



Jindal Stainless (Hisar) Limited

(CIN: L27205HR2013PLC049963)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India

Phone No.: (01662) 222471-83, Fax No. (01662) 220499

Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi– 110066.

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

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

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,
Jindal Stainless (Hisar) Limited

Pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the Company is seeking consent of its members for passing the resolution by means of voting by postal ballot (including voting through electronic means). Accordingly, the said resolution and the explanatory statement stating all material facts and the reasons for the proposal is appended below and a postal ballot form is enclosed for your consideration. The Company has appointed Mr. Kamal Gupta, Advocate as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process, including e-voting, in a fair and transparent manner.

SPECIAL BUSINESS:

1. TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

ALTERATION IN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

“**RESOLVED** that pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules made thereunder, including any statutory modification or re-enactment thereof for the time being in force and subject to all requisite consents and approvals, Main Objects at Clause III(A) of Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause III (A)(4) with the following new Clause III (A)(4):

- ‘4 To carry on all or any of the business concerning arms and ammunition, auto parts and rail coach/ wagon/ locomotives relating to:
- developing, manufacturing including assemblies/sub-assemblies/components raw-materials, tools, jigs, fixtures etc., proof testing, testing, marketing including engagement of purchase dealers, import and export agents, representatives and after sales support.
 - setting up necessary infrastructure, including civil works and plant and machinery to support (i) above including laser cut/ press, formed/ welded/ roll formed parts/ components/ products, steel pipes and tubes and pipe fittings, iron and steel products, cast iron and steel and tubular structural.
 - manpower placement commensurate with the activities at (i) and (ii) above
 - all such activities as necessary and/or expedient to apply for, obtain and maintain in force, certifications/licences from various regulatory or certification authorities in India or abroad in connection with any of the aforesaid activities.’

“**RESOLVED FURTHER** that 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) be and is hereby also authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution and settle any question or difficulty arising in connection therewith or incidental thereto.”

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

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005.
December 7, 2019

(Bhartendu Harit)
Company Secretary
ICSI Membership No. A15123

Encl.: Postal Ballot Form along with pre-paid postage self-addressed stamped envelope.

NOTES

1. An Explanatory Statement setting out the material facts concerning the Resolution is annexed.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 assent or dissent of the members in respect of the resolution contained in the Notice dated 7th December, 2019 is being taken through Postal Ballot/e-voting.
3. The documents, if any, referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana) on all working days between 11:00 a.m. and 5:00 p.m. upto 12th January, 2020.
4. The Company has appointed Mr. Kamal Gupta, Advocate as Scrutinizer for conducting the postal ballot/ e-voting process.
5. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 6th December, 2019. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
6. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members, who have registered email ids, through email and to all other members by post along with the Postal Ballot Form.
7. The Company is extending e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching postal ballot form. E-voting is optional for members.
8. Please note that the members can opt for only one mode of voting, i.e. through postal ballot or e-voting. In case of voting by both the modes, voting done through e-voting will prevail and postal ballot of such member will be ignored.
9. In case the Members who have been sent this Notice electronically and who do not want to avail e-voting facility organised through Central Depository Services (India) Ltd., such Member may send a request to the Company / Registrar & Share Transfer Agent of the Company at their email id: investorcare.jshl@jindalstainless.com / delhi@linkintime.co.in, for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such request, the Company will dispatch the same in physical form to enable the Member to send back the Postal Ballot Form by 5:00 p.m. on or before 12th January, 2020.
10. There will be one Postal Ballot Form/ e-voting for every Folio/ Client Id irrespective of the number of joint holders.
11. Voting rights in the postal ballot form cannot be exercised by a proxy.
12. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Chairman or a person authorized by him in writing, after last date of receipt of Postal Ballot/ e-voting i.e. 12th January, 2020, latest by 13th January, 2020.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a postal ballot/ e-voting will be final and binding.
14. The result of the Postal Ballot/ e-voting shall be declared by placing it, along with Scrutinizer's report, on the website of the Company and of CDSL and shall be communicated to the Stock Exchange where the Company's equity shares are listed. Simultaneously, the Chairman and in his absence any person authorised by the Chairman will announce the result of the Postal Ballot/ e-voting at the Registered office of the Company at O.P. Jindal Marg, Hisar – 125005 on 13th January, 2020.
15. The result of the postal ballot/ e-voting will be posted on the website of the Company at www.jshlstainless.com.
16. In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolution shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 12th January, 2020, in the event draft resolution is assented to by the requisite majority of shareholders.
17. The assent or dissent received after the last date of receipt of Postal Ballot/e-voting i.e. 12th January, 2020 shall be treated as if reply from the member has not been received.

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

Item No. 1

The Company is a leading manufacturer /producer of stainless steel products in austenitic, ferritic, martensitic and duplex grades and its product range includes stainless steel slabs and blooms, hot rolled coils, plates and sheets, cold rolled coils and sheets and specialty products such as razor blade steel, precision strips and coin blanks.

The business pertaining to arms and ammunition has huge potential of growth. The Government of India through one of its nation-building initiatives namely 'Make in India' has opened the Defence sector for private participation, thereby providing an opportunity for the Indian Companies to enter into strategic partnership with foreign Original Equipment Manufacturers (OEMs) to leverage the domestic markets as well as aim at global markets. Besides helping in building domestic capabilities, it will also bolster exports in the long term.

In view of the above, the Company is contemplating to explore business opportunity in manufacturing, distribution and sale of arms and ammunition on commercial scale to cater to the needs of domestic and global market, which can conveniently and advantageously be combined with the existing business of the Company.

The above activities are not covered in the existing Objects Clause of Memorandum of Association of the Company. In order to enable the Company to carry out the aforesaid business activities, your Directors in their meeting held on 14th November, 2019 have proposed alteration in the Object Clause III(A) of the Memorandum of Association by substituting the existing Clause III (A)(4) with the new Clause III (A)(4) as stated in the Resolution at Item No. 1 of this Notice. The above amendment would be subject to the approval of the Registrar of Companies and any other Statutory or Regulatory Authority, as may be necessary.

As per the provisions of Section 13 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, approval of members by way of Special Resolution through Postal Ballot is required to amend the object clause of the Company. However, pursuant to the proviso to Section 110(1) of the Companies Act, 2013, any item of business required to be transacted by means of postal ballot under Section 110(1)(a) of the Companies Act, 2013 may be transacted at a general meeting by a company which is required to provide the facility to its members to vote by electronic means under Section 108 of the Companies Act, 2013, in the manner provided in that section.

The Board of Directors recommends the alteration of its Main Object Clause III (A)(4) as set out in Item No. 1 of the Notice for your approval as Special Resolution through Postal Ballot.

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

A copy of the Memorandum of Association together with the proposed amendment is available for inspection at Registered Office and Corporate Office of the Company between 11:00 a.m. and 5:00 p.m. on all working days up to 12th January, 2020.

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

Registered Office:
O.P. Jindal Marg,
Hisar – 125 005.
December 7, 2019

(Bhartendu Harit)
Company Secretary
ICSI Membership No. A15123

INSTRUCTIONS FOR VOTING

Voting in physical form

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the scrutinizer in the attached postage prepaid self-addressed envelope, so as to reach the scrutinizer on or before 5.00 P.M. on 12th January, 2020. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the Scrutinizer appointed by the Company.
3. This form should be completed and signed by the shareholder. In case of joint-holding, this form should be completed and signed by the first named shareholder and, in his absence, by the next named shareholder, as per the specimen signature registered with the Company.
4. The votes should be cast either in favour or against the resolution by putting the tick (v) mark provided for assent or dissent. Postal Ballot Form bearing (v) mark in both the columns will render the form invalid.
5. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
6. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority to vote on the postal ballot, together with attested specimen signature(s) of the authorised signatory(ies).
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at point no.1 above.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide remote E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate remote e-voting. Remote e-voting is optional to the shareholders. The Company has appointed Mr. Kamal Gupta, Advocate, as the scrutinizer who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the remote e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 6th December, 2019.

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

- (i) The remote e-voting period begins on 14th December, 2019 at 9:00 a.m. and ends on 12th January, 2020 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 6th December, 2019, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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 Postal Ballot Form annexed with the 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)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Jindal Stainless (Hisar) Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) 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.
- (xix) 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.

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

POSTAL BALLOT FORM

Serial No.

1. Name and address of the Sole / First :
named Member as registered with the
Company

2. Name(s) of the joint Members, if any, :
registered with the Company

3. Registered Folio No / DP ID* & Client ID :
No.* (*Applicable to Member(s) holding
shares in electronic form)

4. No. of Shares held :

5. I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Notice dated December 7, 2019 of Jindal Stainless (Hisar) Limited (“the Company”) by sending my/our assent or dissent to the said Resolution by placing a tick (✓) mark in the appropriate column below:

Item No.	Description	No. of Equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration in Object Clause of Memorandum of Association of the Company.			

Place :

Date :

Signature of the Member

*Note: Please read carefully the instructions printed overleaf before exercising the vote.
Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 12th January, 2020 by 5:00 p.m.*

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

INSTRUCTIONS

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolution contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. Member(s) desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer "Mr. Kamal Gupta, Advocate, Scrutinizer for Postal Ballot, C/o Jindal Stainless (Hisar) Limited, O.P. Jindal Marg, Hisar – 125005 (Haryana) India" in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Jindal Stainless (Hisar) Limited (the "Company"). Envelope containing the Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or the Depository Participant) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
5. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).
6. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
7. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on or before 12th January, 2020. Postal Ballot Form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.
9. Members are requested to complete the Postal Ballot Form in indelible ink (avoid completing it by using erasable writing medium/s like pencil).
10. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on 6th December, 2019.
11. The Postal Ballot shall not be exercised by a Proxy.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 8 above.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. The resolution, if assented by requisite majority, shall be deemed to have been passed on 12th January, 2020 i.e. the last date for receipt of duly completed postal ballot form or e-voting.
15. E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member votes through E-voting facility as well as sends physical Postal Ballot Form, the vote casted through E-voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.