



May 31, 2016

BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
022 - 2272 3121, 2037, 2041,
3719, 2039, 2272 2061
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
022 -2659 8237, 8238, 8347, 8348
cm1ist@nse.co.in

Security Code No. : JSL

Dear Sir/Madam,

Sub: Postal Ballot Notice and Postal Ballot Form

In compliance with the Regulation 30 read with Schedule III and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice and Postal Ballot Form, pursuant to provisions of Section 110 of the Companies Act, 2013 and rules made thereunder.

Kindly host the same on your website and acknowledge the receipt of the same.

Thanking You.

Yours Faithfully,

For Jindal Stainless Limited


(Raajesh Kumar Gupta)
Company Secretary

Encl: A/a

Jindal Stainless Limited

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 26188340 - 50 F: +91 11 41659169, 26101562 E: info@jindalstainless.com Website: www.jslstainless.com / www.jindalstainless.com





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– 110066

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

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

NOTICE OF POSTAL BALLOT

PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Members,

Jindal Stainless Limited

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of The Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is seeking consent of its members for passing Resolutions by means of voting by postal ballot (including voting through electronic means). Accordingly, the said resolutions and the explanatory statement stating all material facts and the reasons for the proposals is appended below and a postal ballot form is enclosed for your consideration. The Company has appointed Mr. Subhash Gupta, Advocate, as the Scrutinizer who is not in the employment of the Company, for conducting the postal ballot process, including e-voting, in a fair and transparent manner.

SPECIAL BUSINESS:

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

1. RE-CLASSIFICATION OF 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 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, as amended, the Authorized Share Capital of the Company be and is hereby re-classified from Rs. 110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 38,00,00,000 (Thirty Eight Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 17,00,00,000 (Seventeen Crore) Preference Shares of Rs. 2/- (Rupees Two) each to Rs. 110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 45,00,00,000 (Forty Five Crore only) Equity Shares of Rs. 2/- (Rupees Two) each and 10,00,00,000 (Ten Crore only) Preference Shares of Rs. 2/- (Rupees Two) each by cancelling 7,00,00,000 (Seven Crore) Preference Shares of Rs.2/- (Rupees Two) each remaining un-issued and which have not been taken or agreed to be taken by any person and by creating 7,00,00,000 (Seven Crore) Equity Shares of Rs. 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 new Clause V:

“The Authorised Share Capital of the Company is Rs. 110,00,00,000 (Rupees One Hundred and Ten Crore only) consisting of 45,00,00,000 (Forty five Crore only) Equity Shares of Rs. 2/- (Rupees Two) each and 10,00,00,000 (Ten Crore only) Preference Shares of Rs. 2/- (Rupees Two) each.”

“RESOLVED FURTHER that the Board of Directors of the Company (including any Committee(s), which the Board may have constituted or may constitute to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds,

things and matters that may be necessary, desirable or expedient for giving effect to the aforesaid resolution.”

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

2. TO CONSIDER AND APPROVE CHANGE IN THE TERMS OF RE-APPOINTMENT OF CHAIRMAN AND MANAGING DIRECTOR.

“**RESOLVED** that in partial modification of the resolution passed by the Shareholders at the Extra Ordinary General Meeting of the Company held on 29th February, 2016, and pursuant to the provisions of Section 152 of the Companies Act, 2013 read with relevant Rules thereto and subject to such approvals, sanctions and consents as may be required, the office of Mr. Ratan Jindal, Chairman and Managing Director of the Company, be and is hereby made as liable to retire by rotation, however, the retirement by rotation and re-appointment shall not be deemed to be a break in service.”

“**RESOLVED FURTHER** that the other terms of re-appointment including remuneration of Mr. Ratan Jindal, Chairman and Managing Director, as approved by the Shareholders in the Extra-Ordinary General Meeting of the Company held on 29th February, 2016, shall remain unchanged”.

“**RESOLVED FURTHER** that the Board of Directors and/or Nomination and Remuneration Committee of the Company be and is hereby authorized to vary / revise the terms of re-appointment including but not limited to the remuneration payable to Mr. Ratan Jindal, Chairman and Managing Director and settle any question or difficulty in connection therewith and incidental thereto.”

3. TO CONSIDER AND APPROVE AMENDMENT IN ARTICLES OF ASSOCIATION OF THE COMPANY.

“**RESOLVED** that pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered by deleting Article 134 and Article 152 and substituting in place of Article 152 the following new Article 152 in the Articles of Association of the Company.”

“152. 1. The Board shall provide for the safe custody of the seal.

2. The seal of the company shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors or one director and the secretary or such other person as the Board may appoint for the purpose; and those directors or director and the secretary or other person aforesaid shall sign every instrument to which the seal of the company is so affixed in their presence.”

“**RESOLVED FURTHER** that consequent to the aforesaid, Articles 135 to 166 (both inclusive) be and are hereby renumbered as Articles 134 to 165 (both inclusive) respectively of the Articles of Association of the Company.”

Registered Office:
O.P. Jindal Marg,
HISAR – 125 005 (Haryana)
May 28, 2016

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

(Raajesh Kumar Gupta)
Company Secretary

Encl.: Postal Ballot Form along with pre-paid postage self-addressed stamped envelope.

NOTES

1. An Explanatory Statement setting out the material facts concerning the Resolutions is annexed.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 assent or dissent of the members in respect of the resolutions contained in the Notice dated 28th May, 2016 is being taken through Postal Ballot/e-voting.
3. The documents, if any, referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) on all working days between 11:00 a.m. and 5:30 p.m. upto 1st July, 2016.
4. The Company has appointed Mr. Subhash Gupta, Advocate as Scrutinizer for conducting the postal ballot/ e-voting process.
5. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of Members/ Record of Depositories as on 27th May, 2016. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date.
6. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members, who have registered email ids, through email and to all other members by post along with the Postal Ballot Form.
7. The Company is extending e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of dispatching postal ballot form. E-voting is optional for members.
8. Please note that the members can opt for only one mode of voting, i.e. through postal ballot or e-voting. In case of voting by both the modes, voting done through e-voting will prevail and postal ballot of such member will be ignored.
9. In case the Members who have been sent this Notice electronically and who do not want to avail e-voting facility organised through Central Depository Services (India) Ltd., such Member may send a request to the Company / Registrar & Share Transfer Agent of the Company at their email id: investorcare@jindalstainless.com/ delhi@linkintime.co.in, for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such request, the Company will dispatch the same in physical form to enable the Member to send back the Postal Ballot Form by 5:00 p.m. on or before 1st July, 2016.
10. There will be one Postal Ballot Form/ e-voting for every Folio/ Client Id irrespective of the number of joint holders.
11. Voting rights in the postal ballot form cannot be exercised by a proxy.
12. The Scrutinizer will submit the scrutinizer's report of the total vote cast in favor or against, to the Chairman or a person authorized by him in writing, after last date of receipt of Postal Ballot/ e-voting i.e. 1st July, 2016, latest by 3rd July, 2016.
13. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of a postal ballot/ e-voting will be final and binding.
14. The result of the Postal Ballot/ e-voting shall be declared by placing it, along with Scrutinizer's report, on the website of the Company and of CDSL and shall be communicated to the Stock Exchange where the Company's equity shares are listed. Simultaneously, the Chairman and in his absence any person authorised by the Chairman will announce the result of the Postal Ballot/ e-voting at the Registered office of the Company at O.P. Jindal Marg, Hisar – 125 005 on 3rd July, 2016 at 3:30 P.M.

15. The result of the postal ballot/ e-voting will be published in the newspapers within 48 hours of the declaration of the result and will be posted on the website of the Company at www.jslstainless.com.
16. In terms of Clause 16.6.3 of Secretarial Standard- 2, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 1st July, 2016, in the event resolutions are assented to by the requisite majority of shareholders.
17. The assent or dissent received after the last date of receipt of Postal Ballot/e-voting i.e. 1st July, 2016 shall be treated as if reply from the member has not been received.

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

Item No. 1

The existing Authorized Share Capital of the Company is Rs. 110,00,00,000 (Rupees One Hundred and Ten Crore only) divided into 38,00,00,000 (Thirty Eight Crore) Equity Shares of Rs. 2/- (Rupees Two) each and 17,00,00,000 (Seventeen Crore) Preference Shares of Rs. 2/- (Rupees Two) each.

Against the above Authorized Share Capital, the existing issued, subscribed and paid up share capital of the Company is Rs. 46,23,70,890 divided into 23,11,85,445 Equity Shares of Rs. 2/- each.

In terms of the provisions of Section II of the Composite Scheme of Arrangement amongst Jindal Stainless Limited, Jindal Stainless (Hisar) Limited and others ("Scheme") as approved by the Hon'ble High Court of Punjab and Haryana vide its order dated 21st September, 2015 (as amended on 12th October, 2015), the Board of Directors of the Company at its meeting held on 28th May, 2016 approved issuance of requisite numbers of Equity Shares of Rs. 2/- each for an aggregate amount not exceeding Rs. 366,18,66,570/- (Rupees Three Hundred and Sixty Six Crore Eighteen Lakh Sixty Six Thousand Five Hundred and Seventy only), in one or more tranches, to Jindal Stainless (Hisar) Limited at the price not less than the price determined in accordance with Regulation 76 of the SEBI (Issuance of Capital and Disclosure Requirements) Regulations, 2009.

In view of the issue of the aforesaid Equity Shares, the existing Authorized Share Capital of the Company is proposed to be reclassified to Rs. 110,00,00,000 (Rupees One Hundred and Ten Crore only) consisting of 45,00,00,000 (Forty Five Crore only) Equity Shares of Rs. 2/- (Rupees Two) each and 10,00,00,000 (Ten Crore only) Preference Shares of Rs. 2/- (Rupees Two) each by cancelling 7,00,00,000 (Seven Crore) Preference Shares of Rs.2/- (Rupees Two) each remaining un-issued and which have not been taken or agreed to be taken by any person and by creating 7,00,00,000 (Seven Crore) Equity Shares of Rs. 2/- (Rupees Two) each as part of the Authorized Share Capital. Consequently, the Clause V – Capital Clause of the Memorandum of Association of the Company is also proposed to be altered.

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

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

Item No. 2

Pursuant to Section 152(6) of the Companies Act, 2013, not less than two-third of the total number of directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation. Further as per the explanation attached to the said sub-section, "total number of directors" shall not include independent directors, whether appointed under this Act or any other law for the time being in force, on the Board of the Company.

The Board of Directors of the Company presently consists of six Directors out of which three are Independent, one is Nominee Director and two are Executive Directors. Accordingly, for the purposes of above sub-section, total number of directors on the Board the total number of directors on the Board of the Company shall be taken as three (non-independent directors). These three non-independent directors include one nominee director who is also not liable to retire by rotation. Out of the remaining two non-independent directors, only one director is liable to retire by rotation.

In view of the above, it is proposed to change the terms of re-appointment of Mr. Ratan Jindal and make his office also as liable to retire by rotation and consequently change the terms of his re-appointment as approved by the Shareholders at the Extra Ordinary General Meeting held on 29th February, 2016.

The resolution set out at Item No. 2 is recommended for approval of the members as special resolution through postal ballot.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Ratan Jindal, Chairman and Managing Director is, in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 3

The shareholders at the Annual General Meeting of the Company held on 22nd September, 2014, approved and adopted the current set of Articles of Association ("AOA") of the Company.

Article 134 of the AOA relates to "*Managing Director to be Non-retiring Director*" and Article 152 relates to "*Common Seal*" of the Company.

As per Article 134 of the AOA, a managing Director shall not, while he continues to hold that office, be subject to retirement by rotation. In view of Item No. 2 of this Notice it is considered necessary and expedient to delete Article 134 of the AOA. Further, Article 152 of the AOA contains reference of the Companies (Issue of Share Certificate) Rules, 1960 which became redundant on the Companies Act, 2013 becoming effective therefore it is proposed to amend the said Article in order to bring it in line with the provisions of the existing Companies Act, 2013 and Rules thereto. Consequently, Articles 135 to 166 (both inclusive) are proposed to be renumbered as Articles 134 to 165 (both inclusive) respectively.

The approval of the Shareholders is therefore sought to:

- (i) delete Article 134;
- (ii) delete existing Article 152 and substituting in its place the new Article 152; and
- (iii) renumber Articles 135 to 166 (both inclusive) as Articles 134 to 165 (both inclusive) respectively.

The resolution set out at Item No. 3 is recommended for approval of the members as special resolution through postal ballot.

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

Registered Office:
O.P. Jindal Marg,
HISAR – 125 005 (Haryana)
May 28, 2016

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

(Raajesh Kumar Gupta)
Company Secretary

INSTRUCTIONS FOR VOTING

Voting in physical form

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the scrutinizer in the attached postage prepaid self-addressed envelope, so as to reach the scrutinizer on or before 5.00 P.M. on 1st July, 2016. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the Scrutinizer appointed by the Company.
3. This form should be completed and signed by the shareholder. In case of joint-holding, this form should be completed and signed by the first named shareholder and, in his absence, by the next named shareholder, as per the specimen signature registered with the Company.
4. The votes should be cast either in favour or against the resolutions by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
5. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
6. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority to vote on the postal ballot, together with attested specimen signature(s) of the authorised signatory(ies).
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 1 above.
8. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Postal Ballot Notice. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate e-voting. E-Voting is optional for the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote - voting"). The Company has appointed Mr. Subhash Gupta, Advocate, as the scrutinizer who is not in the employment of the Company and is in the opinion of the Board, capable of conducting the e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 27th day of May, 2016.

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

- (i) The remote e- voting period begins on 2nd June, 2016 at 9:00 a.m. and ends on 1st July, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 27th May, 2016, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on “Shareholders” tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Postal Ballot Form annexed with the Postal Ballot Notice in loose leaf.
Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records for the said demat account or folio.
Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Jindal Stainless Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non-Individual Shareholders & Custodians:
 - ◆ Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - ◆ They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - ◆ After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - ◆ The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - ◆ They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.

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



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– 110066
Phone No. (011) 26188345-60, 41462000, Fax No. (011) 41659169, 26101562
Email : investorcare@jindalstainless.com; Website : www.jslstainless.com

POSTAL BALLOT FORM

Serial No. _____

1. Name and address of the Sole / First :
named Member as registered with the
Company
2. Name(s) of the joint Members, if any, :
registered with the Company
3. Registered Folio No / DP ID* & Client ID :
No.* (*Applicable to Member(s) holding
shares in electronic form)
4. No. of Shares held :
5. I/We hereby exercise my/our vote in respect of the Resolutions to be passed through postal ballot for the business stated in the Notice dated 28th May, 2016 of Jindal Stainless Limited ("the Company") by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate column below :

Item No.	Description	No. of Equity shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Re-classification of the Authorised Share Capital and alteration in the Capital Clause of Memorandum of Association of the Company.			
2	To consider and approve change in the terms of appointment of Chairman and Managing Director.			
3	To consider and approve amendment in Articles of Association of the Company.			

Place :

Date :

Signature of the Member

Note : Please read carefully the instructions printed overleaf before exercising the vote.
Last Date for Receipt of Postal Ballot Form by the Scrutinizer: 1st July, 2016 before 5:00 p.m.

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

P.T.O.

INSTRUCTIONS

1. Pursuant to provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, assent or dissent of the members in respect of the Resolutions contained in the Postal Ballot Notice is being sought through Postal Ballot process.
2. Member(s) desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer "Mr. Subhash Gupta, Advocate, Scrutinizer for Postal Ballot, C/o Jindal Stainless Limited, O.P. Jindal Marg, Hisar – 125005 (Haryana) India" in the attached postage pre-paid self-addressed envelope. Postage will be borne and paid by Jindal Stainless Limited (the "Company"). Envelope containing the Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member(s) will also be accepted.
3. The postage pre-paid self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Member, as per the specimen signature registered with the Company or the Depository Participant, as the case may be. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company or the Depository Participant) by the first named Member and in his/her absence, by the next named Member. In case Postal Ballot Form is signed through an attorney, a copy of the Power of Attorney attested by the Member shall be annexed to the Postal Ballot Form. There will only be one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint holders.
5. In the case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority together with the specimen signatures of the duly authorized signatory(ies).
6. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
7. Incomplete, unsigned, incorrect, defaced, torn, mutilated, overwritten Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final and binding.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on or before 1st July, 2016. **Postal Ballot Form received after this date and time will be strictly treated as if the reply from such Member(s) has not been received.**
9. Members are requested to complete the Postal Ballot Form in indelible ink (avoid completing it by using erasable writing medium/s like pencil).
10. Voting rights shall be calculated based upon the paid-up value of the shares registered in the name(s) of the Member(s) on 27th May, 2016.
11. The Postal Ballot shall not be exercised by a Proxy.
12. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date and time specified in Point No. 8 above.
13. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
14. The Special Resolutions, if assented by requisite majority, shall be deemed to have been passed on 1st July, 2016 i.e. the last date for receipt of duly completed postal ballot form or e-voting.
15. E-VOTING: The Company is pleased to provide E-Voting facility as an alternate for members of the Company to enable them to cast their votes electronically instead of through physical Postal Ballot. E-Voting is optional. In case a member has voted through E-Voting facility, he does not need to send the physical Postal Ballot Form. In case a member votes through E-voting facility as well as sends physical Postal Ballot Form, the vote casted through E-voting shall only be considered and the voting through physical postal ballot shall not be considered by the Scrutinizer. **Members are requested to refer to the Postal Ballot Notice and Notes thereto, for detailed instructions with respect to E-Voting.**