205HR2013PLC049963)

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– 110066.

Phone No.: (011) 26188345-60, 41462000, Fax No. (011) 41659169, 26101562

Email Id.: investorcare.jshl@jindalstainless.com; Website: www.jshlstainless.com

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given to the Members of Jindal Stainless (Hisar) Limited (“the Company”), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 (“SEBI LODR”) read with the General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No.22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), the Company is seeking consent of its Members for passing the resolution as appended below by means of voting through postal ballot by electronic means (“remote e-voting”). Accordingly, the said resolution and the explanatory statement stating all material facts and the reasons for the proposal is appended below. The Company has appointed Mr. Kamal Gupta, Advocate as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process, in a fair and transparent manner.

SPECIAL BUSINESS:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

1. AUTHORITY TO ENTER INTO / CONTINUE WITH MATERIAL RELATED PARTY CONTRACTS / ARRANGEMENTS / TRANSACTIONS FOR FINANCIAL YEAR 2021-22.

“**RESOLVED THAT** in continuation to the resolution passed by the Members of the Company at the 8th Annual General Meeting held on 16th September, 2021 and pursuant to applicable provisions of the Companies Act, 2013 and Rules framed therein, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company’s policy on dealing with Related Party Transactions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors, to enter / continue to enter into contract(s) / arrangement(s) / transaction(s) during the Financial Year 2021-22 for sale / purchase of goods / services, allocating common corporate expenditure, providing of corporate guarantee(s), with Jindal Stainless Limited, related party of the Company upto an amount of Rs. 3,200 Crore.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors / one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

By order of the Board
For **Jindal Stainless (Hisar) Limited**

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005.
February 9, 2022

(Bhartendu Harit)
Company Secretary
ICSI Membership No. A15123

NOTES:

- 1.) The Explanatory Statement stating material facts and reasons for the proposed resolution is annexed hereto.
- 2.) Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, assent or dissent of the Members in respect of the resolution contained in the Notice dated 9th February, 2022 is being taken through Postal Ballot by remote e-voting system.

In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. However, in order to facilitate the participation of the Members in the Postal Ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited (“Registrar/Link Intime”), may fill & sign the Postal Ballot Form appended to the Postal Ballot Notice and send the same to the Scrutinizer in the manner as mentioned in “*Instructions for submission of postal ballot form*” section this Postal Ballot Notice or alternatively they may send the scanned copy of the duly filled-in and signed Postal Ballot Form with assent (FOR) or dissent (AGAINST), from their registered e-mail addresses, to the Scrutinizer at Email Id.: kamal1032@yahoo.com, on or before 20th March, 2022 at 5.00 p.m. (IST).

Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer’s decision on the validity of the votes cast shall be final.

Members who have not registered their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, can now register for the same by submitting a duly signed request letter mentioning their folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhar Card) supporting the registered address of the Member, by e-mail to the Company / Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

- 3.) The documents, if any, referred to in the accompanying notice and explanatory statement shall be open and accessible for inspection by the Members at the registered office of the Company on any working day except holidays, till 20th March, 2022.
- 4.) The Company has appointed Mr. Kamal Gupta, Advocate, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 5.) Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 11th February, 2022. Voting rights shall be reckoned on the shares registered in the name of Members as on that date.
- 6.) The Scrutinizer will submit the scrutinizer’s report of the total vote cast in favor or against, to the Chairman or a person authorized by him in writing, after the last date of remote e-voting / receipt of Postal Ballot Form i.e. 20th March, 2022, latest by 22nd March, 2022.
- 7.) The result of the Postal Ballot shall be declared by placing it, along with Scrutinizer’s report, on the website of the Company and of Link Intime and shall be communicated to the Stock Exchanges where the Company’s equity shares are listed. Simultaneously, the Chairman and

in his absence any person authorised by the Chairman will announce the result of the Postal Ballot at the Registered office of the Company at O.P. Jindal Marg, Hisar – 125005 on or before 22nd March, 2022.

- 8.) The result of the postal ballot will be posted on the website of the Company at www.jshlstainless.com.
- 9.) In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolution shall be deemed to have been passed on the last date specified by the Company for remote e-voting / receipt of Postal Ballot Form i.e. 20th March, 2022, in the event draft resolution is assented to by the requisite majority of the Members of the Company.
- 10.) The assent or dissent received after the last date of receipt of remote e-voting / Postal Ballot Form i.e. 20th March, 2022 shall be treated as if reply from the Member has not been received.
- 11.) In terms of the MCA Circulars this Postal Ballot Notice will be available on the website of the Company at www.jshlstainless.com, on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of Link Intime, at <https://instavote.linkintime.co.in/>.

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

Item No. 1

The Company, in ordinary course of its business enters into transactions inter-alia sale & purchase of goods / job work with Jindal Stainless Limited (“JSL”), an associate company / related party of the Company. These transactions are at arm’s length basis and strategically and operationally beneficial to the Company.

The shareholders of the Company at the 8th Annual General Meeting held on 16th September, 2021 had approved to enter into material related party transactions with a few related parties of the Company including JSL in the ordinary course of its business and on arm’s length basis for financial year 2021-22.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Regulations”) and Company’s policy on dealing with Related Party Transactions (“Policy”) provides that all material related party transactions shall require approval of the shareholders through Ordinary Resolution. The explanation to Regulation 23(1) of the SEBI Regulations and the Policy 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.

As the shareholders are aware that the Company during the current financial year has registered remarkable performance i.e. increase of 73% in revenue and 120% in EBITDA during nine months of financial year 2021-22 over the similar period last year, due to several factors including favorable market conditions underpinned by enhanced demand of Company’s products in the domestic and global markets alike. This has resulted in increased production and consequently increased transactions with the vendors / suppliers / agents / business associates including the related parties.

Further, the Board of the Directors (“Board”) of the Company has approved to provide corporate guarantee in favour of the following lenders of JSL: (i) KfW IPEX-Bank GmbH, Germany to secure facility upto USD 82 million equivalent to ~ Rs.615 Crore; (ii) Axis Bank Limited to secure term loan of Rs. 200 Crore; and (iii) Export-Import Bank of India to secure term loan of Rs. 400 Crore. The aforesaid corporate guarantees provided / to be provided will be one of the collateral / secondary security and the assets of JSL will remain as the primary security. One of the security conditions of the aforesaid financial facilities is to provide corporate guarantee of the Company in favour of the aforesaid lenders of JSL. The proposed corporate guarantees will be within the overall limits under Section 186 of the Companies Act, 2013 as approved by the shareholders vide a special resolution passed through Postal Ballot on 9th March, 2016. The shareholders are further requested to note that,

the Composite Scheme of Arrangement (“Scheme”), as filed with Hon’ble NCLT, Chandigarh, inter-alia provides for amalgamation of the Company into and with JSL. As per the Scheme, any guarantee given by the Company on behalf of JSL shall stand automatically cancelled and terminated upon the Scheme becoming effective.

Due to the factors as mentioned above, the amount of transactions during the financial year 2021-22 with the above mentioned related party i.e. JSL, are likely to exceed the limits as approved by the shareholders at the AGM. Accordingly, the Board at the meeting held on 9th February, 2022, on recommendation of the Audit Committee, decided to seek consent of the shareholders for increasing the limits of material related party transactions during the financial year 2021-22 with JSL.

Your Directors recommend passing of the resolution as set out at item no. 1 of this Notice as an Ordinary Resolution for your approval.

Mr. Ratan Jindal, Chairman and Mr. Abhyuday Jindal, Managing Director of the Company and their relatives may be deemed to be concerned or interested in the said resolution, to the extent of their directorship / shareholding interest, in the Company and JSL.

Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolution, except to the extent of their shareholding interest, if any.

By order of the Board
For **Jindal Stainless (Hisar) Limited**

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005.
February 9, 2022

(Bhartendu Harit)
Company Secretary
ICSI Membership No. A15123

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 remote e-voting facility to enable the Members to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company. The Company has appointed Mr. Kamal Gupta, Advocate, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 11th February, 2022.

The Member(s) requiring any assistance with regard to use of technology for e-voting may contact Mr. Swapan Kumar Naskar, Associate Vice President & Head (North India) at the designated email ID: swapann@linkintime.co.in or contact at 011- 49411000. The remote e-voting period will commence on 19th February, 2022 at 9.00 a.m. (IST) and ends on 20th March, 2022 at 5.00 p.m. (IST). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11th February, 2022, may cast their vote electronically. The e- voting module shall be disabled by Link Intime India Private Limited (“Link Intime”) for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk
Link Intime India Private Limited

Jindal Stainless (Hisar) Limited

(CIN: L27205HR2013PLC049963)

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– 110066.

Phone No.: (011) 26188345-60, 41462000, Fax No. (011) 41659169, 26101562

Email Id.: investorcare.jshl@jindalstainless.com; Website: www.jshlstainless.com

POSTAL BALLOT FORM

Sr. No. _____

1. Name and address of the Sole / First named Member as registered with the Company
2. Name(s) of the joint Members, if any, registered with the Company
3. Registered Folio No / DP ID* & Client ID No.*
(*Applicable to Member(s) holding shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice dated 9th February, 2022 of Jindal Stainless (Hisar) Limited (“the Company”) by sending my/our assent or dissent to the said Resolution by placing a tick (√) mark in the appropriate column below:

Item No.	Description	No. of Equity shares held	I /we assent to the Resolution (FOR)	I /we dissent to the Resolution (AGAINST)
1	Authority to enter into / continue with Material Related Party Contracts / Arrangements / Transactions for Financial Year 2021-22.			

Place:

Date:

Signature of the Member

Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 20th March, 2022 before 5:00 p.m. (IST)

INSTRUCTIONS FOR SUBMISSION OF POSTAL BALLOT FORM

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolution contained in the Postal Ballot Notice is being sought by means of voting through postal ballot by electronic means (“remote e-voting”).

However, in order to facilitate the participation of the Members in the postal ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited, may fill & sign the Postal Ballot Form and send it to the Scrutinizer appointed by the Company, at the below address on their own expense through post or courier:

**Mr. Kamal Gupta, Advocate, Scrutinizer for Postal Ballot,
C/o Jindal Stainless (Hisar) Limited, O.P. Jindal Marg, Hisar – 125005 (Haryana)**

Envelope containing the Postal Ballot Form, if deposited in person at the aforesaid address will also be accepted. Alternatively, the Members can send the scan copy of duly filled and signed Postal Ballot Form through email from their registered e-mail addresses, to the Scrutinizer at Email Id.: kamal1032@yahoo.com, on or before 20th March, 2022 at 5:00 p.m. (IST).

Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer’s decision on the validity of the votes cast shall be final.

2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or the Depository Participant) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).
4. The consent must be accorded by recording the assent in the column ‘FOR’ and dissent in the column ‘AGAINST’ by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on or before 20th March, 2022. **Postal Ballot Form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.**
7. Members are requested to complete the Postal Ballot Form in indelible ink (avoid completing it by using erasable writing medium/s like pencil).
8. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on 11th February, 2022.
9. The Postal Ballot shall not be exercised by a Proxy. In case a Member has voted through remote E-Voting facility, he does not need to send the physical Postal Ballot Form.
10. In case a Member votes through remote E-voting facility as well as sends physical Postal Ballot Form, the vote cast through remote E-voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. **Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to remote E-Voting.**