



December 17, 2018

BSE Limited
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
Email: corp.relations@bseindia.com
Security Code No.: 532508

National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot no. C/1, G Block
Bandra-Kurla Complex, Bandra(E),
Mumbai-400051
Email: cmlist@nse.co.in
Security Code No. : JSL

Sub: Submission of copy of Notice of Extra-ordinary General Meeting

Dear Sir(s),

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith copy of the Notice of Extraordinary General Meeting of Shareholders of Jindal Stainless Limited scheduled to be held on 11th January, 2019 at 12:00 Noon at the Registered Office of the Company at O.P. Jindal Marg, Hisar-125005, Haryana.

Kindly take the above information on record and acknowledge receipt.

Thanking You.

Yours Faithfully,
For **Jindal Stainless Limited**

Navneet Raghuvanshi
Company Secretary



Jindal Stainless Ltd.

CIN: L26922HR1980PLC010901

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

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

T: +91 11 26188345, 41462000; 61462000 **F:** +91 11 41659169 **E:** info@jindalstainless.com

Website: www.jslstainless.com, www.jindalstainless.com





Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India
Phone No.: (01662) 222471-83, Fax No.: (01662) 220499
Email Id.: investorcare@jindalstainless.com, Website: www.jslstainless.com
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066

NOTICE is hereby given that an **Extraordinary General Meeting (“EGM”)** of the members of **Jindal Stainless Limited** (the **“Company”**) will be held on Friday, the **11th day of January, 2019** at **12.00 Noon** at O.P. Jindal Marg, Hisar – 125 005 (Haryana) (the **“Registered Office”**) to transact the following special business:

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

1. AS A SPECIAL RESOLUTION:

APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. SUBRATA BHATTACHARYA (DIN: 03050155), EX-WHOLE-TIME DIRECTOR OF THE COMPANY, IN VIEW OF THE AMENDED PROVISIONS OF THE COMPANIES ACT, 2013.

“RESOLVED that pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 (the **“Act”**) and the rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and subject to receipt of necessary consents and approvals, if any, the recovery of excess remuneration paid to Mr. Subrata Bhattacharya (DIN: 03050155), ex-Whole-time Director of the Company (who resigned as the Whole-time Director of the Company with effect from May 15, 2018) amounting to Rs. 5,33,49,534, for the period from 6th November, 2015 to 15th May, 2018, which was within the limits of the remuneration payable to Mr. Subrata Bhattacharya as approved by the Members by way of a special resolution passed at the Annual General Meeting of the Company held on 21st December, 2015, be and is hereby waived in view of the abatement of the application of the Company filed with the Central Government under Section 197 of the Act.”

“RESOLVED FURTHER that the Board of Directors of the Company (**“Board”**) and/or the Nomination and Remuneration Committee of the Directors of the Company (**“NRC”**) and/or any other person authorized by the Board or NRC, be and is hereby authorized to take necessary actions and steps required to give effect to the aforesaid resolution and settle any question or difficulty arising in connection therewith or incidental thereto.”

2. AS A SPECIAL RESOLUTION:

APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. ARVIND PARAKH (DIN: 01079578), EX-DIRECTOR (STRATEGY & BUSINESS DEVELOPMENT) OF THE COMPANY, IN VIEW OF THE AMENDED PROVISIONS OF THE COMPANIES ACT, 2013.

“RESOLVED that pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 (the **“Act”**) and the rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and subject to receipt of necessary consents and approvals, if any, the recovery of excess remuneration paid to Mr. Arvind Parakh (DIN: 01079578), ex-Director - Strategy & Business Development of the Company [who resigned as the Director (Strategy & Business Development) of the Company with effect from October 1, 2011], amounting to Rs. 16,20,111 for the financial year 2008-09 and Rs. 18,10,822 for the financial year 2009-10 and as already waived by the Members by way of a special resolution at the Annual General Meeting of the Company held on 21st December, 2015, be and is hereby waived in view of the abatement of the application of the Company filed with the Central Government under Section 197 of the Act.”

“RESOLVED FURTHER that the Board of Directors of the Company (**“Board”**) and/or the Nomination and Remuneration Committee of the Directors of the Company (**“NRC”**) and/or any other person authorized by the Board or the NRC, be and is hereby authorized to take necessary actions and steps required to give effect to the aforesaid resolution and settle any question or difficulty arising in connection therewith or incidental thereto.”

3. AS A SPECIAL RESOLUTION:

APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. UDAY KUMAR CHATURVEDI (DIN: 00022749), EX-WHOLE-TIME DIRECTOR DESIGNATED AS CHIEF EXECUTIVE OFFICER OF THE COMPANY, IN VIEW OF THE AMENDED PROVISIONS OF THE COMPANIES ACT, 2013.

“RESOLVED that pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 (the **“Act”**) and the rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and subject to receipt of necessary consents and approvals, if any, the recovery of excess remuneration paid to Mr. Uday Kumar Chaturvedi (DIN:00022749), ex-Whole-time Director designated as Chief Executive Officer of the Company (who resigned as the Whole-time Director of the Company with effect from December 31, 2013) amounting to Rs. 1,21,71,511 for the financial year 2013-14 and as already

waived by the Members by way of a special resolution at the Annual General Meeting of the Company held on 21st December, 2015, be and is hereby waived in view of the abatement of the application of the Company filed with the Central Government under the Section 197 of the Act.”

“**RESOLVED FURTHER** that the Board of Directors of the Company (“**Board**”) and/or the Nomination and Remuneration Committee of the Directors of the Company (“**NRC**”) and/or any persons authorized by the Board or the NRC, be and is hereby authorized to take necessary actions and steps required to give effect to the aforesaid resolution and settle any question or difficulty arising in connection therewith or incidental thereto.”

4. AS A SPECIAL RESOLUTION:

APPROVAL FOR WAIVER OF RECOVERY OF EXCESS REMUNERATION PAID TO MR. JITENDER PAL VERMA (DIN: 05139151), EX-EXECUTIVE DIRECTOR (FINANCE) OF THE COMPANY, IN VIEW OF THE AMENDED PROVISIONS OF THE COMPANIES ACT, 2013.

“**RESOLVED** that pursuant to the provisions of Section 197, read with Schedule V and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules made thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and subject to receipt of necessary consents and approvals, if any, the recovery of excess remuneration paid to Mr. Jitender Pal Verma (DIN: 05139151), ex-Executive Director (Finance) [who resigned as the Executive Director (Finance) of the Company with effect from March 25, 2015], amounting to Rs. 2,37,26,382 for the financial year 2013-14 and Rs. 2,23,74,340 for the financial year 2014-15 and as already waived by the Members by way of a special resolution at the Annual General Meeting of the Company held on 21st December, 2015, be and is hereby waived in view of the abatement of the application of the Company filed with the Central Government under Section 197 of the Act.”

“**RESOLVED FURTHER** that the Board of Directors of the Company (“**Board**”) and/or the Nomination and Remuneration Committee of the Directors of the Company (“**NRC**”) and/or any other person authorized by the Board or the NRC, be and is hereby authorized to take necessary actions and steps required to give effect to the aforesaid resolution and settle any question or difficulty arising in connection therewith or incidental thereto.”

5. AS A SPECIAL RESOLUTION:

APPROVAL FOR REMUNERATION OF MR. RATAN JINDAL (DIN: 00054026), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY, IN VIEW OF THE AMENDED PROVISIONS OF THE COMPANIES ACT, 2013.

“**RESOLVED** that pursuant to the provisions of Sections 196, 197, 203, read with Schedule V and other applicable provisions of the Companies Act, 2013 (the “**Act**”) and the rules made thereunder (including any amendment, modification or re-enactment thereof for the time being in force) and any applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended) and subject to receipt of necessary consents and approvals, if any, approval of the Members be and is hereby given for payment of the remuneration of Rs. 11,86,47,000 for the financial year 2016-17, Rs. 12,82,56,000 for the financial year 2017-18 and Rs. 18,00,00,000 for the financial year 2018-19 to Mr. Ratan Jindal (DIN: 00054026), Chairman and Managing Director of the Company (details of such remuneration more particularly set out in the Explanatory Statement to this resolution) by Jindal Stainless FZE, Dubai, a subsidiary of the Company, as already approved by the Members by way of a special resolution passed at the Extraordinary General Meeting of the Company held on 29th February, 2016, in view of the provisions of Section 197 read with Schedule V to the Act.”

“**RESOLVED FURTHER** that the Board of Directors of the Company (“**Board**”) and/or the Nomination and Remuneration Committee of the Directors of the Company (“**NRC**”) and/or any other person authorized by the Board or the NRC, be and is hereby authorized to take necessary actions and steps required to give effect to the aforesaid resolution and settle any question or difficulty arising in connection therewith or incidental thereto.”

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
December 10, 2018

By order of the Board
For Jindal Stainless Ltd.

Navneet Raghuvanshi
Company Secretary
Membership No.: A14657

NOTES:

1. A statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (as amended from time to time) concerning each item of special business to be transacted at the EGM is annexed hereto (the “**Explanatory Statement**”).
2. **A member entitled to attend and vote at the EGM, 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 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) read with the Companies (Management and Administration) Rules, 2014 (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Secretarial Standard on General Meetings (SS-2), 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 for his entire shareholding and such person shall not act as proxy for any other person or shareholder.
3. The Attendance Slip and Proxy Form with clear instructions for filling, stamping, signing and / or depositing the Proxy Form are enclosed.

4. The Proxy Form should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the EGM in relation to which it is deposited. The Proxy Form is valid only if it is properly stamped as per the applicable law and any unstamped or inadequately stamped Proxy Forms or Proxy Forms upon which the stamps have not been cancelled are invalid.
5. Corporate Members intending to send their authorized representatives to attend the EGM are requested to send to the Company / Link Intime India Private Limited, Company's Registrar and Transfer Agent ("**Registrar**"), in advance, a duly certified copy of the relevant board resolution / letter of authority / power of attorney, together with the respective specimen signatures of those representative(s) authorizing their representative to attend and vote on their behalf at the meeting.
6. Route map and details of a prominent land mark of the venue of meeting is annexed with this EGMnotice.
7. The Securities and Exchange Board of India ("**SEBI**") has mandated submission of Permanent Account Number ("**PAN**") by every participant in the securities market. Members holding equity shares of the Company in electronic form are, therefore, requested to submit their respective PAN to their respective depository participants with whom they are maintaining their demat accounts. Members holding equity shares of the Company in physical form are requested to submit their PAN details to the Registrar.
8. **SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after April 1, 2019, unless the securities are held in dematerialized form. Hence, the Members holding equity shares in physical form are requested to convert their holdings to dematerialized form to at the earliest.**
9. Under the 'Green Initiative' of the Ministry of Corporate Affairs, notice of the EGM is being sent to the Members who have registered e-mail addresses, through e-mail and to all other members by registered post. Members who have not registered their e-mail addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
10. All documents referred to in the accompanying notice of the EGM and the Explanatory Statement are open to inspection by the Members at the Registered Office and corporate office (Jindal Centre, 12, Bhikaji Cama Place, New Delhi – 110 066) of the Company on all working days up to the date of the EGM between 11.00 AM and 5.00 PM.
11. The business of the meeting may be transacted by the Members through remote electronic voting system. Members who do not have access to remote 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.jislstainless.com. However, the duly completed Ballot Form should reach the registered office of the Company not later than 10th day of January, 2019 (5.00 p.m.). A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and ballot shall be treated as invalid.
12. The voting rights of the Members shall be in proportion to their respective shareholding of the paid-up equity share capital of the Company as on the cut-off date (i.e., January 04, 2019) and as per the register of members of the Company. A person who is not a Member as on the cut-off date should treat this notice of the EGM for information purpose only.
13. In case of joint holders of shares of the Company attending the Meeting, only the Member whose name appears first will be entitled to vote.
14. Any Member, who has already exercised his vote through remote-voting, may attend the EGM but is prohibited to vote at the EGM and his vote, if any, cast at the EGM shall be treated as invalid.
15. At the end of the discussion of the resolutions on which voting is to be held at the EGM, the chairman of the EGM shall with the assistance of the scrutinizer (Mr. Sandeep Garg, Advocate, who has consented to act as the scrutinizer) allow voting for all those Members who are present at the EGM but have not cast their vote electronically using the remote-voting facility.

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

ITEM NO. 1

Members are requested to note that the provisions relating to managerial remuneration contained in Sections 196, 197, 198, 200, 201 and Schedule V to the Companies Act, 2013 (the "**Act**") have been amended pursuant to the Companies (Amendment) Act, 2017 (the "**Amendment Act**"), which has come into force with effect from September 12, 2018 (the "**Effective Date**"). Pursuant to the amended Section 197 of the Act, companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution and without requiring the approval of the Central Government (as required under Section 197 read with Schedule V to the Act before the Effective Date). Further, pursuant to the amended Section 197 of the Act, any application pending with the Central Government under Section 197 on the Effective Date will automatically abate on the Effective Date and companies are required to seek approval from the members of the company within a period of 1 (one) year from the Effective Date in relation to the remuneration paid / payable to the managerial personnel or waiver of recovery of excess remuneration paid to the managerial personnel.

Members may recall that the Board of Directors of the Company at its meeting held on 6th November, 2015 and the Members at the Annual General Meeting ("**AGM**") of the Company held on 21st December, 2015, appointed Mr. Subrata Bhattacharya in the capacity as Whole-time Director of the Company for a period of three years with effect from 6th November, 2015 to 5th November, 2018, at a remuneration as approved thereunder.

The Company filed an application in Form MR-2 with the Central Government dated February 5, 2016 for obtaining its approval for appointment and payment of remuneration to Mr. Subrata Bhattacharya, since there was a default in the repayment of debts by the Company for a continuous period of more than 30 days as on 31st March, 2015, thereby resulting in non-compliance of the condition stipulated in Schedule V to the Act.

Members are requested to note that at the time the Company filed the application to the Central Government, such approval from the Central

Government was required in accordance with the condition stipulated in Schedule V to the Act (prior to the Effective Date). Members are also requested to note that Mr. Subrata Bhattacharya has already tendered his resignation as the Whole-time Director of the Company with effect from May 15, 2018.

As on the Effective Date, the application made by the Company for approval of the Central Government for the remuneration paid to Mr. Subrata Bhattacharya was pending with the Central Government, and in light of the provisions of the Amendment Act, such application stood automatically abated on the Effective Date and the remuneration paid to Mr. Subrata Bhattacharya will now technically be considered as an 'excess remuneration'. Further, the Central Government vide its letter dated September 27, 2018, has informed the Company that the application filed by the Company on February 5, 2016 under the provisions of Section 197 of the Act for payment of remuneration to Mr. Subrata Bhattacharya, which was pending with the Central Government will abate and the application made by the Company has been closed and filed.

Pursuant to the provisions of the Amendment Act, the waiver of recovery of such excess remuneration now requires the approval of the Members of the Company in accordance with the provisions of the Amendment Act.

As mentioned above, Mr. Subrata Bhattacharya tendered his resignation as Whole-time Director of the Company with effect from 15th May, 2018. During his tenure, Mr. Bhattacharya, was heading the operations and distribution of all products of the Company. He possessed a rare combination of technologically superior acumen and extraordinary leadership skills that made him play a pivotal role in developing various Stainless Steel Grades for the Company and helping it to grow from strength to strength.

In relation to the disclosures required to be made pursuant to the provisions of Schedule V to the Act, Members may note that such disclosures had been provided under the head of 'Additional Information' in the notice for the Annual General Meeting held on 21st December, 2015 provided to the Members.

Further, presently the Company has no default in repayment of its debts to any of its secured creditors, therefore, the prior approval of the secured creditors is not required.

Since the Amendment Act mandates that the Company is required to obtain requisite approvals as per the Amendment Act, within 1 (one) year from the Effective Date, the Board of Directors of the Company has recommended the resolution at Item No. 1 for approval of the Members of the Company.

In compliance with the provisions of Section 197 of the Act (as amended), the terms of remuneration specified in the resolution are placed before the Members in the extraordinary general meeting for their approval in relation to the waiver of recovery of excess remuneration paid to Mr. Subrata Bhattacharya.

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

The Board of Directors of the Company recommend the resolution at Item No. 1 as special resolution for your approval. None of the directors / key managerial personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

ITEM NOS. 2, 3 & 4

As explained under Item No. 1, certain provisions of the Act relating to managerial remuneration have been amended pursuant to the Amendment Act which have come into force on the Effective Date. Pursuant to the amended Section 197 of the Act, companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution and without requiring the approval of the Central Government (as required prior to the Effective Date). Further, pursuant to the amended Section 197 of the Act, any application pending with the Central Government under Section 197 on the Effective Date will automatically abate on the Effective Date and companies are required to seek approval from the members of the company within a period of 1 (one) year from the Effective Date in relation to the remuneration paid / payable to the managerial personnel or waiver of recovery of excess remuneration paid to the managerial personnel.

Members may recall that the Board of Directors of the Company at its meeting held on 30th May, 2015 and the Members at the Annual General Meeting of the Company held on 21st December, 2015, approved the waiver of recovery of excess remuneration paid to Mr. Arvind Parakh, ex-Director (Strategy & Business Development), Mr. Uday Kumar Chaturvedi, ex-Whole-time Director and Mr. Jitender Pal Verma, ex-Executive Director (Finance) of the Company, as per below mentioned details:

Name & designation	Period for waiver of recovery of excess remuneration	Amount of excess remuneration (in Rs.)
Mr. Arvind Parakh, ex-Director (Strategy & Business Development)	21 st January, 2008 to 31 st March, 2010	34,30,933
Mr. Uday Kumar Chaturvedi, ex-Whole-time Director	27th May, 2013 to 31st December, 2013	1,21,71,511
Mr. Jitender Pal Verma, ex-Executive Director (Finance)	1 st April, 2013 to 25 th March, 2015	4,61,00,722

The Company had filed separate applications in Form MR-2 with the Central Government for obtaining its approval for waiver of recovery of excess remuneration, paid to the aforesaid former managerial personnel.

The aforesaid applications filed by the Company for obtaining approval for waiver of recovery of excess remuneration, were pending with the Central Government as on the Effective Date. In terms of the amended provisions of the Act, since the applications made by the Company in respect of waiver of recovery of excess were pending with the Central Government on the Effective Date, the said applications have automatically abated and the Company is required to obtain requisite approvals as per the Amendment Act.

Further, the Central Government vide its letter(s) (a) dated October 4, 2018 and October 9, 2018, has informed the Company that the application filed by the Company on June 22, 2018 (seeking approval for waiver of recovery of excess the remuneration paid to Mr. Arvind Parakh for the financial year 2009-10) and March 10, 2018 (seeking approval for waiver of recovery of excess the remuneration paid to Mr. Arvind Parakh for the financial year 2008-09) under the provisions of Section 197 of the Act, both of which were pending with the Central Government will abate and the applications made by the Company have been closed and filed; (b) dated October 4, 2018, has informed the Company that the application filed by the Company on June 16, 2018 seeking approval for waiver of recovery of excess the remuneration paid to Mr. Jitender Pal Verma for the period from April 1, 2013 to March 31, 2015 under the provisions of Section 197 of the Act, which was pending with the Central Government will abate and the application made by the Company has been closed and filed; and (c) dated October 11, 2018, has informed the Company that the application filed by the Company on June 16, 2018 seeking approval for waiver of recovery of excess the remuneration paid to Mr. Uday Kumar Chaturvedi for the period from May 27, 2013 to December 31, 2013 under the provisions of Section 197 of the Act, which was pending with the Central Government will abate and the application made by the Company has been closed and filed.

Mr. Arvind Parakh, Mr. Uday Kumar Chaturvedi and Mr. Jitender Pal Verma were non-promoter, professional directors of the Company who were not having any interest in the capital of the Company, directly or indirectly or through any other statutory structures and were not having any direct or indirect interest or related to the directors or promoters of the Company at any time during last two years before or on the date of their appointment and were having specialized knowledge in the field of their profession. Besides remuneration, they did not have any, direct or indirect, material pecuniary relationship with the Company or with other managerial personnel.

Since, if the recovery of excess remuneration paid to them had been made by the Company, it would have caused hardship to them, the waiver of recovery of excess remuneration paid to Mr. Arvind Parakh, Mr. Uday Kumar Chaturvedi and Mr. Jitender Pal Verma was approved by the Board of Directors of the Company on its meeting dated May 30, 2015 and Members, by way of special resolutions, at the Annual General Meeting of the Company held on 21st December, 2015.

Members may also note that currently the Company has no default in payment of its debts to any of its secured creditors; therefore, the prior approval of the secured creditors is not required.

Since the Amendment Act mandates that the Company is required to obtain requisite approvals as per the Amendment Act, within 1 (one) year from the Effective Date, the Board of Directors of the Company has recommended the resolutions at Item No. 2, 3 and 4 for approval of the Members of the Company.

In compliance with the provisions of Section 197 of the Act (as amended), the terms of remuneration specified in the resolutions are placed before the Members in the extraordinary general meeting for their approval.

There were no contracts of service in writing with Mr. Arvind Parakh, Mr. Uday Kumar Chaturvedi and Mr. Jitender Pal Verma. The terms set out in the resolutions may be treated in compliance of Section 190 of the Act.

The Board of Directors of the Company recommend the resolutions at Item No. 2, 3 and 4 as special resolutions for your approval. None of the directors / key managerial personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolutions.

ITEM NO. 5

As explained under Item No. 1, certain provisions of the Act relating to managerial remuneration have been amended pursuant to the Amendment Act which has come into force on the Effective Date. Pursuant to the amended Section 197 of the Act, companies have been permitted to pay remuneration to managerial personnel in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the company given by way of a special resolution and without requiring the approval of the Central Government (as required prior to the Effective Date). Further, pursuant to the amended Section 197 of the Act, any application pending with the Central Government under Section 197 on the Effective Date will automatically abate on the Effective Date and companies are required to seek approval from the members of the company within a period of 1 (one) year from the Effective Date in relation to the remuneration paid / payable to the managerial personnel or waiver of recovery of excess remuneration paid to the managerial personnel.

Members may recall that the Board of Directors of the Company at its meeting held on 2nd February, 2016 and the members at the Extraordinary General Meeting of the Company held on 29th February, 2016 (the "EGM"), by way of a special resolution, re-appointed Mr. Ratan Jindal as Chairman and Managing Director of the Company for a period of three years with effect from 1st April, 2016 to 31st March, 2019, at the following remuneration:

- (a) Basic Salary: Rs. 1,25,00,000 (Rupees One Crore Twenty Five Lacs only) per month in the scale of Rs. 1,25,00,000 - Rs. 12,50,000 – Rs.1,50,00,000 – payable by and from Jindal Stainless FZE, Dubai (“**JSFZE**”), the Company’s subsidiary;
- (b) Commission: Commission up to 4% on the Net Profits of Jindal Stainless Limited as calculated in terms of Section 198 of the Act. The Nomination and Remuneration Committee, keeping in mind the performance of the Company and all other prevailing scenarios, shall decide on the percentage of Commission to be paid to Mr. Ratan Jindal each year, within the overall limit of 4% – payable from the Company;
- (c) Perquisites: In addition to the basic salary and commission payable, Mr. Ratan Jindal, Chairman and Managing Director shall also be entitled to (payable by and from the Company):
- i) Reimbursement of medical expenses for self and family up to Rs.50 lacs per annum.
 - ii) Payment of Club fees including life membership fees.
 - iii) Personal Accident Insurance, the annual premium for which does not exceed Rs. 75,000.
 - iv) Premium for Key Man’s Insurance Policy for his life, of an amount not exceeding Rs. 50 Crore.
 - v) Free telephone facility at residence. All personal long distance calls shall be billed by the Company.
 - vi) Free use of car with driver.

Since Mr. Ratan Jindal was a non-resident Indian and the remuneration payable to him exceeded the limits prescribed under Schedule V to the Act, the Company filed requisite application in Form MR 2 on June 28, 2016 with the Central Government, to obtain the approval of Central Government for re-appointment and payment of remuneration to Mr. Ratan Jindal for the period from 1st April, 2016 to 31st March, 2019.

The Central Government vide its letter dated May 16, 2017, approved the payment of remuneration to Mr. Ratan Jindal of Rs. 1,11,18,000 during the period from 1st April, 2016 to 11th September, 2016 and Rs. 2,02,35,000 during the period from 12th September, 2016 to 31st March, 2017 and Rs. 3,67,44,000 per annum during the financial years 2017-18 and 2018-19.

The Company had submitted a representation letter (dated August 8, 2017) and a reminder (dated November 27, 2017), both in the nature of applications under Section 197 of the Act (as required prior to the Effective Date) (the “**Application**”) requesting the Central Government to review and reconsider the original application submitted by the Company in relation to the remuneration payable to Mr. Ratan Jindal. Since, the response from the Central Government in relation to the Application was pending on the Effective Date, pursuant to the amended Section 197 of the Act, the Application stood automatically abated on the Effective Date.

Members are also requested to note that in accordance with the special resolutions passed by the Members of the Company at the EGM, JSFZE has paid remuneration (to the extent of the amount approved by the Central Government vide letter dated May 16, 2017) to Mr. Ratan Jindal for the financial years 2016-17 and 2017-18. Pending the Application filed before the Central Government by the Company, JSFZE has provided in its books for the differential amount of remuneration as explained hereunder:

Particulars	FY 2016-17	FY 2017-18
Annual Remuneration approved by Members payable from JSFZE (in Rs.)	15,00,00,000	16,50,00,000
Annual Remuneration approved by the Central Govt. (in Rs.)	3,13,53,000	3,67,44,000
Differential Remuneration (in Rs.)	11,86,47,000	12,82,56,000

The Company is now seeking reconfirmation from its Members for (i) the differential remuneration amount payable to Mr. Ratan Jindal as set out above for the financial years 2016-17 and 2017-18 and (ii) the remuneration amounting to Rs. 18,00,00,000 for the financial year 2018-19 payable to Mr. Ratan Jindal; both as already approved by the Members by way of a special resolution at the EGM, in view of the amended provisions of the Act.

In relation to the disclosures required to be made pursuant to the provisions of Schedule V to the Act, Members may note that such disclosures had been provided under the head of ‘*Additional Information*’ in the notice of the EGM held on 29th February, 2016 to the Members. However, for the sake of convenience, the profile of Mr. Ratan Jindal and other information as required under (a) Section II(B) of Part II of the Schedule V to the Act; (b) the parameters for consideration of remuneration as prescribed under Rule 6 of the Companies (Appointment and Remuneration) Rules, 2014 (as amended) and (c) Secretarial Standard on General Meetings (SS-2) in relation to the appointment or re-appointment and/or fixation of remuneration of directors or variation of the terms of remuneration of such directors; has been provided herewith again under the head ‘*Additional Information*’.

Further, currently, the Company has not defaulted in payment of dues to any of its secured creditors, therefore, the prior approval of the secured creditors is not required.

Members may note that Mr. Ratan Jindal, Chairman and Managing Director of the Company, is known for his technical proficiency and intimate knowledge of customers and markets. As a vanguard of innovation in stainless steel industry, his focus has not only been on producing world class stainless steel products but also on promoting the usage of stainless steel in myriad applications. His vision for the Company is to improve the lives of people by producing and promoting a metal that is corrosion resistant, durable, infinitely recyclable and inherently stainless. Under his leadership, the Company’s rating has upgraded from CARE, from BB+ to BBB-, reflecting Company’s improved profitability, strengthening balance sheet, and sustained operational progress. Considering his qualifications, vast experience and deep knowledge of the business in which Company operates and also contribution made by him towards growth of the Company, his remuneration is commensurate with his job profile.

Mr. Ratan Jindal, being the Chairman and Managing Director of the Company, provides leadership, strategic vision and direction to the Company's business operations. During his tenor as the Chairman and Managing Director of the Company, the Company has made a turnaround which is evident both in operational and financial success of the Company. Since the financial performance of the Company was better than the projections, the Company had approved Corporate Debt Restructuring ("CDR") package, under which the Company initiated negotiations with the CDR lenders for the exit from CDR scheme in June, 2018. The consortium of the CDR lenders have already recommended CDR exit to the CDR-Empowered Group. Presently, the Company is waiting for the final approval in this regard.

In compliance with the provisions of Section 197 of the Act, the terms of remuneration specified in the resolution at Item No. 5 are placed before the Members for their approval.

There is no contract of service in writing with Mr. Ratan Jindal. The terms set out in the resolution set out in Item No. 5 may be treated as compliance with Section 190 of the Act.

The Board of Directors of the Company recommends the resolution at Item No. 5 as special resolution for your approval. Mr. Ratan Jindal is interested in the resolution set out at Item No. 5 of this notice and Mr. Abhyuday Jindal, being related to Mr. Ratan Jindal may be deemed to be interested in the said resolution. The other relatives of Mr. Ratan Jindal may be deemed to be interested in the said resolution of this notice to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other directors / key managerial personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the above referred resolutions.

Additional Information:

In accordance with the provisions of Schedule V to the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) and the Secretarial Standard-2 issued by the Institute of Company Secretaries of India, the relevant details in relation to the resolutions at Item No. 5 are as under:

Sr. No.	Description	Remarks
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	For the year ended 31st March, 2018, Gross Revenue from operations of your Company on standalone basis was Rs. 10,963.67 Crores. Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortisation (EBITDA) on standalone basis stood at Rs. 1,280.93 Crores. The detailed balance sheet, profit & loss account and other financial statement formed part of the Annual Report 2017-18 which is available on the website of the Company at www.jslainless.com .
5	Foreign investments or collaborators if any	There are no foreign collaborators in your Company. Total shareholding of persons resident outside India, comprising of foreign institutional investors, overseas corporate bodies, non-resident incorporated bodies, non-resident Indian etc. as on 31st March, 2018 was approximately 28.04%.
II	Information about Appointee	
1	Background details, recognition and awards	<p>A commerce graduate and alumnus of the Wharton School of Management, Mr. Ratan Jindal is the Chairman and Managing Director of your Company.</p> <p>Known for his technical proficiency and intimate knowledge of customers and markets, Mr. Ratan Jindal is synonymous with stainless steel in India. As a vanguard of innovation in stainless steel industry, his focus has not only been on producing world class stainless steel products but also on promoting the usage of stainless steel in myriad applications.</p> <p>His vision for the Company is to improve the lives of people by producing and promoting a metal that is corrosion resistant, durable, infinitely recyclable and inherently stainless.</p> <p>Social commitments remain as central to Mr. Ratan Jindal's businesses as they were to the founder of the Jindal Group, Shri O.P. Jindal. Established by the group, the 600-bedded multi-specialty charitable hospital, the famed VDJ School (VDJS) and the O.P. Jindal Modern School in Hisar (Haryana, India) stand testimony to this commitment. The Company undertakes several initiatives at the plant level to empower local communities through self-reliance. The interventions include technical & vocational training, micro-financing & livelihood generation, tailoring, farming &</p>

		poultry training, and environment conservation drives. True to his sportsman spirit, Mr. Ratan Jindal is a keen golfer, and takes avid interest in tennis and cricket.
2	Past remuneration	Mr. Ratan Jindal has received remuneration of Rs. 1,003.22 Lakhs from Jindal Stainless FZE, a subsidiary of the Company during the financial year 2015-16 for the services rendered to the Company in the capacity of Managing Director.
3	Job Profile and his suitability	Mr. Ratan Jindal is the Chairman and Managing Director of your Company. Taking into account Mr. Ratan Jindal's qualifications, his extensive experience and the responsibilities shouldered by him, his association with the Company is in the best interests of the Company.
4	Remuneration proposed	Please refer to Item No. 5 and the Explanatory Statement thereto forming part of this EGM Notice.
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 remuneration of Mr. Ratan Jindal was determined by the Nomination and Remuneration Committee after perusal of remuneration of managerial persons in the steel industry and other companies comparable with the size of the Company, industry benchmarks in general and the profile and responsibilities of Mr. Ratan Jindal. The remuneration proposed by the Nomination and Remuneration Committee was approved by the Board of Directors at its meeting held on 2nd February, 2016 and Members at the Extraordinary General Meeting of the Company held on 29th February, 2016.
6	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	Besides the remuneration proposed herein, Mr. Ratan Jindal does not have, directly or indirectly, any material pecuniary relationship with the Company. Please note that Mr. Abhyuday Jindal, the Managing Director of the Company is the son of Mr. Ratan Jindal. No other Director or the Key Managerial Personnel of the Company is a "relative" of Mr. Ratan Jindal, as defined under Section 2(77) of the Act. Additionally, please note that Mr. Ratan Jindal holds 74,24,148 equity shares of the Company as on March 31, 2018.
III	Other Information	
1	Reasons for loss or inadequate profits	The Company has been on a growth path and has been earning profits since the last two years viz. 2016-17 and 2017-18. However, during earlier years, the operations of the Company had come under strain due to various external factors <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, 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, 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 increase in raw material cost due to volatile currency, resulting in losses. On account of accumulated losses for previous years and despite the Company having profits during the financial year 2017-18, the profits computed under Section 198 of the Act for the purpose of payment of managerial remuneration are inadequate.
2	Steps taken or proposed to be taken for improvement	For the Financial Year ended 31st March, 2018, the Company has net profits of Rs 318.27 Crore indicating that the Company has set itself on a strong and sustainable growth journey. Having performed better than the projections as per the approved Corporate Debt Restructuring ("CDR") package, the Company has initiated negotiations with the CDR Lenders for exit from the CDR Scheme. The Company has received a rating upgrade from CARE, from BB+ to BBB-, reflecting Company's improved profitability, strengthening balance sheet, and sustained operational progress.
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. The Company is already on the road to sustainable growth.
4	Director Identification Number	00054026
5	Date of Birth (Age)	31/07/1961 (57 Years)
6	Date of First Appointment on the Board of Directors	23/07/2003
7	Relationship with other Directors, Managers or Key Managerial Personnel	Mr. Abhyuday Jindal, Managing Director is son of Mr. Ratan Jindal.
8	Outside Directorship	Jindal Stainless (Hisar) Limited, Jindal Industries Private Limited, Jindal Stainless UK Limited, Om Project Consultants and Engineers Limited, Sonabheel Tea Limited, OPJ Investments and Holdings Limited., Nalwa Fincap Limited, Nalwa Financial Services Limited, Jindal Stainless Mauritius Limited, Jindal Stainless FZE Limited, JSL Group Holdings Pte. Limited, Jindal Coke Limited, Jindal United Steel Limited.
9	Committee Membership	<ul style="list-style-type: none"> Member, Nomination & Remuneration Committee, Jindal Stainless Limited. Chairman, Corporate Social Responsibility Committee, Jindal Stainless Limited.

		<ul style="list-style-type: none"> • Member, Nomination & Remuneration Committee, Jindal Stainless (Hisar) Limited. • Chairman, Nomination & Remuneration Committee, Jindal Coke Limited. • Chairman, Nomination & Remuneration Committee, Jindal United Steel Limited.
10	Number of meeting of the Board attended during the relevant year	The attendance of Mr. Ratan Jindal has been provided under the 'Corporate Governance' section forming part of the Annual Reports of the relevant years which are available on the website of the Company at www.jslstainless.com
Parameters for consideration of remuneration		
1	The financial and operating performance of the company during the three preceding financial years	The detailed balance sheet, profit & loss account and other financial statement formed part of the Annual Reports for the respective financial years which are available on the website of the Company at www.jslstainless.com .
2	The relationship between remuneration and performance	Please refer to the details provided in point 4 below.
3	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.	The Company has a separate Remuneration Policy for Board of Directors, Key Managerial Personnel and Senior Management. The Board on the recommendation of the Nomination and Remuneration Committee reviews and approves the remuneration payable to the Directors within the overall limits approved by the shareholders of the Company.
4	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.	<p>During his tenure as the Chairman and Managing Director of the Company, the Company has made a turnaround which is evident both in operational and financial success of the Company. Since the financial performance of the Company was better than the projections the Company had approved Corporate Debt Restructuring ("CDR") package, under which the Company initiated negotiations with the CDR lenders for the exit from CDR scheme in June, 2018. The consortium of the CDR lenders have already recommended CDR exit to the CDR-Empowered Group. Presently, the Company is waiting for the final approval in this regard. Under his leadership, the Company's rating has upgrade from CARE, 'from BB+ to BBB-', reflecting Company's improved profitability, strengthening balance sheet, and sustained operational progress.</p> <p>Please note that the remuneration paid to Mr. Ratan Jindal is in line with the Nomination and Remuneration Policy of the Company and has been approved by the Nomination and Remuneration Committee and the Shareholders of the Company considering the fact that he is highly experienced and controls the affairs of the Company under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth and performance of the Company. He has extensive experience in the stainless steel industry. He is actively involved in international markets, business strategy and business development functions of the Company.</p>
5	The securities held by the director, including options and details of the shares pledged, if any as at the end of the March 31, 2018.	Mr. Ratan Jindal holds 74,24,148 unencumbered equity shares of Rs. 2 each as on March 31, 2018.

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
December 10, 2018

By order of the Board
For Jindal Stainless Ltd.

Navneet Raghuvanshi
Company Secretary
Membership No.: A14657

INSTRUCTIONS FOR E-VOTING:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility as an alternate for Members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the EGM of the Company to be held on Friday, the 11th day of January, 2019. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate e-voting. E-Voting is optional to the Members of the Company. The Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("**remote-voting**"). The Company has appointed Mr. Sandeep Garg, Advocate, as the scrutiner for conducting the remote-voting process in a fair and transparent manner, who has consented to act as the scrutiner. The list of members / beneficial owners shall be reckoned on the equity shares of the Company as on January 04, 2019.

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

- (i) The remote-voting period begins on January 08, 2019 at 9.00 a.m. and ends on January 10, 2019 at 5.00 p.m. During this period Members

of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date January 04, 2019, may cast their vote electronically. The remote-voting module shall be disabled by the Central Depository Services Limited (“CDSL”) for voting thereafter.

- (ii) Members of the Company who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The Members of the Company should log on to the e-voting website www.evotingindia.com.
- (iv) Click on “Shareholders/Members”
- (v) Now Enter your User ID
 - (a) For CDSL: 16 digits beneficiary ID,
 - (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - (c) Members of the Company holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding equity shares of the Company in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding equity shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both members holding equity shares of the Company in demat form as well as in the physical form)

* Members who have not updated their PAN with the Company/depository participant are requested to use the sequence number which is printed on Attendance Slip annexed with the Notice in loose leaf.

Dividend Bank Details / Date of Birth (DOB): Enter the dividend bank details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records for the said demat account or folio. If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding equity shares in physical form will then directly reach the Company selection screen. However, members holding equity shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the Company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this EGM notice.
- (xii) Click on the EVSN 'Jindal Stainless Limited' on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolutions set out in this EGM notice and option NO implies that you dissent to the resolutions as set out in this EGM notice.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolutions details as set out in this EGM notice.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution(s), you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.
- (xviii) If a Member of who is a demat account holder has forgotten the same password then enter the 'User ID' and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.
- (xix) Members can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone respectively. Please follow the instructions as prompted by the mobile app while voting on and from your mobile.
- (xx) Note for Non-Individual Members and Custodians:
 - Non-Individual Members (i.e. other than individuals, Hindu Undivided Families, non-resident Indians, etc.) custodians are required to log on to www.evotingindia.com and register themselves as 'corporates'.
 - They should submit a scanned copy of the 'Registration Form' bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the board resolution and power of attorney which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - Any person, who acquires shares of the Company and become member of the Company after the dispatch of the EGM notice and holding equity shares of the Company as on the cut-off date i.e. January 04, 2019 may follow the same instructions as mentioned above for e-voting.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com as well as to the Secretarial Department of the Company at investorcare@jindalstainless.com.

FOR ATTENTION OF THE MEMBERS

1. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (“DPs”) in respect of equity shares held in demat form.
2. As per provisions of the Companies Act, 2013 read with rules framed thereunder (including any amendment, modification or re-enactment thereof for the time being in force), facility for making nominations is available to individuals holding equity shares in the Company. Members holding equity shares in physical form may obtain Nomination Form No. SH-13 from the Company’s Registrar. Members holding equity shares in electronic form are required to approach their respective DPs for the nomination.
3. The Company’s equity shares are compulsorily traded in demat form by all Members. Members are requested to get the shares dematerialised in their own interest.
4. SEBI has under the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), made it mandatory for the transferees as well as transferors to furnish copy of PAN to the Company / Registrar for registration of transfer of equity shares in physical form.
5. SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after April 1, 2019, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form at the earliest.
6. The Company has created an Email Id. 'investorcare@jindalstainless.com', which is being used exclusively for the purpose of redressing the complaints of the investors/Members.
7. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
8. As a measure of economy, copies of the EGM notice will not be distributed at the EGM. Members are requested to bring along their copies.
9. Members/proxies are requested to bring the Attendance Slip, duly filled in.
10. **Mandatory updating of PAN and bank account details against your physical holding**

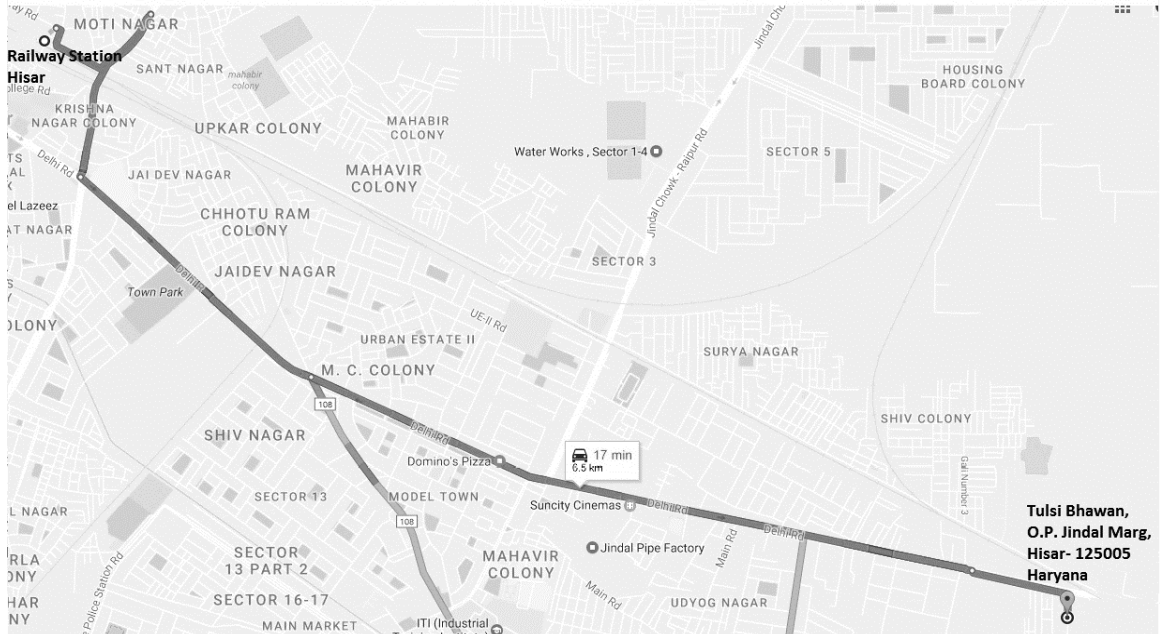
SEBI has vide its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20th April, 2018 mandated that the companies through their Registrar and Transfer Agents (“RTA”) should take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and bank account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration /updating.

You are therefore requested to submit the following to update the records:

- KYC Format duly filled in and signed by the member(s).
- Self-attested copy of the PAN of the member(s).
- Cancelled Cheque leaf with name (if name is not printed, self-attested copy of the pass book showing the name of the account holder) of the first holder of the equity share of the Company.
- Address proof (self-attested Aadhaar-card) of the first holder of the equity share of the Company.
- Any change in the name of the member(s).

Note: You are requested to ignore this communication if you have already updated you details with RTA / Company.

ROUTE MAP TO THE VENUE OF GENERAL MEETING



Form No. MGT-11**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Registered office: O.P. Jindal Marg, Hisar – 125005, Haryana

Name of the member(s):	
Registered address:	
Email Id.:	
Folio No. / Client Id:	
DP Id.:	

I / We, being the member(s) of shares of the above name company, hereby appoint

- Name:.....,Address:.....
Email Id.: Signature:, or failing him
- Name:.....,Address:.....
Email Id.: Signature:, or failing him
- Name:.....,Address:.....
Email Id.: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the **11th day of January, 2019 at 12.00 Noon**. at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1	Approval for waiver of recovery of excess remuneration paid to Mr. Subrata Bhattacharya (DIN: 03050155), ex-Whole-time Director of the Company, in view of the amended provisions of the Companies Act, 2013.		
2	Approval for waiver of recovery of excess remuneration paid to Mr. Arvind Parakh (DIN: 01079578), ex-Director (Strategy & Business Development) of the Company, in view of the amended provisions of the Companies Act, 2013.		
3	Approval for waiver of recovery of excess remuneration paid to Mr. Uday Kumar Chaturvedi (DIN: 00022749), ex-Whole-time Director designated as Chief Executive Officer of the Company, in view of the amended provisions of the Companies Act, 2013.		
4	Approval for waiver of recovery of excess remuneration paid to Mr. Jitender Pal Verma (DIN: 05139151), ex-Executive Director (Finance) of the Company, in view of the amended provisions of the Companies Act, 2013.		
5	Approval for remuneration of Mr. Ratan Jindal (DIN: 00054026), Chairman and Managing Director of the Company, in view of the amended provisions of the Companies Act, 2013.		

Signed this day of January, 2019

.....
Signature of shareholder

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

Affix
Revenue
Stamp

Notes:

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



JINDAL STAINLESS LIMITED
(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India
Phone No. (01662) 222471-83, Fax No. (01662) 220499
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110 066
Email Id.: investorcare@jindalstainless.com; Website: www.jslstainless.com

ATTENDANCE SLIP

Sr. No.

Name and Address of the Shareholder(s) :

Registered Folio / DP ID & Client ID:

Number of Shares held:

I/We hereby record my/our presence at the Extraordinary General Meeting of the Company at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Friday, the 11th day of January, 2019 at 12:00 Noon.

Signature of Shareholder / Proxy Present:

Note:

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

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

ELECTRONIC VOTING PARTICULARS

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

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