



Jindal Stainless (Hisar) Limited

(Formerly: Jindal Stainless (Hisar) Private Limited,
KS Infra Tower and Landmark Private 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. for Investors: investorcare.jshl@jindalstainless.com; Website: www.jshlstainless.com

To
The Members,
Jindal Stainless (Hisar) Limited

NOTICE is hereby given that an **EXTRAORDINARY GENERAL MEETING** of Shareholders of **Jindal Stainless (Hisar) Limited** (the “**Company**”) will be held on Tuesday, the 29th day of March, 2016 at 11.30 a.m. at the Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to transact the following business:

SPECIAL BUSINESS:

1. **ISSUANCE OF COMPULSORY CONVERTIBLE WARRANTS (CCW) TO PROMOTER GROUP.**

To consider and if thought fit, to pass with or without modifications, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “**ICDR Regulations**”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “**SEBI Takeover Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**Listing Regulations**”), any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to necessary approvals / sanctions / permissions of appropriate authority / regulatory authorities, if applicable, and subject to such conditions as may be prescribed by any of them while granting such approval, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “**the Board**” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to create, offer, issue and allot 12,50,00,000 (Twelve Crore Fifty Lacs) Compulsory Convertible Warrants (“**CCW**”) having the face value of Rs. 2 each for cash at par, in one or more tranches and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, to the Promoter Group entities (detailed hereunder and hereinafter referred as “**Proposed Allottees**”) by way of a preferential allotment without offering the same to any other person.

Sl. No.	Name of Proposed Allottees	No. of CCW of Rs.2/- each to be issued	Amount (in Rs.)
1.	JSL Limited	6,25,00,000	12,50,00,000
2.	Jindal Infrastructure and Utilities Limited	6,25,00,000	12,50,00,000
	Total	12,50,00,000	25,00,00,000

“**RESOLVED FURTHER** that the consent of the Company be and is hereby accorded for issuance and allotment of such number of equity shares having the face value of Rs. 2/- (Rupees Two only) each as may be required to be issued and allotted upon the conversion of CCW allotted pursuant to the above resolution or as may be necessary in accordance with the terms of the offering, all such equity shares being pari-passu with the then existing equity shares of the Company in all respects.”

“**RESOLVED FURTHER** that the relevant date, on the basis of which the price of the equity shares to be issued upon conversion, of the CCW, shall be the date 30 days prior to the date on which the holders of the CCW become entitled to apply for the equity shares.”

“**RESOLVED FURTHER** that the price of the Equity Shares having the face value of Rs. 2/- (Rupees Two only) each to be issued upon conversion of CCW shall be as specified under applicable law, and such price shall not be less than the price determined in accordance with the pricing formula provided under Chapter VII of the ICDR Regulations.”

“**RESOLVED FURTHER** that in accordance with the Regulation 75 of the ICDR Regulations and terms of CCW, each CCW shall, be compulsorily convertible, at any time after the end of five months from the date of allotment and before 18 months from the date of allotment subject to necessary approval from

regulatory and statutory authorities including the Securities and Exchange Board of India, provided however that fractional entitlements of Equity Shares, if any, upon conversion of CCW be ignored.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to take all steps as may be necessary for the admission of CCW with the depositories, viz. National Securities Depository Limited (“**NSDL**”) & Central Depository Services (India) Limited (“**CDSL**”), if deemed necessary by the Board, and for the credit of such CCW to the respective dematerialised securities account of the Proposed Allottees.”

“**RESOLVED FURTHER** that the Equity Shares having face value of Rs. 2/- (Rupees Two only) each proposed to be allotted to the Proposed Allottees upon conversion of the Compulsory Convertible Warrants, be listed on the BSE Limited and the National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for and in connection with the listing of the Equity Shares proposed to be allotted to the Proposed Allottees upon conversion of the Compulsory Convertible Warrants and for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted upon conversion of the Compulsory Convertible Warrants to the Proposed Allottees’ dematerialised securities account.”

“**RESOLVED FURTHER** that the Common Seal of the Company, if required, to be affixed on any agreement, undertaking, deed or other document, the same be affixed in accordance with the Articles of Association of the Company.”

“**RESOLVED FURTHER** that, subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolutions, delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution.”

2. CREATION OF SECURITY IN FAVOUR OF SBICAP TRUSTEE COMPANY LIMITED FOR SECURING THE TERM LOAN OF RS. 958 CRORE GRANTED TO JINDAL STAINLESS LIMITED, A RELATED PARTY OF THE COMPANY.

To consider and if thought fit, to pass with or without modifications, the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** subject to the provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules thereto, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions of the law, the approval of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise powers conferred on the Board by this resolution) for the creation of security over:

- a. The immovable properties and movable fixed assets;
- b. the current assets; and
- c. the shares of JSL Lifestyle Limited

in favour of SBICAP Trustee Company Limited (“**Security Trustee**”) acting as a security trustee for and on behalf of the CTL lenders [being the lenders who have granted a corporate term loan of Rs. 9,58,00,00,000 (Rupees Nine Hundred and Fifty Eight Crores) to JSL] and CDR lenders of Jindal Stainless Limited (“**JSL**”), which is a ‘related party’ of the Company under Section 2(76) of the Companies Act, 2013.”

“**RESOLVED FURTHER** that the Common Seal of the Company, if required, to be affixed on any agreement, undertaking, deed or other document, the same be affixed in accordance with the Articles of Association of the Company.”

“**RESOLVED FURTHER** that, subject to applicable law, the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary or desirable for the purpose of giving effect to the above resolutions, delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of directors or any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolution.”

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

(Bhartendu Harit)
Company Secretary

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005 (Haryana)
March 2, 2016

NOTES:

1. **A member entitled to attend and vote at the Extra Ordinary General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.**
Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding

more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. A blank proxy form is sent herewith.
3. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto.
5. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of Extra Ordinary General Meeting is being sent to the members who have registered email ids, through email and to all other members by Regd. Post / Courier.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the registered office of the Company on all working days up to the date of Extra Ordinary General Meeting between 11.00 AM and 1.00 PM.
7. The business of the meeting may be transacted by the members through electronic voting system. Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to investorcare.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 28th day of March, 2016 (5.00 p.m. IST). A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Ballot shall be treated as invalid.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE ACT IN RESPECT TO THE SPECIAL BUSINESSES:

Item No. 1

The Lenders of the Company while sanctioning financial facilities have stipulated a condition whereby the Promoter is required to infuse an amount of Rs. 25 Crore (Rupees Twenty Five Crore only) on or before 31st March, 2016.

The Board of Directors have in its meeting held on 1st February, 2016 approved issuance of Compulsory Convertible Warrants ("CCW") for aggregate amount of Rs. 25 Crores to promoter group entities on preferential basis.

As per Regulation 72 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations"), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders.

Accordingly, the approval of the Members is being sought, by way of a special resolution, to offer and issue, Compulsory Convertible Warrants ("CCW"), by way of preferential allotment to "JSL Limited" and "Jindal Infrastructure and Utilities Limited" promoter group entities, without offering the same to any other person.

The disclosures prescribed under Regulation 73 of the ICDR Regulations in respect of the Resolution proposed at Item No. 1 are as follows:

a) The objects of the preferential issue:

The object(s) of the issue through preferential allotment is the infusion of funds by the Promoter(s) in terms of sanction letter no. CAG/AMT2/JSHL/2015-16/110 dated 23rd November, 2015 issued by State Bank of India.

Type of security offered and the number of security offered

12,50,00,000 (Twelve Crore Fifty Lacs) CCW having face value of Rs. 2/- each.

b) Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

JSL Limited and Jindal Infrastructure and Utilities Limited, promoter group entities propose to subscribe to the offer.

c) Equity Shareholding Pattern before and after the Preferential Issue:

As the price of Equity shares to be allotted upon conversion of the CCW is not yet ascertained and will be ascertained only when the holder of the CCW become entitled to apply for the Equity Shares of the Company, it would presently not be possible to calculate the post-issue shareholding pattern of the Company upon conversion of CCW. Accordingly, only the pre-issue shareholding pattern of the Company as on 31st December, 2015 has been provided hereunder. The Company will ensure compliance with all applicable laws and regulations including the SEBI Regulations, at the time of allotment of Equity Shares of the Company.

S. No.	Particulars	No. of Equity Shares	Pre-issue Shareholding as on 31 st December, 2015 % to Total
A	Shares held by Promoter & Promoter Group	11,45,70,990	49.56
	Shares representing 83,67,492 GDS held by promoters	1,67,34,984	7.24
	Total Promoters holding (A)	13,13,05,974	56.80
B	Public shareholding		
	Financial Institutions / Banks / Mutual Funds	1,50,80,254	6.52
	FII's / FPIs (Corporates)	4,03,00,652	17.43
	NRI /OCBs	1,04,57,637	4.52
	Resident Individuals / others	1,75,85,539	7.61
	Resident Companies	1,55,86,039	6.74
	Shares representing 4,34,675 GDS held by Public	8,69,350	0.38
	Total Public holding (B)	9,98,79,471	43.20
	Total (A+B)	23,11,85,445	100.00

d) Proposed time within which the allotment shall be completed

The CCW, shall be allotted within a period of 15 days from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

e) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.

The details of the Proposed Allottees are as per the following table. No change in control is contemplated consequent to the proposed preferential issue of CCW. There will not be any change in the management control of the company on account of the proposed preferential allotment upon conversion of the CCW except a corresponding change in the shareholding pattern as well as the voting Rights.

Sl. No.	Name	Pre-issue holding		% of shareholding pre allotment	The maximum number of Equity Shares/ Equity shares upon conversion of CCW proposed to be allotted-post –issue shareholding	% of shareholding post allotment
		Equity Shares	CCW			
1.	JSL Limited (Proposed Allottee) Ultimate beneficial owners :-	-	-	-	As the price at which the CCW shall be convertible into Equity Shares of the Company, shall be computed on the relevant date i.e. thirty days prior to the date on which the proposed allottees will become entitled to apply for equity shares, therefore it would presently not be possible to calculate the post issue shareholding of the proposed allottees.	
	Smt. Deepika Jindal	69,265	-	0.03%		
	Mr. Abhyuday Jindal	22,180	-	0.01%		
	Ms. Urvi Jindal	11,605	-	0.01%		
2.	Jindal Infrastructure and Utilities Limited (Proposed Allottee) Ultimate beneficial owners :-	-	-	-		
	Smt. Deepika Jindal	69,265	-	0.03%		
	Mr. Abhyuday Jindal	22,180	-	0.01%		

f) Undertaking by the Company

The same is not applicable in the present case.

g) Lock in

The CCW allotted and the Equity Shares if allotted upon conversion, will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the ICDR Regulations.

The entire pre preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the relevant date up to a period of six months from the date of the trading approval.

h) Auditor's Certificate

A copy of the certificate of the Company's Statutory Auditors certifying that the issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Shareholders at the Extra Ordinary General Meeting of the Company and the same shall be open for inspection at the registered office of the Company between 11:00 a.m. and 1.00 p.m. on all working days till the date of the Extra Ordinary General Meeting.

The provisions of Section 62 of the Act, the ICDR Regulations and the relevant clause of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provide, *inter alia*, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise.

The issue of CCW is in accordance with the provisions of the Memorandum and Articles of Association of the Company.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No.1 relating to issue of CCW in the notice as special resolution.

Accordingly, the special resolution proposed at Item No. 1 will, if passed, enable the Company to issue and allot CCW to the Proposed Allottees in the manner and to the extent as stated in the resolution.

Mr. Ratan Jindal, Chairman and Mr. Abhyuday Jindal, Vice Chairman and their relatives being part of promoter/promoter group are concerned or interested in the above referred resolution to the extent of their shareholding in the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

Item No. 2

Jindal Stainless Limited ("JSL") has availed a Corporate Term Loan of Rs. 9,58,00,00,000 (Rupees Nine Hundred Fifty Eight Crore only) from its Corporate Terms Lenders ("CTL Lenders")

As per terms of above said Corporate Term Loan, JSL is required to create and procure creation / modification and perfection of the Security Interests for securing the aforesaid Corporate Term Loan.

Pursuant to the Composite Scheme of Arrangement between the Company, JSL, Jindal United Steel Limited, Jindal Coke Limited and their respective shareholders and creditors ("Scheme"), the Ferro Alloys Division and Mining Division of JSL were demerged and vested with the Company and the Hisar Unit was transferred and vested with the Company as a going concern by way of slump sale.

Consequently, the Company is required to complete the formalities relating to creation and procurement of creation / modification and perfection of the Security Interests for securing the aforesaid Corporate Term Loan, in favour of SBICAP Trustee Company Limited ("Security Trustee") on behalf of the CTL lenders and CDR Lenders of JSL. The Company and JSL are related parties within the meaning of Section 2(76) of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the providing of security by the Company in favour of the Security Trustee with respect to the CTL of Rs. 9,58,00,00,000 (Rupees Nine Hundred Fifty Eight Crore only) availed by JSL, would be a material related party transaction i.e. transaction exceeding ten percent of the annual consolidated turnover of the Company as per the last audited financial statements, in terms of the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Accordingly the Company is required to obtain approval of the shareholders of the Company for the same through an ordinary resolution.

The Audit Committee of Directors in its meeting held on 1st February, 2016 approved the aforesaid creation and procurement of creation / modification and perfection of the Security Interests, in terms of the provisions of Section 177 of the Companies Act, 2013.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No.2 relating to creation of security in the notice as an ordinary resolution. The disclosures prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 in respect of the Resolution proposed at Item No. 2 are as follows:

(a) name of the related party : Jindal Stainless Limited

(b) name of the director or key managerial personnel who is related, if any: Mr. Ratan Jindal

(c) nature of relationship: Mr. Ratan Jindal, Chairman of Jindal Stainless (Hisar) Limited is Chairman and Managing Director of Jindal Stainless Limited ("JSL") and holds more than 2% of paid up share capital of JSL.

(d) nature, material terms, monetary value and particulars of the contract or arrangement: As specified in abovementioned paras.

Mr. Ratan Jindal, Chairman and Mr. Abhyuday Jindal, Vice Chairman and their relatives being part of promoter/promoter group are concerned or interested in the above referred resolution to the extent of their shareholding in the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolution except to the extent of their individual shareholding in the Company.

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

(Bhartendu Harit)
Company Secretary

Registered Office:

O.P. Jindal Marg,
Hisar – 125 005 (Haryana).
March 2, 2016

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 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 Extra Ordinary General Meeting of the Company to be held on Tuesday, the 29th day of March, 2016. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate e-voting. E-Voting is optional to the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). The Company has appointed Mr. Subhash 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 Friday, 26th day of February, 2016.

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

- (i) The remote e- voting period begins on 26th March, 2016 at 9.00 a.m. and ends on 28th March, 2016 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 (record date) 22nd March, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN : Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Attendance Slip annexed with the EGM Notice 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).

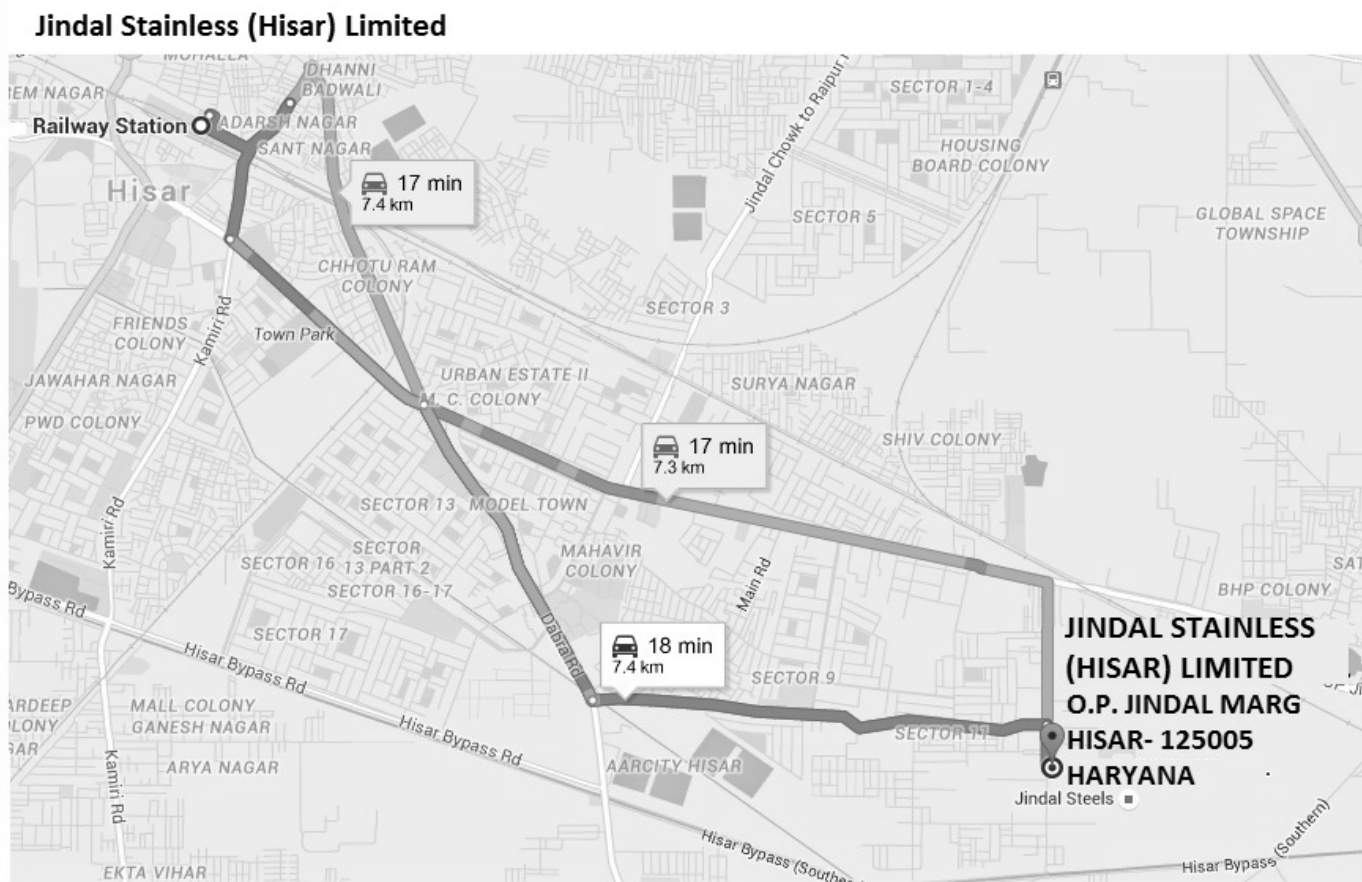
(ix) After entering these details appropriately, click on "SUBMIT" tab.

(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 for the relevant <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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non-Individual Shareholders & Custodians:
 - o 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.
 - o They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - o 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.
 - o 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.
 - o 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.
- (xx) Any person, who acquires shares of the Company and become member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. 22nd March, 2016 may follow the same instructions as mentioned above for e-voting.
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.

Route map for the Extra Ordinary General Meeting to be held on Tuesday, 29th March, 2016



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 :**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on the 29th day of March, 2016 at 11.30 a.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.	Issuance of Compulsory Convertible Warrants (CCW) to Promoter Group.		
2.	Creation of security in favour of SBICAP Trustee Company Limited for securing the Term Loan of Rs. 958 Crore granted to Jindal Stainless Limited, a related party of the Company.		

Signed this day of March, 2016

.....
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 and 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

(Formerly: Jindal Stainless (Hisar) Private Limited,
KS Infra Tower and Landmark Private Limited)
(CIN: L27205HR2013PLC049963)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India
Phone No. (01662) 222471-83; Fax No. (011) 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. for Investors: investorcare.jshl@jindalstainless.com; Website: www.jshlstainless.com.

ATTENDANCE SLIP

Serial No. _____

Registered Folio / DP ID & Client ID	
Name and Address of Shareholder	

I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company at its Registered Office at O. P. Jindal Marg, Hisar–125005 (Haryana) on Tuesday, the 29th day of March, 2016 at 11.30 a.m.

Signature of Shareholder / Proxy Present:

Notes:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	* Sequence No.

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