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 is hereby given that the **5th Annual General Meeting** of members of **Jindal Stainless (Hisar) Limited** will be held on **Thursday, the 27th day of September, 2018 at 12:30 P.M. at Registered Office** of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt

   a. the audited standalone financial statements of the Company for the financial year ended on 31st March, 2018, the Reports of Board of Directors and Auditors thereon, and
   b. the audited consolidated financial statements of the Company for the financial year ended on 31st March, 2018 and the reports of the Auditors thereon.

2. To appoint a Director in place of Mrs. Deepika Jindal (DIN: 00015188), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS:

3. AS A SPECIAL RESOLUTION:

APPOINTMENT OF MR. ABHYUDAY JINDAL AS THE MANAGING DIRECTOR OF THE COMPANY.

"**RESOLVED** that pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 ("the Act"), the rules made thereunder read with Schedule V to the Act, the Articles of Association of the Company and subject to all requisite consents and approvals, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Abhyuday Jindal (DIN: 07290474) as Managing Director of the Company, for a period of three years with effect from 26th April, 2018 at remuneration and other terms and conditions as mentioned below:

1. Period of appointment: 3 years with effect from 26th April, 2018 to 25th April, 2021.

2. Remuneration:

   (a) **Annual Fixed Pay** (inclusive of basic salary, perquisites, allowances and other benefits): upto ₹ 6,00,00,000 (Rupees Six Crore only), payable on monthly basis.

   (b) **Retirement / Other benefits**: Gratuity, provident fund, leave encashment and other benefits as per the applicable policies and rules of the Company.

   (c) **Commission:** To be paid periodically after approval of quarterly results of the Company by the Board, as may be determined by the Board of Directors of the Company and/or Nomination and Remuneration Committee of the Company.

3. The remuneration payable to Mr. Abhyuday Jindal shall not exceed 4% of the net profits of the Company computed in accordance with Section 198 of the Act. Provided that the total remuneration payable to all the executive Directors, including Mr. Abhyuday Jindal shall not exceed 10% of the net profits so computed.

   The total remuneration drawn by Mr. Abhyuday Jindal during a financial year from the Company and Jindal Stainless Limited ("JSL"), where he is also a Managing Director, shall not exceed the higher of the admissible limit from any one of the Company or JSL, in terms of the provisions of Section V of Part II of Schedule V to the Act.

4. He shall be entitled to reimbursement of all expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

5. The premium paid by the Company for Directors & Officers' Liability Insurance will not be treated as part of the remuneration payable to Mr. Abhyuday Jindal, in terms of Section 197(13) of the Act.

6. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

7. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service as Managing Director.

"**RESOLVED FURTHER** that in the event of inadequacy or absence of profits under Section 197 of the Act in any financial year or years, the remuneration as approved herein be paid as minimum remuneration to Mr. Abhyuday Jindal, subject to receipt of requisite approvals under the Act."

"**RESOLVED FURTHER** that the Board of Directors and/or Nomination and Remuneration Committee of the Company be and is hereby authorized to vary and/or revise the remuneration of Mr. Abhyuday Jindal within above limits and settle any question or difficulty in connection therewith and incidental thereto."

4. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. JAGMOHAN SOOD AS DIRECTOR.

"**RESOLVED** that pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Jagmohan Sood (DIN: 08121814), who was appointed as an Additional Director w.e.f. 15th May, 2018 by the Board upon identification by the Nomination and Remuneration Committee ("Committee") of the Company after satisfying the criteria laid down by the Committee and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. JAGMOHAN SOOD AS THE WHOLE TIME DIRECTOR OF THE COMPANY.

"**RESOLVED** that pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder, read with Schedule V to the Act and the Articles of Association of the Company and subject to all requisite consents and approvals, consent of Members of the Company be and is hereby accorded to the appointment of Mr. Jagmohan Sood (DIN: 08121814) as Whole Time Director for a period of three years with effect from 15th May, 2018 at remuneration and other terms and conditions as mentioned below:

1. Period of appointment: Three years with effect from 15th May, 2018 to 14th May, 2021.

2. Remuneration:

   (a) **Annual Fixed Pay** (inclusive of basic salary, perquisites, allowances and other benefits): Upto ₹ 2 Crore (Rupees Two Crore only), payable on monthly basis.

   (b) **Variable Pay** (Performance Linked Incentive): To be paid as per Profit Linked Variable Reward Scheme of the Company as may be determined by the Board and/or Nomination and Remuneration Committee of the Company, from time to time.

   (c) **Retirement/Other benefits**: Gratuity, provident fund, leave encashment, group personal accident insurance, mobile phone expenses, medical insurance and other benefits as per the applicable policies and rules of the Company.

3. He shall be entitled to reimbursement of all expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

4. The premium paid by the Company for Directors & Officers' Liability Insurance will not be treated as part of the remuneration payable to Mr. Jagmohan Sood, in terms of Section 197(13) of the Act.

5. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

6. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service as Whole Time Director.

7. The remuneration payable to Mr. Jaghmohan Sood shall not exceed 4% of the net profits of the Company computed in accordance with Section 198 of the Act. Provided that the total remuneration payable to all the executive Directors, including Mr. Jagmohan Sood shall not exceed 10% of the net profits so computed.

"**RESOLVED FURTHER** that in the event of inadequacy or absence of profits under Section 197 of the Act in any financial year or years, the remuneration as approved herein be paid as minimum remuneration to Mr. Jagmohan Sood, subject to receipt of requisite approvals under the said Act."

"**RESOLVED FURTHER** that the Board and/or Nomination and Remuneration Committee of the Company be and is hereby authorized to vary and/or revise the remuneration of Mr. Jagmohan Sood within the above limits and settle any question or difficulty in connection therewith and incidental thereto."

6. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MRS. ARTI LUNIYA AS AN INDEPENDENT DIRECTOR.

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, and Schedule IV to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Arti Luniya (DIN: 05341955), who was appointed as an Additional Director (Independent) w.e.f. 26th July, 2018 by the Board of Directors upon identification by the Nomination and Remuneration Committee ("Committee") of the Company after satisfying the criteria laid down by the Committee, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of three consecutive years w.e.f. 26th July, 2018 till 25th July, 2021."

7. AS A SPECIAL RESOLUTION:

REAPPOINTMENT OF MAJ. GEN. KANWALJIT SINGH THIND, VSM (RETD.) AS AN INDEPENDENT DIRECTOR.

"**RESOLVED** that pursuant to the provisions of Sections 149, 152 and all other applicable provisions, if any, and Schedule IV to the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) (DIN: 06969654), who was appointed as an Additional Director (Independent) w.e.f. 2nd November, 2017 by the Board of Directors upon recommendations of the Nomination and Remuneration Committee of the Company ("Committee") after satisfying the criteria laid down by the Committee, be and is hereby reappointed as an Independent Director of the Company, whose office shall not be liable to retire by rotation, to hold office for a term of three consecutive years w.e.f. 2nd November, 2017 till 1st November, 2020."

8. AS A SPECIAL RESOLUTION:

APPROVAL FOR PAYMENT OF COMMISSION TO MR. RATAN JINDAL, CHAIRMAN (NON-EXECUTIVE) OF THE COMPANY AS PER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS REGULATIONS, 2015, AS AMENDED.

"**RESOLVED** that in accordance with the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, and subject to all necessary consents and approvals, consent of the Members of the Company be and is hereby accorded for payment of commission to Mr. Ratan Jindal, Non-Executive Chairman of the Company, for the period from 1st April, 2019 to 31st March, 2020, upto 4% of the net profits of the Company, as calculated in terms of provisions of Section 198 of the Companies Act, 2013, as may be approved by the Nomination and Remuneration Committee of the Company, from time to time keeping in mind the performance of the Company and all other prevailing scenarios."

9. AS AN ORDINARY RESOLUTION:

RATIFICATION OF REMUNERATION PAYABLE TO M/S RAMANATH IYER & CO., COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR 2018-19.

"**RESOLVED** that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹1,75,000 (Rupees One Lakh Seventy Five Thousand only) fixed by the Board of Directors of the Company payable to M/s Ramanath Iyer & Co., Cost Accountants (FRN: 000019) as Cost Auditors, appointed by the Board of Directors of the Company on recommendation of the Audit Committee for conducting audit of cost accounting records of the Company for the financial year 2018-19, be and is hereby ratified."

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

10. AS A SPECIAL RESOLUTION:

INCREASE IN THE AGGREGATE LIMIT FOR INVESTMENT INTO THE COMPANY BY THE FOREIGN PORTFOLIO INVESTORS ("FPIs") UPTO 100% OF THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY ON A FULLY DILUTED BASIS.

"**RESOLVED** that pursuant to the provisions of the Foreign Exchange Management Act, 1999 ("**FEMA**"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("**FEMA Regulations**"), the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, from time to time ("**FDI Policy**") and other applicable laws, rules, regulations, press notes, guidelines, notifications, circulars, clarifications and directions issued from time to time by competent authorities (including any amendments thereto or re-enactment thereof) and subject to the conditions, as may be prescribed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (the "**Board**", which term shall be deemed, to include any Committee of the Board), the consent of the Members of the Company be and is hereby accorded, to increase the aggregate limit for investment into the Company by Foreign Portfolio Investors ("**FPIs**") (as defined and registered under the relevant regulations prescribed by the Securities and Exchange Board of India ("**SEBI**"), upto 100% of the paid up equity share capital of the Company on a fully diluted basis."

"**RESOLVED FURTHER** that the Board be and is hereby authorized to take such steps as may be necessary and/or desirable to give effect to the aforesaid resolution."

11. AS AN ORDINARY RESOLUTION:

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

"**RESOLVED** that pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the Members of the Company be and is hereby accorded to the Board of Directors, to enter into one or more contracts / arrangements / transactions with the following related parties for the amounts stated hereunder:

Sr. No.	Name of the Related Party	Amount (₹ in Crore)
1	Jindal Stainless Steelway Limited ("JSSL")	1,500
2	Jindal Stainless Limited ("JSL")	3,500
3	Jindal United Steel Limited ("JUSL")	1,200

during the financial year 2018-19 on such terms and conditions as may be mutually agreed upon between the Company and JSSL, JSL and JUSL."

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

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

12. AS AN ORDINARY RESOLUTION:

RATIFICATION OF MATERIAL RELATED PARTY CONTRACTS /ARRANGEMENTS/ TRANSACTIONS ENTERED INTO DURING THE FINANCIAL YEAR 2017-18.

"**RESOLVED** that subject to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the consent of the Members of the Company be and is hereby accorded for ratification of the contracts / arrangements / transactions entered into with Jindal Stainless Limited, related party of the Company, for an amount of ₹2600 Crore during the financial year 2017-18, which exceeded the limits of materiality as defined under SEBI LODR and as approved by Shareholders at the Annual General Meeting held on 26th September, 2017."

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

Registered Office:

O.P. Jindal Marg
Hisar-125005, Haryana.
August 8, 2018

By order of the Board

Bhartendu Harit
Company Secretary
Membership No. A15123

NOTES:

1. At the 2nd AGM, M/s. Lodha & Co. (Firm Regn. No. 301051E) and M/s. S.S. Kothari Mehta & Co. (Firm Regn. No. 000756N) were appointed as Joint Statutory Auditors of the Company and M/s. N. C. Aggarwal & Co. (Firm Regn. No. 003273N) were appointed as Branch Auditor for Visakhapatnam division of the Company for a term of five years until the conclusion of 7th AGM of the Company.

   The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.

2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.

   The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2") of the persons seeking re-appointment / appointment as Directors are also attached. The Company has received relevant disclosures / consents from the Directors seeking re-appointment / appointment.

3. **A member entitled to attend and vote at the AGM 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.

4. The Attendance Slip and Proxy Form with clear instructions for filling, stamping, signing and / or depositing the Proxy Form are enclosed.

5. 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 AGM.

6. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company / Link Intime India Private Limited, Company's Registrar and Share Transfer Agent ('Registrar'), in advance, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.

7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 17, 2018 to Tuesday, September 18, 2018 (both days inclusive) for the purpose of 5th AGM of the Company.

8. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.

9. **The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.**

10. **SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after December 5, 2018, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.**

11. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of AGM is being sent to the members who have registered email ids, through email and to all other members by Regd. Post. Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

12. All documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the registered office and corporate office of the Company on all working days up to the date of AGM between 11.00 A.M. and 5.00 P.M.

13. The business of the meeting may be transacted by the members through remote electronic voting system. Members who do not have access to remote e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to investorcare.jshl@jindalstainless.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.jshlstainless.com. However, the duly completed Ballot Form should reach the registered office of the Company not later than 26th day of September, 2018 (5.00 p.m.). A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

14. 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 September 20, 2018 and as per the Register of Members of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

15. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.

16. 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.

17. At the end of the discussion of the resolution on which voting is to be held at the AGM, 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.

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

Item No. 3

The Board of Directors had appointed Mr. Abhyuday Jindal as Non Executive Vice Chairman of the Company with effect from 2nd November, 2015 which was approved by the Shareholders of the Company in their Annual General Meeting held on 30th December, 2015.

To further strengthen the management team, the Board at its meeting held on April 26, 2018, appointed Mr. Abhyuday Jindal as the Managing Director of the Company for a period of three years w.e.f. April 26, 2018, on terms and conditions recommended by the Nomination and Remuneration Committee, subject to the requisite approvals.

Mr. Abhyuday Jindal is also Managing Director of Jindal Stainless Limited ("JSL"). In terms of the provisions of Section V of Part II of Schedule V to the Companies Act, 2013 ("the Act"), he can draw remuneration from either or both the Company and JSL, provided that the total remuneration drawn from the Company and JSL does not exceed the higher of the admissible limit from any one of the Company or JSL.

Mr. Abhyuday Jindal is not disqualified from being appointed as Managing Director in terms of Section 196 of the Act and has given his consent to act as Managing Director. Mr. Abhyuday Jindal is also not debarred from holding the office of a director by virtue of any SEBI Order or any other authority.

In terms of recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if the annual remuneration payable to such executive director exceeds ₹5 Crore or 2.5% of the net profits of the Company, whichever is higher. The remuneration payable to Mr. Abhyuday Jindal may exceed the said limits. Accordingly, the shareholders approval by way of special resolution is sought for payment of remuneration to Mr. Abhyuday Jindal.

Profile of Mr. Abhyuday Jindal and other 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 is given under the head "Additional Information".

In compliance with the provisions of Section 197 of the Companies Act, 2013, the remuneration and other terms and conditions as specified in the resolution are placed before the Members in the general meeting for their approval.

There is no contract of service in writing with Mr. Abhyuday Jindal. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors recommend the resolution set out at Item No. 3 as a Special Resolution for your approval.

Mr. Abhyuday Jindal is interested in the resolution set out at Item No. 3 of this notice. Mr. Ratan Jindal and Mrs. Deepika Jindal, being related to Mr. Abhyuday Jindal may be deemed to be interested in the said resolution. The other relatives of Mr. Abhyuday Jindal may be deemed to be interested in the said resolution of this notice to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item Nos. 4 & 5

The Board of Directors at its meeting held on April 26, 2018, appointed Mr. Jagmohan Sood as an Additional Director with effect from May 15, 2018, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. The Board also appointed Mr. Jagmohan Sood as the Whole Time Director of the Company for a period of three years w.e.f. May 15, 2018, on terms and conditions recommended by the Nomination and Remuneration Committee, subject to the requisite approvals. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member proposing his candidature for the office of Director.

In terms of the provisions of Section 161(1) of the Act, Mr. Jagmohan Sood will hold office up to the date of the ensuing AGM of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director. Mr. Sood is also not debarred from holding the office of a director by virtue of any SEBI Order or any other authority.

Profile of Mr. Jagmohan Sood and other 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 are given under the head "Additional Information".

In compliance with the provisions of Section 197 of the Companies Act, 2013, the remuneration and other terms and conditions as specified in the resolution are placed before the members in the general meeting for their approval.

There is no contract of service in writing with Mr. Jagmohan Sood. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors recommend the resolutions at Item Nos. 4 and 5 as Ordinary Resolutions for your approval.

Mr. Jagmohan Sood is interested in the resolutions set out at Item Nos. 4 and 5 of this Notice with regard to his appointment. Relatives of Mr. Sood may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolutions.

Item No. 6

The Board of Directors had appointed Mrs. Arti Luniya (DIN No.: 05341955) as an Additional Director (Independent) with effect from 26th July, 2018 on recommendations of the Nomination and Remuneration Committee of the Company. In terms of provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), she will hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member proposing Mrs. Luniya's candidature for the office of Director.

In terms of Section 149 of the Act read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director can hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation.

The Board of Directors considered the matter of her appointment in its meeting held on July 26, 2018 on recommendation of the Nomination and Remuneration Committee and felt that her association would be of immense benefit to the Company and recommended her appointment as Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, for a term of 3 (three) consecutive years commencing from July 26, 2018 till July 25, 2021. In the opinion of the Board, she fulfils the conditions of appointment as an Independent Director as specified in the Act, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

Mrs. Arti Luniya is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director. The Company has also received declaration from her that she meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mrs. Luniya is also not debarred from holding the office of a director by virtue of any SEBI Order or any other authority.

Her brief resume, educational and professional qualifications, nature of her work experience etc. is given under the head "Additional Information".

Copy of the draft letter of appointment setting out the terms and conditions for the appointment of Mrs. Arti Luniya as an Independent Director is available for inspection by the Members at the Registered Office and Corporate Office of the Company during normal business hours on working days upto the date of this AGM.

Your Directors recommend the resolution set out at Item No. 6 as an Ordinary Resolution for your approval.

Mrs. Arti Luniya is interested in the resolution set out at Item No. 6 of this Notice with regard to her appointment. Relatives of Mrs. Arti Luniya may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item No. 7

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

Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) (DIN: 06969654) had joined the Board of Directors of the Company on 2nd November, 2015 as a Non-Executive Independent Director. He was appointed as an Independent Director for a term of 2 years commencing from 2nd November, 2015. His appointment was approved by the Shareholders at the 2nd Annual General Meeting of the Company held on 30th December, 2015. The 1st term of his appointment was upto 1st November, 2017.

The Board of Directors, on recommendations of Nomination and Remuneration Committee, re-appointed him as an Additional Director (Independent) with effect from 2nd November, 2017 to hold office till the conclusion of the ensuing Annual General Meeting of the Company.

Further, the Board of Directors at its meeting held on 26th July, 2018, on recommendations of the Nomination and Remuneration Committee and keeping in view his performance, skills, experience and contributions, approved seeking the consent of Members for reappointment of Mr. Thind as an Independent Director for a further period of three years with effect from 2nd November, 2017, whose office shall not be liable to retire by rotation.

In the opinion of the Board, his continued association would be of immense benefit to the Company. Mr. Thind fulfills conditions of appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member proposing Mr. Thind's candidature for the office of Director. Mr. Thind is also not debarred from holding the office of a director by virtue of any SEBI Order or any other authority.

His brief resume, educational and professional qualifications, nature of his work experience etc. are given under the head "Additional Information".

Your Directors recommend the resolution set out at Item No. 7 as a Special Resolution for your approval.

Mr. Thind is interested in the resolution set out at Item No. 7 of this Notice with regard to his appointment. His relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item No. 8

The Board of Directors had appointed Mr. Ratan Jindal as a Director in the capacity of Non–Executive Chairman with payment of commission on net profits of the Company with effect from 2nd November, 2015. The Shareholders of the Company at the 2nd Annual General Meeting held on 30th December, 2015 approved his appointment as well as accorded their approval for payment of commission to him upto 4% of the

net profits of the Company, as calculated in terms of provisions of Section 198 of the Companies Act, 2013, every year for a period of five years commencing from 1st April, 2015 till 31st March, 2020.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("SEBI Amendment Regulations"), effective April 1, 2019, consent of the Members by way of Special Resolution is required every year if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together.

The remuneration payable to Mr. Ratan Jindal for the financial year 2019-20 is likely to exceed 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. The members may please note that no increase is being proposed in the remuneration payable to Mr. Ratan Jindal and will be within the limits as already approved by the shareholders. The approval of the shareholders is being taken to ensure compliance of the SEBI Amendment Regulations.

Known for his technical proficiency and intimate knowledge of customers and markets, Mr. Ratan Jindal is synonymous with stainless steel in India. As a vanguard of innovation in stainless steel industry, his focus has not only been on producing world class stainless steel products but also on promoting the usage of stainless steel in myriad applications. Mr. Ratan Jindal is a leading industrialist of India, having a rich industrial experience of more than 35 years. Mr. Jindal's strategic guidance over the years has added value to the Company and has been instrumental in developing strategic alliances and affiliations.

His vision of developing indigenous technology through R&D has been the backbone of success of the Company.

The Company is now ready for launch into the next phase of growth and this brings in new challenges as well as opportunities. Mr. Jindal in his role as a Non-Executive Chairman not only offers the Company benefits arising out of his deep insight into the business for developing new strategies for launching the Company on new growth path across various geographies & product segments but also plays an important role in mentoring the leadership team of the Company. Mr. Ratan Jindal's experience and wisdom in the stainless steel industry will immensely benefit the Company to move upward in its growth trajectory and achieve its Vision – "Improving lives through trustworthy and innovative stain-less solutions".

In view of the above, the Board of Directors of the Company at their meeting held on 26th July, 2018, on recommendation of the Nomination and Remuneration Committee approved seeking the consent of Members in terms of above mentioned provisions of SEBI Amendment Regulations by way of special resolution for payment of remuneration as earlier approved by members at the 2nd Annual General Meeting held on 30th December, 2015.

Brief resume, educational and professional qualifications, nature of his work experience etc. of Mr. Ratan Jindal are given under the head "Additional Information".

Your Directors recommend the resolution set out at Item No. 8 as Special Resolution for your approval.

Mr. Ratan Jindal is interested in the resolution set out at Item No. 8 of this notice. Mrs. Deepika Jindal and Mr. Abhyuday Jindal, being related to Mr. Ratan Jindal may be deemed to be interested in the said resolution. The other relatives of Mr. Ratan Jindal may be deemed to be interested in the said resolution of this notice to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item No. 9

Pursuant to Section 148 of the Companies Act 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors should be ratified by the shareholders of the Company. The Board of Directors, in its meeting held on April 26, 2018, on the basis of recommendations of the Audit Committee appointed M/s. Ramanath Iyer & Co., Cost Accountants, as Cost Auditors to conduct audit of cost records of the Company for the financial year 2018-19 and subject to ratification by Members, fixed their remuneration at ₹1,75,000 (Rupees One Lakh Seventy Five Thousand).

Your Directors recommend the resolution set out at Item No. 9 as an Ordinary Resolution for your approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in this resolution.

Item No. 10

As per the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA Regulations") and the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India, from time to time, the total investment by all Foreign Portfolio Investors ("FPIs") registered with the Securities and Exchange Board of India under Schedule 2 of the FEMA Regulations, is required to not exceed 24% of the paid-up

equity share capital of the Company on a fully diluted basis. However, this limit is permitted to be increased to the sectoral cap/statutory ceiling, as applicable, after approval by the Board of Directors and members of the Company by way of a special resolution and intimation to the Reserve Bank of India.

To attract foreign investments in the Company and to make more space for the FPIs to invest in the equity share capital of the Company, it is proposed to enhance the investment limits of FPIs in the Company, under Schedule 2 of the FEMA Regulations, to upto 100% of the paid-up equity share capital of the Company on a fully diluted basis (being the extent of permissible limits of foreign investment into the Company as per applicable laws). This would help in widening the investor base of the Company, and consequently it will facilitate/ benefit the shareholders and the Company.

With a view to enable FPIs to purchase/ acquire securities upto 100% of the paid up equity capital of the Company on a fully diluted basis (being the extent of permissible limit of foreign investment into the Company as per applicable laws) of the Company thereby also ensuring better liquidity for the Company's shares/ debentures, the Board recommends the resolution, as set forth in Item No.10 of this Notice, for approval by the Members of the Company as a special resolution.

None of the Directors, Key Managerial Personnel or their relatives is, in any way, concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Comapany.

Item No. 11

The Company in the ordinary course of its business and on arm's length basis enters into trasanctions for sale / purchase of goods / services / allocating common corporate expenditure with related parties including Jindal Stainless Steelway Limited ("JSSL"), Jindal Stainless Limited ("JSL") and Jindal United Steel Limited ("JUSL").

JSSL and JSL are 'Related Parties' of the Company in terms of the provisions of Section 2(76) of the Companies Act, 2013 ("the Act") and JUSL is 'Related Party' of the Company in terms of Indian Accounting Standards ("IND-AS").

The value of the transactions proposed, which will be on an arm's length basis, are based on the Company's estimated transaction value for FY 2018-19 arrived at on the basis of the value of transactions with such related parties during the financial year 2017-18.

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

Further, in terms of first proviso to Section 188 of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the contracts or arrangements exceeding the sums as may be prescribed, shall be approved by the shareholders of the Company. The above mentioned contracts between the Company and the 'Related Parties' are likely to exceed the thresholds of materiality limits as defined under the SEBI Regulations / Act / Rules and the Policy on dealing with Related Party Transactions of the Company.

Your Directors recommend the resolution set out at Item No. 11 as an Ordinary Resolution for your approval.

Mr. Ratan Jindal, Chairman and Managing Director of Jindal Stainless Limited and Mr. Abhyuday Jindal who is Managing Director of Jindal Stainless Limited along with their relatives are interested in the resolution set out at Item No. 11 of this notice to the extent of their shareholding interest, if any, in the Company. Mr. Ratan Jindal, Director of Jindal United Steel Limited; and Mrs. Deepika Jindal, Director and Mr. Kanwaljit Singh Thind and Mr. N.C. Mathur, Independent Directors of Jindal Stainless Steelway Limited along with their relatives are interested in the resolution set out at Item No. 11 of this notice to the extent of their shareholding interest, if any, in the Company and the referred 'Related Parties'.

The other Directors/ Key Managerial Personnels of the Company/ their relatives are not concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding interest, if any, in the company.

Item No. 12

The Company in the ordinary course of its business and on arm's length basis, enters into transactions for sale / purchase of goods / services / allocating common corporate expenditure with related parties including Jindal Stainless Limited ("JSL").

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

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

JSL is a 'Related Party' of the Company in terms of Section 2(76) of the Act. The Shareholders of the Company had at Annual General Meeting held on September 26, 2017, approved the related party contracts / arrangements / transactions proposed to be entered into with JSL during the financial year 2017-18, for an amount of ₹2,000 Crore. During the financial year 2017-18, to meet the business need of the Company, the material related party contracts / arrangements / transactions with JSL exceeded the limits approved by the Shareholders by ₹600 Crore.

The aforesaid material related party contracts / arrangements / transactions with JSL have already been ratified by the Audit Committee and Board of Directors of the Company at their respective meetings held on April 26, 2018.

Approval of the Members is therefore being sought in terms of explanation to Regulation 23(1) of the SEBI Regulations, by way of an Ordinary Resolution. The Board recommends the resolution set out at Item No. 12 as an Ordinary Resolution to the members for their approval.

Mr. Ratan Jindal, Chairman and Managing Director of Jindal Stainless Limited and Mr. Abhyuday Jindal who is Managing Director of Jindal Stainless Limited along with their relatives are interested in the resolution set out at Item No. 12 of this notice to the extent of their shareholding interest, if any, in the Company and the referred 'Related Parties', for contracts with JSL.

The other Directors/ Key Managerial Personnels of the Company/ their relatives are not concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding interest, if any, in the company.

Information required under the Companies Act, 2013 read with Rule 15 (3) of the Companies (Meetings of Board and its Powers) Rules, 2014 for Item No. 11 & 12:

S.No.	Particulars	Information		
1.	**Name of Related Party**	**Jindal Stainless Limited ("JSL")**	**Jindal Stainless Steelway Limited ("JSSL")**	**Jindal United Steel Limited ("JUSL")**
2.	Name of Director or Key Managerial Personnel who is related, if any	Mr. Ratan Jindal, Chairman of the Company is also Chairman and Managing Director of JSL. Mr. Abhyuday Jindal, Managing Director of the Company is also Managing Director of JSL.	Mrs. Deepika Jindal, Director; Mr. Kanwaljit Singh Thind and Mr. N.C. Mathur, Independent Directors of the Company are also Directors of JSSL.	Mr. Ratan Jindal, Chairman of the Company is also Director of JUSL.
3.	Nature of relationship	JSL is an Associate company of the Company. Mr. Ratan Jindal, Chairman of the Company is also Chairman and Managing Director of JSL. Mr. Abhyuday Jindal, Managing Director of the Company is also Managing Director of JSL.	JSSL is a subsidiary of the Company.	JUSL is related party of the Company as per IND-AS.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	As specified in the resolutions at Item Nos. 11 and 12 of this Notice		
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The transactions will be / were mere at arm's length basis and in the ordinary course of business		

Additional Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India for Item Nos. 2 to 8.

Brief Profile of directors, being appointed/ re-appointed and the director, in respect of whom proposal is there for payment of remuneration:

Name of Director	Mr. Abhyuday Jindal
DIN	07290474
Brief Resume	A Boston University graduate in Economics and Business Management. Mr. Abhyuday Jindal has a wide ranging experience in the areas of the project management, supply chain systems and strategic & general management. Mr. Abhyuday Jindal started his career with the JSW Group. There, he played a prominent role in the stake acquisition of Ispat Industries and the post acquisition integration of JSW and Ispat. He then moved on to the Boston Consulting Group, where he managed project consultancy for diverse industries, including cement, steel, wind turbines and auto components. Having gained a deep understanding of the industrial manufacturing arena, Mr. Abhyuday Jindal entered the USD 3 billion Jindal Stainless Group as a Management Trainee. Driven by the ambition to go beyond the ordinary, Mr. Abhyuday Jindal took multiple strides in improving supply chain and operational efficiences. Today, he is shaping the Company into a far more dynamic, responsive, predictive and solution-based organization. Currently, he is also the Managing Director of Jindal Stainless Limited. He personifies open and participative management, a consistent culture of dialogue and feedback, and a relentless march towards continuous improvement. Strongly rooted in the Indian soil, Mr. Abhyuday Jindal community-centric transformational approach has led to the development and sustenance of several empowerment initiatives in and around the Company's production facilities. His signature style has entered him further among employees. He further personifies open and participative management, a consistent culture of dialogue and feedback, and a relentless march towards continuous improvement. Mr. Jindal also serves as the Vice President of the Infrastructure Industry and Logistics Federation of India, endeavouring to forge stronger and wider public-private partnerships.
Date of Birth (Age in years)	April 4, 1989 (29)
Qualification	Boston University graduate in Economics and Business Management
Experience and expertise in specific functional area	Business management
Terms and conditions of appointment	Please refer to the resolution at Item No. 3 for details.
Details of remuneration and remuneration last drawn	Details mentioned in Corporate Governance Report.
Date on which first appointed on the Board	November 2, 2015 (As Non- Executive Vice Chairman)
Details of shareholding in the Company	22,180 equity shares of ₹ 2 each
Relationship with other Directors/Key Managerial Personnel (if any)	Mr. Abhyuday Jindal is the son of Mr. Ratan Jindal, Chairman and Mrs. Deepika Jindal, Director of the Company.
Number of Board Meetings attended during the year	3
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of company	Directorships held	Committee Membership	Committee Chairmanship
Listed company	Jindal Stainless Limited	Stakeholders' Relationship Committee	Sub Committee, Share Transfer Committee

Name of Director	Mr. Jagmohan Sood
DIN	08121814
Brief Resume	Mr. Jagmohan Sood has a rich experience of Steel and Stainless Steel industries, spanning more than 27 years. He did his graduation in Metallurgical Engineering in the year 1989 with excellent academic records. After graduation, he joined IIT Mumbai to pursue Masters in Material Technology. Mr. Sood started his professional career with SAIL and spent almost 5 years there. He has been associated with Jindal Group since 1995 and moving through various departments and functions, enriching his experience in the industry, rose to hold the current position.
Date of Birth (Age in years)	October 28, 1967 (50)
Qualification	Graduate in Metallurgical Engineering, Masters in Material Technology
Experience and expertise in specific functional area	Experience in Steel and Stainless Steel industries
Terms and conditions of appointment	Please refer to the resolution at Item No. 5 for details.
Details of remuneration and remuneration last drawn	Prior to his appointment as Whole-time Director, Mr. Jagmohan Sood was working as Chief Operating Officer of the Company and his last drawn remuneration was ₹1.17 Crore.
Date on which first appointed on the Board	May 15, 2018
Details of shareholding in the Company	1,294 equity shares of ₹ 2 each
Relationship with other Directors/Key Managerial Personnel (if any)	He is not related to any other Director or KMP of the Company.
Number of Board Meetings attended during the year	Not Applicable
Details of Directorships / Committee Chairmanship and Memberships in other companies	Nil

Name of Director	Mrs. Arti Luniya
DIN	05341955
Brief Resume	Mrs. Luniya, holds 37 years of steel industry expertise, having worked in Steel Authority of India Ltd. ("SAIL") – a US$ 8 billion turnover Indian steel company. Besides invaluable experience in sales and marketing of steel, she was responsible for Risk Management and coal procurement function in SAIL, giving her rare insight into the entire supply chain. Being an effective strategiser, coupled with her experience of leading strong execution teams, makes her well-equipped for an oversight role. Additionally, she was also an Advisor to Evidence for Policy Design (EPoD) at HARVARD Kennedy School of Public Policy. Mrs. Luniya is Master of Arts (International Relations) from Jawaharlal Nehru University, Delhi.
Date of Birth (Age in years)	February 7, 1956 (62)
Qualification	Master of Arts (International Relations)
Experience and expertise in specific functional area	Expertise in Steel industry
Terms and conditions of appointment	Please refer to the resolution at Item No. 6 for details.
Details of remuneration and remuneration last drawn	Not Applicable
Date on which first appointed on the Board	July 26, 2018

Details of shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel (if any)	She is not related to any other Director or KMP of the Company.
Number of Board Meetings attended during the year	Not Applicable
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of company	Directorships held	Committee Membership	Committee Chairmanship
Private Limited Company	Pinata Services Private Limited	-	-

Name of Director	Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.)
DIN	06969654
Brief Resume	Mr. Thind, has over 39 years of experience with progressive leadership, in the domain of Strategic and Operational Management, Human Resource Management, Organizational Development including Financial Planning of Procurement Procedures. He had retired as General Officer Commanding (CEO) from the Indian Army. During his tenure, he successfully served in various fields as CEO of an Army formation (Western Sector). He was also awarded most prestigious honour- Vishisht Seva Medal (VSM) in recognition for the outstanding contribution and devotion to duty in Army. He is a post graduate in Defence Studies from University of Madras and has completed M. Phil in International Relations & Security. He is a keen Cricketer and led Haryana Cricket Team at National level.
Date of Birth (Age in years)	May 14, 1955 (63)
Qualification	Post Graduate in Defence Studies
Experience and expertise in specific functional area	Strategic and Operational Management, Human Resource Management, Organizational Development including Financial Planning of Procurement Procedures
Terms and conditions of appointment	Please refer to the resolution at Item No. 7 for details
Details of remuneration and remuneration last drawn	Details mentioned in Corporate Governance Report.
Date on which first appointed on the Board	November 2, 2015
Details of shareholding in the Company	515 equity shares of ₹2 each
Relationship with other Directors/Key Managerial Personnel (if any)	He is not related to any other Director or KMP of the Company.
Number of Board Meetings attended during the year	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of company	Directorships held	Committee Membership	Committee Chairmanship
Unlisted Public Limited Company	Jindal Stainless Steelway Limited	Audit Committee	-
		Nomination and Remuneration Committee	

Name of Director	Mr. Ratan Jindal
DIN	00054026
Brief Resume	A commerce graduate and alumnus of the Wharton School of Management, Mr. Ratan Jindal is Chairman of the Company. He is also the Chairman & Managing Director of Jindal Stainless Limited. Known for his technical proficiency and intimate knowledge of customers and markets, Mr. Ratan Jindal is synonymous with stainless steel in India. As a vanguard of innovation in stainless steel industry, his focus has not only been on producing world class stainless steel products but also on promoting the usage of stainless steel in myriad applications. Mr. Ratan Jindal is a leading industrialist of India, having a rich industrial experience of more than 35 years. Mr. Jindal's strategic guidance over the years has added value to the Company and has been instrumental in developing strategic alliances and affiliations. His vision of developing indigenous technology through R&D has been the backbone of success of the Company.
Date of Birth (Age in years)	July 31, 1961 (57)
Qualification	Commerce graduate and alumnus of the Wharton School of Management
Experience and expertise in specific functional area	Business management
Terms and conditions of appointment	The terms and conditions of appointment and remuneration of Mr. Ratan Jindal have already been approved by the Members at the AGM held on 30th December, 2015 and are also being approved in the ensuing AGM.
Details of remuneration and remuneration last drawn	Details mentioned in Corporate Governance Report.
Date on which first appointed on the Board	November 2, 2015
Details of shareholding in the Company	74,24,148 equity shares of ₹ 2 each
Relationship with other Directors/Key Managerial Personnel (if any)	Father of Mr. Abhyuday Jindal, Managing Director and husband of Mrs. Deepika Jindal, Director of the Company.
Number of Board Meetings attended during the year	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of company	Directorships held	Committee Membership	Committee Chairmanship
Listed company	Jindal Stainless Limited	Nomination and Remuneration Committee	Corporate Social Responsibility Committee
Unlisted public limited company	Sonabheel Tea Limited	-	-
	Jindal Coke Limited	-	Nomination and Remuneration Committee
	Jindal United Steel Limited	-	Nomination and Remuneration Committee
	Om Project Consultants and Engineers Limited	-	-
	OPJ Investments & Holdings Ltd.	-	-
	Nalwa Fincap Limited	-	-
	Nalwa Financial Services Limited	-	-
Private limited company	Jindal Industries Private Limited	-	-
Foreign company	Jindal Stainless UK Limited	-	-
	Jindal Stainless FZE	-	-
	JSL Group Holdings Pte. Limited	-	-

Name of Director	Mrs. Deepika Jindal
DIN	00015188
Brief Resume	Mrs. Deepika Jindal is an Art graduate. She has versatile experience in corporate and business management. Mrs. Deepika Jindal, Managing Director of JSL Lifestyle Limited (brand arttdinox and ARC), subsidiary of the Company, is a name to reckon with when it comes to design. She initiated her design journey with manufacturing lifestyle products in Stainless Steel under the brand name of 'arttd'inox'. It is under her able guidance and vision that arttdinox is one of India's first blended lifestyle stainless steel accessories company having a world standard manufacturing unit producing products exclusively designed by a very able and talented team of designers. Nurturing the brand arttd'inox has grown on to give the country first Luxury Stainless steel modular kitchens and Stainless steel furniture. Under her aegis arttd'inox has won lot of highly acclaimed awards such as EDIDA, India Design Mark, Red Dot (honorary award). Following her passion to promote stainless steel in all its forms, she founded 'The Stainless' an art gallery, where she patronizes artists to create beautiful pieces of art in this material, giving them all infrastructural and financial support. Mrs. Jindal is also the Chairperson of O.P. Jindal Modern School and Vidya Devi Jindal School, Hisar. She's been constantly mentoring the schools into very good educational institutions. She is also the Chairperson of O.P. Jindal Cancer Hospital, N.C. Jindal Institute of Medical Care & Research, a 250 bed Multi Specialty Hospital – giving them the vision and guiding them to provide the best medical care to the people of Hisar and around. Always wanting to give back to the society Mrs. Jindal is the Chairperson of Jindal Stainless Foundation – a CSR wing of Jindal Stainless Limited. Recently under the same arena JSL Lifestyle Limited won the PDH Astitva award under Mrs. Jindal's leadership.
Date of Birth (Age in years)	February 18, 1965 (53)
Qualification	B.A.
Experience and expertise in specific functional area	Corporate and business management
Terms and conditions of appointment	The terms and conditions of appointment of Mrs. Deepika Jindal have already been approved by the Members at the AGM held on 30th September, 2016.
Details of remuneration and remuneration last drawn	Details mentioned in Corporate Governance Report.
Date on which first appointed on the Board	May 1, 2016
Details of shareholding in the Company	69,265 equity shares of ₹ 2 each
Relationship with other Directors/Key Managerial Personnel (if any)	Wife of Mr. Ratan Jindal, Chairman and Mother of Mr. Abhyuday Jindal, Managing Director of the Company.
Number of Board Meetings attended during the year	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of company	Directorships held	Committee Membership	Committee Chairmanship
Unlisted Public Limited Company	JSL Lifestyle Limited	-	Sub Committee, Corporate Social Responsibility Committee
	Jindal Stainless Steelway Limited	Corporate Social Responsibility Committee	-
	JSL Limited	-	-
	Synergy Environics Limited	-	-

By Order of the Board

Registered Office:
O. P. Jindal Marg
Hisar-125005, Haryana
August 8, 2018

Bhartendu Harit
Company Secretary
Membership No. A15123

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 5th Annual General Meeting of the Company to be held on Thursday, the 27th day of September, 2018. 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. Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Company has appointed Mr. Kamal Gupta, Advocate, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 20th September, 2018.

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

(i) The remote e- voting period begins on 24th September, 2018 at 9.00 a.m. and ends on 26th September, 2018 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 20th September, 2018, 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"/ "Members".

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Attendance Slip annexed with the Annual Report in loose leaf.
Dividend Bank Details / Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records for the said demat account or folio. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of Jindal Stainless (Hisar) 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 changed login 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 Company Secretary at O.P. Jindal Marg, Hisar or email at investorcare.jshl@jindalstainless.com.

FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Monday, 17th September, 2018 to Tuesday 18th September, 2018 (both days inclusive).

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.

3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.

4. The Company's equity shares are compulsorily traded in dematerialised form by all investors Shareholders are requested to get the shares dematerialised in their own interest.

5. **The Securities and Exchange Board of India (SEBI) has, vide Schedule VII to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, made it mandatory for the transferees as well as transferors to furnish copy of PAN card to the Company / RTA for registration of transfer of shares in physical form.**

   SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after December 5, 2018, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.

6. The Company has created an Email Id. 'investorcare.jshl@jindalstainless.com', which is being used exclusively for the purpose of redressing the complaints of the investors.

7. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.

8. Members desiring any information/clarification on the accounts are requested to write to the Company at least seven days in advance, so as to enable the management to keep the information ready at the AGM.

9. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring along their copies.

10. Members/proxies are requested to bring the attendance slip, duly filled in.

11. The annual accounts and other related documents of the subsidiaries are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The members, if they desire, may write to the Secretarial Department of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to obtain the copy of the annual report of the subsidiary companies.

    The annual accounts of the subsidiary companies would be open and accessible for inspection by shareholder at registered office and corporate office of the Company during business hours on all working days except Saturdays, Sundays and public holidays upto the date of AGM.

12. Members attending the AGM and desiring to go round the factory, are requested to inform a week in advance so that necessary arrangements are made.

13. **Mandatory updating of PAN and Bank details against your physical holding**

    The Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20th April, 2018 mandated that the companies through their Registrar and Transfer Agents ("RTA") should take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration /updating.

You are therefore requested to submit the following to update the records:

Action required from you:

- KYC Format duly filled in and signed by all the shareholders.
- Self-attested copy of PAN Card of all the holders of the security
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing the name of the account holder) of the first holder.
- Address proof (self-attested Aadhaar-card) of the first holder.
- Any change in the name of the holders.

Note: You are requested to Ignore this communication if you have already updated you details with RTA / Company.

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 (Hisar) Limited

(CIN: L27205HR2013PLC049963)

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: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company, to be held on the **27th day of September, 2018** at **12.30 P.M** at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	To receive, consider and adopt Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March, 2018 including Report of Board of Directors and Auditors.		
2	To appoint Director in place of Mrs. Deepika Jindal (DIN:00015188), who retires by rotation and being eligible, offers herself for re-appointment.		
3	Appointment of Mr. Abhyuday Jindal as the Managing Director of the Company.		
4	Appointment of Mr. Jagmohan Sood as Director.		
5	Appointment of Mr. Jagmohan Sood as the Whole Time Director of the Company.		
6	Appointment of Mrs. Arti Luniya as an Independent Director.		
7	Reappointment of Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) as an Independent Director.		

8	Approval for payment of commission to Mr. Ratan Jindal, Chairman (Non-Executive) of the Company as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.		
9	Ratification of remuneration payable to M/s Ramanath Iyer & Co., Cost Accountants, as Cost Auditors of the Company, for the financial year 2018-19.		
10	Increase in the aggregate limit for investment into the Company by the Foreign Portfolio Investors ("FPIs") upto 100% of the paid-up equity share capital of the Company on a fully diluted basis.		
11	Authority to enter into material related party contracts/ arrangements / transactions.		
12	Ratification of material related party contracts /arrangements/ transactions entered into during the financial year 2017-18.		

Signed this ..... day of September, 2018

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

JINDAL STAINLESS (HISAR) LIMITED
CIN: L27205HR2013PLC049963
Regd. Office: O.P. Jindal Marg, Hisar -125005 (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.jshl@jindalstainless.com; Website: www.jshlstainless.com

ATTENDANCE SLIP

Sr. No.

Name and Address of the Shareholder(s) :
Registered Folio / DP ID & Client ID:
Number of Shares held:

I/We hereby record my/our presence at the 5th Annual General Meeting of the Company at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Thursday, the 27th day of September, 2018 at 12:30 P.M.

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 and annual report for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions before exercising the vote.

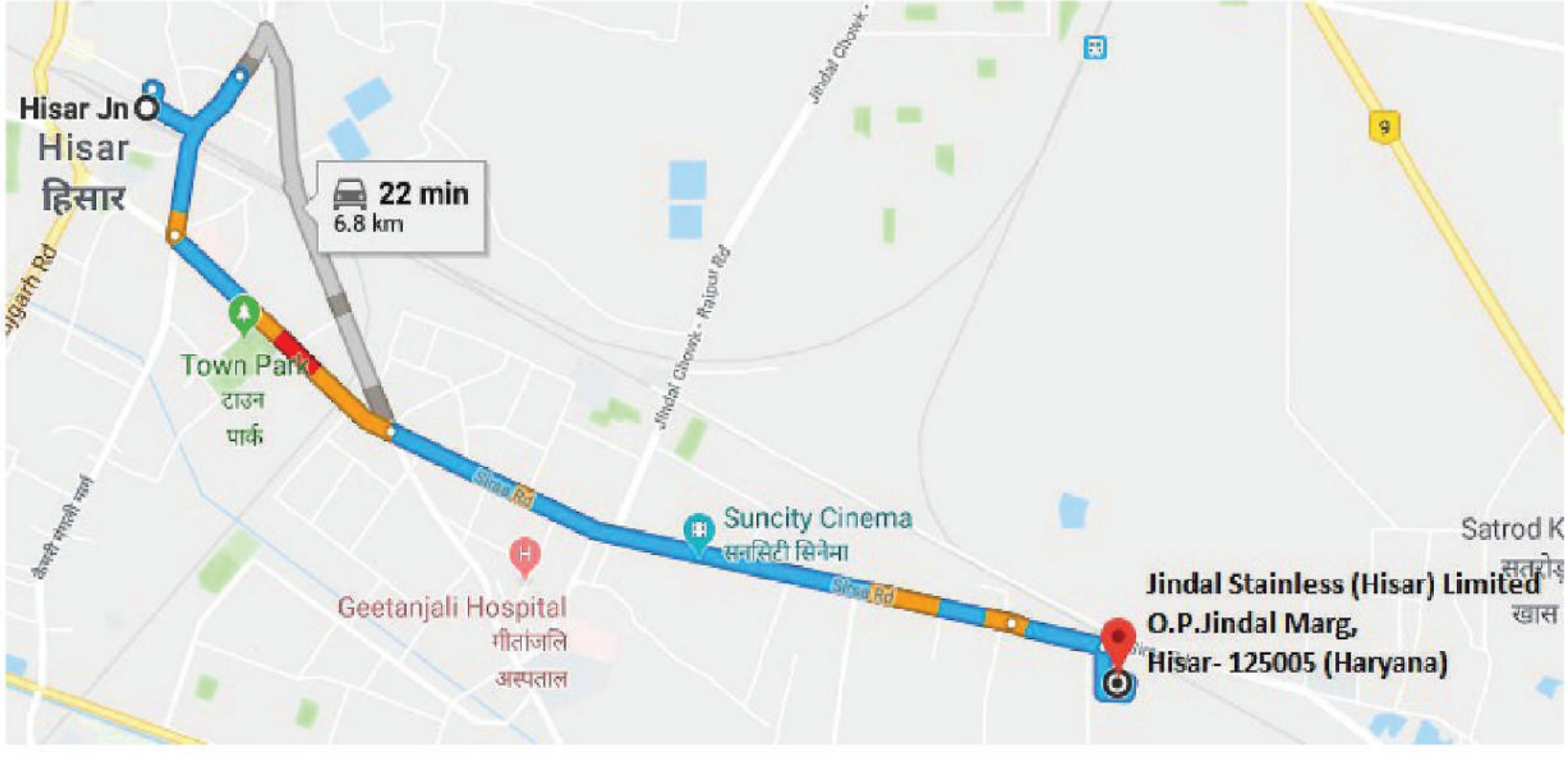
PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

.....

Electronic Voting Particulars

(EVSN) E Voting Sequence Number	USER ID	* Sequence Number

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

Venue of the Annual General Meeting

Jindal Stainless (Hisar) Limited, O.P.Jindal Marg, Hisar -125005 (Haryana)