

Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

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

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

Email Id. for Investors: investorcare@jindalstainless.com

Website: www.jindalstainless.com

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

NOTICE is hereby given that the **35th Annual General Meeting** of Shareholders of **Jindal Stainless Limited** will be held on **Monday, the 21st day of December, 2015 at 11.30 a.m. 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, 2015, 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, 2015 and the Report of the Auditors thereon
2. To appoint a Director in place of Mr. Rajinder Parkash Jindal (DIN: 00004594), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and to fix their remuneration and in connection therewith, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“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, and the resolution passed by the Shareholders in the 34th Annual General Meeting of the Company held on 22nd September, 2014, the 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 three consecutive years, i.e. up to the conclusion of its 37th Annual General Meeting, be and is hereby ratified and the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to them for the financial year ending 31st March, 2016.”

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTIONS:

4. AS A SPECIAL RESOLUTION:

ISSUE AND ALLOTMENT OF 5,36,48,068 EQUITY SHARES HAVING FACE VALUE OF ₹ 2 EACH OF THE COMPANY UPON CONVERSION OF PART OF FUNDED INTEREST TERM LOAN FOR AN AGGREGATE AMOUNT OF ₹ 250 CRORE.

“RESOLVED that pursuant to Sections 62, 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “SEBI Takeover Regulations”), any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to necessary approvals / sanctions / permissions of appropriate statutory/ regulatory authorities, if applicable and subject to such conditions as may be prescribed by any of them while granting such approval, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board, to issue and allot 5,36,48,068 (Five Crore Thirty Six Lacs Forty Eight Thousand Sixty Eight) fully paid up Equity Shares having face value of ₹ 2 each, in one or more tranches, at a price per Equity Share of ₹ 46.60 (Rupees Forty Six and Paise Sixty only) (including premium of ₹ 44.60 per share), for an aggregate amount of ₹ 250 Crore (Rupees Two Hundred and Fifty Crore only), ranking *pari passu* in all respects with the existing fully paid up Equity Shares of the Company (the “Equity Shares”), by way of preferential allotment on private placement basis, to the CDR lenders (detailed hereunder and hereinafter referred as “Proposed Allottees”) pursuant to and on the basis of the exercise of right of conversion of part of the Funded Interest Term Loan I & II (“FITL”) (extended by the Proposed Allottees to the Company) by the Proposed Allottees under Clauses 12.1 and 12.2 of the CDR Master Circular dated 9th January, 2013 issued by the the Corporate Debt Restructuring Cell which right of conversion was exercised by the Proposed Allottees vide letter dated 26th December, 2014 (as may be amended from time to time) issued by the Corporate Debt Restructuring Empowered Group (“CDR EG Approval”)

approving the Asset Monetization and Business Reorganization Plan ("AMP") of the Company:

Sl. No.	Name of Proposed Allottees
1	Allahabad Bank
2	Axis Bank
3	Bank of Baroda
4	Bank of Maharashtra
5	Canara Bank
6	Central Bank of India
7	Corporation Bank
8	The Federal Bank Limited
9	General Insurance Corporation of India
10	HDFC Bank
11	ICICI Bank (including Bank of Rajasthan)
12	IDBI Bank
13	Indian Bank
14	Jammu & Kashmir Bank
15	Karnataka Bank
16	Life Insurance Corporation of India
17	Oriental Bank of Commerce
18	Punjab National Bank
19	State Bank of Bikaner & Jaipur
20	State Bank of Hyderabad
21	State Bank of India
22	State Bank of Mysore
23	State Bank of Patiala
24	State Bank of Travancore
25	Syndicate Bank
26	The New India Assurance Company Limited
27	UCO Bank
28	Union Bank of India
29	United Bank of India
30	United India Insurance Company Limited
31	Vijaya Bank

"RESOLVED FURTHER that as per SEBI Regulations the "Relevant Date" for the purpose of determining the issue price, being 30 days prior to the date of this Annual General Meeting, is 21st November, 2015."

"RESOLVED FURTHER that the Equity Shares, issued to the Proposed Allottees, be listed on the BSE Limited and the National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary

for the listing of the said Equity Shares and the admission of the Equity Shares with the depositories, viz. National Securities Depository Limited & Central Depository Services Limited, and for the credit of such Equity Shares to the respective dematerialised securities account of the Proposed Allottees or to issue physical share certificates to the Proposed Allottees, as may be deemed appropriate by the Board."

"RESOLVED FURTHER that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company."

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

5. AS A SPECIAL RESOLUTION:

ISSUE AND ALLOTMENT OF PREFERENCE SHARES OF THE COMPANY UPON CONVERSION OF PART OF FUNDED INTEREST TERM LOAN FOR AN AGGREGATE AMOUNT OF UP TO ₹ 751.76 CRORE.

"RESOLVED that pursuant to Sections 55, 62 and 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each as amended, the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "SEBI Takeover Regulations"), any other applicable law or laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements, entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to necessary approvals / sanctions / permissions of appropriate statutory/ regulatory authorities, if applicable and subject to such conditions as may be prescribed by any of them while granting such approval, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or may constitute to exercise the powers

conferred on the Board by this resolution), consent of the Company be and is hereby accorded to the Board, to create, issue and allot 16,13,21,888 (Sixteen Crore Thirteen Lacs Twenty One Thousand Eight Hundred Eighty Eight) Cumulative Redeemable Preference Shares ("CRPS") having face value of ₹ 2/- (Rupees Two) each at a price of ₹ 46.60 (Rupees Forty Six and Paise Sixty only) per CRPS (including premium of ₹ 44.60 per share) or 16,13,21,888 (Sixteen Crore Thirteen Lacs Twenty One Thousand Eight Hundred Eighty Eight) Optionally Convertible Redeemable Preference Shares ("OCRPS") having face value of ₹ 2/- (Rupees Two) each at a price of ₹ 46.60 (Rupees Forty Six and Paise Sixty only) per OCRPS (including premium of ₹ 44.60 per share), being entitled to a fixed cumulative dividend at a rate of up to 0.25% p.a., for an aggregate amount of ₹ 751,76,00,000 (Rupees Seven Hundred Fifty One Crore and Seventy Six Lakhs only), in one or more tranches and on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, to the CDR lenders (detailed hereunder and hereinafter referred as "Proposed Allottees") pursuant to and on the basis of the exercise of right of conversion of part of the Funded Interest Term Loan I & II ("FITL") (extended by the Proposed Allottees to the Company) by the Proposed Allottees under Clauses 12.1 and 12.2 of the CDR Master Circular dated 9th January, 2013 issued by the Corporate Debt Restructuring Cell which right of conversion was exercised by the Proposed Allottees vide letter dated 26th December, 2014 (as may be amended from time to time) issued by the Corporate Debt Restructuring Empowered Group ("CDR EG Approval") approving the Asset Monetization and Business Reorganization Plan ("AMP") of the Company, by way of a private placement, preferential allotment and/or qualified institutions placement and whether by way of circulation of an offering circular or offer letter or registration statement or placement document or otherwise:

Sl. No.	Name of Proposed Allottees
1	Allahabad Bank
2	Axis Bank
3	Bank of Baroda
4	Bank of Maharashtra
5	Canara Bank
6	Central Bank of India
7	Corporation Bank
8	The Federal Bank Limited
9	General Insurance Corporation of India
10	HDFC Bank
11	ICICI Bank (including Bank of Rajasthan)
12	IDBI Bank
13	Indian Bank

Sl. No.	Name of Proposed Allottees
14	Jammu & Kashmir Bank
15	Karnataka Bank
16	Life Insurance Corporation of India
17	Oriental Bank of Commerce
18	Punjab National Bank
19	State Bank of Bikaner & Jaipur
20	State Bank of Hyderabad
21	State Bank of India
22	State Bank of Mysore
23	State Bank of Patiala
24	State Bank of Travancore
25	Syndicate Bank
26	The New India Assurance Company Limited
27	UCO Bank
28	Union Bank of India
29	United Bank of India
30	United India Insurance Company Limited
31	Vijaya Bank

"RESOLVED FURTHER that in case of issuance of OCRPS, the consent of the Company be and is hereby accorded for issuance and allotment of such number of equity shares as may be required to be issued and allotted upon the conversion of the OCRPS allotted pursuant to the above resolution or as may be necessary in accordance with the terms of the offering, all such equity shares being *pari passu* with the then existing equity shares of the Company in all respects."

"RESOLVED FURTHER that in case of issuance of OCRPS, the relevant date on the basis of which the price of the equity shares to be issued upon conversion, if any, of the OCRPS, shall be determined, shall be as specified under applicable law, and in case of (a) qualified institutions placement of OCRPS, the equity shares to be issued upon conversion, if any, of the OCRPS, shall be the date on which the holders of the OCRPS become entitled to apply for the equity shares; (b) preferential allotment of OCRPS, the equity shares to be issued upon conversion, if any, of the OCRPS, shall be the date 30 days prior to the date on which the holders of the OCRPS become entitled to apply for the equity shares, and in any other case, shall be determined in accordance with applicable law as amended from time to time."

"RESOLVED FURTHER that in case of issuance of OCRPS, the price at which the OCRPS shall be convertible into Equity Shares shall be as specified under applicable law, and in case of (a) qualified institutions placement of OCRPS, the OCRPS shall be convertible into Equity Shares at a price being not less than the price determined in accordance with the pricing

formula provided under Chapter VIII of the SEBI Regulations (b) preferential allotment of OCRPS, the OCRPS shall be convertible into Equity Shares at a price being not less than the price determined in accordance with the pricing formula provided under Chapter VII of the SEBI Regulations.”

“**RESOLVED FURTHER** that in accordance with the provisions of Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014, each CRPS shall:

- (a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- (b) be non-participating in the surplus funds;
- (c) be participating in surplus assets and profits, on winding-up after the entire capital has been repaid;
- (d) be paid dividend on a cumulative basis;
- (e) be non-convertible;
- (f) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013; and
- (g) be redeemable by 31st March, 2022.”

“**RESOLVED FURTHER** that in accordance with the provisions of Rule 9(2) of the Companies (Share Capital and Debentures) Rules, 2014, each OCRPS shall, until conversion into equity shares:

- (a) carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment in case of a winding up or repayment of capital;
- (b) be non-participating in the surplus funds;
- (c) be participating in surplus assets and profits, on winding-up after the entire capital has been repaid;
- (d) be paid dividend on a cumulative basis;
- (e) be optionally convertible, at the option of the OCRPS holders, at any time after the end of five years from the date of allotment and until 31st March, 2022 in accordance with the CDR EG Approval, subject to necessary approval from regulatory and statutory authorities including the Securities and Exchange Board of India. Upon conversion of OCRPS into equity shares, if any, any accrued but unpaid dividend shall be taken into account while calculating the number of equity shares to be issued upon conversion of OCRPS into Equity Shares of the Company;
- (f) have voting rights only in respect of certain matters as per the provisions of Section 47(2) of the Companies Act, 2013; and
- (g) be mandatorily redeemable by 31st March, 2022, if not converted into equity shares as per paragraph (e) above.”

“**RESOLVED FURTHER** that the Board be and is hereby authorised to take all steps as may be necessary for the admission of CRPS/ OCRPS with the depositories, viz. National Securities Depository Limited & Central Depository Services Limited, if deemed necessary by the Board, and for the credit of such CRPS/ OCRPS to the respective dematerialised securities account of the Proposed Allottees or to issue physical share certificates to the Proposed Allottees as may be deemed appropriate by the Board.”

“**RESOLVED FURTHER** that the Common Seal of the Company, if required to be affixed on any agreement, undertaking, deed or other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorised by the Board in accordance with the Articles of Association of the Company.”

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

6. AS AN ORDINARY RESOLUTION:

RE-CLASSIFICATION OF AND INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION IN THE CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61(1) and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto and re-enactment thereof) and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules, each as amended, the Authorized Share Capital of the Company be and is hereby increased from ₹ 95,00,00,000 (Rupees Ninety Five Crore only) consisting of 44,50,00,000 (Forty Four Crore Fifty Lacs) Equity Shares of ₹ 2/- (Rupees Two) each and 3,00,00,000 (Three Crore) Cumulative Compulsory Convertible Preference Shares of ₹ 2/- (Rupees Two) each to ₹ 110,00,00,000 (Rupees One Hundred Ten Crore only) consisting of 38,00,00,000 (Thirty Eight Crore) Equity Shares of ₹ 2/- (Rupees Two) each and 17,00,00,000 (Seventeen Crore) Preference Shares of ₹ 2/- (Rupees Two) each, by cancelling 3,00,00,000 (Three Crore) Cumulative Compulsory Convertible Preference Shares of ₹ 2/- (Rupees Two) each and 6,50,00,000 (Six Crore Fifty Lakhs) Equity Shares of ₹ 2 each, remaining un-issued and which have not been taken or agreed to be taken by any person and by creating 17,00,00,000 (Seventeen Crore) Preference Shares of ₹ 2/- (Rupees Two)

each and consequently the existing clause V of the Memorandum of Association of the Company, relating to Share Capital, be and is hereby altered by deleting the same and substituting in its place the following as new Clause V:

"The Authorised Share Capital of the Company is 110,00,00,000 (Rupees One Hundred Ten Crore only) consisting of 38,00,00,000 (Thirty Eight Crore) Equity Shares having face value of ₹ 2/- (Rupees Two) each and 17,00,00,000 (Seventeen Crore) Preference Shares having face value of ₹ 2/- (Rupees Two) each."

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

7. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MR. SUBRATA BHATTACHARYA AS A DIRECTOR.

"RESOLVED that pursuant to the provisions of Sections 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, Mr. Subrata Bhattacharya (DIN: 03050155), who was appointed as an Additional Director upon identification by the Nomination and Remuneration Committee of the Company after satisfying the criteria laid by the Nomination and Remuneration Committee of the Company 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 a Director of the Company, liable to retire by rotation."

8. AS A SPECIAL RESOLUTION

APPOINTMENT OF MR. SUBRATA BHATTACHARYA IN THE CAPACITY OF WHOLE-TIME DIRECTOR, WITH REMUNERATION, OF THE COMPANY FOR A PERIOD OF THREE YEARS.

"RESOLVED that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013, as may be amended from time to time, (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII) and subject to all necessary consents and approvals including consent of Central Government, if required, consent of the Company be and is hereby accorded to the

appointment of Mr. Subrata Bhattacharya as Whole-time Director for a period of 3 years with effect from 6th November, 2015 at remuneration, perquisites and other terms and conditions as mentioned below:

1. Period of appointment: 3 years with effect from 6th November, 2015 to 5th November, 2018.

2. Remuneration:

(a) Annual Fixed Pay (inclusive of basic salary, perquisites, allowances and other benefits): Up to ₹ 1,49,99,196/- (Rupees One Crore Forty Nine Lacs Ninety Nine Thousand One Hundred Ninety Six only)

(b) Variable Pay (Performance Linked Incentive) to be paid as per PLVR Scheme of the Company or such sum as may be determined by the Board and/or Nomination and Remuneration Committee of Directors of the Company, from time to time.

(c) Retirement / Other benefits:

Gratuity, provident fund, leave encashment, group personal accident insurance, mobile phone expenses, medical insurance and other benefits as per the applicable policies and rules of the Company.

3. He shall also be entitled to such annual increment as may be determined by the Board and/or Nomination and Remuneration Committee of Directors of the Company.

4. He shall also be entitled to reimbursement of all legitimate expenses actually and properly incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

5. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.

6. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service.

"RESOLVED FURTHER that in the event of inadequacy or absence of profits under Section 197 of the Companies Act, 2013 in any financial year or years, the remuneration as approved herein be paid as the minimum remuneration payable to Mr. Subrata Bhattacharya, subject to receipt of requisite approvals under the said Act."

"RESOLVED FURTHER that the Board and/or Nomination and Remuneration Committee of Directors of the Company be and is hereby authorized to vary and/or revise the remuneration of Mr. Subrata Bhattacharya and settle any question or difficulty in connection therewith and incidental thereto."

9. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MAJ. GEN. KANWALJIT SINGH THIND, VSM (RETD.) 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 Clause 49 of the Listing Agreement, Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) (DIN: 06969654), who was appointed as an Additional Director on 1st October, 2014 by the Board of Directors upon identification by the Nomination and Remuneration Committee of the Company after satisfying the criteria laid by the Nomination and Remuneration Committee of the Company 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 (three) consecutive years w.e.f. 1st October, 2014 till 30th September, 2017."

10. AS AN ORDINARY RESOLUTION:

APPOINTMENT OF MS. ISHANI CHATTOPADHYAY 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 Clause 49 of the Listing Agreement, Ms. Ishani Chattopadhyay (DIN: 00303114), who was appointed as an Additional Director on 1st October, 2014 by the Board of Directors upon identification by the Nomination and Remuneration Committee of the Company after satisfying the criteria laid by the Nomination and Remuneration Committee of the Company 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 an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 (three) consecutive years commencing w.e.f. 1st October, 2014 till 30th September, 2017."

11. AS AN ORDINARY RESOLUTION:

RATIFICATION OF PAYMENT OF REMUNERATION TO M/S RAMANATH IYER & CO., COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY.

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants, 808, Pearls Business Park, Netaji Subash Place, Pitampura, New Delhi – 110 088, the Cost Auditors appointed by the Board of Directors of the

Company for the accounting year 2015-16 in connection with conducting audit of cost accounting records of business activities relating to Steel business, be paid a remuneration of ₹3,30,000 (Rupees three lac thirty thousand only) including Performance Appraisal Fee, apart from reimbursement of actual expenses to be incurred by them in connection with conducting the audit of cost records of the Company."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

12. AS A SPECIAL RESOLUTION:

WAIVER OF EXCESS REMUNERATION PAID TO MR. ARVIND PARAKH, DIRECTOR – STRATEGY & BUSINESS DEVELOPMENT FOR THE FINANCIAL YEARS 2008-09 AND 2009-10.

"RESOLVED that pursuant to provisions of Section 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approval of the Central Government and subject to such other consents and approvals as may be necessary, the recovery of excess remuneration paid to Mr. Arvind Parakh, Director – Strategy & Business Development of the Company, amounting to ₹ 16,20,111/- for the financial year 2008-09 and ₹ 18,10,822/- for the financial year 2009-10, over and above the limits as approved by the Central Government as per the provisions of the Section 309 read with Schedule XIII of the erstwhile Companies Act, 1956, resulting from inadequacy of profits for the aforesaid period be and is hereby waived."

"RESOLVED FURTHER that the Company do apply to the Central Government for obtaining its approval to the waiver of recovery of excess remuneration paid to Mr. Arvind Parakh, Director – Strategy & Business Development, during the financial years 2008-09 and 2009-10, and the Company Secretary of the Company, be and is hereby authorised to submit the requisite Application and other documents to the Central Government and to do all the necessary acts, deeds, matters and things in connection therewith and incidental thereto."

13. AS A SPECIAL RESOLUTION:

WAIVER OF EXCESS REMUNERATION PAID TO MR. UDAY KUMAR CHATURVEDI, WHOLE TIME DIRECTOR DESIGNATED AS CHIEF EXECUTIVE OFFICER FOR A PERIOD FROM 27TH MAY, 2013 TO 31ST DECEMBER, 2013.

"RESOLVED that pursuant to provisions of Section 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approval of the Central

Government and subject to such other consents and approvals as may be necessary, the recovery of remuneration paid to Mr. Uday Kumar Chaturvedi, Whole-time Director designated as Chief Executive Officer of the Company amounting to ₹1,21,71,511/- for the financial year 2013-14, over and above the limits prescribed under the provisions of Section 309 read with Schedule XIII of the erstwhile Companies Act, 1956, for a period from 27th May, 2013 to 31st December, 2013, or such amount as may be approved by the Central Government, resulting from inadequacy of profits for the aforesaid period be and is hereby waived."

"RESOLVED FURTHER that the Company do apply to the Central Government for obtaining its approval to the waiver of recovery of remuneration paid to Mr. Uday Kumar Chaturvedi, Whole-time Director designated as Chief Executive Officer, during the period from 27th May, 2013 to 31st December, 2013, and the Company Secretary of the Company, be and is hereby authorised to submit the requisite Application and other documents to the Central Government and to do all the necessary acts, deeds, matters and things in connection therewith and incidental thereto."

14. AS A SPECIAL RESOLUTION:

WAIVER OF EXCESS REMUNERATION PAID TO MR. JITENDER P. VERMA, EXECUTIVE DIRECTOR (FINANCE), FOR A PERIOD FROM 1ST APRIL, 2013 TO 31ST MARCH, 2015.

"RESOLVED that pursuant to provisions of Section 197 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and subject to the approval of the Central Government and subject to such other consents and approvals as may be necessary, the recovery of remuneration paid to Mr. Jitender P. Verma, Executive Director (Finance) of the Company amounting to ₹2,37,26,382/- for the Financial year 2013-14 and ₹2,23,74,340/- for the financial year 2014-15, over and above the limits prescribed under the provisions of Section 309 read with Schedule XIII of the erstwhile Companies Act, 1956 and/or Section 197 read with Schedule V of the Companies Act, 2013, for a period from 1st April, 2013 to 31st March, 2015, or such amount as may be approved by the Central Government, resulting from inadequacy of profits for the aforesaid period be and is hereby waived."

"RESOLVED FURTHER that the Company do apply to the Central Government for obtaining its approval to the waiver of recovery of remuneration paid to Mr. Jitender P. Verma, Executive Director (Finance), during the period from 1st April, 2013 to 31st March, 2015, and the Company Secretary of the Company, be and is hereby authorised to submit the requisite Application and other documents to the Central Government and to do all the necessary acts, deeds, matters and things in connection therewith and incidental thereto."

15. AS AN ORDINARY RESOLUTION:

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

"RESOLVED that subject to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with related rules thereto, Clause 49 of the Listing Agreement as may be amended from time to time, 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 PT. Jindal Stainless Indonesia (PTJSI), and Jindal Stainless (Hisar) Limited (JSHL), all being 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Clause 49 VII(B) of the Listing Agreement, relating to sale or purchase of products, goods, materials or services besides other common corporate expenditure, for an estimated amount of up to ₹ 80,000 Lacs (Rupees Eighty Thousand Lacs only), ₹ 120,000 Lacs (Rupees One Hundred and Twenty Thousand Lacs only), for PTJSI, and JSHL respectively, every financial year on such terms and conditions as may be mutually agreed upon between the Company and PTJSI and JSHL, provided however that the said transactions shall at all times be entered into on arm's length basis and in the ordinary course of Company's business.

"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 PTJSI and JSHL 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 resolutions."

By order of the Board

(Raajesh Kumar Gupta)
Company Secretary

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
25th November, 2015

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.
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@jindalstainless.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.jindalstainless.com. However, the duly completed Ballot Form should reach the registered office of the Company not later than 19th day of December, 2015 (5.00 p.m. IST). A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through E-voting shall prevail and Ballot shall be treated as invalid.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013
ITEM NO. 4

After having various rounds of discussions with the CDR lenders, the Company had finalized and submitted to the CDR lenders a comprehensive plan of **Asset Monetization cum Business Reorganisation Plan ("AMP")** of the Company. The AMP, which entailed monetization of identified business undertaking(s) of the Company through demerger/slump sale(s) and utilization of the proceeds of the slump sale(s) in reduction of debt of the Company was approved by the CDR EG vide its letter dated 26th December, 2014 (as may be amended from time to time) ("**CDR EG Approval**").

Pursuant to the receipt of the CDR EG Approval, the Company filed a Composite Scheme of Arrangement ("Scheme") amongst the Company and its three wholly owned subsidiaries namely Jindal Stainless (Hisar) Limited (JSHL), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) and their respective Shareholders and Creditors under the provisions of Section 391-394 of the Companies Act, 1956 and other applicable provisions of Companies Act, 1956 and / or Companies Act, 2013 with the Hon'ble High Court of Punjab & Haryana, Chandigarh (High Court). The High Court sanctioned the Scheme pursuant to its order dated 21st September, 2015 (as modified on 12th October, 2015 by the High Court). The order of the High Court sanctioning the Scheme was filed with the Registrar of Companies on 1st November, 2015 ("Effective Date"). The CDR lenders have a right to convert their outstanding loan into equity shares or other securities of the Company under Clauses 12.1 and 12.2 of the CDR Master Circular dated 9th January, 2013 issued by the Corporate Debt Restructuring Cell. The CDR lenders

have, pursuant to the CDR EG Approval approving the AMP, have exercised their right to convert the outstanding Funded Interest Term Loan I and II (FITL), into securities of the Company, in the following manner:

- (i) FITL amounting to ₹ 250 Crore shall be converted into Equity Shares.
- (ii) The remaining outstanding amount of FITL is intended to be converted either into Cumulative Redeemable Preference Shares ("**CRPS**") or Optionally Convertible Redeemable Preference Shares ("**OCRPS**") having such terms and conditions as set out in the CDR EG Approval or as may be agreed with the CDR lenders.

Accordingly, the Board of Directors of the Company at its meeting held on 6th November, 2015 and the Sub-Committee of Directors in its meeting held on 25th November, 2015 decided to issue:

- (i) 5,36,48,068 fully paid up Equity Shares of ₹ 2 each, at a price per Equity Share of ₹ 46.60 (Rupees Forty Six and Paise Sixty only) (including premium of ₹ 44.60) of the Company aggregating to ₹ 250 Crore (Rupees Two Hundred and Fifty Crore only) by way of a preferential allotment on private placement basis; and
- (ii) Either Cumulative Redeemable Preference Shares ("**CRPS**") or Optionally Convertible Redeemable Preference Shares ("**OCRPS**"), of the Company, having face value of ₹ 2/- each, to be issued at a price of ₹ 46.60/- (Rupees Forty Six and Paise Sixty only) (including premium of ₹ 44.60) per share, aggregating to ₹ 751.76 Crore (Rupees Seven Hundred and Fifty one

Crore Seventy Six Lacs only), both being entitled to a fixed cumulative dividend at a rate of up to 0.25% p.a, by way of a private placement, preferential allotment and/ or qualified institutions placement and whether by way of circulation of an offering circular or offer letter or registration statement or placement document or otherwise.

The issue price for each Equity Share shall be ₹ 46.60 (Rupees Forty Six and Paise Sixty only) (including premium of ₹ 44.60), which is not lower than the floor price calculated in accordance with the Regulation 76 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI Regulations").

The relevant details / disclosures of the proposed issue are given below:

1. The Equity Shares are being allotted upon conversion of FITL for an aggregate amount of ₹ 250 Crore, therefore no consideration is being paid in cash.
2. The Equity Shares issued pursuant to the abovementioned resolution shall be subject to lock-in in accordance with Regulations 78 and 79 of the SEBI Regulations. However, subject to the aforesaid lock-in, the Equity Shares shall be transferable and transmittable in the same manner and to the same extent as permitted under applicable laws, and shall be subject to the same restrictions and limitations as any other equity shares of the Company.

3. The Equity Shares shall rank *pari passu inter se* and with the then existing equity shares of the Company in all respects, including dividend.

The disclosures prescribed under Regulation 73 of the SEBI Regulations in respect of the Resolution proposed at Item No. 4, are as follows:

a) The objects of the preferential issue:

The object(s) of the issue through preferential allotment is conversion of the Funded Interest Term Loan I and II (FITL) into Equity Shares of the Company in accordance with the CDR EG Approval.

Type of security offered and the number of security offered

The Company proposes to offer, issue and allot 5,36,48,068 (Five Crore Thirty Six Lacs Forty Eight Thousand Sixty Eight) Equity Shares of face value of ₹ 2 each at a price per Equity Share equal to ₹ 46.60 (Rupees Forty Six and Paise Sixty only) (including premium of ₹ 44.60) for an aggregate amount of ₹ 250 Crore (Rupees Two Hundred and Fifty Crore only).

The Proposed Allottees have not sold their equity shares in the Company during the six months preceding the Relevant Date.

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

No Directors or Key Managerial Personnel of the Company propose to subscribe to the offer.

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

Sr. No.	Particulars	Pre-issue Shareholding as on 30th September, 2015		Shareholding pattern after allotment of 5,36,48,068 Equity Shares *	
		No. of Equity shares	% to total Share Capital	No. of Equity shares	% to total Share Capital
A	Shares held by Promoter & Promoter Group	11,45,70,990	49.56	11,45,70,990	31.53
	Shares representing 83,67,492 GDS held by promoters	1,67,34,984	7.24	1,67,34,984	4.60
	Allotment of Equity Shares to Jindal Stainless (Hisar) Limited, upon conversion of outstanding inter-company balance as per the terms of the Scheme **	-	-	7,85,80,827	21.62
	Total Promoters holding (A)	13,13,05,974	56.80	20,98,86,801	57.75

Sr. No.	Particulars	Pre-issue Shareholding as on 30th September, 2015		Shareholding pattern after allotment of 5,36,48,068 Equity Shares *	
		No. of Equity shares	% to total Share Capital	No. of Equity shares	% to total Share Capital
B	Public shareholding				
	Mutual Funds	1,25,22,794	5.42	1,25,22,794	3.45
	Financial Institutions / Banks	26,67,024	1.15	26,67,024	0.73
	Allotment of Equity shares to Proposed Allottees on preferential basis	-	-	5,36,48,068	14.76
	FII's/Foreign Portfolio Investors (Corporates)	4,03,51,291	17.45	4,03,51,291	11.10
	NRI /OCBs	1,04,83,833	4.53	1,04,83,833	2.88
	Resident Individuals / others	1,82,55,538	7.90	1,82,55,538	5.02
	Resident Companies	1,47,29,633	6.37	1,47,29,633	4.05
	Shares representing 4,34,675 GDS held by Public	8,69,350	0.38	8,69,350	0.24
	Total Public holding (B)	9,98,79,471	43.20	15,35,27,539	42.25
	Total (A+B)	23,11,85,445	100.00	36,34,14,340	100.00

* The above table shows the expected shareholding pattern of the Company consequent upon the preferential allotment of Equity Shares based on the exercise of right of conversion of part of FITL (extended by the Proposed Allottees to the Company) by the Proposed Allottees under Clauses 12.1 and 12.2 of CDR Master Circular dated 9th January, 2013 issued by the Corporate Debt Restructuring Cell, which right of conversion was exercised by the Proposed Allottees vide letter dated 26th December, 2014 issued by the Corporate Debt Restructuring Empowered Group (as may be amended from time to time) approving the AMP of the Company and assumes that post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared. The post allotment shareholding pattern is exclusive of Equity Shares to be allotted by the Company to OCRPS Holders, if any, upon conversion of the OCRPS.

** An amount of ₹ 575,98,18450/- due and payable by the Company to JSHL as on the Appointed Date 1 (i.e. close of business hours before midnight of 31st March, 2014) shall stand discharged by the Company to the extent of ₹ 2,09,79,51,880, through adjustment out of the consideration payable by JSHL to the Company for slump sale of Business Undertaking 1 (as defined in the Scheme) and the balance amount of ₹ 366,18,66,570 shall stand discharged by the Company by way of issue and allotment of equity shares having face value of ₹ 2/- each to JSHL at a price of ₹ 46.60 per share (including premium of ₹ 44.60) as determined in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 considering 21st November, 2015 as the relevant date.

d) Proposed time within which the allotment shall be completed

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

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

There will be no change in control of the Company consequent to the preferential issue. The percentage of post preferential issue that may be held by the Proposed Allottees is given below:

Sl. No.	Name of Proposed Allottees	Percentage of post preferential issue
1	Allahabad Bank	0.59
2	Axis Bank	0.45
3	Bank of Baroda	0.73
4	Bank of Maharashtra	0.04
5	Canara Bank	0.70
6	Central Bank of India	0.56
7	Corporation Bank	0.07

Sl. No.	Name of Proposed Allottees	Percentage of post preferential issue
8	The Federal Bank Limited	0.07
9	General Insurance Corporation of India	0.04
10	HDFC Bank	0.14
11	ICICI Bank (including Bank of Rajasthan)	0.30
12	IDBI Bank	0.74
13	Indian Bank	0.09
14	Jammu & Kashmir Bank	0.26
15	Karnataka Bank	0.10
16	Life Insurance Corporation of India	1.34
17	Oriental Bank of Commerce	0.44
18	Punjab National Bank	2.04
19	State Bank of Bikaner & Jaipur	0.28
20	State Bank of Hyderabad	1.00
21	State Bank of India	2.58
22	State Bank of Mysore	0.61
23	State Bank of Patiala	0.74
24	State Bank of Travancore	0.30
25	Syndicate Bank	0.26
26	The New India Assurance Company Limited	0.09
27	UCO Bank	0.12
28	Union Bank of India	0.19
29	United Bank of India	0.41
30	United India Insurance Company Limited	0.04
31	Vijaya Bank	0.10
	TOTAL	15.38

f) Undertaking by the Company

The Company undertakes that it shall re-compute the price of the Equity Shares in terms of the provisions of the SEBI Regulations where it is required to do so.

g) Lock in

The Equity Shares if allotted pursuant to Resolution 4, will be subject to lock-in for a period of 1 year from the date of the trading approval of the Equity Shares.

The Equity Shares allotted will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 78 and 79 of the SEBI Regulations.

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

The Company undertakes that if the amount payable on account of the re-computation of price, if any, is not paid within the time stipulated in the SEBI Regulations, the Equity Shares

shall continue to be locked-in till the time such amount is paid by the Proposed Allottees.

h) Auditor's Certificate

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

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time), the SEBI Regulations and the relevant clause of the listing agreements executed by the Company with the Stock Exchanges in India where the Company's securities are listed, provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise.

The Board of Directors of the Company recommends passing of the resolution as set out at item no.4 relating to issue of Equity Shares in the notice as Special Resolution.

Accordingly, the Special Resolutions proposed at Item No. 4 will, if passed, will enable the Company to issue and allot Equity Shares on a preferential basis to the Proposed Allottees in the manner and to the extent as stated in the resolution.

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

ITEM NO. 5

As explained in the explanatory statement to Item No. 4 of this Notice, the CDR lenders have a right to convert their outstanding loan into equity shares or other securities, of the Company, CDR lenders have pursuant to Clauses 12.1 and 12.2 of the CDR Master Circular dated 9th January, 2013 issued by the Corporate Debt Restructuring Cell and the CDR EG Approval approving the AMP, exercised their right to convert the outstanding Funded Interest Term Loan I and II (FITL), in the following manner:

- (i) FITL amounting to ₹ 250 Crore shall be converted into Equity Shares.
- (ii) The remaining outstanding amount of FITL is intended to be converted either into Cumulative Redeemable Preference Shares ("CRPS") or Optionally Convertible Redeemable Preference Shares ("OCRPS")

The Board of Directors of the Company at its meeting held on 6th November, 2015 and the sub-committee of Directors in its meeting held on 25th November, 2015 decided to issue:

- (i) 5,36,48,068 (Five Crore Thirty Six Lacs Forty Eight Thousand Sixty Eight only) fully paid Equity Shares of ₹ 2 each, at a price per Equity Share of ₹ 46.60 (Rupees Forty Six and Paise Sixty only) (including premium of ₹ 44.60) of the Company aggregating to ₹ 250 Crore (Rupees Two Hundred and Fifty Crore only) by way of preferential allotment on private placement basis; and
- (ii) Either Cumulative Redeemable Preference Shares ("CRPS") or Optionally Convertible Redeemable Preference Shares ("OCRPS"), of the Company, having face value of ₹ 2/- each, to be issued at a price of ₹ 46.60/- (Rupees Forty Six and Paise Sixty only) (including premium of ₹ 44.60) per share, aggregating to ₹ 751.76 Crore (Rupees Seven Hundred and Fifty one Crore Seventy Six Lacs only), both being entitled to a fixed cumulative dividend at a rate of up to 0.25% p.a., by way of a private placement, preferential allotment and/or qualified institutions placement and whether by way of circulation of an offering circular or offer letter or registration statement or placement document or otherwise.

It is hereby clarified that the Company will issue and allot either CRPS or OCRPS (and not both) to the CDR

lenders, as may be decided after mutual discussions with the CDR lender. It is further clarified that the Company will issue OCRPS to the CDR lenders on the terms set out herein subject to receipt of all necessary approval(s) from regulatory and statutory authorities including the Securities and Exchange Board of India.

Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ('Rules') framed there under, inter alia, requires a company to obtain the prior approval of the Shareholders, by way of a Special Resolution for issuance of preference shares.

Accordingly, the approval of the Members is being sought, by way of a Special Resolution, to offer and issue, CRPS/ OCRPS, by way of a private placement, preferential allotment and/or qualified institutions placement and whether by way of circulation of an offering circular or offer letter or registration statement or placement document or otherwise.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the CRPS, are as under:

(a) the size of the issue and number of preference shares to be issued and nominal value of each share	16,13,21,888 (Sixteen Crore Thirteen Lacs Twenty One Thousand Eight Hundred Eighty Eight) Cumulative Redeemable Preference Shares (CRPS) of the Company, at a price of ₹ 46.60 (Rupees Forty Six and Paise Sixty only) each (including premium of ₹ 44.60), aggregating to ₹ 751.76 Crore (Rupees Seven Hundred and Fifty one Crore Seventy Six Lacs only), being entitled to a fixed cumulative dividend at a rate of up to 0.25% p.a.
(b) the nature of such shares i.e. cumulative or non-cumulative, participating or non - participating, convertible or non - convertible	cumulative, non-participating in surplus funds but participating in surplus assets on winding up and non-convertible preference shares
(c) the objectives of the issue	Conversion of Funded Interest Term Loan I and II ("FITL") provided by the CDR lenders, pursuant to Clauses 12.1 and 12.2 of the CDR Master Circular dated 9th January, 2013 issued by the Corporate Debt Restructuring Cell, which right of conversion was exercised by the CDR lenders vide the CDR EG Approval.
(d) the manner of issue of shares	Private placement on Preferential basis
(e) the price at which such shares are proposed to be issued	₹ 46.60 each, i.e. the same price as applicable to issuance of equity shares on preferential basis (which price has been determined in accordance with applicable laws, including Chapter VII of the SEBI Regulations). However no consideration shall be received in cash since the CRPS are being issued upon conversion of FITL.
(f) the basis on which the price has been arrived at	As specified above
(g) the terms of issue, including terms and rate of dividend on each share	The CRPS shall carry a fixed cumulative dividend at a rate of up to 0.25% p.a.
(h) the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The CRPS shall be redeemed by 31st March, 2022, at the issue price (including premium).

(i) the manner and modes of redemption	Repayment of the outstanding amount (including unpaid dividend, if any) in cash in accordance with the modes permitted under applicable law.														
(j) the current shareholding pattern of the Company	Equity Shareholding Pattern as on 30th September, 2015:														
	<table border="1"> <thead> <tr> <th>Category</th> <th>% to total paid-up capital</th> </tr> </thead> <tbody> <tr> <td>Promoter & Promoter Group (including GDS)</td> <td>56.80</td> </tr> <tr> <td>Banks, Financial Institutions and Mutual Funds</td> <td>6.57</td> </tr> <tr> <td>Bodies Corporate</td> <td>6.37</td> </tr> <tr> <td>FII's / NRIs / OCBs / FPIs etc.</td> <td>21.98</td> </tr> <tr> <td>Indian Public / Others</td> <td>7.90</td> </tr> <tr> <td>GDS held by public</td> <td>0.38</td> </tr> </tbody> </table>	Category	% to total paid-up capital	Promoter & Promoter Group (including GDS)	56.80	Banks, Financial Institutions and Mutual Funds	6.57	Bodies Corporate	6.37	FII's / NRIs / OCBs / FPIs etc.	21.98	Indian Public / Others	7.90	GDS held by public	0.38
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Bodies Corporate	6.37														
FII's / NRIs / OCBs / FPIs etc.	21.98														
Indian Public / Others	7.90														
GDS held by public	0.38														
(k) the expected dilution in equity share capital upon conversion of preference shares	Not applicable														

A statement of disclosures, as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of issue of the OCRPS, are as under:

(a) the size of the issue and number of preference shares to be issued and nominal value of each share	16,13,21,888 (Sixteen Crore Thirteen Lacs Twenty One Thousand Eight Hundred Eighty Eight) Optionally Convertible Redeemable Preference Shares (OCRPS) of the Company, at a price of ₹ 46.60 (Rupees Forty Six and Paise Sixty only) each (including premium of ₹ 44.60), aggregating to ₹ 751.76 Crore (Rupees Seven Hundred and Fifty one Crore Seventy Six Lacs only), being entitled to a fixed cumulative dividend at a rate of up to 0.25% p.a.
(b) the nature of such shares i.e. cumulative or non - cumulative, participating or non - participating, convertible or non - convertible	cumulative, non-participating in surplus funds but participating in surplus assets on winding up and optionally convertible preference shares
(c) the objectives of the issue	Conversion of Funded Interest Term Loan I and II ("FITL") provided by the CDR lenders, pursuant to Clauses 12.1 and 12.2 of the CDR Master Circular dated 9th January, 2013 issued by the Corporate Debt Restructuring Cell, which right of conversion was exercised by the CDR lenders vide the CDR EG Approval
(d) the manner of issue of shares	Private placement on preferential basis/ Qualified Institutions Placement
(e) the price at which such shares are proposed to be issued	₹ 46.60 each (including premium of ₹ 44.60), i.e. the same price as applicable to issuance of equity shares on preferential basis (which price has been determined in accordance with applicable laws, including the SEBI Regulations). However no consideration shall be received in cash since the OCRPS are being issued upon conversion of FITL.
(f) the basis on which the price has been arrived at	As specified above
(g) the terms of issue, including terms and rate of dividend on each share	The OCRPS shall carry a fixed cumulative dividend at a rate of up to 0.25%

(h) the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	The OCRPS may be converted, at the option of the OCRPS holders, at any time after the end of five years from the date of allotment and upto 31st March, 2022, in accordance with the CDR EG Approval, subject to receipt of necessary approval from regulatory and statutory authorities including the Securities and Exchange Board of India. Upon conversion of OCRPS into equity shares, if any, any accrued but unpaid dividend shall be taken into account while calculating the number of equity shares to be issued upon conversion of OCRPS into Equity Shares of the Company.														
	The OCRPS shall be mandatorily redeemed by 31st March 31, 2022, if not converted into equity shares as per the abovementioned paragraph, at the issue price (including premium).														
(i) the manner and modes of redemption	Repayment of the outstanding amount (including unpaid dividend, if any) in cash in accordance with the modes permitted under applicable law.														
(j) the current shareholding pattern of the Company	Equity Shareholding Pattern as on 30th September, 2015														
	<table border="1"> <thead> <tr> <th>Category</th> <th>% to total paid-up capital</th> </tr> </thead> <tbody> <tr> <td>Promoter & Promoter Group (including GDS)</td> <td>56.80</td> </tr> <tr> <td>Banks, Financial Institutions and Mutual Funds</td> <td>6.57</td> </tr> <tr> <td>Bodies Corporate</td> <td>6.37</td> </tr> <tr> <td>FII's / NRIs / OCBs / FPIs etc.</td> <td>21.98</td> </tr> <tr> <td>Indian Public / Others</td> <td>7.90</td> </tr> <tr> <td>GDS (held by public)</td> <td>0.38</td> </tr> </tbody> </table>	Category	% to total paid-up capital	Promoter & Promoter Group (including GDS)	56.80	Banks, Financial Institutions and Mutual Funds	6.57	Bodies Corporate	6.37	FII's / NRIs / OCBs / FPIs etc.	21.98	Indian Public / Others	7.90	GDS (held by public)	0.38
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GDS (held by public)	0.38														
(k) the expected dilution in equity share capital upon conversion of preference shares	Given Below														

Sr. No.	Particulars	Pre-issue Shareholding as on 30th September, 2015		Shareholding pattern after allotment of 16,13,21,888 Equity Shares *	
		No. of Equity shares	% to total	No. of Equity shares	% to total
A	Shares held by Promoter & Promoter Group	11,45,70,990	49.56	11,45,70,990	21.83
	Shares representing 83,67,492 GDS held by promoters	1,67,34,984	7.24	1,67,34,984	3.19
	Allotment of Equity Shares to Jindal Stainless (Hisar) Limited, upon conversion of outstanding inter-company balance as per the terms of the Scheme **	-	-	7,85,80,827	14.98
	Total Promoters holding (A)	13,13,05,974	56.80	20,98,86,801	40.00

Sr. Particulars No.	Pre-issue Shareholding as on 30th September, 2015		Shareholding pattern after allotment of 5,36,48,068 Equity Shares *	
	No. of Equity shares	% to total	No. of Equity shares	% to total
B Public shareholding				
Mutual Funds	1,25,22,794	5.42	1,25,22,794	2.39
Financial Institutions / Banks	26,67,024	1.15	26,67,024	0.51
Allotment of Equity shares to Proposed Allottees on preferential basis	-	-	5,36,48,068	10.22
Allotment of Equity Shares to Proposed Allottees upon conversion of OCRPS	-	-	16,13,21,888	30.74
Flls / FPIs (Corporates)	4,03,51,299	17.45	4,03,51,299	7.69
NRI /OCBs	1,04,83,833	4.53	1,04,83,833	2.00
Resident Individuals / others	1,82,55,538	7.90	1,82,55,538	3.48
Resident Companies	1,47,29,633	6.37	1,47,29,633	2.81
GDS held by Public	8,69,350	0.38	8,69,350	0.16
Total Public holding (B)	9,98,79,471	43.20	31,48,49,427	60.00
Total (A+B)	23,11,85,445	100.00	52,47,36,228	100.00

*The above table shows the expected shareholding pattern of the Company consequent upon the conversion of the OCRPS, if any, assuming that (i) all OCRPS are converted into Equity Shares of the Company; (ii) such conversion takes place at the same price for all the OCRPS holders; the conversion price is equivalent to the price of the Company's shares determined in accordance with Chapter VII of SEBI (ICDR) Regulations, 2009 considering 21st November, 2015 as the relevant date and (iv) post issue holding of all the other shareholders will remain the same, as it was on the date, on which the Pre-issue shareholding pattern was prepared.

The actual dilution may differ depending upon: (i) number of OCRPS that get converted into Equity Shares of the Company; and (ii) the price of the Equity Shares determined at the time of conversion of the OCRPS into Equity Shares of the Company.

**An amount of Rs. 575,98,18450/- due and payable by the Company to JSHL as of the Appointed Date 1 (i.e. close of business hours before midnight of 31st March, 2014) shall stand discharged by the Company to the extent of Rs. 2,09,79,51,880, through adjustment out of the consideration payable by JSHL to the Company for slump sale of Business Undertaking 1 (as defined in the Scheme) and the balance amount of Rs. 366,18,66,570 shall stand discharged by the Company by way of issue and allotment of equity shares having face value of Rs. 2/- each to JSHL at a price of Rs. 46.60 per share as determined in accordance with Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 considering 21st November, 2015 as the relevant date.

In case of issuance of Optionally Convertible Redeemable Preference Shares (OCRPS) on preferential basis, the disclosures prescribed under Regulation 73 of the SEBI Regulations in respect of the Resolution proposed at Item No. 5, are as follows:

a) The objects of the preferential issue:

The object(s) of the issue through preferential allotment is conversion of the Funded Interest Term Loan I and II (FITL) into Optionally Convertible Redeemable Preference Shares (OCRPS) of the Company in accordance with the CDR EG Approval.

Type of security offered and the number of security offered

Issuance and allotment of 16,13,21,888 Optionally Convertible Redeemable Preference Shares ("OCRPS"), of the Company, at a price of Rs. 46.60 (Rupees Forty Six and Paise Sixty only) each (at premium of Rs. 44.60), aggregating to Rs. 751.76 Crore (Rupees Seven Hundred and Fifty one Crore

Seventy Six Lacs only), being entitled to a fixed cumulative dividend at a rate of up to 0.25% p.a.

The Proposed Allottees have not sold their equity shares in the Company during the six months preceding the Relevant Date.

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

No Directors or Key Managerial Personnel of the Company propose to subscribe to the offer.

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

As given above.

d) Proposed time within which the allotment shall be completed

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

e) Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue. There will be no change in control of the Company consequent to the issue of OCRPS. The percentage of post preferential issue that may be held by the Proposed Allottees is given below:

Sl. No.	Name of Proposed Allottees	Percentage of post preferential issue
1	Allahabad Bank	1.63
2	Axis Bank	1.24
3	Bank of Baroda	2.02
4	Bank of Maharashtra	0.11
5	Canara Bank	1.95
6	Central Bank of India	1.56
7	Corporation Bank	0.18
8	The Federal Bank Limited	0.18
9	General Insurance Corporation of India	0.10
10	HDFC Bank	0.39
11	ICICI Bank (including Bank of Rajasthan)	0.83
12	IDBI Bank	2.05
13	Indian Bank	0.25
14	Jammu & Kashmir Bank	0.73
15	Karnataka Bank	0.28
16	Life Insurance Corporation of India	2.55
17	Oriental Bank of Commerce	1.22
18	Punjab National Bank	5.66
19	State Bank of Bikaner & Jaipur	0.77
20	State Bank of Hyderabad	2.77
21	State Bank of India	7.15
22	State Bank of Mysore	1.69
23	State Bank of Patiala	2.05
24	State Bank of Travancore	0.83
25	Syndicate Bank	0.72
26	The New India Assurance Company Limited	0.14

Sl. No.	Name of Proposed Allottees	Percentage of post preferential issue
27	UCO Bank	0.33
28	Union Bank of India	0.52
29	United Bank of India	1.14
30	United India Insurance Company Limited	0.10
31	Vijaya Bank	0.26
	TOTAL	41.40

f) Undertaking by the Company

The Company undertakes that it shall re-compute the price of the Equity Shares in terms of the provision of the SEBI Regulations where it is required to do so.

g) Lock in

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

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

h) Auditor's Certificate

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

The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time), the SEBI Regulations and the relevant clause of the listing agreements executed by the Company with the Stock Exchanges in India where the Company's securities are listed, provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise.

The issue of CRPS/ OCRPS is in accordance with the provisions of the Memorandum and Articles of Association of the Company. There is no subsisting default in the redemption of preference shares issued by the Company earlier or in the payment of dividend due on those preference shares issued by the Company.

The Board of Directors of the Company recommends passing of the resolutions as set out at item no.5 relating to issue of CRPS/ OCRPS in the notice as Special Resolutions.

Accordingly, the Special Resolutions proposed at Item No. 5 will, if passed, enable the Company to issue and allot CRPS/ OCRPS to the Proposed Allottees in the manner and to the extent as stated in the resolution.

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

ITEM NO. 6

The existing Authorized Share Capital of the Company is ₹ 95,00,00,000 (Rupees Ninety Five Crore only) consisting of 44,50,00,000 (Forty Four Crore Fifty Lacs) Equity Shares of ₹ 2/- (Rupees Two) each and 3,00,00,000 (Three Crore) Cumulative Compulsory Convertible Preference Shares of ₹ 2/- (Rupees Two) each.

Against the above Authorized Share Capital, the existing issued, subscribed and paid up share capital of the Company is ₹ 46,23,70,890 (Rupees Forty Six Crore Twenty Three Lacs Seventy Thousand Eight Hundred and Ninety only) divided into 23,11,85,445 (Twenty Three Crore Eleven Lacs Eighty Five Thousand Four Hundred Forty Five only) Equity Shares of ₹ 2/- each. 3,00,00,000 (Three Crore) Cumulative Compulsory Convertible Preference Shares of ₹ 2/- (Rupees Two) each and approximately, 20,00,00,000 (Twenty Crore) Equity Shares remain un-issued and have not been taken or agreed to be taken by any person. Therefore, the existing Authorized Share Capital of ₹ 19,00,00,000 (Rupees Nineteen Crore) consisting of 3,00,00,000 (Three Crore) Cumulative Compulsory Convertible Preference Shares of ₹ 2/- (Rupees Two) each and 6,50,00,000 (Six Crore Fifty Lakh) Equity Shares of ₹ 2/- (Rupees Two) each of the Company is proposed to be cancelled.

Further, in view of the proposed issue of:

- Equity Shares of the aggregate value of ₹ 366,18,66,570/- (Three Hundred Sixty Six Crore Eighteen Lacs Sixty Six Thousand Five Hundred and Seventy only) to Jindal Stainless (Hisar) Limited pursuant to the Scheme;
- Equity Shares of the aggregate value of ₹ 250,00,00,000/- (Two Hundred and Fifty Crore only) to CDR lenders upon conversion of FITL pursuant to the AMP (described under Item No. 4 of this Notice); and
- 16,13,21,888 CRPS/ OCRPS to CDR lenders upon conversion of balance outstanding FITL pursuant to the AMP (described under Item No. 5 of this Notice),

the existing Authorized Share Capital of the Company is proposed to be increased to ₹ 110,00,00,000 (Rupees One Hundred Ten Crore only) consisting of 38,00,00,000 (Thirty Eight Crore) Equity Shares of ₹ 2/- (Rupees Two) each and 17,00,00,000 (Seventeen Crore) Preference Shares of ₹ 2/- (Rupees Two) each. Consequently, the Clause V – Capital Clause of the Memorandum of Association of the Company is also proposed to be altered.

The Board of Directors of the Company recommends passing of the resolutions as set out at item no. 6 relating to increase and re-classification of the Authorised Share Capital and consequently altering the capital clause of the Memorandum of Association, in the notice as Ordinary Resolution.

None of the 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.

ITEM NO. 7 & 8

The Board of Directors had appointed Mr. Subrata Bhattacharya as an Additional Director with effect from 6th November, 2015, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act") and Articles of Association of the Company. He was appointed as Whole-time Director for a period of three years with effect from 6th November, 2015 upon recommendation of the Nomination and Remuneration Committee and Board of Directors and at a remuneration approved by the Nomination and Remuneration Committee and Board of Directors, subject to the approval of the Shareholders of the Company.

In terms of the provisions of Section 161(1) of the Act, Mr. Subrata Bhattacharya will hold office up to the date of the ensuing Annual General Meeting of the Company.

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

Pursuant to the provisions of Schedule V of the Act, since the remuneration payable to Mr. Subrata Bhattacharya might exceed the limits prescribed under Section 197 of the Act, the shareholders approval by way of special resolution, besides other approvals including approval from the Central Government, if any, will be required for payment of remuneration as per provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

The profile of Mr. Subrata Bhattacharya and other information as required under second proviso of Section II(B) of Part II of the Schedule V to the Act are provided under the head 'Additional Information'. His appointment will be subject to retirement by rotation.

In compliance with the provisions of Section 197 of the Companies Act, 2013, the terms of remuneration specified in the resolution are placed before the members in the general meeting for their approval.

There is no contract of service in writing with Mr. Subrata Bhattacharya. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors recommend the resolutions at Item No. 7 as an Ordinary Resolution and 8 as a Special Resolutions for your approval.

Mr. Subrata Bhattacharya, being concerned, may be deemed to be interested in the resolutions.

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 resolutions.

ITEM NO. 9 & 10

The Board of Directors had appointed Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) and Ms. Ishani Chattopadhyay as Additional Directors with effect from 1st October, 2014. Their appointments were recommended by the Nomination and Remuneration Committee of the Company.

In terms of provisions of Section 161(1) of the Act, they 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 5 consecutive years and shall not be liable to retire by rotation.

Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) and Ms. Ishani Chattopadhyay are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from them that they meet the criteria of Independence as prescribed under Section 149(6) of the Act and Clause 49 of the listing agreement.

The Board of Directors considered the matter of their appointment in its meeting held on 6th November, 2015, on recommendation of the Nomination and Remuneration Committee and felt that their continued association would be of immense benefit to the Company and proposed their appointment as Independent Directors 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 October, 2014 till 30th September, 2017. In the opinion of the Board, they fulfill the conditions of appointment as an Independent Director as specified in the Act and the listing agreement.

The Company has received notices in writing from members in terms of Section 160 of the Act alongwith deposit of requisite amount proposing their candidature to be appointed as directors in this Annual General Meeting.

Their brief resumes, educational and professional qualifications, nature of their work experience etc. are given under the head "Additional Information".

Copies of the draft letters setting out the terms and conditions for the appointments of Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) and Ms. Ishani Chattopadhyay as Independent Directors are available for inspection by the Members at the Registered Office of the Company during normal business hours on working days up to the date of this Annual General Meeting.

The Board recommends the resolutions set out at Item No. 9 and 10 as ordinary resolutions to the Shareholders for their approval.

Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) and Ms. Ishani Chattopadhyay, being concerned, may be deemed to be interested in the resolutions.

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 resolutions.

ITEM NO. 11

Pursuant to Section 148(3) of the Act read with 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 30th May, 2015, on the basis of recommendations of the Audit Committee appointed M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants, 808, Pearls Business Park, Netaji Subash Place, Pitampura, New Delhi-110088, as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2015-16 in respect of business activities relating to Steel business and subject to ratification by shareholders, fixed their remuneration at ₹3,30,000 (Rupees three lac thirty thousand only) including Performance Appraisal Fee, apart from reimbursement of actual expenses to be incurred by them in connection with conducting the audit of cost records of the Company. The Board recommends the resolution set out at Item No. 11 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. 12

The Members had at their Annual General Meeting held on 16th September, 2008, by way of an ordinary resolution approved the appointment of Mr. Arvind Parakh, Director – Strategy & Business Development, for a period of five years w.e.f. 21st January, 2008 to 20th January, 2013 at the remuneration and terms and conditions stated therein, in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII of the Companies act, 1956. Further, the Company had submitted requisite Application to the Central Government on 30th June, 2009 for obtaining its approval to the appointment and remuneration of Mr. Parakh.

The details of remuneration paid to Mr. Arvind Parakh, Director – Strategy & Business Development during the financial years 2008-09 and 2009-10 and the remuneration as approved by the Central Government are provided hereunder:

Financial Year	Remuneration paid (₹)	Remuneration approved (₹)	Excess Remuneration (₹)
2008-09	1,54,45,111	1,38,25,000	16,20,111
2009-10	1,56,35,822	1,38,25,000	18,10,822

Mr. Arvind Parakh ceased to be Director w.e.f. 1st October, 2011.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 30th May, 2015 approved the waiver of recovery of the excess managerial remuneration paid to Mr. Parakh during the period set forth in the above resolution, subject to approval of the shareholders and the Central Government.

The Board recommends the resolution set out at Item No. 12 as a special 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. 13 & 14

The Members had at their Annual General Meeting held on 26th September, 2013, by way of special resolutions approved the appointment of Mr. Uday Kumar Chaturvedi as 'Whole Time Director' of the Company designated as "Chief Executive Officer" for a period of three years w.e.f. 27th May, 2013 to 26th May, 2016 at the remuneration and terms and conditions stated therein; as well as the payment of revised remuneration to Mr. Jitender P. Verma, Executive Director (Finance) for a period of three years w.e.f. 1st April, 2013 to 31st March, 2016 at the remuneration and terms and conditions stated therein, in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII of the Companies act, 1956.

Further, the Company had made requisite Applications to the Central Government on 05.09.2013 for obtaining its approval to the appointment and remuneration of Mr. Uday Kumar Chaturvedi, Whole-time Director designated as Chief Executive Officer for a period of three years w.e.f. 27th May, 2013; and on 3rd September, 2013 for obtaining its approval to the revision in terms of remuneration Mr. Jitender P. Verma, Executive Director (Finance) for a period of 3 years w.e.f. 1st April, 2013.

The Central Government did not grant its approval to the Applications made by the Company for payment of remuneration to the aforesaid Whole-time Directors, and asked the Company to submit applications for obtaining the approval of the Central Government to waive the recovery of the excess remuneration paid to the aforesaid Whole-time Directors in terms of the requirements of Section 197 of the Companies Act, 2013.

The details of remuneration paid to Mr. Uday Kumar Chaturvedi and Mr. Jitender P. Verma are provided hereunder:

Period	Remuneration paid (₹)	Remuneration approved (₹)	Excess Remuneration (₹)
Remuneration paid to Mr. Uday Kumar Chaturvedi *			
27th May, 2013 to 31st Dec, 2013	1,21,71,511/-	-	1,21,71,511/-
Remuneration paid to Mr. Jitender P. Verma *			
2013-14	2,37,26,382/-	-	2,37,26,382/-
2014-15	2,23,74,340/-	-	2,23,74,340/-

* Mr. Uday Kumar Chaturvedi and Mr. Jitender P. Verma ceased to be Directors w.e.f. 31st December, 2013 and 31st March, 2015 respectively.

The Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 30th May, 2015 approved the waiver of recovery of the excess managerial remuneration paid to Mr. Uday Kumar Chaturvedi and Mr. Jitender P. Verma during the period set forth in the above resolution, subject to approval of the shareholders and the Central Government.

The Board recommends the resolutions set out at Item No. 13 and 14 as special resolutions 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 these resolutions.

ITEM NO. 15

The Company in the ordinary course of its business and on arm's length basis, sells goods to PT. Jindal Stainless Indonesia ("PTJSI"), and Jindal Stainless (Hisar) Limited ("JSHL") and also purchases goods from them, besides allocating common corporate expenditure.

PTJSI is subsidiaries of the Company and is 'Related Party' of the Company within the meaning of Section 2(76)(viii) of the Companies Act, 2013 ("the Act") and JSHL is a 'Related Party' of the Company within the meaning of Section 2(76)(v) of the Act. PTJSI and JSHL are also related parties within the meaning of Clause 49 VII(B) of the Listing Agreement.

The values of the transactions proposed which will be on an arm's length basis, are based on the Company's estimated transaction value for FY 2015-16.

The proviso to Clause 49 VII(C) of the Listing Agreement provides that a transaction with a related party shall be considered material if the transaction / transactions 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 company as per the last audited financial statements of the company. Further, Clause 49 VII(E) provides that all material related party transactions shall require approval of the shareholders through ordinary resolution.

The contracts / arrangements / transactions relating to sale or purchase of products, goods, materials or services besides common corporate expenditure envisaged with PTJSI, JUSL, JCL and JSHL are likely to exceed the thresholds prescribed under proviso to Clause 49 VII(C) of the Listing Agreement and are considered material.

Approval of the Shareholders is therefore being sought in terms of Clause 49 of the Listing Agreement.

The Board recommends the resolution set out at Item No. 15 as an Ordinary Resolution to the shareholders for their approval.

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

The relevant details pursuant to Schedule V of the Companies Act, 2013, are as under:

Sr. Description No.	
I General Information	
1 Nature of Industry	Your Company is engaged in manufacturing of Stainless Steel
2 Date or expected date of commencement of commercial production	Your Company is already in commercial production
3 In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4 Financial performance based on given indicators	During the year ended 31st March, 2015, Gross Revenue from operations of your Company on standalone basis was ₹ 6459.54 crore. Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortisation on standalone basis stood at ₹ 304.01 crore. The detailed balance sheet, profit & loss account and other financial statement forms part of this annual report.
5 Foreign investments or collaborators if any	There are no foreign collaborators in your Company. Total foreign investment, comprising of foreign institutional investors, overseas corporate bodies, non-resident incorporated bodies, non-resident Indian etc. as on 31st March, 2015 stands at 55.73%.
II Information about Appointee	
1 Background details	Mr. Subrata Bhattacharya possesses a Bachelor's in Metallurgical Engineering from the prestigious National Institute of Technology, Durgapur. After completing his Bachelor's in 1982, Mr. Bhattacharya went on to hone his expertise further and successfully received his Masters in Metallurgy 1985. His conspicuous talent got him to Head the Steel Melt Shop at Steel Authority of India (SAIL), largest producer of steel in India in 1992. After serving for 10 years in a public sector enterprise, Mr. Bhattacharya carved his fate with Jindal Group. It was in October, 1993 when he took up a challenging role as the Head of the Steel Melting Shop. His toil of 15 years at Jindal Group took him to the position of Director-Operations, at Jindal Stainless in 2007. Presently, he heads Operations and Distribution of all products of Jindal Stainless. He possesses a rare combination of technologically superior acumen with extraordinary leadership skills that has made him play a pivotal role in developing various Stainless Steel Grades including, Chrome-Manganese (200) series. He is credited with many technical papers on stainless steel and is continuously engaged in Research & Development work at various platforms.
2 Past remuneration	Prior to his appointment as Whole-time Director, Mr. Subrata Bhattacharya was working as Director Head (Operations, Logistics & Product / Market Development) and was drawing a consolidated annual salary of ₹ 1.8 Crores.
3 Job Profile and his suitability	Mr. Subrata Bhattacharya is a Wholetime Director of the Company. He has also been nominated as Occupier of factories of the Company. Taking into account Mr. Bhattacharya's qualifications, his extensive experience and the responsibilities shouldered by him, the Board considers his appointment to be in the best interests of the Company.
4 Remuneration proposed	The details of remuneration proposed to be paid to Mr. Subrata Bhattacharya have been provided at Resolution No. 8 of this Notice forming part of this Annual Report.

Sr. Description No.	
5 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The executives' remuneration in the industry is on the rise. The Nomination and Remuneration Committee perused remuneration of managerial persons in the steel industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Subrata Bhattacharya, before approving the remuneration as proposed herein before.
6 Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Besides the remuneration proposed herein, Mr. Subrata Bhattacharya does not have, directly or indirectly, any material pecuniary relationship with the Company or with the key managerial personnel.
III Other Information	
1 Reasons for loss or inadequate profits	<ul style="list-style-type: none"> • The financial results of the Company during the year 2014-15 have been adversely impacted <i>inter alia</i> on account of continued dumping of stainless steel flat products in India and in particular the continued influx of cheap stainless steel from China.
	<ul style="list-style-type: none"> • Continued build up of capacity in China despite the prevailing situation of excess production vis-à-vis local consumption and continued slowdown in local demand.
	<ul style="list-style-type: none"> • Adverse Duty Structure for the Domestic Stainless Steel Industry, both in terms of import duty on raw materials as well as finished goods vis-à-vis other countries and in particular with reference to China.
	<ul style="list-style-type: none"> • Increase in basic custom duty on import of Steel Scrap.
	<ul style="list-style-type: none"> • Increase in raw material cost due to volatile currency
2 Steps taken or proposed to be taken for improvement	The Company has undertaken / is under the process of undertaking several measures to further improve the efficiency in its business processes and to optimize the cost. The Company is now focusing more on the domestic market and diversification into international markets so that it can mitigate challenges arising from external sources.
3 Expected increase in productivity and profit in measurable terms	In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As mentioned above, the Company is taking various efforts to increase its productivity and the management is confident of increase in revenue and profits in coming years.
IV Disclosures	
1	The remuneration paid to each Managerial Personnel is suitably disclosed in the Board of Directors' Report under the heading "Corporate Governance" being part of the Annual Report
2	The following disclosures are mentioned in the Board of Directors' Report under the heading "Corporate Governance" attached to the annual report:
	(i) All elements of remuneration package, such as salary, benefits, bonuses, stock options, pensions etc. of all directors;
	(ii) Details of fixed component and performance linked incentives alongwith the performance criteria:
	(iii) Service contracts, notice period.
	(iv) Stock option details are given as Annexure to Directors Report.

Additional Information : As required in terms of Clause 49 of the listing agreement 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:

Brief Profile of Mr. Rajinder Parkash Jindal:

Mr. Rajinder Parkash Jindal holds a diploma in Mechanical Engineering and has a work experience of more than 40 years in various fields such as technical, administration, public affairs etc. Besides his administrative acumen, Mr. Jindal has keen interest in games, art, and culture and women education. He has been the Co-Chairman of Haryana Affairs Committee of Punjab, Haryana & Delhi Chamber of Commerce and Industry. Presently, he is the Chairman of number of government ITIs which have been adopted by the Company. He is also the President of Citizens' Progressive Forum of Hisar, whose sole aim is to promote Art, Culture and Games. His association with the Company dates back to 1970.

DIN : 00004594
Date of Birth : 1st October, 1943
Date of First Appointment : 6th January, 2014
No. of Shares held in the Company : 3,900
Relationship with other Directors, Managers or KMP : No

Past Remuneration : ₹ 9,46,238 in 2013-14 (from 6.1.2014 to 31.3.2014)

Remuneration proposed to be paid and terms & conditions of appointment / reappointment : Remuneration and terms & conditions are as approved by the shareholders in Annual General Meeting held on 22nd September, 2014 and shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Director of Nalwa Sons Investments Limited, Nalwa Investments Limited, Jindal Steel & Alloys Limited, Brahmaputra Capital and Financial Services Limited and Jindal Holdings Limited.

Committee Membership: Chairman of Audit Committee of Nalwa Sons Investments Limited, Member of Stakeholders Relationship Committee of Nalwa Sons Investments Limited and Nomination and Remuneration Committee of Nalwa Sons Investments Limited.

Brief Profile of Mr. Subrata Bhattacharya:

Mr. Subrata Bhattacharya possesses a Bachelor's in Metallurgical Engineering from the prestigious National Institute of Technology, Durgapur. After completing his Bachelor's in 1982, Mr. Bhattacharya went on to hone his expertise further and successfully received his Masters in Metallurgy 1985.

His conspicuous talent got him to Head the Steel Melt Shop at Steel Authority of India (SAIL), largest producer of steel in India in 1992. After serving for 10 years in a public sector enterprise, Mr. Bhattacharya carved his fate with Jindal Group.

It was in October, 1993 when he took up a challenging role as the Head of the Steel Melting Shop. His toil of 15 years at Jindal Group took him to the position of Director-Operations, at Jindal Stainless in 2007. Presently, he heads Operations and Distribution of all products of Jindal Stainless. He possesses a rare combination of technologically superior acumen with extraordinary leadership skills that has made him play a pivotal role in developing various Stainless Steel Grades including, Chrome-Manganese (200) series. He is credited with many technical papers on stainless steel and is continuously engaged in Research & Development work at various platforms.

DIN : 03050155
Date of Birth : 20th October, 1961
Date of First Appointment : 6th November, 2015
No. of Shares held in the Company : 10
Relationship with other Directors, Managers or KMP : 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 & conditions of appointment / reappointment : The details of remuneration proposed to be paid to Mr. Subrata Bhattacharya have been provided at Resolution No. 8 of this Notice forming part of this Annual Report.

Outside Directorship: Nil

Committee Membership: Nil

Brief Profile of Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.):

Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) aged about 60 years was appointed as an Additional Director (Non-Executive, Independent) with effect from 1st October, 2014. As per provisions of Section 161 of the Act, he shall hold office up to the date of the ensuing Annual General Meeting.

Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) has over 37 years of experience with progressive leadership, in the domain of Strategic and Operational Management, Human Resource Management, Organizational Development including Financial Planning of Procurement Procedures. He has recently retired as General Officer Commanding (CEO) from the Indian Army. During his tenure, he successfully served in various fields as CEO of an Army formation (Western Sector). He was also awarded most prestigious honour - Vishisht Seva Medal (VSM) in recognition for the outstanding contribution and devotion to duty in Army.

Maj. Gen. Kanwaljit Singh Thind, VSM (Retd.) is a post graduate in Defence Studies from University of Madras and has completed M. Phil in International Relations & Security. He is a keen Cricketer and led Haryana Cricket Team at National level.

DIN : 06969654

Date of Birth : 14th May, 1955

Date of First Appointment : 1st October, 2014

No. of Shares held in the Company : 515

Relationship with other Directors, Managers or KMP : No

Past Remuneration : Nil

Remuneration proposed to be paid and terms & conditions of appointment / reappointment : The details of terms & conditions of appointment of Mr.Thind are available on website of the Company and shall be open for inspection 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 and Jindal Stainless (Hisar) Limited.

Committee Membership: Member of Audit Committee of Jindal Stainless (Hisar) Limited.

Brief Profile of Ms. Ishani Chattopadhyay:

Ms. Ishani Chattopadhyay aged about 40 years was appointed as an Additional Director (Non-Executive, Independent) with effect from 1st October, 2014. As per provisions of Section 161 of the Act, she shall hold office up to the date of the ensuing Annual General Meeting.

Ms. Ishani Chattopadhyay has several years of rich experience in senior management, project management, entrepreneurship and building new businesses. She has lived and worked in India, USA, Australia and the UK and was most recently Acting Regional Manager for a US based impact fund.

She is a Chemical Engineer from the University of Melbourne, Australia and holds an MBA from the London Business School and Colombia Business School. She started her career in management consulting with Accenture and worked in Melbourne, San Francisco

and Washington DC offices deploying major projects for the firm. Post business school, she was Country Director of a UK based carbon trading and advisory company and started their offices in India and participated in their subsequent IPO on the LSE. She then moved onto become Regional Head India Middle East of Alternative energy and climate solutions from AES Corporation, a US major power.

She started her own company in 2009 and has dealt with the Indian government, utilities, and corporations as well as the private sector working on alternate energy, energy efficiency and demand side management. She also started her own incubation platform with one of the leading media houses in India to incubate early stage entrepreneurs with businesses that have measurable impact and profit and provided seed investing, scale up and mentorship to them.

DIN : 00303114

Date of Birth : 29th December, 1974

Date of First Appointment : 1st October, 2014

No. of Shares held in the Company : Nil

Relationship with other Directors, Managers or KMP : No

Past Remuneration : Nil

Remuneration proposed to be paid and terms & conditions of appointment / reappointment : The details of terms & conditions of appointment of Ms. Ishani Chattopadhyay are available on website of the Company and shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.

Outside Directorship: Director of Arctic Energy Systems Private Limited, JSL Lifestyle Limited and Jindal Stainless (Hisar) Limited.

Committee Membership: Member of Audit Committee of Jindal Stainless (Hisar) Limited.

By order of the Board

(Raajesh Kumar Gupta)
Company Secretary

Registered Office:

O.P. Jindal Marg,
Hisar – 125 005,
Haryana.
25th November, 2015