



JINDAL STAINLESS LIMITED

(CIN: L26922HR1980PLC010901)

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

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

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

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

NOTICE is hereby given that the **1st Extra-ordinary General Meeting (“EGM”)**, for the financial year **2023-24** of the Members of **Jindal Stainless Limited (“the Company”)** will be held on **Thursday, the 20th day of April, 2023 at 11.00 A.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following special business:

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

AS AN ORDINARY RESOLUTION:

1. APPOINTMENT OF MR. ANURAG MANTRI (DIN: 05326463) AS DIRECTOR

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, Mr. Anurag Mantri (DIN: 05326463), who was appointed as an Additional Director w.e.f. 23rd January, 2023 by the Board of Directors of the Company and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of a Director under Section 160 of the Act be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

2. APPOINTMENT OF MR. ANURAG MANTRI (DIN: 05326463) AS AN EXECUTIVE DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (“the Act”), the rules made thereunder read with Schedule V to the Act, the Articles of Association of the Company, upon the recommendation of Board of Directors and subject to all other requisite consents and approvals, consent of the members of the Company be and is hereby accorded to appoint Mr. Anurag Mantri (DIN: 05326463) as an Executive Director of the Company (Designated as “Executive Director & Group CFO”), for a period of five consecutive



years with effect from 23rd January, 2023 at remuneration and other terms and conditions as mentioned below:

1. Period of appointment: 5 consecutive years with effect from 23rd January, 2023 till 22nd January, 2028.
2. Remuneration:
 - (a) **Annual Fixed Pay** (inclusive of basic salary, perquisites and allowances): Upto Rs. 5 crores per annum, payable on monthly basis.
 - (b) **Variable Pay** (Performance Linked Incentive) to be paid as per Profit Linked Variable Reward Scheme of the Company or such sums as may be determined by the Board and / or Nomination and remuneration Committee of Directors of the Company, from time to time.
 - (c) **Retirement / Other benefits**: Gratuity, provident fund, leave encashment and other benefits as per the applicable policies and rules of the Company.
3. He shall be entitled to reimbursement of all expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.
4. The premium paid by the Company for Directors & Officers' Liability Insurance will not be treated as part of the remuneration payable to Mr. Anurag Mantri, in terms of Section 197(13) of the Act.
5. He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
6. He shall be liable to retire by rotation. However, retirement by rotation and appointment shall not be deemed to be a break in service as Executive Director.
7. The annual remuneration payable to Mr. Mantri shall not exceed 4% of the net profits of the Company computed in accordance with Section 198 of the Act, whichever is higher. Provided that the total remuneration payable to all the Executive Directors, including Mr. Mantri shall not exceed 10% of the net profits so computed for that year.

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

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



revise the remuneration of Mr. Anurag Mantri, within the aforesaid limits and settle any question or difficulty in connection therewith and incidental thereto.”

AS A SPECIAL RESOLUTION:

3. APPOINTMENT OF MRS. SHRUTI SHRIVASTAVA (DIN: 08697973) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 and all other applicable provisions, if any and Schedule IV of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, and other requisite approvals, Mrs. Shruti Shrivastava (DIN: 08697973), who was appointed as an Additional Director (Non-Executive Independent) w.e.f. 23rd January, 2023 by the Board of Directors and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of an Independent Director under Section 160 of the Act, be and is hereby appointed as a Non-Executive Independent Director of the Company, whose term shall not be subject to retire by rotation, to hold office for a period of three (3) consecutive years w.e.f. 23rd January, 2023 till 22nd January, 2026.”

**Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
22nd March, 2023**

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

**Sd/-
Navneet Raghuvanshi
Head Legal & Company Secretary
Membership No.: A14657**

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 Circular no. 20/2021 dated 8th December 2021, and Circular no. 03/2022 dated 5th May 2022 and Circular No. 11/2022 dated 28th December, 2022 (collectively referred to as the “MCA Circulars”) read with various SEBI Circulars related thereto, permitted the holding of Extra-Ordinary General Meeting (EGM) through VC/OAVM facility, without the physical presence of the Members at a common venue.

Accordingly, EGM of the Company is being convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 and MCA Circulars the Members can attend the ensuing EGM through VC/OAVM and vote through electronic platform during and before the EGM as per the process mentioned in the Notice. The detailed procedure for participating in the meeting through VC/OAVM Facility is mentioned hereunder in this notice.

2. In terms of the Companies Act 2013, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/ her behalf. Since EGM is being held through VC/OAVM as per MCA circulars and SEBI Circular, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The deemed venue for the aforesaid EGM shall be the Registered Office of the Company.
4. Since EGM of the Company will be held through VC / OAVM Facility, therefore Route Map is not annexed to this Notice.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. In line with the MCA Circulars and SEBI Circular, electronic copy of the Notice of the EGM of the Company inter-alia indicating the process and manner of e-voting is



being sent to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes. The Notice calling the EGM has been uploaded on the website of the Company at www.jindalstainless.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of Link Intime India Private Limited, at <https://instavote.linkintime.co.in/>

7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 for the resolution accompanying in the Notice, is annexed hereto. All documents referred to in this Notice shall be made available for inspection by the Members at the Registered Office of the Company during business hours except Saturday, Sunday and National Holiday from the date hereof up to the date of this EGM.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of SEBI Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing facility for remote e-voting facility to its Members in respect of the business to be transacted at this EGM and facility for those members who are attending the Meeting and have not already cast their vote(s) by Remote e-voting. Link Intime India Private Limited (“Link Intime/Registrar”) will be providing facility for voting through remote e-Voting, for participation in the EGM of the Company through VC/OAVM Facility and e-Voting during the said EGM. Information and instructions including details of User ID and password relating to e-voting are provided in the Notice.
9. Pursuant to the MCA Circulars and SEBI Circulars, the Notice of the EGM is being sent only by email to the Members. Members who have not registered their email addresses with the Company or with their respective Depository Participant(s) and who wish to receive the Notice of the EGM and all other communication sent by the Company, from time to time, can now register for the same by submitting a duly filled-in request form mentioning their folio number, complete address, email address to be registered along with scanned self attested copy of the PAN Card and any document (such as Driving License, Passport, Bank Statement, Aadhaar Card) supporting the registered address of the Member, by email to the Company / Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only



10. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
11. The recorded transcript of the EGM to be held on 20th April, 2023, shall also be made available on the website of the Company at: www.jindalstainless.com.
12. Pursuant to Section 101 of the Companies Act, 2013 and rules made thereunder, the companies are allowed to send communication to shareholders electronically. We therefore, request you to kindly register/update your email ids with your respective depository participant (in case of dematerialized shares) and Company's registrar and share transfer agent (in case of physical shares).
13. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
14. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date 13th April, 2023 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 for information purpose only.



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

ITEM NO. 1 &2

The members of the Company are requested to note that Mr. Anurag Mantri (DIN: 05326463), has been associated with the Company as Group CFO and KMP since 2017. Mr. Anurag Mantri is a Business Finance & Strategy professional with versatile experience of 28 years with a consistent track record of exponential enterprise value creation, driving profitable growth with best in-class corporate governance and investors relations across various industry sectors. His other major work stints were with Schneider India (as CFO). Cairn India, SRF, HCL Technologies and L&T.

The Board of Directors of the Company upon the recommendation of the Nomination and Remuneration Committee and Audit Committee of the Board, approved the appointment of Mr. Anurag Mantri as an Executive Director of the Company (Designated as “Executive Director & Group CFO”), for a period five consecutive year w.e.f. 23rd January, 2023, at their meeting held on 23rd January, 2023, subject to the approval of Members of the Company by way of an ordinary resolution. His term as Director will be subject to retirement by rotation.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member proposing his candidature for the office of Director.

Mr. Mantri is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 (“the Act”) and from being appointed as Executive Director in terms of Section 196 of the Act and has given his consent to act as Director in the capacity of an Executive Director of the Company. Mr. Mantri is also not debarred from holding the office of a Director by virtue of any SEBI order or any other authority.

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

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

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

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



Your Directors recommend the resolutions at Item No. 1 & 2 as an Ordinary Resolution for your approval.

Mr. Anurag Mantri along with his relatives may be deemed to be interested in the resolution set out at Item Nos. 1 and 2 of this notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

ITEM NO. 3

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") where the listed entity has an Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. Hence, in order to have an optimum combination of Executive and Non-Executive Directors on the Board of Directors of the Company and furtherance to the Company's focus on gender diversity, the Board of Directors upon recommendation of the Nomination and Remuneration Committee of Directors of the Company, in their meeting held on 23rd January, 2023, considered and approved the appointment of Mrs. Shruti Shrivastava as an Additional Director (Non-Executive Independent) w.e.f. 23rd January, 2023.

Mrs. Shruti Shrivastava, is a practicing corporate lawyer with approximately 12 years of experience. She started her career with S&R Associates, New Delhi and then moved on to Shardul Amarchand Mangaldas, New Delhi where she was a partner in the corporate and M&A practice since 2016. She has significant experience in general corporate advisory including senior management employment, mergers & acquisitions, private equity and venture capital transactions, debt and equity financing for both listed and unlisted companies and restructuring of businesses. She is currently leading Sagus Legal, a legal advisory firm. Therefore, the Board of Directors were of the opinion that her association would be of immense benefit to the Company and recommended her appointment as Non-Executive Independent Director under Section 149 of the Act read with Schedule IV thereto, whose office shall not be liable to retirement by rotation, for a term of 3 (three) consecutive years commencing from 23rd January, 2023 till 22nd January, 2026.

In the opinion of the Board, Mrs. Shruti Shrivastava fulfils the conditions of appointment as a Non-Executive Independent Director as specified in the Act and the SEBI Listing Regulations and is independent of the management of the Company. In terms of Section 160(1) of the Act, the Company has received a notice in writing from a member proposing her candidature for appointment as Non-Executive Independent Director of the Company.

The Company has received a declaration from Mrs. Shruti Shrivastava confirming the criteria of independence as prescribed under Section 149(6) and 152(4) of the Act and under



Regulation 16(1)(b) of the SEBI Listing Regulations. Mrs. Shruti Shrivastava is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. Mrs. Shruti is also not debarred from holding the office of a director by virtue of any SEBI order or any other authority.

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

A copy of the letter of appointment of Mrs. Shruti Shrivastava setting out the terms of conditions of appointment is available for inspection without any fees by the members at the Registered Office of the Company and Corporate Office of the Company during normal business hours on working days upto the date of this EGM. The same is also available on the website of the Company at: www.jindalstainless.com.

Your Directors recommend the resolution set out at Item No. 3 as a Special Resolution to the Members for their approval.

This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

Except Mrs. Shruti Shrivastava and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel(s), and their relatives, are in any way, concerned or interested, financially or otherwise in the said resolution.

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
22nd March, 2023

By order of the Board
For Jindal Stainless Limited

Sd/-
Navneet Raghuvanshi
Head Legal & Company Secretary
Membership No.: A14657



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

Item Nos. 1 &2:

Name of Director	Mr. Anurag Mantri
DIN	05326463
Brief Resume	<p>A Business Strategy & Finance professional, Mr. Anurag possesses a versatile experience of 3 decades. With a consistent track record in exponential Enterprise Value creation, driving profitable growth with best-in-class Corporate Governance & Investors Relations across various industry sectors, he is one of the most revered names in the industry. Having led diverse industries, viz oil & gas, IT services, renewables, metals, infra, financial services, and management consultancy, his prudence in financial practices & business processes with special focus on ESG goals is ingenious.</p> <p>Before joining Jindal Stainless as CFO, Mr. Mantri served in numerous leadership roles. Right from Schneider, Cairn, SRF, HCL Technologies to L&T, he sailed all the boats, big and small, to the shore of success. By sheer financial prowess and governance standards, Mr. Mantri has been instrumental in driving a nearly three to five-fold jump in the valuations during his tenures within various organizations.</p> <p>For someone who has worked in fairly diverse organizational settings, from start-ups to MNCs and everything in between, flexibility in methodology and a firm conviction in goals become inseparable to the person. And, Mr. Mantri is undoubtedly one of them.</p>
Date of Birth (Age in years)	16/12/1971 (51 years)
Qualification	Chartered Accountant
Experience and expertise in specific functional area	<p>A Business Strategy & Finance professional, Mr. Anurag possesses a versatile experience of 3 decades. With a consistent track record in exponential Enterprise Value creation, driving profitable growth with best-in-class Corporate Governance & Investors Relations across various industry sectors, he is one of the most revered names in the industry. Having led diverse industries, viz oil & gas, IT services, renewables, metals, infra, financial services, and management consultancy, his prudence in financial practices & business processes with special focus on ESG goals is ingenious.</p>

Terms and conditions of appointment	Please refer to the resolution and explanatory statement mentioned at Item no. 1 & 2 of this notice.
Details of remuneration to be sought and remuneration last drawn	Please refer to the resolution and explanatory statement mentioned at Item no. 1 & 2 of this notice.
Date on which first appointed on the Board	23 rd January, 2023
Details of shareholding in the Company as on December 31, 2022 Shareholding as a beneficial owner as on December 31, 2022	43269 Equity Shares
Relationship with other Directors / Key Managerial Personnel (“KMP”) (if any)	Mr. Anurag Mantri is not related to any other Director / KMP of the Company.
Number of Board Meetings attended during the financial year 2022-23	Mr. Mantri has attended one Board meeting held on 23 rd January, 2023 as Director of the Company
Details of Directorships / Committee Chairmanship and Memberships in companies as on the date of appointment	Nil
Name of the listed entities from which the director has resigned during the past three years	Nil
The skill and capabilities required for the role and the manner in which the proposed person meets such requirement	<p>The Nomination and Remuneration Committee (“NRC”) of the Board of Directors has identified amongst others, exposure, expertise in governance, strategic & general management and business as the skills and capabilities for the role.</p> <p>Considering the educational background and his versatile experience of 3 decades in Business Strategy & Finance professional. Mr. Anurag Mantri meets the requirement as laid down by the NRC.</p>
Performance evaluation report or summary thereof	Please refer to the explanatory statement for Item no. 1 & 2 of this notice.

Item No. 3:

Name of Director	Mrs. Shruti Shrivastava
DIN	08697973
Brief Resume	<p>Ms. Shruti Shrivastava, holds a B.A. LL.B. (Hons.) degree from National Law School of India University, Bengaluru with a gold medal.</p> <p>She is a practicing corporate lawyer with approximately 12 years of experience. She started her career with S&R Associates, New Delhi and then moved on to Shardul Amarchand Mangaldas, New Delhi where she was a partner in the corporate and M&A practice since 2016. She has significant experience in general corporate advisory including senior management employment, mergers & acquisitions, private equity and venture capital transactions, debt and equity financing for both listed and unlisted companies and restructuring of businesses. She is currently leading Sagus Legal, a legal advisory firm.</p>
Date of Birth (Age in years)	08/06/1985 (37 years)
Qualification	B.A. LL.B. (Hons.) degree from National Law School of India University, Bengaluru
Experience and expertise in specific functional area	Mrs. Shruti has significant experience in general corporate advisory including senior management employment, mergers & acquisitions, private equity and venture capital transactions, debt and equity financing for both listed and unlisted companies and restructuring of businesses.
Terms and conditions of appointment	Please refer to the resolution and explanatory statement mentioned at Item no. 3 of this notice.
Details of remuneration to be sought and remuneration last drawn	Except for sitting fees paid for attending the Board/Committee meeting(s) Mrs. Shruti Shrivastava will not paid any remuneration during her first term.
Date on which first appointed on the Board	23 rd January, 2023 (appointed for the first term)
Details of shareholding in the Company as on December 31, 2022	NIL
Shareholding as a beneficial owner as on December 31, 2022	Nil
Relationship with other Directors / Key Managerial Personnel (“KMP”) (if any)	Mrs. Shruti Shrivastava is not related to any other Director / KMP of the Company.
Number of Board Meetings attended during the financial year 2022-23	1

<p>Details of Directorships / Committee Chairmanship and Memberships in companies as on the date of appointment</p>	<p>Mrs. Shruti Shrivastava holds directorship in the below mentioned companies:</p> <ol style="list-style-type: none"> Shalimar Paints Limited Nalwa Sons Investment Limited Jindal Stainless Steelway Limited Sagus Legal LLP <p>Details of Committee Chairmanship/Membership:</p> <table border="1" data-bbox="571 472 1337 846"> <thead> <tr> <th>Name of the Company</th> <th>Name of the Committee</th> <th>Position held (Chairman/Member)</th> </tr> </thead> <tbody> <tr> <td rowspan="3">Shalimar Paints Limited</td> <td>Corporate Social responsibility Committee</td> <td>Chairperson</td> </tr> <tr> <td>Stakeholder Relationship Committee</td> <td>Chairperson</td> </tr> <tr> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td rowspan="2">Jindal Stainless Steelway limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination and Remuneration committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Name of the Committee	Position held (Chairman/Member)	Shalimar Paints Limited	Corporate Social responsibility Committee	Chairperson	Stakeholder Relationship Committee	Chairperson	Audit Committee	Member	Jindal Stainless Steelway limited	Audit Committee	Member	Nomination and Remuneration committee	Member
Name of the Company	Name of the Committee	Position held (Chairman/Member)														
Shalimar Paints Limited	Corporate Social responsibility Committee	Chairperson														
	Stakeholder Relationship Committee	Chairperson														
	Audit Committee	Member														
Jindal Stainless Steelway limited	Audit Committee	Member														
	Nomination and Remuneration committee	Member														
<p>Name of the listed entities from which the director has resigned during the past three years</p>	<p>Shalimar Paints Limited</p>															
<p>The skill and capabilities required for the role and the manner in which the proposed person meets such requirement</p>	<p>The Nomination and Remuneration Committee (“NRC”) of the Board of Directors has identified amongst others, exposure, expertise in governance, strategic & general management and business as the skills and capabilities for the role.</p> <p>Considering the educational background and her significant experience in general corporate advisory including senior management employment, mergers & acquisitions, private equity and venture capital transactions, debt and equity financing for both listed and unlisted companies and restructuring of businesses. Mrs. Shrivastava meets the requirement as laid down by the NRC.</p>															
<p>Performance evaluation report or summary thereof</p>	<p>Please refer to the explanatory statement for Item no. 3 of this notice.</p>															

Registered Office:
O.P. Jindal Marg
Hisar – 125005, Haryana.
22nd March, 2023

**By order of the Board
For Jindal Stainless Limited
Sd/-
Navneet Raghuvanshi
Head Legal & Company Secretary
ICSI Membership No. A14657**



INSTRUCTIONS FOR E-VOTING:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide remote e-voting facility to enable the Member to cast their votes electronically on the resolutions mentioned in the Notice of this Extra-ordinary General Meeting (EGM) of the Company to be held on Thursday, 20th day of April, 2023. The Company has appointed Mr. Sandeep Garg, Advocate, as the Scrutinizer for conducting the remote e-voting process and e-voting during the EGM in a fair and transparent manner. The list of shareholders/beneficial owners shall be reckoned on the equity shares as on Thursday, 13th April, 2023.

The Member(s) requiring any assistance with regard to use of technology for remote e-voting or at any time before or during the EGM (including e-voting in the EGM) may contact Mr. Swapan Kumar Naskar, Associate Vice President & Head (North India) at the designated email ID: swapann@linkintime.co.in or contact at 011- 49411000. The remote e-voting period will commence on 17th April, 2023 at 9.00 a.m. (IST) and ends on 19th April, 2023 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13th April, 2023, may cast their vote electronically. The remote e- voting module shall be disabled by Link Intime India Private Limited (“Link Intime”) for voting thereafter. Once the vote on a resolution is cast by a Member, whether partially or otherwise, it shall not be allowed to change subsequently. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as “ABSTAINED”. Members who have already voted prior to the meeting date would not be entitled to vote during the meeting.

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

Pursuant to SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at : https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e- Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting

<p>Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME.</p>	<p>& voting during the meeting.</p> <ol style="list-style-type: none"> 1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> ▶ Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <ol style="list-style-type: none"> A. User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company. <ul style="list-style-type: none"> • Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter). ▶ Click “confirm” (Your password is now generated). 2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
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	7. After selecting the desired option i.e. Favour / Against, click on ‘Submit’ . A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’ , else to change your vote, click on ‘No’ and accordingly modify your vote.
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Institutional shareholders:

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

Individual Shareholders holding securities in Physical mode & e-voting service Provider is LINKINTIME, have forgotten the password:

- Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
 - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **‘Submit’**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e- mail address.
 - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
 - The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

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

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only



for voting on the resolutions contained in this Notice.

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

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

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

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

InstaVote Support Desk

Link Intime India Private Limited



Process and manner for attending the EGM through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- ☑ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
- A. Demat Account No.** or Folio No: Enter your 16 digit Demat Account No. or Folio No
- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
- ☑ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the EGM through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.



Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the EGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the EGM through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the EGM will be eligible to attend/ participate in the EGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

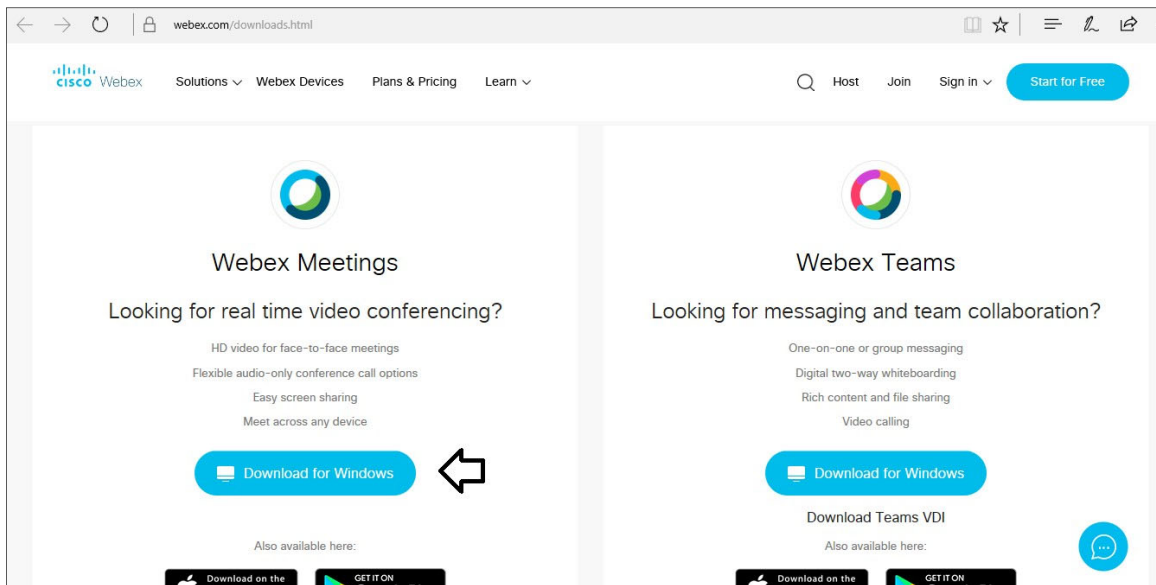
InstaMeet Support Desk


Link Intime India Private Limited


Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET


For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:


- a) Pleasedownload and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



 Solutions ▾ Webex Devices Plans & Pricing Learn ▾ Q Host Join Sign in ▾ [Start for Free](#)

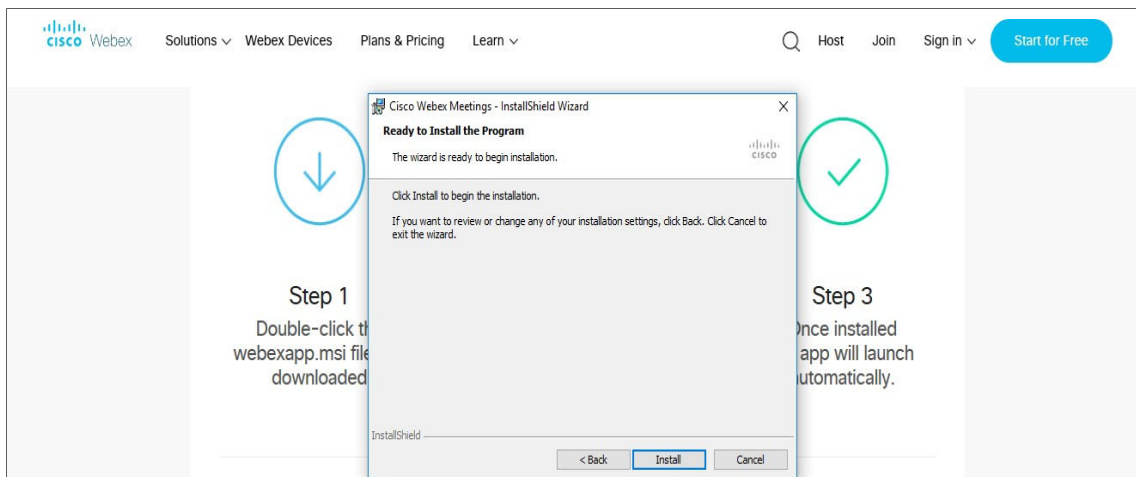
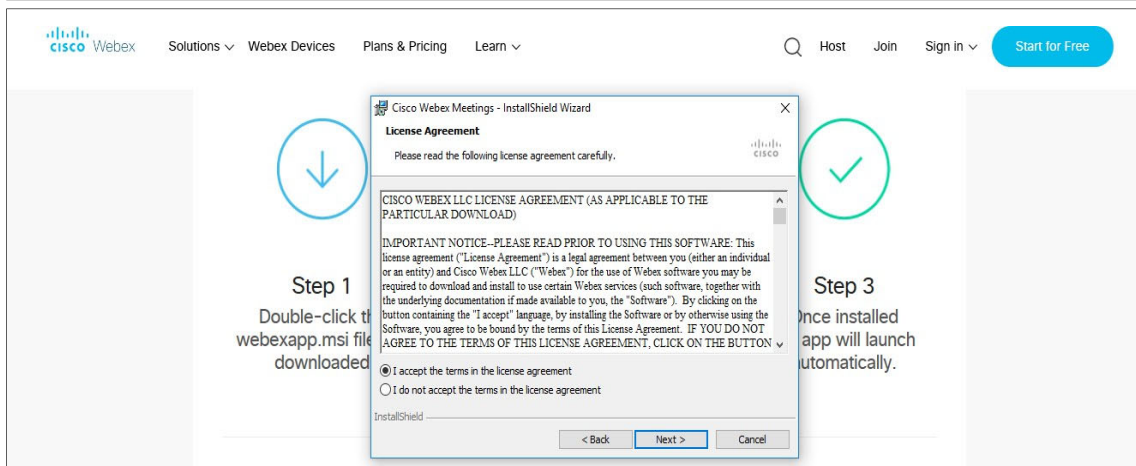
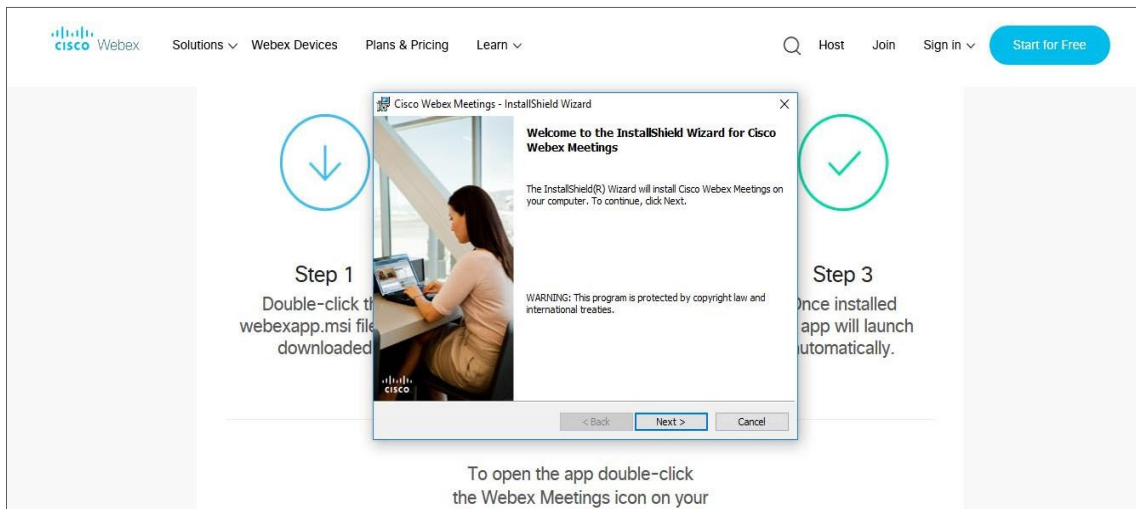

Step 1
Double-click the webexapp.msi file you downloaded


Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.


Step 3
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?
From: akamaicdn.webex.com

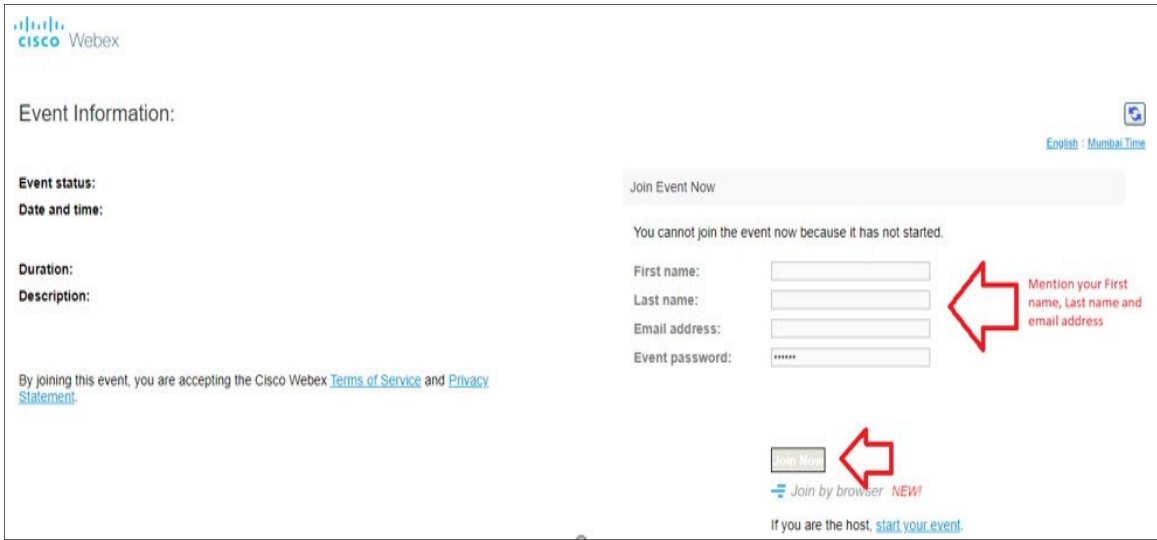


OR

- a) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application. Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



The screenshot shows the Cisco Webex event page. On the left, there is a sidebar with 'Event Information', 'Event status:', 'Date and time:', 'Duration:', and 'Description:'. Below this is a link for 'Terms of Service and Privacy Statement'. The main content area features a 'Join Event Now' button, a message 'You cannot join the event now because it has not started.', and a registration form with fields for 'First name:', 'Last name:', 'Email address:', and 'Event password:'. A red arrow points to the form fields with the text 'Mention your First name, Last name and email address'. At the bottom, there is a 'Join Now' button, a 'Join by browser NEW!' link, and a note 'If you are the host, start your event!'.



FOR ATTENTION OF SHAREHOLDERS

1. Those Members, who hold shares in physical form or who have not registered their email address with the Company and who wish to participate in the EGM or cast their vote through remote e-Voting or through the e-Voting system during the meeting, may obtain the login ID and password by sending (i) scanned copy of a signed request letter mentioning the name, folio number and complete address; and (ii) self-attested scanned copy of the PAN Card and any document (such as Driving Licence, Bank Statement, Election Card, Passport, Aadhar Card) in support of the address of the Member as registered with the Company; to the email address of the Company investorcare@jindalstainless.com.

In case shares are held in demat mode, Members may obtain the login ID and password by sending scanned copy of (i) a signed request letter mentioning their name, DP ID-Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID); (ii) self-attested scanned copy of client master or Consolidated Demat Account statement; and (iii) self-attested scanned copy of the PAN Card, to the email address of the Company investorcare@jindalstainless.com

2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialized form.
3. The Securities & Exchange Board of India (“SEBI”) vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 read with clarification circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has notified simplified norms for processing investors service request by Registrar and mandatory furnishing/updation of PAN, KYC, Bank details, Nomination details and specimen signature by all shareholders holding share in physical form.

Accordingly, the shareholders of the Company holding shares in physical form are requested to submit the following documents/information to the Registrar and Share Transfer Agent (“RTA”) of the Company:

- Update valid PAN and KYC details in Form ISR-1;
- Nomination details in Form SH-13 or submit declaration to ‘Opt-out’ in Form ISR-3;
- Submit Form SH-14 to change nomination details;
- Contact details including Postal address with PIN code, Mobile Number, E-mail address;
- Bank Account details including name of Bank and branch address, Bank account number, IFS code; and
- Register/update Specimen Signature in Form ISR-2, duly attested by the banker of the concerned Shareholders, along with original cancelled cheque with respective name(s) printed thereon or extracts of the Bank Passbook / Statement reflecting their bank account details, duly attested by the Bank.

Further, in terms of SEBI circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 and as an on-going measure to enhance ease of dealing in shares by the shareholders, the securities will be issued in dematerialized form only while processing certain service requests including issue of duplicate securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates/folios, transmission,



transposition etc. Therefore, the shareholder(s)/claimant(s) are requested to submit duly filled up Form ISR-4 along with the documents / details specified therein for processing any requests pertaining to the abovementioned services requests to the Registrar.

Shareholders are requested to kindly update respective Email Id and Mobile No. with Registrar of the Company for records as well as for receiving communications by electronic means. The shareholders are requested to convert their shareholding in Dematerialised Form to eliminate the risk associated with the physical share certificate including Freezing of Folio.

The relevant forms for the aforementioned submissions are provided in the following link:

<https://www.jindalstainless.com/investors-assistance/>

The shareholders are advised to provide the duly filled-in and signed documents along with the related proofs to the Registrar.

You are requested to ignore this communication if you have already updated/submitted the aforesaid information.

4. The Company's equity shares are compulsorily traded in dematerialised form by all investors Shareholders are requested to get the shares dematerialised in their own interest.
5. **The Company has created an Email Id. 'investorcare@jindalstainless.com', which is being used exclusively for the purpose of redressing the complaints of the investors.**
6. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
7. The Scrutinizer shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not and such Report shall then be sent to the Chairman or a person authorized by him, within 2 (two) working days from the conclusion of the EGM, who shall then countersign and declare the result of the voting forthwith.
8. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Companies Act, 2013 and Relevant documents referred to in this Notice of EGM and explanatory statement on the date of EGM in electronic mode can send an email to investorcare@jindalstainless.com.