



## **Jindal Stainless (Hisar) Limited**

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

(CIN: U27205HR2013PLC049963)

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

### **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 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 Company is seeking consent of its members for passing Resolutions by means of voting by postal ballot (including voting through electronic means). Accordingly, the said resolutions and the explanatory statements 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. Sandeep Garg, 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:**

#### **TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS AS SPECIAL RESOLUTIONS:**

**1. INCREASE IN THRESHOLD OF LOANS/ GUARANTEES, PROVIDING OF SECURITIES AND MAKING OF INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

**“RESOLVED** that in supersession of the special resolution passed by the shareholders in their Extraordinary General Meeting held on 23<sup>rd</sup> October, 2015, and pursuant to Section 186 and other applicable provisions of the Companies Act, 2013, the Companies (Meetings of Board and its Powers) Rules, 2014, Articles of Association of the Company and subject to necessary approvals, if required, approval of the Company be and is hereby given to the Board of Directors for: i) giving loans to any person or other body corporate; ii) giving of guarantee or providing security in connection with a loan to any other body corporate or person; and iii) acquiring whether by way of subscription, purchase or otherwise, the securities including shares, debentures etc. of any other body corporate upto an amount, the aggregate outstanding of which should not, at any time, exceed Rs.20,000 Crore (Rupees Twenty Thousand Crore only) which shall be over and above (i) the aggregate of free reserves and securities premium account, and (ii) the aggregate outstanding amount of loans/ guarantees/ securities/ investments, given/ provided/ made to/ into, wholly owned subsidiary companies and joint venture companies, from time to time.”

**“RESOLVED FURTHER** that the Board of Directors is hereby authorized to decide, from time to time, the amounts to be invested, loans / guarantees to be given and securities to be provided to any person and / or bodies corporate within the above mentioned limits, finalize terms and conditions, execute necessary documents, delegate all or any of these powers to any Sub-Committee/ Director(s) / Officer(s) of the Company, settle any question, difficulty or doubt that may arise in this regard and do all acts, deeds and things which it considers proper for giving effect to this resolution.”

**2. RATIFICATION OF SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS FOR INCREASE IN BORROWING LIMITS UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.**

“**RESOLVED** that the Special Resolution passed by the Shareholders of the Company in their Extra Ordinary General Meeting held on 23<sup>rd</sup> October, 2015 pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013 read with Rules made there under as may be amended, from time to time and Articles of Association of the Company, authorizing the Board of Directors of the Company to borrow monies, from time to time, whether as rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities or in any other form (apart from temporary loans obtained or to be obtained from the Company’s Bankers in the ordinary course of business) from the Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate or from any other source, located in India or abroad, whether unsecured or secured, on such terms and conditions as may be considered suitable by the Board of Directors up to an amount, the aggregate outstanding of which should not exceed, at any given time, Rs.20,000 Crores (Rupees Twenty Thousand Crore only), be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board of Directors, be and is hereby authorised to negotiate and decide terms and conditions of such borrowings, finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable and to delegate all or any of these powers to any Director or any other officer of the Company or any other person.”

**3. RATIFICATION OF SPECIAL RESOLUTION PASSED BY THE SHAREHOLDERS FOR AUTHORISATION FOR CREATION OF SECURITY ON THE PROPERTIES OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.**

“**RESOLVED** that the Special Resolution passed by the Shareholders of the company in their Extra Ordinary General Meeting held on 23<sup>rd</sup> October, 2015 pursuant to Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013 and Rules made there under as may be amended, from time to time and Articles of Association of the Company, authorizing the Board of Directors of the Company for creation of mortgage / hypothecation / pledge/ charge/ security in any form or manner on the properties of the Company whether tangible, intangible or otherwise, both present and future, in favour of lenders including Banks, Financial Institutions, Investment Institutions, Mutual Funds, Trusts, other Bodies Corporate, Trustees for holders of debentures/ bonds and/ or other instruments to secure all credit facilities including rupee loans, foreign currency loans, debentures, bonds and/ or other instruments or non fund based facilities availed / to be availed by the Company and/ or for any other purpose, from time to time, together with interest, further interest thereon, compound interest in case of default, accumulated interest, liquidated damages, all other costs, charges and expenses in respect of such borrowings, be and is hereby ratified and confirmed.”

“**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorised to negotiate and decide terms and conditions of security, finalise and execute all deeds, documents and writings as may be necessary, desirable or expedient, settle any question, difficulty or doubt that may arise in this regard, do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to delegate all or any of these powers to any Director or any other officer of the Company or any other person.”

**4. RE-APPOINTMENT OF MRS. DEEPIKA JINDAL AS MANAGING DIRECTOR IN JSL LIFESTYLE LIMITED, SUBSIDIARY OF THE COMPANY, BEING AN OFFICE OR PLACE OF PROFIT AS PER SECTION 188(1)(f) OF THE COMPANIES ACT, 2013.**

“**RESOLVED** that pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 as may be amended from time to time, and subject to necessary consents and approvals including approval of the Central Government, if required, consent of the Company be and is hereby accorded to the re-appointment of Mrs. Deepika Jindal, wife of Mr. Ratan Jindal, Chairman and mother of Mr. Abhyuday Jindal, Vice Chairman of the Company, as ‘Managing Director’ being an office or place of profit, in ‘JSL Lifestyle Limited’ (“JSL”), a subsidiary of the Company, on the remuneration, perquisites and on terms and conditions, as set out herein below:

1. Period: 3 years with effect from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2019
2. Remuneration: For the period of three years with effect from 01<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2019. (In case of inadequacy of profit or any loss incurred during any financial year the following remuneration will be paid as a minimum remuneration U/s 197 of the Companies Act, 2013.)
  - (a) Rs.12,00,000/- (Rupees Twelve Lacs only) per month in the scale of Rs.12,00,000 - Rs.1,00,000 - Rs.14,00,000.
  - (b) Commission: 2% commission on net profits of JSL calculated as per the provisions of Section 198 of the Companies Act, 2013.

(c) Perquisites and allowances:

In addition to the above, Mrs. Deepika Jindal, Managing Director, JSLL, shall also be entitled to:

- i) Rent free furnished residential accommodation with all facilities and amenities including such service as Gas, Electricity, Water etc. or HRA to the extent of 20% of the basic salary.
  - ii) Reimbursement of actual medical expenses (including insurance premium for medical and hospitalization policy, if any) for self and family.
  - iii) Leave Travel Concession for self and family (including foreign trip) as per rules of JSLL.
  - iv) Payment of Club fees (maximum of two clubs).
  - v) Contribution to provident fund and/or Superannuation fund in accordance with the rules of JSLL.
  - vi) Personal Accident Insurance, as per rules of JSLL.
  - vii) Premium for Key man's Insurance Policy, for life of an amount not exceeding Rs. 10 Crore.
  - viii) Gratuity payment computed at half a month's salary for each completed year of service.
  - ix) Free use of car with driver.
  - x) Free telecommunication facility at residence. All personal long distance calls shall be billed by JSLL.
  - xi) Earned leave on full pay and allowance as per the rules of JSLL.
  - xii) Other allowance as per rules of JSLL.
  - xiii) There is no written agreement in this regard.
3. She shall also be entitled to reimbursement of expenses actually and properly incurred by her for the business of JSLL.
  4. She shall not be paid sitting fees for attending the meetings of the Board of directors or committees thereof of JSLL.

“**RESOLVED FURTHER** that the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or any Director or Officer to give effect to the aforesaid resolution.”

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

(**Bhartendu Harit**)  
Company Secretary

Registered Office:  
O.P. Jindal Marg,  
Hisar – 125 005.  
February 2, 2016

**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 Resolutions 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 resolutions contained in the Notice dated 2<sup>nd</sup> February, 2016 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 – 125 005 (Haryana) on all working days between 11:00 a.m. and 5:30 p.m. upto 9<sup>th</sup> March, 2016.

4. The Company has appointed Mr. Sandeep Garg, 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 29<sup>th</sup> January, 2016. 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 (record 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 9<sup>th</sup> March, 2016.
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. 9<sup>th</sup> March, 2016, latest by 10<sup>th</sup> March, 2016.
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 – 125 005 on Thursday, 10<sup>th</sup> March, 2016 at 3:30 P.M.
15. The result of the postal ballot/ e-voting will be published in the newspapers within 48 hours of the declaration of the result and will be posted on the website of the Company at [www.jshlstainless.com](http://www.jshlstainless.com).
16. In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 9<sup>th</sup> March, 2016, in the event draft resolutions 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. 9<sup>th</sup> March, 2016 shall be treated as if reply from the member has not been received.

## **EXPLANATORY STATEMENTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

Pursuant to the provisions of Section 186 of the Companies Act, 2013, a company can give any loan, guarantee, provide security or make investment in shares, debentures etc. up to an amount of 60% of its paid up capital, free reserves and securities premium account or 100% of free reserves and securities premium account, whichever is higher.

A company may give loan, guarantee, provide security or make investment in shares, debentures etc. exceeding the above limits with the prior approval of shareholders by means of a special resolution.

In terms of Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014, the above limits are not applicable in case a company gives loan or guarantee or provides security to its wholly owned subsidiary companies or joint venture companies or makes investment in securities of its wholly owned subsidiary companies.

The Board of Directors in its meeting held on 27<sup>th</sup> September, 2015 and the Shareholders of the Company in their Extraordinary General Meeting held on 23<sup>rd</sup> October, 2015, approved giving of any loan, guarantee or making investment in shares, debentures etc. upto an amount of Rs.10,000 Crore over and above (i) the aggregate of free reserves and securities premium account, and (ii) the aggregate outstanding amount of loans/ guarantees/ securities/ investments given/ provided/ made to/ in wholly owned subsidiary companies and joint venture companies, from time to time.

Aggregate amount of the loans and investments so far made, the amount for which guarantees and securities so far provided by the Company along with the loans, investments and guarantees to be made / provided by the Company in the near future, may exceed the limits approved by the Shareholders in the above EGM held on 23<sup>rd</sup> October, 2015.

Accordingly, the Board of Directors in its meeting held on 1<sup>st</sup> February, 2016 approved increasing the aforesaid threshold from Rs. 10,000 Crore to Rs. 20,000 Crore, subject to approval of the Shareholders.

The resolution set out at Item No. 1 is recommended for approval of the members as a special resolution through postal ballot.

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

#### **ITEM NO. 2 & 3**

The Board of Directors, in its meeting held on 27<sup>th</sup> September, 2015 and the Shareholders of the Company in their Extraordinary General Meeting held on 23<sup>rd</sup> October, 2015, approved the borrowing limits of the Company, under Section 180(1)(c) of the Companies Act, 2013, to Rs.20,000 Crores and creation of security thereof, under Section 180(1)(a) of the Companies Act, 2013, on the properties/ assets of the Company. These resolutions were passed by the then existing shareholders of the Company which consisted of Jindal Stainless Limited and its nominees.

Subsequently, in terms of the Scheme of Arrangement among Jindal Stainless Limited, the Company, Jindal United Steel Limited and Jindal Coke Limited, which was approved by the Hon'ble High Court of Punjab and Haryana at Chandigarh vide its order dated 21<sup>st</sup> September, 2015 (as amended on 12<sup>th</sup> October, 2015) and was filed with the Registrar of Companies on 1<sup>st</sup> November, 2015 (effective date). The Company issued and allotted its equity shares to the shareholders of Jindal Stainless Limited in the ratio of 1:1 on 25<sup>th</sup> November, 2015. The Equity Shares of the Company have been listed and admitted for trading on BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) with effect from 28<sup>th</sup> January, 2016.

Keeping in view the allotment in pursuance to the Scheme and listing of shares recently on 28<sup>th</sup> January, 2016 and as a good corporate governance practice, the Board of Directors, in its meeting held on 1<sup>st</sup> February, 2016, decided to seek approval for ratification of borrowing limits of the Company and creation of security thereof on the properties/ assets of the Company from the new set of shareholders of the Company.

Pursuant to Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013, approval of the Shareholders by way of Special Resolution is required to authorize the Board of Directors to borrow monies up to the said limits and create security in respect thereof.

The resolutions set out at Item Nos. 2 and 3 are recommended for approval of the members as special resolutions through postal ballot.

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

#### **ITEM NO. 4**

Mrs. Deepika Jindal, wife of Mr. Ratan Jindal, Chairman and mother of Mr. Abhyuday Jindal, Vice Chairman of the Company was appointed as Managing Director of JSL Lifestyle Limited ("JSL") on 1<sup>st</sup> of April, 2011 for a period of 5 years with effect from 1<sup>st</sup> April, 2011 to 31<sup>st</sup> March, 2016. Her tenure is expiring on 31<sup>st</sup> March, 2016, therefore, it is proposed to re-appoint Mrs. Deepika Jindal as the Managing Director JSL Lifestyle Limited, for a further period of three years with effect from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March 2019.

Since JSL is a subsidiary of the Company and Mrs. Deepika Jindal being wife of Mr. Ratan Jindal and mother of Mr. Abhyuday Jindal falls within the definition of Related Parties in terms of Section 2(76) of the Companies Act, 2013, the above re-appointment would be covered under the definition of the "Office or Place of profit" as per explanation given in the explanation attached to Section 188 of the Companies Act, 2013.

In terms of the provisions of Section 188(1)(f) read with Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014, the proposal requires approval of the Board and also the Shareholders of the Company. The Board of Directors of the Company, in its meeting held on 1<sup>st</sup> February, 2016, has approved the proposal, subject to approval of the Shareholders.

Accordingly, resolution set out at Item No. 4 is recommended for approval of the members as special resolution through postal ballot.

Mr. Ratan Jindal and Mr. Abhyuday Jindal, being relatives of Mrs. Deepika Jindal, are interested in the resolution.

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

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

**(Bhartendu Harit)**  
**Company Secretary**

Registered Office:  
O.P. Jindal Marg,  
Hisar – 125 005.  
February 2, 2016

#### **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 9<sup>th</sup> March, 2016. 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 resolutions 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 item 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 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 Postal Ballot Notice. 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 -voting”). The Company has appointed Mr. Sandeep Garg, 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 e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 29<sup>th</sup> day of January, 2016.

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

- (i) The remote e- voting period begins on 9<sup>th</sup> February, 2016 at 9:00 a.m. and ends on 9<sup>th</sup> 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) 29<sup>th</sup> January, 2016, 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](http://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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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 Postal Ballot Notice in loose leaf.
Dividend Bank Details	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.
Date of Birth (DOB)	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 (iv)

- (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 for the relevant <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 “RESOLUTIONS 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 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.

(xviii) 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) as well as Company Secretary at O.P. Jindal Marg, Hisar or email at [investorcare.jshl@jindalstainless.com](mailto:investorcare.jshl@jindalstainless.com).





## Jindal Stainless (Hisar) Limited

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(CIN: U27205HR2013PLC049963)

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

### 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. Sequence No. :
  
6. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice dated 2nd February, 2016 of Jindal Stainless (Hisar) Limited ("the Company") by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate column below:

Item No.	Description	No. of Equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Increase in threshold of loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.			
2	Ratification of special resolution passed by the shareholders for increase in borrowing limits under Section 180 (1)(c) of the Companies Act, 2013.			
3	Ratification of special resolution passed by the shareholders for authorisation for creation of security on the properties of the Company under Section 180 (1)(a) of the Companies Act, 2013.			
4	Re-appointment of Mrs. Deepika Jindal as Managing Director in JSL Lifestyle Limited, subsidiary of the Company, being an office or place of profit as per section 188(1)(f) of the Companies Act, 2013.			

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: 9th March, 2016 before 5:00 p.m. P.T.O.

