



February 14, 2024

BSE Limited
Listing Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
Ph. No.: 022 - 2272 3121, 2037, 2041,
3719, 2039, 2272 2061
Email: corp.relations@bseindia.com

National Stock Exchange of India Ltd.
Listing Department,
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai-400051
Ph. No.: 022 -2659 8237, 8238, 8347, 8348
Email: cmlist@nse.co.in

Security Code No.: 532508

Security Code No.: JSL

Sub.: Intimation pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot Notice

Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), please find enclosed Postal Ballot Notice dated February 14, 2024 along with Explanatory Statement which is being sent to the Members of Jindal Stainless Limited (“the Company”) whose names appear in the Register of Members / List of Beneficial Owners as on February 09, 2024, being the cut-off date, seeking their approval for the special business(es) as set out in the Postal Ballot Notice.

Further, in terms of General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/ 2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs, the Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

The remote e-voting period will commence on Thursday, February 15, 2024 at 9.00 a.m. (IST) and will end on Friday, March 15, 2024 at 5.00 p.m. (IST). The remote e-voting module shall be disabled by Link Intime India Private Limited thereafter. Once the vote on the resolution is cast, member will not be allowed to change it subsequently.

You are requested to kindly take the above on record.

Thanking you,

Yours faithfully,
For **Jindal Stainless Limited**

Navneet Raghuvanshi
Head Legal & Company Secretary



Enclosed as above

Jindal Stainless Limited

CIN: L26922HR1980PLC010901

Gurugram Office: Stainless Centre, Plot No.- 50, Sector - 32, Gurugram - 122001, Haryana, India

T: +91 124 449 4100 **E:** info@jindalstainless.com **Website:** www.jindalstainless.com

Registered Office: O.P. Jindal Marg, Hisar - 125005, Haryana, India

Corporate Office: Jindal Centre, 12 Bhikaji Cama Place, New Delhi - 110066, India

T: +91 011 41462000



JINDAL STAINLESS LIMITED

(CIN: L26922HR1980PLC010901)

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

Phone No.: (01662) 222471-83

Email Id.: investorcare@jindalstainless.com Website: www.jindalstainless.com

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

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

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given to the Members of Jindal Stainless Limited (“the Company”), pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“SS-2”) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), as amended from time to time, and in accordance with the guidelines prescribed by Ministry of Corporate Affairs (“MCA”) for conducting postal ballot through e-voting vide General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/ 2022 dated December 28, 2022 and 9/2023 dated September 25, 2023 hereinafter collectively referred to as “MCA Circulars”) and other applicable provisions of the Act, Rules, SEBI LODR, circulars and notifications (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being enforced), to transact the special business(es) as set out hereunder by passing the resolution(s) as appended below by means of voting through postal ballot by electronic means (“remote e-voting”). Accordingly, the said resolution(s) and the explanatory statement stating all material facts and the reasons /rationale thereof for the proposal are appended below. The Company has appointed Mr. Kamal Gupta, Advocate as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process in a fair and transparent manner.

SPECIAL BUSINESS:

- 1. RE-APPOINTMENT OF MR. TARUN KUMAR KHULBE (DIN: 07302532) AS WHOLETIME DIRECTOR (DESIGNATED AS “CHIEF EXECUTIVE OFFICER & WHOLETIME DIRECTOR”) OF THE COMPANY.**

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”), the Rules made thereunder read with Schedule V to the Act, applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to all other requisite consents and approvals, consent of the Members of the Company be and

is hereby accorded to re-appoint Mr. Tarun Kumar Khulbe (DIN: 07302532) as a Wholetime Director (Designated as “Chief Executive Officer & Wholetime Director”) of the Company, for a period of five consecutive years, with effect from 1st January, 2024 at a remuneration and other terms and conditions as mentioned below:

1. Period of appointment: 5 consecutive years with effect from 1st January, 2024 till 31st December, 2028.
2. Remuneration:
 - (a) **Annual Fixed Pay** (inclusive of basic salary, perquisites and allowances): Upto Rs. 5 Crore (Rupees Five Crore) per annum, payable on monthly basis.
 - (b) **Variable Pay:** Performance Linked Incentive to be paid as per Profit Linked Variable Reward Scheme of the Company or such sums as may be determined by the Board of Directors of the Company / Nomination and Remuneration Committee and Employee Stock Options, if any, to be granted from time to time.
 - (c) **Retirement / Other benefits:** Gratuity, provident fund, leave encashment and other benefits as per the applicable policies and rules of the Company.
3. Mr. Tarun Kumar Khulbe shall be entitled to reimbursement of all expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
4. The premium paid by the Company for Directors’ & Officers’ Liability Insurance will not be treated as part of the remuneration payable to Mr. Tarun Kumar Khulbe, in terms of Section 197(13) of the Act.
5. Mr. Tarun Kumar Khulbe shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
6. Mr. Tarun Kumar Khulbe shall be liable to retire by rotation. However, retirement by rotation and appointment shall not be deemed to be a break in service as Wholetime Director.
7. The annual remuneration payable to Mr. Tarun Kumar Khulbe shall not exceed 4% of the net profits of the Company computed in accordance with Section 198 of the Act. Provided that the total remuneration payable to all the Executive Directors, including Mr. Tarun Kumar Khulbe shall not exceed 10% of the net profits so computed for that year.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits under Section 197 of the Act in any financial year or years, the remuneration as approved herein be paid as minimum remuneration to Mr. Tarun Kumar Khulbe, subject to receipt of requisite approvals under the Act.

RESOLVED FURTHER THAT the Board of Directors and/or Nomination and Remuneration Committee of Board of Directors be and is hereby authorized to vary and/or revise the remuneration

of Mr. Tarun Kumar Khulbe, within the aforesaid limits and settle any question or difficulty in connection therewith and incidental thereto.”

2. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH JSL GLOBAL COMMODITIES PTE. LTD. FOR THE FINANCIAL YEAR 2024-25.

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 and Rules framed therein, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and the Company’s policy on Related Party Transactions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) (hereinafter referred as “Board”), to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with JSL Global Commodities Pte. Ltd. (“JSL Global”), a related party of the Company, on such terms and conditions as may be agreed between the Company and JSL Global, for an aggregate value up to Rs.4,000 Crore for sourcing of Stainless Steel (SS) Scrap, Mild Steel (MS) Scrap & Slabs, distribution & marketing of finished stainless steel products, sale & purchase of goods and/or on commission basis, receiving & rendering of services and other transactions of business across the global markets, to be entered during Financial Year 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including finalizing the terms and conditions and executing necessary documents, contract(s), scheme(s), agreement(s) and to take necessary steps, to give effect to this resolution including delegation of all or any of the powers herein conferred to any one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution.”

3. ENTERING INTO MATERIAL RELATED PARTY TRANSACTIONS WITH PRIME STAINLESS, DMCC FOR THE FINANCIAL YEAR 2024-25.

*To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Companies Act, 2013 and Rules framed therein, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force and the Company’s policy on

Related Party Transactions, the approval of the Members of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) (hereinafter referred as “Board”), to continue with the existing contract(s)/arrangement(s)/transaction(s) and/or enter into and/or execute new contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with Prime Stainless, DMCC (“Prime”), a related party of the Company, on such terms and conditions as may be agreed between the Company and Prime, for an aggregate value up to Rs.2,000 Crore for sourcing of Stainless Steel (SS) Scrap, Mild Steel (MS) Scrap & Slabs, distribution & marketing of finished stainless steel products, sale & purchase of goods and/or on commission basis, receiving & rendering of services and other transactions of business across the global markets, to be entered during Financial Year 2024-25, subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, including finalizing the terms and conditions and executing necessary documents, contract(s), scheme(s), agreement(s) and to take necessary steps, to give effect to this resolution including delegation of all or any of the powers herein conferred to any one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as the Board may, in its absolute discretion deem necessary, desirable or expedient to give effect to the above resolution.”

**By order of the Board
For Jindal Stainless Limited**

**Registered Office:
O.P. Jindal Marg
Hisar – 125005, Haryana.
February 14, 2024**

**Navneet Raghuvanshi
Head Legal & Company Secretary
ICSI Membership No. A14657**

NOTES:

1. The Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder stating the material facts and reasons for the proposed resolution(s) is annexed hereto for your consideration.
2. Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act and the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations read with MCA Circulars and Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended, assent or dissent of the Members in respect of the resolution(s) contained in the Notice dated February 14, 2024 is being taken through Postal Ballot by remote e-voting system. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members/ list of beneficial owners whose e-mail addresses are registered with the Company/Depositories as at the close of the business hours on February 9, 2024 (i.e. cut-off date). Physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. However, in order to facilitate the participation of the Members in the Postal Ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited (“Registrar/Link Intime”), may fill & sign the Postal Ballot Form appended to the Postal Ballot Notice and send the same to the Scrutinizer in the manner as mentioned in “***Instructions for submission of postal ballot form***” section of this Postal Ballot Notice or alternatively they may send the scanned copy of the duly filled-in and signed Postal Ballot Form with assent (FOR) or dissent (AGAINST), from their registered e-mail addresses, to the Scrutinizer at E-mail ID: kamal1032@yahoo.com, on or before March 15, 2024 at 5.00 p.m. (IST).

Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer’s decision on the validity of the votes cast shall be final.

Members who have not registered their e-mail addresses with the Company or with their respective Depository Participant(s) and who wish to receive this Postal Ballot Notice and all other communication(s) sent by the Company, from time to time, can now register for the same by submitting a duly signed request letter mentioning their folio number, complete address, e-mail address to be registered along with scanned self-attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhar Card) supporting the registered address of the Member, by e-mail to the Company / Registrar. Members holding shares in demat form are requested to register their e-mail addresses with their Depository Participant(s) only.

3. The documents, referred to in the accompanying notice and explanatory statement shall be open and accessible for inspection by the Members during working hours at the registered office of the Company on any working day except holidays, till March 15, 2024.
4. The Company has appointed Mr. Kamal Gupta, Advocate, as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

5. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on Friday, February 9, 2024, i.e. the cut-off date. Voting rights shall be reckoned on the shares registered in the name of Members as on that date. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. February 9, 2024. Any Member who is not a member as on the cut-off date shall treat this Postal Ballot notice for information purpose only.
6. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Chairman of the Company or a person authorized by him in writing, after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. March 15, 2024 on or before March 18, 2024.
7. The result of the Postal Ballot shall be declared by placing it, along with Scrutinizer's report, on the website of the Company and of Link Intime and shall be communicated to the Stock Exchanges 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 at the Registered office of the Company at O.P. Jindal Marg, Hisar – 125005 on or before March 18, 2024.
8. The result of the postal ballot will be posted on the website of the Company at www.jindalstainless.com.
9. 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 remote e-voting/ receipt of Postal Ballot Form i.e. March 15, 2024, in the event resolutions are assented to by the requisite majority of the Members of the Company.
10. The assent or dissent received after the last date of remote e-voting/ receipt of Postal Ballot Form i.e. March 15, 2024, shall be treated as if reply from the Member has not been received.
11. In terms of the MCA Circulars, this Postal Ballot Notice will be available on the website of the Company at www.jindalstainless.com, on the website of BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and also on the website of Link Intime, at <https://instavote.linkintime.co.in/>.
12. In terms of the MCA Circulars, the Company has made necessary arrangements for members to register their e-mail addresses. Members who have not yet registered their email id are requested to register the same (i) with their depository in case the shares are held in electronic form and (ii) Members holding shares in physical form are requested to register their e-mail addresses by submitting Form ISR-1 (available on the website of the Company at www.jindalstainless.com) duly filled and signed along with requisite supporting documents to Link Intime at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.
13. After sending the notice of Postal Ballot, an advertisement shall be published in English language newspaper and Hindi language newspaper and also on the website of the Company at www.jindalstainless.com.

EXPLANATORY STATEMENT

(Pursuant to Sections 102 and 110 of the Companies Act, 2013 read with the Rules framed thereunder)

Item No. 1

With an objective of putting in place a professionally managed and unified organization structure to propel the Company in next phase of growth, the Board of Directors of Jindal Stainless Limited (“the Company”), upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 18th January, 2024 approved the elevation of Mr. Tarun Kumar Khulbe as the Chief Executive Officer of the Company. This change in the organization structure would also help in enhanced engagement of the Promoter Directors in strategic vision of the Company.

Mr. Khulbe has been associated with the group since 2012 and had been serving as Wholetime Director of the Company since, 2018. An industry veteran with 35 years of experience, Mr. Khulbe has played an instrumental role in expanding businesses and leading the profitable growth of the Company.

The current tenure of Mr. Tarun Kumar Khulbe as Wholetime Director of the Company is due to expire on 14th May, 2024. Accordingly, the Board of Directors of the Company, upon the recommendation of the Nomination and Remuneration Committee, at their meeting held on 18th January, 2024, approved and recommended to the shareholders, the re-appointment of Mr. Tarun Kumar Khulbe (DIN: 07302532) as Wholetime Director (designated as ‘Chief Executive Officer & Wholetime Director’) of the Company for a period of five consecutive years commencing from 1st January, 2024 till 31st December, 2028.

Mr. Tarun Kumar Khulbe is not disqualified in terms of Sections 164 and 196 of the Companies Act, 2013 (“the Act”) from being appointed as Wholetime Director of the Company and he has given his consent to act as Wholetime Director (designated as ‘Chief Executive Officer & Wholetime Director’). Mr. Khulbe is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

In terms of Section 160 of the Act, the Company has also received a notice in writing from a member proposing his candidature for the office of Director.

The resolution read with explanatory statement may be treated as written memorandum setting out the terms of appointment of Mr. Khulbe under Section 190 of the Act.

The information as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided under the head “Additional Information”.

In compliance with the provisions of the Act, the terms of remuneration specified in the resolution are placed before the Members in this notice for their approval.

Your Directors recommend the resolution at Item No. 1 as Ordinary Resolution for your approval.

Mr. Tarun Kumar Khulbe along with his relatives may be deemed to be interested in the resolution set out at Item No. 1 of this notice, to the extent of their shareholding interest, if any, in the Company. Save and

except the above, none of the other Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

Item Nos. 2 & 3

In terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended and the Company's policy on dealing with Related Party Transactions ("Policy"), any transactions with a related party shall be considered material, if the transaction(s) entered into/to be entered into individually or taken together with the previous transactions during a financial year exceeds Rs.1,000 Crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and shall require prior approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business and at arm's length basis.

The Company, in its ordinary course of business engages with JSL Global Commodities Pte. Ltd. ("JSL Global") and Prime Stainless, DMCC ("Prime"), the related parties, for sourcing of Stainless Steel (SS) Scrap, Mild Steel (MS) Scrap & Slabs, distribution & marketing of finished stainless steel products, sale & purchase of goods and/or on commission basis, receiving & rendering of services and other transactions of business across the global markets. The transactions with JSL Global and Prime are strategically & operationally beneficial to the Company considering that these activities require enormous amount of time, resources and feet on the ground.

The relevant details as required under the applicable provisions were placed before the Audit Committee, for the related party transactions. The Audit Committee, after reviewing all necessary information(s) including the past track record of both these entities, has granted approval, for entering into the related party transactions. The Audit Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on 18th January, 2024, subject to the approval of the Members, has approved to enter into related party transactions, in the ordinary course of its business and on arm's length basis, with JSL Global and Prime, for an aggregate value up to Rs.4,000 Crore and Rs.2,000 Crore respectively, during financial year 2024-25.

The above mentioned transactions between the Company and the aforesaid related parties will exceed the threshold of materiality limits as defined under the SEBI Listing Regulations and the Policy, during the financial year 2024-25 and therefore prior approval of the Members is being sought.

Details of the transactions with the aforesaid related parties of the Company along with the information as required pursuant to SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

S. No.	Description	JSL Global	Prime
A summary of the information provided by the management to the Audit Committee:			
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise).	In terms of the provisions of IND AS, JSL Global is a related party of the Company.	In terms of the provisions of IND AS, Prime is a related party of the Company.
b.	Type, material terms and particulars of the proposed transaction.	To enter into related party transactions, in the ordinary course of its business and on arm's length basis, with JSL Global and Prime, during financial year 2024-25, for sourcing of Stainless Steel (SS) Scrap, Mild Steel (MS) Scrap & Slabs, distribution & marketing of finished stainless steel products, sale & purchase of goods and/or on commission basis, receiving & rendering of services and other transactions of business across the global markets.	
c.	Tenure of the proposed transaction (particular tenure shall be specified).	The proposed transactions are to be entered during the financial year 2024-25.	
d.	Value of transactions.	Upto INR 4,000 Crore	Upto INR 2,000 Crore
e.	Percentage ~ of annual consolidated turnover considering financial year 2022-23 as the immediately preceding financial year.	~11%	~6%
f.	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary.	Not Applicable	
i.	Details of the source of funds in connection with the proposed transaction.	Not Applicable	
ii.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances, or investments (Nature of indebtedness, cost of funds, tenure).	Not Applicable	

	iii.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security.	Not Applicable
	iv.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	Not Applicable
g.	Justification for the transaction.		Please refer to the background, details and benefits of the transactions which forms part of the explanatory statement to the resolution nos. 2 and 3.
h.	A copy of the valuation or other external party report, if any such report has been relied upon.		All transactions with the related parties are done on an arm's length basis. The value of the related party transactions are being determined on the basis of the market price of the relevant material(s) and service(s) and hence valuation report is not required. Where market price is not available, alternative method(s) including reimbursement of actual cost incurred or cost plus mark-up as applicable under arm's length pricing criteria are adopted. The related parties being overseas entities, suitable transfer pricing analysis is also done from the independent external parties.
i.	Any other relevant information.		All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013, forming part of this Notice.

Your Directors recommend passing of the resolutions as set out at item nos. 2 and 3 of this Notice as Ordinary Resolutions for your approval.

Mr. Ratan Jindal, Chairman & Managing Director and Mr. Abhyuday Jindal, Managing Director, alongwith their relatives may be deemed to be concerned or interested in the said resolutions, to the extent of their directorship/shareholding interest, in the Company and/or the referred related parties of the Company. Except as above, none of the other Director(s), Key Managerial Personnel(s) of the Company or their relatives is, in any way, concerned or interested, financially or otherwise in the said resolutions, except to the extent of their shareholding interest in the Company, if any.

ADDITIONAL INFORMATION

Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by The Institute of Company Secretaries of India for Item No. 1:

Item No. 1:

Name of Director	Mr. Tarun Kumar Khulbe
DIN	07302532
Brief Resume	<p>An industry veteran with 35 years of experience, Mr. Tarun Kumar Khulbe started his career with Raymond Steel, which later merged into Thyssen Krupps, Germany. He garnered rich and varied industrial experience across India and Germany.</p> <p>Mr. Khulbe joined the Company as a General Manager for the Cold Rolling Mills at Hisar, Haryana, in October 2004. There, Mr. Khulbe gained comprehensive exposure to the entire spectrum of operations and led high-performing teams to deliver value and volume expansions. This led to his appointment as the head of all the stainless steel operations in August 2012. Mr. Khulbe was serving as the Whole Time Director of the Company since 2018. As a Director on the Board, he was responsible for the overall leadership and strategic decisions including overseeing the corporate affairs, sales and marketing, strategic initiatives, and subsidiaries.</p> <p>Mr. Khulbe was elevated as the Chief Executive Officer (CEO) in January 2024.</p> <p>Mr. Khulbe combines hands-on knowledge and experience in people, plants, projects, and the management of business units. This cross-functional exposure enables him to don the hat of a technocrat as well as a leader. He has played an instrumental role in steering the Company towards sustained operational excellence.</p> <p>He is an engineering graduate from MITS, Gwalior, and acquired his MBA from Jamnalal Bajaj Institute of Management Studies, Mumbai.</p>
Date of Birth (Age in years)	July 4, 1965 (58 Years)
Qualification	Engineering graduate from MITS, Gwalior and MBA from JBIMS, Mumbai
Experience and expertise in specific functional area	Exposure to the entire spectrum of operations of the Company.

Terms and conditions of Appointment	Please refer resolution at Item no. 1 of this notice.
Details of remuneration to be sought and remuneration last drawn	Details of remuneration sought to be paid are mentioned in item no. 1 of this Notice. During financial year 2022-23, remuneration of INR ~2.49 Crore (approx.) was paid to Mr. Tarun Kumar Khulbe.
Date on which first appointed on the Board	15 th May, 2018
Details of shareholding in the Company	69,150 equity shares of face value of Rs. 2/- each (as on 31 st December, 2023).
Relationship with other Directors / Key Managerial Personnel (“KMP”) (if any)	Mr. Tarun Kumar Khulbe is not related to any Director or KMP of the Company.
Number of Board Meetings attended during the year.	5 (Five) Board Meetings during the year (as on January 31, 2024).
Details of Directorships / Committee Chairmanship and Memberships in other companies	Directorship (As on 31st December, 2023): <ul style="list-style-type: none"> • Jindal Stainless Steelway Limited, wholly-owned subsidiary of the Company; • Jindal Stainless Park Limited, wholly-owned subsidiary of the Company; and • PT Cosan Metal Industry, associate of wholly-owned subsidiary of the Company. Committee Membership / Chairmanship: Member in Corporate Social Responsibility Committee of Jindal Stainless Steelway Limited, wholly-owned subsidiary of the Company.
Name of listed entities from which the person has resigned in the past three years	NIL

**By order of the Board
For Jindal Stainless Limited**

**Registered Office:
O.P. Jindal Marg
Hisar – 125005, Haryana.
February 14, 2024**

**Navneet Raghuvanshi
Head Legal & Company Secretary
ICSI Membership No. A14657**

INSTRUCTIONS FOR E-VOTING:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable the Member to cast their votes electronically on the resolution mentioned in the Postal Ballot Notice of the Company. The Company has appointed Mr. Kamal Gupta, Advocate, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on Friday, February 9, 2024.

The Member(s) requiring any assistance with regard to use of technology for e-voting may contact Mr. Swapan Kumar Naskar, Associate Vice President & Head (North India) at the designated e-mail ID: swapann@linkintime.co.in or contact at 011- 49411000. The remote e-voting period will commence on February 15, 2024 at 9:00 a.m. (IST) and ends on March 15, 2024 at 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. February 9, 2024, may cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited ("Link Intime") for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home

page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

A. User ID: Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders/ members holding shares in **physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

InstaVote Support Desk

Link Intime India Private Limited



Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

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

Phone No. (01662) 222471-83

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

Phone No. (011) 26188345-60, 41462000

Email: investorcare@jindalstainless.com; Website: www.jindalstainless.com

POSTAL BALLOT FORM

Sr. No. _____

1. Name and address of the Sole /First named Member as registered with the Company
2. Name(s) of the joint Members, if any, registered with the Company
3. Registered Folio No / DP ID* & Client ID No.* (*Applicable to Member(s) holding shares in electronic form)
4. No. of Shares held
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated February 14, 2024 of Jindal Stainless 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	Re-appointment of Mr. Tarun Kumar Khulbe (DIN: 07302532) as Wholetime Director (designated as ‘Chief Executive Officer & Wholetime Director’) of the Company.			
2.	Entering into material related party transactions with JSL Global Commodities Pte. Ltd. for the financial year 2024-25.			
3.	Entering into material related party transactions with Prime Stainless, DMCC for the financial year 2024-25.			

Place:

Date:

Signature of the Member

Last Date for Receipt of Postal Ballot Form by Scrutinizer: on or before March 15, 2024 5:00 p.m. (IST)

INSTRUCTIONS FOR SUBMISSION OF POSTAL BALLOT FORM

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the Members in respect of the Resolutions contained in the Postal Ballot Notice is being sought by means of voting through postal ballot by electronic means (“remote e-voting”).

However, in order to facilitate the participation of the Members in the postal ballot process, those Members who are unable to access / cast their votes through the remote e-voting facility provided by Link Intime India Private Limited, may fill & sign the Postal Ballot Form and send it to the Scrutinizer appointed by the Company, at the below address on their own expense through post or courier:

**Mr. Kamal Gupta, Advocate, Scrutinizer for Postal Ballot,
C/o Jindal Stainless Limited, O.P. Jindal Marg, Hisar – 125005 (Haryana)**

Envelope containing the Postal Ballot Form, if deposited in person at the aforesaid address will also be accepted. Alternatively, the Members can send the scan copy of dully filled-in and signed postal ballot Form through registered e-mail addresses, to the Scrutinizer at E-mail ID: kamal1032@yahoo.com on or before March 15, 2024 at 5.00 p.m. (IST). Please note that Members can opt for only one mode for voting i.e. by sending the duly filled-in signed Postal Ballot Form / its scanned copy or through remote e-voting. In case Members cast their vote via both modes then voting done through remote e-voting mode shall prevail. The Scrutinizer’s decision on the validity of the votes cast shall be final.

2. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or the Depository Participant) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
3. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).
4. The consent must be accorded by recording the assent in the column ‘FOR’ and dissent in the column ‘AGAINST’ by placing a tick mark (√) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (√) mark in both the columns will render the form invalid.
5. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer’s decision on the validity of the Postal Ballot Form shall be final and binding.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on or before March 15, 2024. **Postal Ballot Form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.**

7. Members are requested to complete the Postal Ballot Form in indelible ink (avoid completing it by using erasable writing medium/s like pencil).
8. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on February 9, 2024.
9. The Postal Ballot shall not be exercised by a Proxy. In case a Member has voted through remote E-Voting facility, he does not need to send the physical Postal Ballot Form.
10. In case a Member votes through remote E-voting facility as well as sends physical Postal Ballot Form, the vote cast through E-voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. **Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to remote E-Voting.**