



November 28, 2022

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

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051
Ph. No.: 022 -2659 8237, 8238, 8347, 8348
Email: cmlist@nse.co.in
Security Code: JSL

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 November 18, 2022 along with Explanatory Statement which is being sent to the Members of Jindal Stainless Limited ("the Company") whose names appear in the Register of Members / List of Beneficial Owners as on November 25, 2022, being the cut-off date, seeking their approval for business as set out in the Postal Ballot Notice.

Further, in terms of General CircularNo.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, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 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 Tuesday, November 29, 2022 at 9.00 a.m. (IST) and will end on Wednesday, December 28, 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 Limited**

Navneet Raghuvanshi
Head Legal & Company Secretary



Encl: As above

Jindal Stainless Limited

CIN: L26922HR1980PLC010901

Gurugram Office: Stainless Centre, Plot No.- 50, Sector - 32, Gurugram - 122001
T: +91 124 449 4100 **E:** info@jindalstainless.com **Website:** www.jindalstainless.com, www.jslstainless.com
Registered Office: O.P. Jindal Marg, Hisar - 125005 (Haryana) India
Corporate Office: Jindal Centre, 12 Bhikaji Cama Place, New Delhi - 110066, India
T: +91 011-26188345, 41462000, 61462000 **F:** +91 11 41659169



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

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

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the Members of Jindal Stainless Limited (“the Company”), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time, 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, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Act, Rules, SEBI LODR, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced), the Company is seeking consent of its Members for passing the resolution(s) as appended below by means of voting through postal ballot by electronic means (“remote e-voting”). Accordingly, the said resolution(s) and the explanatory statement stating all material facts and the reasons for the proposal are appended below. The Company has appointed Mr. Sandeep Garg, 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 resolutions as Special Resolutions:

1. RE-APPOINTMENT OF MRS. ARTI LUNIYA (DIN: 05341955) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF THREE CONSECUTIVE YEARS.

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Act”) and Regulations 16 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, Mrs. Arti Luniya (DIN: 05341955), who has declared that she meets the criteria of

independence as provided in Section 149(6) of the Act and the Listing Regulations and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company proposing her candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as a Non- Executive Independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office for second term of three (3) consecutive years w.e.f. 26th November, 2022 till 25th November, 2025.”

2. APPOINTMENT OF DR. RAJEEV UBEROI (DIN: 01731829) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and all other applicable provisions, if any, read with Schedule IV of the Companies Act, 2013 and read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (“the Act”) and Regulation 16 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, Dr. Rajeev Uberoi (DIN: 01731829), who was appointed as an Additional Director (Independent) w.e.f. 02nd November, 2022 by the Board of Directors upon the recommendation of the Nomination and Remuneration Committee of the Board (“the Committee”) after satisfying the criteria laid by the Committee and who has declared that he meets the criteria of independence as provided in Section 149(6) of the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office for a period of three (3) consecutive years w.e.f. 02nd November, 2022 till 01st November, 2025.”

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

**Registered Office:
O.P. Jindal Marg
Hisar – 125005, Haryana.
November 18, 2022**

**Navneet Raghuvanshi
Head Legal & Company Secretary
ICSI Membership No. A14657**

NOTES:

- 1.) The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder stating the material facts and reasons for the proposed resolution(s) is annexed hereto for your consideration.
- 2.) Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the Companies (Management and Administration) Rules, 2014 read with MCA Circulars, assent or dissent of the Members in respect of the resolution(s) contained in the Notice dated 18th November, 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/ list of beneficial owners whose e-mail addresses would be registered with the Company/Depositories as at the close of the business hours on Friday, 25th November, 2022 (i.e. cut-off date). 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 E-mail ID: advsandeeptgarg.hisar@gmail.com, on or before 28th December, 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 e-mail addresses with their Depository Participant(s) only.

- 3.) The documents, referred to in the accompanying notice and explanatory statement shall be open and accessible for inspection by the Members during working hours at the registered office of the Company on any working day except holidays, till 28th December, 2022.

- 4.) The Company has appointed Mr. Sandeep Garg, Advocate, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.
- 5.) Notice will be sent to all Members/ beneficiaries, whose names would appear on the Register of Members/ Record of Depositories as on, Friday, 25th November, 2022 i.e. the cut-off date. Voting rights shall be reckoned on the shares registered in the name of Members as on that date. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e.. Any Member who is not a member as on the cut-off date shall treat this Postal Ballot notice of information purpose only.
- 6.) The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Chairman of the Company or a person authorized by him in writing, after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. 28th December, 2022 on or before 30th December, 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 30th December, 2022.
- 8.) The result of the postal ballot will be posted on the website of the Company at www.jslstainless.com.
- 9.) In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolutions 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. 28th December, 2022, in the event resolutions are assented to by the requisite majority of the Members of the Company.
- 10.) The assent or dissent received after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. 28th December, 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.jslstainless.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/>.
- 12.) To support the Green Initiative, Members who have not yet registered their email id are requested to register their e-mail with their depository in case the shares are held in electronic form and with the Company in case the shares are held by them in physical form.
- 13.) After sending the notice of Postal Ballot, an advertisement shall be published in English language newspaper and Hindi language newspaper and also on the website of the Company at www.jslstainless.com.

EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Companies Act, 2013)

Item No. 1

Mrs. Arti Luniya (DIN: 05341955) was appointed as Non-executive Independent Director of the Company with effect from 26th November, 2019, for a term of three years, as approved by the Members of the Company. Accordingly, the first term of Mrs. Arti Luniya as an Independent Director of the Company is upto 25th November, 2022. As per recommendation of the Nomination and Remuneration Committee of the Board, based on Mrs. Arti Luniya's skills, rich experience, knowledge, continued valuable contribution, performance during her first term and outcome of performance evaluation of the Independent Directors, the Board of Directors of the Company at their meeting held on 02nd November, 2022, re-appointed Mrs. Arti Luniya, as a Non- Executive Independent Director of the Company for second term of 3 (three) consecutive years, w.e.f. 26th November, 2022, subject to the approval of Members of the Company by way of a special resolution. Mrs. Arti Luniya shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 ("Act").

The Company has received a declaration from Mrs. Arti Luniya confirming the criteria of independence as prescribed under Section 149(6) and 152(4) of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"). Mrs. Arti Luniya is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, she fulfils the conditions specified in the Act and SEBI Listing Regulations and is independent of the management of the Company.

In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mrs. Arti Luniya for re-appointment as a Non-Executive Independent Director of the Company. A copy of the draft letter for re-appointment of Mrs. Arti Luniya setting out the terms and conditions of re-appointment is available for inspection without any fee by the members at the Registered Office of the Company on all working days except holidays, till 28th December, 2022. The same is also available on the website of the Company at: www.jslstainless.com.

The details as required under SEBI Listing Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India are mentioned under the head 'Additional Information'. This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Listing Regulations and other applicable laws.

In terms of provisions of Section 149(10) of the Act and SEBI Listing Regulations, an Independent Director shall be eligible for re-appointment for second term with the approval of Members by passing a Special Resolution.

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

Except Mrs. Arti Luniya and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel(s) and their relatives, are in any way, concerned or interested, financially or otherwise in the said resolution.

Item No. 2

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") where the listed entity has an Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. Consequent to the cessation of Mr. Suman Jyoti Khaitan from the Directorship of the Company w.e.f. 21st September, 2022, upon completion of the second term, the number of Independent Directors of the Company was reduced to less than half of the total number of Directors.

Accordingly, the Board of Directors upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 02nd November, 2022 had appointed Dr. Rajeev Uberoi as an Additional Director (Non-Executive Independent) of the Company not liable to retire by rotation, to hold office for a period of three consecutive years w.e.f. 02nd November, 2022 till 01st November, 2025, subject to approval of members of the Company.

In the opinion of the Board, he possesses adequate integrity, expertise and experience including the proficiency as ascertained from the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs, for appointment as an Independent Director of the Company.

The Company has received a declaration from Dr. Rajeev Uberoi confirming the criteria of independence as prescribed under Section 149(6) and 152(4) of the Act and under Regulation 16(1)(b) of the SEBI Listing Regulations. Dr. Rajeev Uberoi is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified under the Act & SEBI Listing Regulations and is independent of the management of the Company. In terms of Section 160(1) of the Act, the Company has received a notice in writing from a member proposing his candidature for appointment as an Independent Non-Executive Director of the Company. A copy of the letter of appointment of Dr. Rajeev Uberoi setting out the terms of conditions of appointment is available for inspection without any fees by the members at the Registered Office of the Company on all working days except holidays, till 28th December, 2022. The same is also available on the website of the Company at: www.jslstainless.com.

The details required under SEBI Listing Regulations & Secretarial Standard – 2 issued by The Institute of Company Secretaries of India are mentioned under the head “Additional Information”. This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

Your Directors recommend passing of the resolution as set out at item no. 2 of this Notice as a Special Resolution for your approval.

Except Dr. Rajeev Uberoi and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel(s), and their relatives, are in any way, concerned or interested, financially or otherwise in the said resolution.

ADDITIONAL INFORMATION

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 for Item Nos. 1 & 2:

Name of Director	Mrs. Arti Luniya
DIN	05341955
Brief Resume	<p>Mrs. Arti Luniya has wide ranging experience in the steel industry spanning nearly 40 years. She worked at SAIL at critical positions, gaining invaluable experience in every aspect of sales and marketing of steel. She also headed the coal procurement function at SAIL giving her rare insights into the entire supply chain.</p> <p>Additionally, she also established the entire risk management infrastructure for the enterprise when she was the Chief Risk Officer (CRO) at SAIL. Ms Luniya was also Head of Corporate Communications, SAIL. Being an effective strategized and leader of strong execution teams, makes her well-versed for an oversight role.</p> <p>Mrs. Luniya was also an Advisor to Evidence for Policy Design (EPoD) at Harvard Kennedy School of Public Policy. She advised and implemented strategic plans in areas of public policy, governance, gender, capacity building and research with thrust on evidence-based decision making.</p> <p>She has done her Masters in International Relations from JNU, New Delhi and is a graduate in Economics (Hons) from the University of Delhi. She is also on the Board of Jindal Stainless (Hisar) Limited.</p>
Date of Birth (Age in years)	07 th February, 1956 (66 years)
Qualification	Master of Arts (International Relation)
Experience and expertise in specific functional area	Expertise in Steel Industry
Terms and conditions of appointment	Please refer to the resolution and explanatory statement mentioned at Item no. 1 of this notice.
Details of remuneration to be sought and remuneration last drawn	Except sitting fees paid for attending the Board/Committee meeting(s), Mrs. Arti Luniya was not paid any remuneration during the first term. She will continue to receive sitting fees for attending the Board/Committee meeting(s) during her second term.
Date on which first appointed on the Board	26 th November, 2019
Details of shareholding in the Company as on September 30, 2022	Nil
Shareholding as a beneficial owner as on	

September 30, 2022	Nil								
Relationship with other Directors / Key Managerial Personnel (“KMP”) (if any)	Mrs. Arti Luniya is not related to any other Director / KMP of the Company.								
Number of Board Meetings attended during the financial year 2021-22	5 (Five) Board Meetings								
Details of Directorships / Committee Chairmanship and Memberships in companies as on September 30, 2022	<p>Mrs. Arti Luniya holds directorship in the below mentioned companies:</p> <p>i. Jindal Stainless (Hisar) Limited; and</p> <p>ii. Pinata Services Private Limited</p> <table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Type of Company</th> <th>Committee Membership</th> <th>Committee Chairmanship</th> </tr> </thead> <tbody> <tr> <td>Jindal Stainless (Hisar) Limited</td> <td>Listed Company</td> <td>Audit Committee; Risk Management Committee</td> <td>Nomination and Remuneration Committee;</td> </tr> </tbody> </table>	Name of the Company	Type of Company	Committee Membership	Committee Chairmanship	Jindal Stainless (Hisar) Limited	Listed Company	Audit Committee; Risk Management Committee	Nomination and Remuneration Committee;
Name of the Company	Type of Company	Committee Membership	Committee Chairmanship						
Jindal Stainless (Hisar) Limited	Listed Company	Audit Committee; Risk Management Committee	Nomination and Remuneration Committee;						
Name of the listed entities from which the director has resigned during the past three years	Nil								
The skill and capabilities required for the role and the manner in which the proposed person meets such requirement	<p>The Nomination and Remuneration Committee (“NRC”) of the Board of Directors has identified amongst others, exposure to leadership role(s) in large corporates, expertise in governance, strategic & general management and global business as the skills and capabilities for the role.</p> <p>Considering the educational background and experience of over four decades of leadership experience across various functions in global corporates, Mrs. Luniya meets the requirement as laid down by the NRC.</p>								
Performance evaluation report or summary thereof	Please refer to the explanatory statement for Item no. 1 of this notice.								
Name of Director	Dr. Rajeev Uberoi								
DIN	01731829								
Brief Resume	Dr. Rajeev Uberoi is a career Banker with specialization in the area of Governance, Legal, Compliance and Control. He was CEO of IDFC Holding Finance Co. Ltd. and held senior responsibilities in various Banks								

	<p>as General Counsel, Group Head Audit (IDFC Bank Ltd.), Group Senior President, Governance and Control (Yes Bank). Earlier, he had worked with several domestic and multinational banks such as Standard Chartered Bank, Union Bank of India, State Bank of India, Reserve Bank of India as Asst. General Manager, Dept. of Banking Supervision, Citibank as Vice President & Regulatory Head; ANZ Grindlays Bank as Head- Risk Management & Compliance – India. Dr. Uberoi is also a profound writer and has a lot of publications to his credit. He is also a member of various Committees and has been active on the Speaker circuit. He is a recipient of many accolades and awards and his contribution to the legal fraternity has been recognized in the Industry.</p> <p>Dr. Uberoi is a lawyer and a Canadian Commonwealth Scholar with a Masters from McMaster University and a Ph.D. in Economics. He also possesses a Post Graduate Diploma in Business Administration from the Management Development Institute (MDI). He was also on the Board of MPCON Limited, IFCI Infrastructure Development Limited, Asian Hotels North and NICDC Haryana Global City Project Limited. He has been a senior advisor to Shardul Amarchand Mangaldas, Unity Small Finance Bank, Bridgewater Tech Ltd. UK, Faarm Global Venture Pte. Singapore etc. and on the Board of Auvionpro Payment Solutions Pvt. Ltd., IL&FS Mutual Fund (IDF), Exclusive Finance Ltd. etc. Dr. Uberoi has been mentoring many startups especially in the area of Digital Financing, Governance and Control.</p>
Date of Birth (Age in years)	30 th January, 1957 (65 years)
Qualification	A Lawyer and a Canadian Commonwealth Scholar with a Masters from McMaster University and a Ph.D. in Economics and a Post Graduate Diploma in Business Administration from the Management Development Institute (MDI).
Experience and expertise in specific functional area	Compliance and Legal
Terms and conditions of appointment	Please refer to the resolution and explanatory statement mentioned at Item no. 2 of this notice.
Details of remuneration to be sought and remuneration last drawn	Except for sitting fees paid for attending the Board/Committee meeting(s) Dr. Rajeev Uberoi will not paid any remuneration during his first term.
Date on which first appointed on the Board	02 nd November, 2022 (appointed for the first term)
Details of shareholding in the Company as on September 30, 2022	NIL

Shareholding as a beneficial owner as on September 30, 2022	Nil			
Relationship with other Directors / Key Managerial Personnel (“KMP”) (if any)	Dr. Rajeev Uberoi is not related to any other Director / KMP of the Company.			
Number of Board Meetings attended during the financial year 2021-22	N.A.			
Details of Directorships / Chairmanship and Memberships in companies as on September 30, 2022	<p>Dr. Rajeev Uberoi holds directorship in the below mentioned companies:</p> <ul style="list-style-type: none"> i. Jindal Stainless (Hisar) Limited; ii. Shalimar Paints Limited; iii. Rishi Construction And Maintenance Pvt. Ltd; iv. Capriaqua Consulting & Advisory Private Limited; v. IL&FS AMC Trustee Limited; vi. Aurionpro Payment Solutions Private Limited; vii. Exclusive Capital Limited; viii. Arthmatetech Private Limited; ix. NICDC Haryana Global City Project Limited 			
	Name of the Company	Type of Company	Committee Membership	Committee Chairmanship
	Jindal Stainless (Hisar) Limited	Listed Company	-	Audit Committee
	Shalimar Paints Limited	Listed Company	Audit Committee; Risk Management Committee and Nomination and Remuneration Committee	-
Name of the listed entities from which the director has resigned during the past three years	Asian Hotels (North) Limited			

<p>The skill and capabilities required for the role and the manner in which the proposed person meets such requirement</p>	<p>The Nomination and Remuneration Committee (“NRC”) of the Board of Directors has identified amongst others, exposure to leadership role(s) in large corporates, expertise in governance, compliance, strategic & general management as the skills and capabilities for the role.</p> <p>Considering the educational background and experience of leadership experience across various functions in global corporates, Dr. Uberoi meets the requirement as laid down by the NRC.</p>
<p>Performance evaluation report or summary thereof</p>	<p>Please refer to the explanatory statement for Item no. 2 of this notice.</p>
<p>Justification for choosing the appointee for appointment as Independent Director</p>	<p>Please refer to the explanatory statement for Item no. 2 of this notice.</p>

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

**Registered Office:
O.P. Jindal Marg
Hisar – 125005, Haryana.
18th November, 2022**

**Navneet Raghuvanshi
Head Legal & Company Secretary
ICSI Membership No. A14657**

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 Member to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company. The Company has appointed Mr. Sandeep Garg, 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 Friday, 25th November, 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 e-mail ID: swapann@linkintime.co.in or contact at 011- 49411000. The remote e-voting period will commence on 29th November, 2022 at 9.00 a.m. (IST) and ends on 28th December, 2022 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as

on the cut-off date Friday, 25th November, 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 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– 110066

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

Email: investorcare@jindalstainless.com; Website: www.jslstainless.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 Resolutions to be passed through postal ballot for the business stated in the Notice dated 18th November, 2022 of Jindal Stainless Limited (“the Company”) by sending my/our assent or dissent to the said Resolutions 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	Re-appointment of Mrs. Arti Luniya (DIN: 05341955) as an Independent Director for a second term of three consecutive years.			
2	Appointment of Dr. Rajeev Uberoi (DIN: 01731829) as an Independent Director of the Company.			

Place:

Date:

Signature of the Member

Last Date for Receipt of Postal Ballot Form by Scrutinizer: on or before 28th December, 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 Resolutions 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. Sandeep Garg, Advocate, Scrutinizer for Postal Ballot,
C/o Jindal Stainless 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 dully filled-in and signed postal ballot Form through registered e-mail addresses, to the Scrutinizer at E-mail ID: adv.sandeepgarg.hisar@gmail.com on or before 28th December, 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 28th December, 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 Friday, 25th November, 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 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.**