

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, Bhikajji Cama Place, New Delhi– 110066.

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

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

NOTICE is hereby given that the 3rd **Annual General Meeting** of Shareholders of **Jindal Stainless (Hisar) Limited** will be held on **Friday, the 30th day of September, 2016 at 12:00 Noon at Registered Office** of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the audited financial statements of the Company for the financial year ended on 31st March, 2016, the Reports of Board of Directors and Auditors thereon, and
 - b. the audited consolidated financial statements of the Company for the financial year ended on 31st March, 2016 and the reports of the Auditors thereon.
2. To appoint Director in place of Mr. Abhyuday Jindal (DIN: 07290474), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and Branch Auditors and to fix their remuneration and in connection therewith, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:
 - I. **“RESOLVED** that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and pursuant to the resolution passed by the Shareholders in the 2nd Annual General Meeting of the Company held on 30th December, 2015, appointment of M/s. Lodha & Co., Chartered Accountants (Firm Regn. No. 301051E) and M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Regn. No. 000756N), as joint statutory auditors of the Company to conduct audit of the books of accounts of the Company for a period of five consecutive years, i.e. up to the conclusion of its 7th Annual General Meeting, which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 4th Annual General Meeting to be held in the year 2017, at such remuneration, plus service tax, out of pocket expenses, travelling and boarding and lodging expenses etc., as may be decided by the Board of Directors of the Company”
 - II. **“RESOLVED** that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and pursuant

to the resolution passed by the Shareholders in the 2nd Annual General Meeting of the Company held on 30th December, 2015, appointment of M/s. N. C. Aggarwal & Co., Chartered Accountants (Firm Regn. No. 003273N), as branch auditor of the Company to conduct audit of the books of accounts of Visakhapatnam division of the Company for a period of five consecutive years, i.e. up to the conclusion of its 7th Annual General Meeting, which was subject to ratification at every AGM, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 4th Annual General Meeting to be held in the year 2017, at such remuneration, plus service tax, out of pocket expenses, travelling and boarding and lodging expenses etc., as may be decided by the Board of Directors of the Company”

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTIONS:

4. **AS AN ORDINARY RESOLUTION:
APPOINTMENT OF MRS. DEEPIKA JINDAL AS A DIRECTOR.**

“RESOLVED that pursuant to the provisions of Section 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time, Mrs. Deepika Jindal (DIN: 00015188), who was appointed as an Additional Director w.e.f. 1st May, 2016 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”
5. **AS AN ORDINARY RESOLUTION:
APPOINTMENT OF MR. GIRISH SHARMA AS AN INDEPENDENT DIRECTOR.**

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Girish Sharma (DIN: 05112440), who was appointed as an Additional Director with effect from 1st May, 2016 by the Board of Directors and whose term expires

at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 consecutive years commencing from 1st May, 2016.”

6. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. ARUNENDRA KUMAR AS AN INDEPENDENT DIRECTOR.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Regulation 16 of SEBI (LODR) Regulations, 2015, Mr. Arunendra Kumar (DIN: 06643537), who was appointed as an Additional Director with effect from 16th May, 2016 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 consecutive years commencing from 16th May, 2016.”

7. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. NIRMAL CHANDRA MATHUR AS AN INDEPENDENT DIRECTOR.

“RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time, and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Nirmal Chandra Mathur (DIN: 00004527), who was appointed as an Additional Director with effect from 5th August, 2016 by the Board of Directors and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 consecutive years commencing from 5th August, 2016.”

8. AS AN ORDINARY RESOLUTION:

RATIFICATION OF PAYMENT OF REMUNERATION TO M/S KABRA & ASSOCIATES, COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY.

“RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of Rs. 1,30,000 (Rupees One Lakh Thirty Thousand only) fixed by the Board of Directors of the company payable to M/s Kabra & Associates, Cost Accountants, 552/1B, Arjun Street, Main Vishwas Road, Vishwas Nagar, Delhi - 110032, the Cost Auditors appointed by the Board of Directors of

the Company for the accounting year 2016-17 in connection with conducting audit of cost accounting records of business activities relating to Steel business, be and is hereby ratified.”

9. AS AN ORDINARY RESOLUTION:

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

“RESOLVED that pursuant to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules related thereto, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable provisions of law, the approval of the Company be and is hereby accorded to the Board of Directors, to enter into one or more contracts / arrangements / transactions with Jindal Stainless Steelway Limited (JSSL), subsidiary of the Company and Jindal Stainless Limited (JSL), all being ‘Related Party’ as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended, superseded or replaced from time to time, relating to sale or purchase of products, goods, materials or services besides other common corporate expenditure, for an estimated amount of upto Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore only) for JSSL and Rs.1,500 Crore (Rupees One Thousand Five Hundred Crore only) for JSL every financial year on such terms and conditions as may be mutually agreed upon between the Company and JSSL and JSL.”

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

“RESOLVED FURTHER that the Board of Directors of the Company 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.”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby also authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company to give effect to the above resolution.”

10. AS AN ORDINARY RESOLUTION:

TO CONSIDER GIVING GUARANTEE IN FAVOUR OF AXIS BANK LIMITED, ACTING AS AGENT ON BEHALF OF LENDERS, FOR SECURING THE EXTERNAL COMMERCIAL BORROWINGS (ECBs) OF USD 200 MILLION GRANTED TO JINDAL STAINLESS LIMITED.

“RESOLVED that pursuant to the provisions of Sections 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and subject to such other approvals, permissions and sanctions, as may be necessary, 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 giving Corporate Guarantee in favour of Axis Bank Limited,

Hong Kong Branch, acting as Agent of the Lenders (being the lenders from whom Jindal Stainless Limited had availed External Commercial Borrowings of USD 200 million) to secure the External Commercial Borrowings of USD 200 million availed by Jindal Stainless Limited, a 'related party' of the Company under Section 2(76) of the Companies Act, 2013."

"**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 resolution, delegate all or any of the powers conferred by the aforesaid resolution 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."

Registered Office:	By order of the Board
O.P. Jindal Marg	
Hisar-125005, Haryana.	(Bhartendu Harit)
12 th August, 2016	Company Secretary

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL 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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the persons seeking appointment/re-appointment as Director, is also attached.
5. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of Annual 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 Annual 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 Thursday, 29th September, 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 voting done through Ballot shall be treated as invalid.

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

Item No. 4

The Board of Directors had appointed Mrs. Deepika Jindal as an Additional Director with effect from 1st May, 2016 pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. Her appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of the provisions of Section 161(1) of the Act, Mrs. Deepika Jindal will hold office up to the date of this Annual General Meeting of the Company. She will be liable to retire by rotation.

A notice pursuant to Section 160 of the Companies Act, 2013 has been received from a member signifying its intention to propose her as a candidate for the office of Director. She is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

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

The Board recommends the resolution set out at Item No. 4 as an Ordinary Resolution to the Shareholders for their approval.

Mrs. Deepika Jindal, being concerned, and Mr. Ratan Jindal and Mr. Abhyuday Jindal, being relatives of Smt. Deepika Jindal, may be deemed to be interested in the resolution.

None of the other Directors or key managerial personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the above referred resolution.

Item No. 5

The Board of Directors had appointed Mr. Girish Sharma as an Additional Director with effect from 1st May, 2016. His appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

Mr. Girish Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment in its meeting held on 12th August, 2016 on recommendation of the Nomination and Remuneration Committee and felt that his association would be of

immense benefit to the Company and proposed his appointment as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of three years commencing from 1st May, 2016. In the opinion of the Board, Mr. Girish Sharma fulfills conditions of appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing from a member in terms of Section 160 of the Act alongwith deposit of requisite amount proposing his candidature to be appointed as director in this Annual General Meeting.

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

Copy of the draft letter setting out the terms and conditions for his appointment as Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days upto the date of this Annual General Meeting.

The Board recommends the resolution set out at Item No. 5 as an Ordinary Resolution to the Shareholders for their approval.

Mr. Girish Sharma and his relatives are interested in this resolution. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 6

The Board of Directors had appointed Mr. Arunendra Kumar as an Additional Director with effect from 16th May, 2016. His appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

Mr. Arunendra Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment in its meeting held on 12th August, 2016 on recommendation of the Nomination and Remuneration Committee and felt that his association would be of immense benefit to the Company and proposed his appointment as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of three consecutive years commencing from 16th May, 2016. In the opinion of the Board, Mr. Arunendra Kumar fulfills conditions of appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing from a member in terms of Section 160 of the Act alongwith deposit of requisite amount proposing his candidature to be appointed as director in this Annual General Meeting.

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

Copy of the draft letter setting out the terms and conditions for his appointment as Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days upto the date of this Annual General Meeting.

The Board recommends the resolutions set out at Item No. 6 as an Ordinary Resolution to the Shareholders for their approval.

Mr. Arunendra Kumar and his relatives are interested in this resolution. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 7

The Board of Directors had appointed Mr. Nirmal Chandra Mathur as an Additional Director with effect from 5th August, 2016. His appointment was recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, he will hold office up to the date of this Annual General Meeting. In terms of Section 149 of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors), Rules 2014, an Independent Director shall hold office for a period of up to five consecutive years and shall not be liable to retire by rotation.

Mr. Mathur is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment on recommendation of the Nomination and Remuneration Committee and felt that his association would be of immense benefit to the Company and proposed his appointment as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of three consecutive years commencing from 5th August, 2016. In the opinion of the Board, Mr. Mathur fulfills conditions of appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing from a member in terms of Section 160 of the Act alongwith deposit of requisite amount proposing his candidature to be appointed as director in this Annual General Meeting.

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

Copy of the draft letter setting out the terms and conditions for his appointment as Independent Director is available for inspection by the Members at the Registered Office of the Company during normal business hours on working days upto the date of this Annual General Meeting.

The Board recommends the resolutions set out at Item No. 7 as an Ordinary Resolution to the Shareholders for their approval.

Mr. Nirmal Chandra Mathur and his relatives are interested in this resolution. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 8

Pursuant to Section 148 of the Companies Act 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended and Rule 14 of the

Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors should be ratified by the shareholders of the Company. The Board of Directors, in its meeting held on 27th May, 2016, on the basis of recommendations of the Audit Committee appointed M/s Kabra & Associates, Cost Accountants, 552/1B, Arjun Street, Main Vishwas Road, Vishwas Nagar, Delhi – 110032, as Cost Auditors to conduct audit of cost records of the Company for the financial year 2016-17 in respect of business activities relating to Steel business and subject to ratification by shareholders, fixed their remuneration at Rs.1,30,000 (Rupees One Lakh Thirty Thousand only).

The Board recommends the resolution set out at Item No. 8 as an Ordinary Resolution to the shareholders for their approval.

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. 9

The Company in the ordinary course of its business sells goods to Jindal Stainless Steelway Limited ("JSSL"), its subsidiary and Jindal Stainless Limited and also purchases goods from them, besides allocating common corporate expenditure.

JSSL is subsidiary of the Company and is a 'Related Party' of the Company within the meaning of Section 2(76)(viii) of the Companies Act, 2013 ("the Act") and JSL is 'Related Party' of the Company within the meaning of Section 2(76)(v) and 2(76)(viii)(A) of the Act. JSSL and JSL are also related parties as per provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR").

The explanation to Regulation 23(1) of the LODR, provides that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. Further, Regulation 23(4) provides that all material related party transactions shall require approval of the shareholders through a resolution.

The contracts / arrangements / transactions relating to sale or purchase of products, goods, materials or services besides common corporate expenditure envisaged during the Financial year 2016-17 with JSSL and JSL are likely to exceed the thresholds prescribed under explanation to Regulation 23(1) of the LODR.

Approval of the Shareholders is therefore being sought in terms of explanation to Regulation 23(1) of the LODR. The Board recommends the resolution set out at Item No. 9 as an Ordinary Resolution to the shareholders for their approval.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ratan Jindal, who is also Director of Jindal Stainless Limited and Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.), who is also Director of Jindal Stainless Steelway Limited, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No.10

Jindal Stainless Limited (JSL), an Associate Company, had availed External Commercial Borrowings (ECBs) of USD 200 million in terms of Facilities Agreement dated 16th August, 2007 entered into amongst Jindal Stainless Limited, as Borrower, Axis Bank Limited, Hong Kong Branch, as Agent of the Lenders and the Financial Institutions named therein as Lenders, as amended and restated from time to time. The above said ECBs were availed by JSL before demerger of the Ferro Alloys Division and Mining Division and slump sale of manufacturing facilities and vesting

of the same with Jindal Stainless (Hisar) Limited (JSHL), pursuant to the Composite Scheme of Arrangement which became part effective from 1st November, 2015 post filing of the High Court order with the office of Registrar of Companies, NCT of Delhi & Haryana.

Since the assets of the Ferro Alloys Division, Mining Division and the Hisar manufacturing facilities were also part of the security for securing the above ECBs, few ECB lenders did object to the Scheme of Arrangement in the meeting of the Secured Creditors held on 16th May, 2015 pursuant to the High Court order. The matter was later discussed with the ECB lenders, who asked JSL to arrange to a Corporate Guarantee from JSHL to secure the ECBs. After prolonged discussions, it was agreed by JSL to arrange for the Corporate Guarantee from JSHL and accordingly, JSL approached the Company to extend the required guarantee.

Since the aforesaid guarantee would be given by the Company to secure the ECBs availed by JSL, in which the Company holds more than 20% equity, it will be covered under related party transactions.

The Audit Committee of Directors in its meeting held on 12th August, 2016 approved the aforesaid guarantee, 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.10 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. 10 are as follows:

- a) Name of the related party: Jindal Stainless Limited;
- b) Nature of relationship: Jindal Stainless Limited is a public limited company in which a director of JSL, is a director and holds more than 2% of its paid up share capital. Further, the Company holds more than 20% shareholding of Jindal Stainless Limited and therefore, it is an Associate Company of Jindal Stainless (Hisar) Limited
- c) Nature, duration and particulars of the contract: The Company is to give guarantee to Axis Bank Limited, Hong Kong Branch, acting as Agent of the Lenders of Jindal Stainless Limited;
- d) The material terms of the contract including the value, if any: As defined in the Guarantee Agreement.
- e) Any advance received for the contract, if any: Not applicable
- f) The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of contract: Not applicable as the transaction involved guarantee with no consideration.
- g) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors: All factors relevant to the Guarantee Agreement have been considered.
- h) Any other relevant information for the Board to take a decision on the proposed transaction: NIL

Mr. Ratan Jindal, Chairman, Mr. Abhyuday Jindal, Vice Chairman and Mrs. Deepika Jindal, Director 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.

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

Brief Profile of new directors appointed / re-appointed and the directors, who retire by rotation and are eligible for re-appointment:

Mr. Abhyuday Jindal:

Mr. Abhyuday Jindal is the youngest scion of the O.P Jindal Group. After graduating from Boston University with a B.A in Economics and a Minor in Business Management he entered the steel business as an apprentice for the JSW group under the leadership of Mr. Sajjan Jindal. During his tenure at JSW he evaluated the stake acquisition of Ispat Industries (India's 5th largest steel producer) and was involved in the post acquisition integration of JSW and Ispat.

Following this he worked as an associate at Boston Consulting Group where he was responsible for specific components of projects in varied industries. He specifically worked on projects in the cement, steel, wind turbine and auto components industry and gained specialized knowledge into the working of companies that manufacture industrial goods.

He provides strategic vision and direction to the consortia of JSL. He has used his experience to manage the diversification charter at the JSL Group, which today is a business conglomerate with a turnover exceeding USD 6 billion. His focus is on devising blue ocean strategies that strengthen the overall brand proposition and exploring new growth avenues for building uncontested market leadership for the company.

Recently, Mr. Abhyuday Jindal was appointed VP of Infrastructure Industry and Logistics Federation of India. In this role, Mr. Abhyuday Jindal works to forge strong public-private partnerships to ensure qualitative growth and performance in these sectors.

DIN : 07290474
Date of Birth : 4th April, 1989
Date of First Appointment : 2nd November, 2015
No. of Shares held in the Company : 22,180
Relationship with other Directors, Managers or KMP : Mr. Ratan Jindal, Chairman is father and Mrs. Deepika Jindal, Director is mother of Mr. Abhyuday Jindal
Past Remuneration : Mr. Abhyuday Jindal was paid sitting fee of Rs.50,000/- for the financial year 2015-16.

Remuneration proposed to be paid and terms & conditions of appointment/ re-appointment: The details of terms and conditions of appointment of Mr. Abhyuday Jindal shall be open for inspection at Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Nil

Committee Membership: Nil

Smt. Deepika Jindal:

Smt. Deepika Jindal is a graduate. She has versatile experience in corporate and business management.

Smt. Deepika Jindal, Managing Director of JSL Lifestyle Limited (brand Arttdinox and ARC), subsidiary of the Company, is a name to reckon with when it comes to design. She initiated her design journey with manufacturing lifestyle products in Stainless Steel under the brand name of 'Arttdinox'. It is under her able guidance and vision that Arttdinox is one of India's first blended lifestyle stainless steel accessories company having a world standard manufacturing unit producing products exclusively designed by a very able and talented team of designers. Nurturing the brand Arttdinox has grown on to give the country first Luxury Stainless steel modular kitchens and Stainless steel furniture. Under her aegis Arttdinox has won lot of highly acclaimed awards such as EDIDA, India Design Mark, Red Dot (honorary award).

Following her passion to promote stainless steel in all its forms, she founded 'The Stainless' an art gallery, where she patronizes artists to create beautiful pieces of art in this material, giving them all infrastructural and financial support.

She is also the Chairperson of O.P. Jindal Modern School and Vidya Devi Jindal School, Hisar. She's been constantly mentoring the schools into very good educational institutions.

She is also the Chairperson of O.P. Jindal Cancer Hospital, N.C. Jindal Institute of Medical Care & Research, a 250 bed Multi Specialty Hospital – giving them the vision and guiding them to provide the best medical care to the people of Hisar and around. Always wanting to give back to the society Smt. Jindal is the Chairperson of Jindal Stainless Foundation – a CSR wing of Jindal Stainless Limited. Recently under the same arena JSL Lifestyle Limited won the PDH Astitva award under Mrs. Jindal's leadership.

DIN : 00015188
Date of Birth : 18th February, 1965
Date of First Appointment : 1st May, 2016
No. of Shares held in the Company : 69,265
Relationship with other Directors, Managers or KMPs : Mr. Ratan Jindal, Chairman is husband and Mr. Abhyuday Jindal, Vice Chairman is Son of Mrs. Deepika Jindal
Past Remuneration : Not applicable, as she was not a Director on the Board of Directors of the Company.

Remuneration proposed to be paid and terms and conditions of appointment / re-appointment: The details of terms and conditions of appointment of Smt. Deepika Jindal are available on website of the Company and shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Director of JSL Lifestyle Limited, Jindal Stainless Steelway Limited, JSL Limited, Syenergy Environics Limited.

Outside Committee Membership: Nil

Brief Profile of Mr. Girish Sharma:

Mr. Girish Sharma, IRS (Retd.) is a Commerce Graduate from Delhi University and has completed his Masters in Marketing and Business Management from the Faculty of Management Studies, Delhi University.

Mr. Sharma served in the Indian Revenue Service (IRS) in various capacities (retired as Chief Commissioner of Income Tax, Delhi), looking after Tax Administration, Analysis /Monitoring of Revenue planning and enhancement, Investigation and laying parameters for monitoring of financial system. During his service, he was also on deputation as Director with the Ministry of Chemicals & Fertilizers handling Corporate Affairs, Disinvestment of Public Sector Undertakings (PSUs). He had hands on experience with corporate management functions as a Director on the Board of a few PSUs and as Chairman & Managing Director, Pyrites Phosphates and Chemicals Ltd.

Post retirement, Mr. Sharma advised a large Indian Corporate, on implementing systems for re-orientation of business and assist people achieve goals / improve performance. Putting in place an organizational structure capable of handling strategic business growth and bring about systems and procedures whereby quality of the business is improved.

DIN	:	05112440
Date of Birth	:	19 th December, 1951
Date of First Appointment	:	1 st May, 2016
No. of Shares held in the Company	:	Nil
Relationship with other Directors, Managers or KMPs	:	No
Past Remuneration	:	Not applicable, as he was not a Director on the Board of Directors of the Company.

Remuneration proposed to be paid and terms and conditions of appointment / re-appointment: The details of terms and conditions of appointment of Mr. Girish Sharma are available on website of the Company and shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Director of Hexa Tradex Limited, Jindal Fittings Limited, Arya Iron and Steel Company Private Limited, Hexa Securities and Finance Company Limited, Jindal ITF Limited.

Outside Committee Membership: Audit Committees of Hexa Tradex Limited, Jindal Fittings Limited and Hexa Securities and Finance Limited; and Stakeholders Relationship Committee of Hexa Tradex Limited.

Brief Profile of Mr. Arunendra Kumar:

Mr. Arunendra Kumar, former Chairman of Indian Railways, retired in December 2014 after 39 years of service. He graduated with Bachelors

in Mechanical engineering after qualifying in the prestigious Special Class Railway Apprentice Examination in 1971. He has successfully led and managed one of the largest railways in the world, and has architected several key initiatives: laying foundation of high speed trains in India, introduction of 100% FDI, development of Eastern and Western dedicated freight corridors, modernization of Indian Railways stations, etc. He has also been tremendously successful in initiating policy reforms for attracting private investment in Railways. He has represented Indian Railways worldwide in various forums in USA, China, France, Germany, Japan, Korea, etc.

Throughout his career, Mr. Kumar has been in charge of maintenance, development and innovation of locomotives, coaches and wagons. He has displayed great leadership qualities and managerial skills which has enabled him to deliver results in crisis situations. Prior to the posting as Chairman, he was heading the Mechanical engineering wing of Indian Railways as Member Mechanical. Before that, as General Manager - South East Central Railway he managed the heaviest freight operation in the Country.

Mr. Kumar is an outstanding athlete and an excellent player of Badminton. He has featured on National Geographic Channel in the series "Seven Mega Cities of the World", and holds the record for the longest TV Interview by a Railway Officer on National television.

DIN	:	06643537
Date of Birth	:	13 th December, 1954
Date of First Appointment	:	16 th May, 2016
No. of Shares held in the Company	:	Nil
Relationship with other Directors, Managers or KMPs	:	No
Past Remuneration	:	Not applicable, as he was not a Director on the Board of Directors of the Company.

Remuneration proposed to be paid and terms and conditions of appointment / re-appointment: The details of terms and conditions of appointment of Mr. Arunendra Kumar are available on website of the Company and shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Nil

Outside Committee Membership: Nil

Brief Profile of Mr. Nirmal Chandra Mathur:

Mr. Nirmal Chandra Mathur is President of Indian Stainless Steel Development Association (ISSDA). He is also the Chairman of Steel Furnace Association of India (SFAI).

A Graduate with B. Tech (Hons.) from India's leading University - Birla Institute of Technology and Science (BITS), Pilani. Mr. Mathur has worked in India with leading Industrial Houses for over 50 years and has been associated with Stainless Steel Industry for last 41 years.

He has been invited to speak in global Stainless Steel, Nickel and Ferro Alloys Conferences worldwide since 1994. Presented papers in over 40 International events organized by Metal Bulletin, CRU, SMR,

Stainless Steel Associations in China, Russia, Japan, S. Korea UK, EU, USA, Brazil, Australia, Thailand, Malaysia, Singapore, and South Africa.

He has been associated for 11 years with the "Market Development Committee" as well as "Economics & Statistics Committee" of ISSF (International Stainless Steel Forum), a global Stainless Steel Industry Association based in Brussels, Europe.

DIN : 00004527
Date of Birth : 11th September, 1944
Date of First Appointment : 5th August, 2016
No. of Shares held in the Company : 9,330 (including 8,375 shares held as joint holder alongwith his spouse, Mrs. Aruna Mathur)
Relationship with other Directors, Managers or KMPs : No
Past Remuneration : Not applicable, as he was not a Director on the Board of Directors of the Company.

and shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Director of Jindal Stainless Steelway Limited, J.S.S. Steelitalia Limited, Green Delhi BQS Limited, Steel Furnace Association of India and Indian Stainless Steel Development Association.

Outside Committee Membership: Member of Audit Committee of Jindal Stainless Steelway Limited.

Registered Office:

O. P. Jindal Marg
Hisar-125005, Haryana
12th August, 2016

By Order of the Board

(Bhartendu Harit)
Company Secretary

Remuneration proposed to be paid and terms and conditions of appointment / re-appointment: The details of terms and conditions of appointment of Mr. Mathur are available on website of the Company

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, 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 Notice of the 3rd Annual General Meeting of the Company to be held on Friday, the 30th day of September, 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. 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 23rd September, 2016.

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

- (i) The remote e- voting period begins on 27th September, 2016 at 9.00 a.m. and ends on 29th September, 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 23rd September, 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 Annual Report 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 (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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders & Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com as well as Company Secretary at O.P. Jindal Marg, Hisar or email at investorcare.jshl@jindalstainless.com.

FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Monday, 19th September, 2016 to Tuesday, 20th September, 2016 (both days inclusive).
2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.
3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.
5. The Securities and Exchange Board of India (SEBI) has, vide its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, made it mandatory for the transferees to furnish copy of PAN card to the Company/ RTA for registration of transfer of shares in physical form.
6. ***The Company has created an Email Id. 'investorcare.jshl@jindalstainless.com', to be used exclusively for the purpose of redressing the complaints of the investors.***
7. Members should quote their Folio Number / DP ID - Client ID Number, email addresses, telephone / fax numbers to get a prompt reply to their communications.
8. Members desiring any information/clarification on the accounts are requested to write to the Company at least seven days in advance, so as to enable the management to keep the information ready at the annual general meeting.
9. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring along their copies.
10. Members/proxies are requested to bring the attendance slip, duly filled in.
11. The annual accounts and other related documents of the subsidiaries are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The members, if they desire, may write to the Company Secretary at O.P. Jindal Marg, Hisar – 125005 (Haryana) to obtain the copy of the annual report of the subsidiary companies

The annual accounts of the subsidiary companies would be open and accessible for inspection by shareholder / investor at registered office of the Company and registered office of the subsidiary companies on any working day except holidays.
12. Members attending the AGM and desiring to go round the factory, are requested to inform a week in advance so that necessary arrangements could be made.

IN DEFERENCE TO THE GOVT. POLICY, NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.

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]**

(CIN: L27205HR2013PLC049963)

Name of the Company: Jindal Stainless (Hisar) Limited

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

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

Name:, Address:

Email Id.:, Signature:, or failing him

Name:, Address:

Email Id.:, Signature:, or failing him

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 3rd Annual General Meeting of the Company, to be held on the 30th day of September, 2016 at 12:00 Noon at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors.		
2	To appoint Director in place of Mr. Abhyuday Jindal, who retires by rotation and being eligible, offers himself for re-appointment.		

3	To ratify appointment of M/s. Lodha & Co., Chartered Accountants and M/s. S.S. Kothari Mehta & Co., Chartered Accountants as Joint Statutory Auditors and M/s. N.C. Aggarwal & Co., Chartered Accountants as Branch Auditors and to fix their remuneration.		
4	Appointment of Mrs. Deepika Jindal as a Director.		
5	Appointment of Mr. Girish Sharma as an Independent Director.		
6	Appointment of Mr. Arunendra Kumar as an Independent Director.		
7	Appointment of Mr. Nirmal Chandra Mathur as an Independent Director.		
8	Ratification of payment of remuneration to M/s Kabra & Associates, Cost Accountants, as Cost Auditors of the Company.		
9	Authority to enter into related party contracts/ arrangements / transactions.		
10	To consider giving guarantee in favour of Axis Bank Limited, acting as agent on behalf of lenders, for securing the External Commercial Borrowings (ECBs) of USD 200 million granted to Jindal Stainless Limited.		

Signed this day of September, 2016

.....
Signature of shareholder

.....
Signature of Proxy holder(s)



Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

JINDAL STAINLESS (HISAR) LIMITED

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

CIN: L27205HR2013PLC049963

Regd. Office: O.P. Jindal Marg, Hisar -125005 (Haryana)

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

Corporate Office: Jindal Centre, 12, Bhikaji Cama Place, New Delhi – 110 066

Email Id. for Investors: investor.jshl@jindalstainless.com; Website: www.jshlstainless.com

ATTENDANCE SLIP

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

I/We hereby record my/our presence at the 3rd Annual General Meeting of the Company at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Friday, the 30th day of September, 2016 at 12:00 Noon

Signature of Shareholder / Proxy Present:

Note:

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

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

ELECTRONIC VOTING PARTICULARS

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

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

**Venue of the 3rd Annual General Meeting
Jindal Stainless (Hisar) Limited, O.P. Jindal Marg, Hisar-125005, Haryana**

