JINDAL STEEL & POWER

August 29, 2017

The BSE Ltd.
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P J Towers,
Dalal Street, Fort, Mumbai – 400 001
Security Code No. : 532286

The National Stock Exchange of India Ltd.
Exchange Plaza, 5th Floor,
Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E),
Mumbai-400 051
Security Code No. : JINDALSTEL

Sub: Notice of Book Closure and 38th Annual General Meeting (AGM)

Dear Sir(s),

This is to inform that the 38th AGM of the Company is scheduled to be held on Friday, September 22, 2017 at O.P. Jindal Marg, Hisar, Haryana – 125 005 at 12:00 Noon.

Pursuant to Section 91 of the Companies Act 2013 ("the Act"), the register of members and share transfer books of the Company shall remain closed from Wednesday, September 13, 2017 to Friday, September 15, 2017 (both days inclusive) for AGM purpose.

Pursuant to the provision of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, as amended, from time to time ('Rules') and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the Company is pleased to provide to its members, the facility to cast their vote through electronic means on all resolutions set forth in the Notice of the AGM, whose name is in the Register of Members / Beneficial Owners as on cut-off date i.e, Friday, September 15, 2017 and the members as on that date are entitled to avail the facility of remote e- voting, attend and vote at the meeting. The Company has on August 28, 2017 completed the dispatch of Notice along with Annual Report to the Members of the Company. The remote e- voting facility commences on Monday, September 18, 2017 from 9.00 a.m. (IST) and ends on Thursday, September 21, 2017 at 5.00 p.m. (IST).

Further, pursuant to Regulation 30 of SEBI LODR, we are enclosing herewith the copy of newspaper cuttings published in "Mint" (English) and "Hari Bhoomi" (Regional Language) today, in regard with the captioned subject along with the copy of Notice of AGM for seeking members' consent for matters as set out in the Notice dated August 11, 2017.

Submitted for your kind information and record please.

Thanking You.

Yours faithfully,
For **Jindal Steel & Power Limited**

Jagadish Patrra
Vice President & Company Secretary

Jindal Steel & Power Limited
Corporate Office Jindal Centre, 12 Bhikaiji Cama Place, New Delhi 110 066 CIN: L27105HR1979PLC009913
T +91 11 4146 2000 F +91 11 2616 1271 W www.jindalsteelpower.com, E: jsplinfo@jindalsteel.com
Registered Office O. P. Jindal Marg, Hisar, 125 005, Haryana

HCL TECHNOLOGIES LIMITED

Corporate Identity Number: L74140DL1991PLC046369
Registered Office: 806, Siddharth, 96, Nehru Place, New Delhi - 110019
Corporate Office : Plot No. 3A, Sector 126, Noida - 201 304, UP, India
Tel: +91 11 26444812; Fax: +91 11 26436336
Website: www.hcltech.com; E-mail ID: investors@hcl.com

NOTICE

Notice is hereby given that the 25th Annual General Meeting ('AGM') of the members of HCL Technologies Limited will be held on Thursday, the 21st day of September, 2017 at 11.00 A.M. at Stein Auditorium, Habitat World, India Habitat Centre, Lodhi Road, New Delhi - 110003 (Entry from gate number 3 on Vardhman Marg).

The Notice setting out the business to be transacted at the meeting together with a copy of the Annual Report of the Company for the financial year 2016-17, Proxy form and Attendance slip has been e-mailed / dispatched to the members (i) electronically to those members whose e-mail addresses are registered with the Company/ Depository Participant(s); and (ii) physically to all other members at their address registered with the Company/Depository Participant(s). In case, the members to whom the Notice has been sent electronically but wish to receive physical copies of the Notice of the AGM, Annual Report, Attendance slip and Proxy form, may send a request to the Company at investors@hcl.com or write to the Company's Registrar & Share Transfer Agent at the address mentioned below.

The Annual Report for the year 2016-17 along with the Notice convening the AGM, Attendance slip and Proxy form are also available at the Company's website www.hcltech.com and on the website of NSDL - www.nsdl.co.in

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his/ her/ its place and a proxy need not be a member of the Company. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the AGM.

Book Closure

Notice is also hereby given that pursuant to Section 91 of the Companies Act, 2013 ("Act") read with Rule 10 of the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Register of the Company will remain closed from September 14, 2017 to September 17, 2017 (both days inclusive).

Remote E-voting

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer remote e-voting facility to its members to enable them to cast their votes electronically on the resolutions set forth in the Notice of the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for providing remote e-voting services. The members holding shares either in physical or in electronic mode as on the cut-off date i.e. September 14, 2017 may cast their vote electronically.

Any person, who acquires shares of the Company and becomes a shareholder of the Company after the completion of dispatch of the Notice of the AGM and holds shares on the cut-off date i.e. September 14, 2017, may obtain a login ID and password by sending a request at evoting@nsdl.co.in. The detailed procedure for remote e-voting is given in the Notice of the AGM.

Date of Completion of sending of Notices: August 26, 2017.

Date and Time of commencement of remote e-voting: September 17, 2017 at 9.00 A.M. (IST)

Date and Time of end of remote e-voting: September 20, 2017 at 5.00 P.M. (IST)

The remote e-voting module will be disabled and no remote e-voting will be allowed thereafter. In case of any queries or issues regarding remote e-voting, please refer the Frequently Asked Questions ('FAQ') and e-voting manual available at www.evoting.nsdl.com under help section or write an email to evoting@nsdl.co.in or contact NSDL remote e-voting helpdesk at 1800-222-900.

The facility of voting through ballot shall be made available at the AGM venue to those members, who have not cast their vote by remote e-voting. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again at the AGM.

The members holding shares in physical form are requested to send the requests for share transfer, change of address, e-mail ID, NECS mandate, etc. to the Company's Registrar & Share Transfer Agent: Alankit Assignments Limited, Unit: HCL Technologies Limited, 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi -110055, Tel. No. +91-11-42541234; Fax No. +91-11-41543474; e-mail - rta@alankit.com. The members holding shares in electronic form are requested to update such details with the Depository Participant(s) with whom they are maintaining their demat account.

For **HCL Technologies Limited**

Date: August 28, 2017
Place: New Delhi

Manish Anand
Company Secretary

HCL

SCHNEIDER ELECTRIC INFRASTRUCTURE LIMITED

CIN: L31900GJ2011PLC064420
Regd. Office: Milestone 87, Vadodara-Halol Highway,
Village Kotambi, Post Office Jarod, Vadodara 391 510, Gujarat,
Phone: 02668 664466 / 664300, Fax: 02668 664621 Website: http://infra.schneider-electric.com/in/
E-mail: company.secretary@schneider-electric.com

Schneider Electric

NOTICE OF THE 7TH ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that:

1. The 7th Annual General Meeting (AGM) of the members of the Company will be held on Friday, 22nd day of the September, 2017 at 11:00 a.m. at The Gateway Hotels Vadodara, Akota Garden, Akota, Vadodara - 390 020, Gujarat, to transact the businesses as set forth in the Notice of the Meeting dated 27th July, 2017.
2. Electronic copies of the Notice of the AGM and the Annual Report for fiscal year 2016-17 have been sent to all the members whose e-mail IDs are registered with Company / Depository Participant(s). These documents are also available on the website of the Company, at **http://infra.schneider-electric.com/in/**. The Notice of the AGM and Annual Report for the fiscal year 2016-17 have been sent to all the members at their registered address in the permitted mode. The dispatch of the Notice of the AGM has been completed on 26th August, 2017.
3. Members holding shares either in physical form or dematerialized form, as on the cut-off date (15th September, 2017), may cast their vote electronically on the businesses as set forth in the Notice of the AGM through electronic voting system of the National Securities Depository Limited (NSDL) from a place other than venue of the AGM ('remote e-voting'). All the members are informed that:
   i. The business set forth in the Notice of the AGM may be transacted through voting by electronic means;
   ii. The remote e-voting shall commence on 19th September, 2017 (09:00 a.m. IST);
   iii. The remote e-voting shall end on 21st September, 2017 (05:00 p.m. IST);
   iv. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is 15th September, 2017;
   v. E-voting shall not be allowed beyond 05:00 p.m. IST on 21st September, 2017;
   vi. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice of the AGM and holds shares as of the cut-off date, i.e. 15th September, 2017, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**. However, if a person is already registered with NSDL for e-voting, then the existing user ID and password can be used for casting vote;
   vii. Members may note that: a) The remote e-voting module will be disabled by NSDL beyond 5:00 p.m. IST on 21st September, 2017, and once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently; b) The facility for voting through ballot paper will be made available at the AGM for members present at the meeting; c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again; d) Only persons whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to vote using the remote e-voting facility or at the AGM using ballot paper;
   viii. The Notice of the AGM is available on the Company's website **http://infra.schneider-electric.com/in/** and also on the NSDL's website **http://www.evoting.nsdl.com**;
   ix. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of **https://www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800-222-990.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 16, 2017 to Friday, September 22, 2017 (both days inclusive).

For Schneider Electric Infrastructure Limited
Sd/-
Anil Rustgi
Company Secretary

Place : Gurgaon
Date : 28th August, 2017

SCHNEIDER ELECTRIC PRESIDENT SYSTEMS LIMITED

Regd. Office: 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka
CIN: U32109KA1984PLC079103, Phone: 080 67888300, Website: www.schneiderelectricpresident.com;
E-mail: priyanka.aggarwal@schneider-electric.com

NOTICE OF THE 33rd ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that:

1. The 33rd Annual General Meeting (AGM) of the members of the Company will be held on Tuesday,19th September, 2017 at 11.00 A.M. at 5C/1, KIADB Industrial Area, Attibele, Bengaluru-562107, Karnataka, to transact the businesses as set forth in the Notice of the Meeting dated 03rd August, 2017.
2. Electronic copies of the Notice of the AGM and the Annual Report for fiscal year 2016-17 have been sent to all the members whose e-mail IDs are registered with Company / Depository Participant(s). These documents are also available on the website of the Company, at **www.schneiderelectricpresident.com**. The Notice of the AGM and Annual Report for the fiscal year 2016-17 have been sent to all the members at their registered address in the permitted mode. The dispatch of the Notice of the AGM has been completed on 26th August, 2017.
3. Members holding shares either in physical form or dematerialized form, as on the cut-off date (12th September, 2017), may cast their vote electronically on the businesses as set forth in the Notice of the AGM through electronic voting system of the National Securities Depository Limited (NSDL) from a place other than venue of the AGM ('remote e-voting'). All the members are informed that:
   i. The business set forth in the Notice of the AGM may be transacted through voting by electronic means;
   ii. The remote e-voting shall commence on 16th September, 2017 (09:00 a.m. IST);
   iii. The remote e-voting shall end on 18th September, 2017 (05:00 p.m. IST);
   iv. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is 12th September, 2017;
   v. E-voting shall not be allowed beyond 05:00 p.m. IST on 18th September, 2017;
   vi. Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the Notice of the AGM and holds shares as of the cut-off date, i.e. 12th September, 2017, may obtain the login ID and password by sending a request at **evoting@nsdl.co.in**. However, if a person is already registered with NSDL for e-voting, then the existing user ID and password can be used for casting vote;
   vii. Members may note that: a) The remote e-voting module will be disabled by NSDL beyond 5:00 p.m. IST on 18th September, 2017, and once the vote on a resolution is cast by a member, he/she shall not be allowed to change it subsequently; b) The facility for voting through ballot paper will be made available at the AGM for members present at the meeting; c) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again; d) Only persons whose names are recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to vote using the remote e-voting facility or at the AGM using ballot paper;
   viii. The Notice of the AGM is available on the Company's website **www.schneiderelectricpresident.com** and also on the NSDL's website **http://www.evoting.nsdl.com**;
   ix. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the Downloads section of **https://www.evoting.nsdl.com** or contact NSDL at the following toll free no.: 1800-222-990.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 13th September, 2017 to Tuesday, 19th September, 2017 (both days inclusive).

For Schneider Electric President Systems Limited
Sd/-
Priyanka Aggarwal
Company Secretary

Place : Gurgaon
Date : 26th August, 2017

POWER GRID CORPORATION OF INDIA LIMITED

(A Government of India Enterprise)
Western Region Headquarters-II,
Plot No. 54, Adjacent to Riya Revati Resort, Opp. Ambe Vidyalaya, Sama-Savli Road, Vadodara-390008
CIN: L40101DL1989GOI038121

पावरग्रिड

NOTICE INVITING TENDER: Ref. No: WRTS-II/C&M/NIT-06/2017
(Domestic Competitive Bidding under e-Procurement; Funding Domestic)
(Single Stage Two Envelope Bidding Procedure)

POWERGRID invites online bids through the e-portal https://www.tcil-india-electronictender.com for following package

Name of Package	Downloading of Bid / Cost of Bid Documents	Deadline of Bid Submission Soft Copy Part / Hard Copy Part
Package A - Supply & Delivery of 90kN composite long rod polymer insulators for 400kV lines having V string configuration under WR-II	29.08.2017 to 27.09.2017 (upto 17:30 hrs) Rs.25,000/-	04.10.2017 (10:00 hrs) / 04.10.2017 (10:00 hrs)
Package B - External Electrification Works for HT supply and Associated Electrical Works at New Institute of NPTI at Shivpuri	29.08.2017 to 27.09.2017 (upto 17:30 hrs) Rs.12,500/-	04.10.2017 (10:30 hrs) / 04.10.2017 (10:30 hrs)
Package C - Supply & Delivery of 120kN Composite long rod polymer insulators for O&M requirement for 765kV Lines under WR-II	29.08.2017 to 27.09.2017 (upto 17:30 hrs) Rs.5,000/-	04.10.2017 (11:00 hrs) / 04.10.2017 (11:00 hrs)
Package D - Procurement of Earthing material for 25 years old Tr.Lines at various TLM of WR-II	29.08.2017 to 27.09.2017 (upto 17:30 hrs) Rs.5,000/-	04.10.2017 (11:30 hrs) / 04.10.2017 (11:30 hrs)
Packeg E - Supply, Delivery, Installation and Commissioning of DGA Test Kit for IOTL, Itarsi, POWERGIRD, WR-II	29.08.2017 to 27.09.2017 (upto 17:30 hrs) Rs.2,000/-	04.10.2017 (15:00 hrs) / 04.10.2017 (15:00 hrs)

1. For further details including addendum/changes in bidding program, if any, please visit procurement portal https://www.tcil-india-electronictender.com.
2. The bids can be uploaded only after paying the requisite document cost in the form of Demand Draft in favour of **"Power Grid Corporation of India Ltd". Payable at Vadodara.**
3. **The first Envelope (Techno Commercial part) of the bid shall be opened on the deadline of bid submission of Hard copy part of the bid, 30 minutes thereafter.**
4. **The complete Bidding Document are also available on our website** http://www.powergridindia.com for the purpose of reference only.
5. Bidder to note that for participating in subject package, they are required to register themselves with M/s Telecommunication Consultants India Limited, New Delhi (TCIL), application Service Provider. The Said registration with TCIL shall be free of cost.

All correspondence/communication including sale of bidding document and submission of bids shall be made to Asst G.M (C&M), Power Grid Corporation of India Ltd., Western Region Transmission System-II, Regional Head Quarter, Plot No 54, Adjacent to Riya Revati Resort, Opp. Ambe Vidyalaya, Sama Savli Road, Vadodara-390008 on 0265-2577514/2577515.

Asst. GM(C&M)

PG/WRTS-II/C&M/NIT-06/2017/Navnit

Regd. Office: B-9, Qutab Institutional Area, Katwaria Sarai, New Delhi-110 016.
Corp. Office: Saudamini, Plot No. 2, Sector-29, Gurgaon, Haryana-122 001.

ONE NATION - ONE GRID - ONE FREQUENCY

JINDAL STEEL & POWER

NOTICE OF THE 38TH ANNUAL GENERAL MEETING OF THE COMPANY, REMOTE E- VOTING AND BOOK CLOSURE

Notice is hereby given that:

1. the 38th Annual General Meeting (AGM) of the members of the Company is scheduled to be held on Friday, the September 22, 2017 at 12:00 Noon, at the Registered Office of the Company at O.P. Jindal Marg, Hisar-125005 (Haryana).
2. in terms of Sections 101 and 136 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014 (the Act and Rules), the notice setting out the business(es) to be transacted at the AGM along with the Explanatory Statement and the Annual Report of the Company for the Financial Year 2016-17 have been sent through Electronic mode to the members whose E-mail IDs' are registered with the Company or with the Depository Participant(s) and through registered parcel to all other members. The dispatch of above documents have been completed on August 28, 2017.
3. members, who wish to receive the physical copy of the Annual Report and Notice of AGM, may e-mail their request to the Company at investorcare@jindalsteel.com or may write to the Company Secretary at 28, Najafgarh Road, New Delhi - 110015.
4. members holding shares either in physical form or dematerialized form, as on the cut-off date, i.e., Friday, September 15, 2017, may cast their vote electronically on the business(es) as set forth in the Notice of the AGM through remote e-voting system of Central Depository Services (India) Limited ('CDSL'). All the members be informed that:
   i) the business(es) as set forth in the Notice of AGM may be transacted through voting by electronic means;
   ii) the Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, September 13, 2017 to Friday, September 15, 2017 (both days inclusive) for the purpose of AGM.
   iii) the cut-off date for determining the eligibility to vote by electronic means is September 15, 2017;
   iv) the remote e-voting shall commence on Monday, September 18, 2017 (9.00 a.m. IST) and end on Thursday, September 21, 2017 (5.00 p.m. IST);
   v) the detailed procedure and instructions for e-voting is provided in the Attendance Slip forming part of Notice of AGM;
   vi) members may note that: **a)** once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently; **b)** the facility for voting through ballot paper shall be available at the AGM; **c)** the members who have exercised their vote by remote e-voting may also attend the AGM but shall not be entitled to cast their vote again; **d)** a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail facility of remote e-voting as well as voting at the AGM through ballot paper;
   vii) the Notice of AGM is available on the Company's website www.jindalsteelpower.com and also on the CDSL's website www.evotingindia.com;
   viii) in case of queries, member may refer to Frequently Asked Questions (FAQ) and e-voting user manual available at www.evotingindia.com or call on toll free no.: 18002005533 or contact Mr. Rakesh Dalvi, Deputy Manager, Central Depository Services (India) Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001, email: helpdesk.evoting@cdslindia.com

For **Jindal Steel & Power Limited**
Jagadish Patra
Vice President & Company Secretary

Place : New Delhi
Date : August 28, 2017

JINDAL STEEL & POWER LIMITED (CIN: L27105HR1979PLC009913)
Regd. Office: O. P. Jindal Marg, Hisar-125005 (Haryana) | Corporate Office: Jindal Centre, 12 Bhikaiji Cama Place, New Delhi -110066
Tel: +91 11 4146 2000 | Fax: +91 11 2616 1271 | Email: jsplinfo@jindalsteel.com | Website: www.jindalsteelpower.com

jsplcorporate | Jindal Steel & Power Ltd. | jsplcorporate | jsplcorporate

Repco Home Finance Limited

CIN- L65922TN2000PLC044655
Registered Office: Repco Tower, No. 33, North Usman Road, T. Nagar, Chennai-600017

Corporate Office: Third Floor, Alexander Square, Old No.34 & 35, New No.2, Sardar Patel Road, Guindy, Chennai – 600032 Ph: (044) - 42106650 Fax: (044) – 42106651;
E-mail: cs@repcohome.com Website: www.repcohome.com

NOTICE OF 17th ANNUAL GENERAL MEETING, E-VOTING INSTRUCTION AND BOOK CLOSURE

NOTICE is hereby given that:

1. The 17th Annual General Meeting of the Members of the Company will be held on Thursday, September 21,2017 at 10: 15 a.m., at Sri Dakshina murthy Auditorium, PS Higher Sec School,No.215, Ramakrishna Mutt Road, Mylapore, Chennai-600004 to transact the Ordinary and Special business as mentioned in the Notice of the Meeting.
2. The electronic copies of the Notice of the 17th AGM and the Annual report for the financial year 2016-17 have been sent to all the members whose email ids are registered with the Company/ Depository Participant(s) on August 11, 2017. The physical copies of the same have been sent to all the remaining members at the registered address, on August 28, 2017.
3. Members holding shares either in physical form or in demat form, as on the cut-off date of September 14, 2017, may cast their vote electronically on the Ordinary and Special Business(es) as set out in the Notice of the 17th AGM through electronic voting system of Karvy Computershare Private Limited (https://evoting.karvy.com).
4. The members are informed that:
   i. The business set out in the Notice of the AGM may be transacted through voting by electronic means.
   ii. The e-voting shall commence on September 18, 2017 at 9.00 A.M (IST).
   iii. The e-voting voting shall end on September 20, 2017 at 5.00 P.M (IST).
   iv. The cut-off date for determining the eligibility to vote by electronic means or at the AGM is September 14, 2017.
   v. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch and holding shares as of the cut-off date i.e September 14, 2017, may obtain login id and password by sending an email to evoting@karvy.com or shall call Karvy's toll free number 1800-3454-001. However, if a person is already registered with Karvy for e-voting then he can use his existing User ID and password for casting the vote.
   vi. Members may note that (a) the e-voting module shall be disabled by Karvy beyond 5 P.M on September 20, 2017 and once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently, (b) the facility for voting through poll shall be made available at the AGM, (c) the members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again, and (d) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositaries as on the cut-off date only shall be entitled to avail the facility of e-voting or voting at the AGM through poll.
   vii. The Company has appointed M/s.G Ramachandran & Associates, Company Secretaries as the Scrutinizer to scrutinize the e-voting process and the poll at the AGM in a fair and transparent manner.
   viii. The Notice of the 17th AGM and the Annual report for the financial year 2016-17 is available on the Company's website (www.repcohome.com/annual_reports.php) and also on Karvy's website (https://karisma.karvy.com).
   ix. In case of any queries, members may refer to the Frequently Asked Questions (FAQ's) section available at Karvy's website, https://evoting.karvy.com or contact Mr.Mohammed Shanoor, Assistant Manager (RIS), M/s.Karvy Computershare Private Limited, email: srirama.murthy@karvy.com, Phone No. 040-67161606. The members may also contact Karvy at Toll Free No. 1800 345 4001 or send an email to evoting@karvy.com for grievances connected with e-voting.
5. Pursuant to Section 91 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members & Share Transfer Books of the Company shall remain closed from September 15,

राष्ट्रीय इस्पात निगम लिमिटेड
RASHTRIYA ISPAT NIGAM LIMITED

(A Government of India Enterprise)
VISAKHAPATNAM STEEL PLANT

VIZAG STEEL Pride of Steel

WORKS CONRACTS DEPARTMENT
RFx No.2600000789, Dt.22.08.2017

Work: MAINTENANCE OF CHILLED WATER PLANT-5
◆ Submission of Bids: **Before 3.00PM on 23.09.2017**
◆ Bid Opening Date & Time: After **3.30 pm on 23.09.2017**
Submit e-bids through https://srm.vizagsteel.com
Contact:S.K.Jaiswal, DGM(WCD), Mob: 9866192835
email: jayaswal@vizagsteel.com

DGM(Works Contracts)I/c

For more details & corrigendums please visit regularly www.vizagsteel.com, http://publishtenders.gov.in

DNP Ltd.

(A Government of Assam Undertaking)
P.O.-Duliajan-786602, Dist.-Dibrugarh, Assam

No. CONS/DNPL/13/55/143 DTD.24.08.2017

NOTICE INVITING TENDER (NIT)

Conducting a detailed study, design a complete work plan and work as an EPCM consultant during execution of the noise control solutions in and around the compressor station at DNP Limited.

E-tenders (online tenders) is hereby invited in single stage 02(two) bid system (techno-commercial bid & price bid) from the bonafide and resourceful consultant firm/company. Qualified and interested firm/company may visit our website **www.dnpl.co.in** and **https://assamtenders.gov.in** for details of the NIT.

Sd/- Director, DNP Ltd.

CHAMBAL FERTILISERS AND CHEMICALS LIMITED

Registered Office: Gadepan, Distt. Kota, Rajasthan, PIN - 325 208
Telephone No. : 0744-2782915, Fax : 07455-274130
Investor Service Centre : "Corporate One", First Floor, 5, Commercial Centre, Jasola, New Delhi – 110 025
Telephone Nos.: 011-46581300 & 41697900, Fax : 91-11-40638679
E-mail : isc@chambal.in **Website:** www.chambalfertilisers.com
CIN : L24124RJ1985PLC003293

NOTICE OF LOSS OF SHARE CERTIFICATES

Notice is hereby given that the share certificates as per details given below have been reported lost by a shareholder and he has applied for issue of duplicate share certificates.

Name of Shareholder	Certificate Nos.	No. of Shares
Mr. Shivaji Govind Kokate	2025799-2025818	2000

Any person who has a claim in respect of the aforesaid certificates should lodge the claim with the undersigned so as to reach our New Delhi Office within 10 days from the date hereof. The Company will proceed to issue duplicate share certificates after the expiry of the said period of 10 days and shall not entertain claims received subsequently.

For **Chambal Fertilisers and Chemicals Limited**
Rajveer Singh
Assistant Vice President-
Legal & Secretary

New Delhi
August 28, 2017

HEADQUARTERS
कर्मचारी राज्य बीमा निगम
Employees' State Insurance Corporation

PANCHDEEP BHAWAN, C.I.G. MARG, NEW DELHI-110 002
(ISO 9001-2008 Certified), Website: **www.esic.nic.in**
Phone No. 011-23234336, email: jd-f1@esic.nic.in

NOTICE INVITING PROPOSAL FOR APPOINTMENT OF CONSULTANT FOR SELECTION OF PORTFOLIO MANAGERS, CUSTODIAN AND CONCURRENT AUDITORS FOR MONITORING AND PERFORMANCE EVALUATION OF SELECTED PORTFOLIO MANAGERS

Proposals are invited through e-Tendering from **Firms/ Credit Rating Agencies** for selection of Consultant for providing services in selection of Portfolio Managers, Custodian and Concurrent Auditors for monitoring and performance evaluation of selected portfolio managers. The Bidder should be registered with SEBI, having profit track record of 5 years and minimum

ALFA INFRAPROP PVT. LTD.

Career openings in SOLAR POWER

Alfa Infraprop is looking for highly motivated, self starters to join it's Solar Power Plant located near Rafigunj town in Aurangabad District.

SECURITY MANAGER

Retired persons from Military or Police department only should apply

KANDLA PORT TRUST

(FINANCE DEPARTMENT)

ISO 9001 : 2008
ISO 14001 : 2004

Kandla Port Trust, a major port of India invites Tender from Banks & Financial Institutions for "Submission of RFQ for raising External

रिपोर्ट : नीति आयोग ने लाखों लोगों को बेहतर जीवन देने दिया सुझाव

गरीबी हटाने हो तत्परता से सुधार

एजेंसी ▸▸ नई दिल्ली

देश को कारोबार सुगमता के लिए तत्परता के साथ सुधारों को आगे बढ़ाने की जरूरत है क्योंकि यह गरीबी उन्मूलन और लाखों लोगों को बेहतर जीवन देने का एक बेहतर तरीका है। नीति आयोग की रिपोर्ट में यह बात कही गई है।

'कारोबार सुगमताः भारतीय राज्यों में उपक्रमों का सर्वेक्षण' शीर्षक से जारी रिपोर्ट में श्रम सुधारों, कंपनियों के आसानी से प्रवेश और बाहर निकलने तथा लघु एवं बड़े उपक्रमों के लिए समान अवसर पर जोर दिया गया है।

नीति आयोग और आईडीएफसी इंस्टिट्यूट द्वारा तैयार रिपोर्ट केंद्रीय कानून मंत्री रवि शंकर प्रसाद और वाणिज्य एवं उद्योग मंत्री निर्मला सीतारमण ने जारी की। रिपोर्ट में कहा गया है, 'भारत को तत्परता से सुधारों को आगे बढ़ाने की जरूरत है क्योंकि इससे कारोबार करने में काबिलियत तथा इसके कारण होने वाला संपत्ति सृजन तथा उसके उचित एवं बेहतर तरीके से पुनर्वितरण के जरिए लाखों भारतीयों को बेहतर जीवन देने और उन्हें गरीबी से बाहर निकालने के लिए एक मौका बना हुआ है।'

खास बातें

- कारोबार की सुगमता के लिए तत्परता से सुधार आगे बढ़ाए
- केंद्रीय मंत्री प्रसाद और सीतारमण ने जारी की आयोग की रिपोर्ट
- लोगों की गरीबी से बाहर निकालने एक मौका बना हुआ है
- श्रम कानूनों में सुधार और लचीलापन लाना होगा

श्रम कानूनों में सुधार जरूरी

श्रम सुधारों का जिक्र करते हुए इसमें कहा गया है कि श्रम कानूनों में सुधार तथा उसके क्रियान्वयन में लचीलापन कारोबार सुगमता बढ़ाने में काफी मददगार हो सकता है। रिपोर्ट के अनुसार वास्तविकता यह है कि श्रम गहन क्षेत्र के उपक्रमों को पूंजी गहन कंपनियों के मुकाबले अधिक कठिनाइयों का सामना करना पड़ता है। यह इस क्षेत्र में आगे और सुधार को रेखांकित करता है।

वृद्धि क्लब में शामिल होने सुधार जरूरी : रिपोर्ट के अनुसार दहाई अंक में आर्थिक वृद्धि क्लब में शामिल होने के लिए भारत को निरंतर व्यापार माहौल को दुरुस्त करने और सुधार की जरूरत होगी। इस मौके पर निर्मला ने कहा कि रिपोर्ट 'सर्वाधिक महत्वपूर्ण योगदान' देने जा रही है जैसा अरविंद पनगढ़िया ने किया है।

असमानता के बजाय गरीबी मिटाने पर दे ध्यान

नीति आयोग के निवर्तमान उपाध्यक्ष अरविंद पनगढ़िया ने कहा कि भारत में गरीबी उन्मूलन को असमानता मिटाने के ऊपर वरीयता दी जानी चाहिए। इसके साथ ही पनगढ़िया ने कहा है कि देश में अवसरों में समानता, स्वास्थ्य और शिक्षा पर अधिक ध्यान दिए जाने की जरूरत है। गरीबी उन्मूलन और असमानता में कमी लाने के लक्ष्यों को लेकर गंभीर द्वंद्व हो सकता है। उन्होंने कहा, 'मैं अवसरों की समानता, स्वास्थ्य व शिक्षा पर अधिक ध्यान दूंगा।'

95 मोबाइल इकाइयां भारत आई

प्रसाद ने रेखांकित किया कि भारत पिछले तीन साल में काफी रूपांतरण लाया है। उन्होंने कहा, 'पिछले तीन साल में 95 मोबाइल विनिर्माण इकाइयां भारत में आयीं। इसमें 45 विनिर्माण संयंत्र तथा 49 संयंत्र मोबाइल उपकरण बना रहे हैं-नोएडा और ग्रेटर नोएडा मोबाइल विनिर्माण के लिए बड़ा केंद्र बन रहे हैं।' प्रसाद ने कहा, 'भारत नवप्रवर्तन का देश बन सकता है-दूरदराज क्षेत्रों में जो डिजिटल बुनियादी ढांचा तैयार हो रहा है, वह उल्लेखनीय है।'

महिन्द्रा का नया ट्रैक्टर ब्रांड 'ट्रैकस्टर'

नई दिल्ली। वाहन बनाने वाली कंपनी महिन्द्रा एंड महिन्द्रा ने गुजरात सरकार के साथ अपने संयुक्त उपक्रम का नाम सोमवार को बदलकर ग्रोमैक्स एग्री इक्विपमेंट लिमिटेड कर दिया। इस मौके पर भागीदारी के तहत नया ब्रांड 'ट्रैकस्टर' भी पेश किया गया। पहले इस उपक्रम को महिन्द्रा गुजरात ट्रैक्टर्स नाम से जाना जाता था। कंपनी ने बयान जारी कर कहा कि ग्रोमैक्स एग्री इक्विपमेंट की नयी रणनीतिक दृष्टिकोण के तहत ट्रैकस्टर ब्रांड में 30 से 50 हॉर्सपावर क्षमता के ट्रैक्टरों की श्रेणी पेश की जाएंगी। यह ब्रांड मूल्य बचत को इच्छुक किसानों पर केंद्रित होगा।

उसने कहा कि ग्रोमैक्स कृषक समुदाय को किफायती प्रणाली और समाधान मुहैया कराएगी। इस संयुक्त उपक्रम में कंपनी की 60 फीसदी तथा गुजरात सरकार की 40 फीसदी हिस्सेदारी है। कंपनी के अध्यक्ष (कृषि उपकरण क्षेत्र) राजेश जेजुरिकर ने कहा, 'ग्रोमैक्स कृषि प्रणाली में अधिकतम दखल के प्रति बदलाव की हमारी यात्रा का महत्वपूर्ण अंग होगा और यह किसानों को उनकी आय दोगुणी करने में सक्षम बनाएग।'

सेंसेक्स 155 अंक मजबूत

मुंबई। वैश्विक स्तर पर मजबूत रूख तथा भारत-चीन सीमा पर तनाव कम होने के बीच बंबई शेयर बाजार का सेंसेक्स आज करीब 155 अंक की तेजी के साथ बंद हुआ। आईटी, रोजमर्रा के उपयोग का सामान बनाने वाली कंपनियों, वाहन तथा औषधि कंपनियों के शेयरों में लिवाली से बाजार में तेजी आयी। यह लगातार चौथा सत्र है जब बाजार में तेजी दर्ज की गयी। इन्फोसिस, सन फार्मा, हिंदुस्तान यूनिलीवर, हीरो मोटो कार्प तथा इंडियन नेशनल स्टाक एक्सचेंज का निफ्टी भी 9,900 अंक के ऊपर निकल गया। तीस शेयरों वाला सेंसेक्स 31,756.87 पर खुला और घरेलू निवेशकों की लिवाली से यह 31,809.70 अंक तक चला गया। एनएसई निफ्टी भी 55.75 अंक या 0.57 प्रतिशत की बढ़त के साथ 9,912.80 अंक पर बंद हुआ। सेंसेक्स कंपनियों में देश की दूसरी सबसे बड़ी साफ्टवेयर निर्यातक इन्फोसिस सबसे लाभ में रही। यह 3.14 प्रतिशत मजबूत होकर 9,41.15 रुपए पर पहुंच गया। पूर्व सीईओ नंदन निलेकणि के कंपनी में वापस आने से निवेशकों ने इसे हाथों-हाथ लिया।

- वाहन और फार्मा कंपनी के शेयरों में रही खरीदारी

डालर के मुकाबले रुपया हुआ मजबूत

कारोबारियों के अनुसार कारोबार के दौरान डालर के मुकाबले रुपये के मजबूत होकर 63.86 पर पहुंचने से भी धारणा को बल मिला। इसके अलावा भारत और चीन के डोकलाम से सेना हटाने पर सहमति से तनाव कम होने और एशिया के अन्य बाजारों में बेहतर रूख से भी से भी धारणा मजबूत हुई।

मर्सिडीज बेंज इंडिया ने शुरू किया एएमजी परफार्मेंस सेंटर

कोच्चि। लग्जरी कार निर्माता कंपनी मर्सिडीज बेंज इंडिया ने यहां अपने आधिकारिक डीलरशिप में एएमजी परफार्मेंस सेंटर की सोमवार को शुरुआत की। कंपनी के प्रबंध निदेशक रोलैंड फोल्जर ने कहा कि एएमजी 1967 में अपनी शुरुआत से ही परफार्मेंस मोटरिंग श्रेणी को पुनर्परिभाषित कर रहा है। उन्होंने कहा, हम भारत में भी एएमजी वाहनों की बढ़ती तरजीह देख उत्साहित हैं। उन्होंने आगे कहा, 'कोच्चि में पहला एएमजी परफार्मेंस सेंटर शुरू कर हमने उपभोक्ताओं को एएमजी ब्रांड का अनोखा अनुभव देने के वादे को मजबूत किया है। हमें बेहद यकीन है कि भारत में परफार्मेंस कारों की शानदार संभावनाएं हैं।'

साइबर सुरक्षा के लिए एयरटेल व सिमैंटेक ने हाथ मिलाया

एजेंसी ▸▸ नई दिल्ली

देश की दूरसंचार क्षेत्र की सबसे बड़ी कंपनी एयरटेल ने कारोबार जगत को साइबर सुरक्षा समाधान प्रदान करने के लिए सिमैंटेक कॉर्प के साथ गठजोड़ की सोमवार को घोषणा की। यह रणनीतिक गठबंधन ऐसे समय में किया गया है जब पिछले कुछ महीनों में साइबर हमलों में काफी तेजी आई है।

इन हमलों में पेट्या और वन्नाक्राय जैसे हमले शामिल हैं जिसने दुनिया भर में असर डाला था। रूस की सबसे बड़ी तेल कंपनी रोसनेफ्ट, यूक्रेन का अंतरराष्ट्रीय हवाई अड्डा, माल ढुलाई कंपनी एपी मॉलर-मेयर्स्क, विज्ञापन क्षेत्र की कंपनी डब्ल्यूपीपी समेत कई बड़ी कंपनियां इस साल जून में साइबर हमले का शिकार बनी थीं। साइबर अपराध अब अपराध की दुनिया का नया प्रयोग है और युद्ध का नया तरीका है, जो हमारे साथ सदियों तक रहने वाला है। हमारा मानना है कि यह करार इस उभार का फायदा उठाने की अच्छी स्थिति में है।

डिजिटिलीकरण बढ़ा है

साइबर जोखिम के इस माहौल में बड़ी एवं छोटी हर तरह की कंपनियां अपने परिचालन को सुदृढ़ करने के लिए सूचना प्रौद्योगिकी (आईटी) सुरक्षा को लेकर निवेश को प्राथमिकता देने लगी हैं।

सोने में मामूली गिरावट, चांदी स्थिर

एजेंसी ▸▸ नई दिल्ली

- आभूषण विक्रेताओं की कमजोर मांग
- सोना 50 रुपए गिरकर 29,900 रु. प्रति 10 ग्राम

विदेशों में मजबूती के रुख के बावजूद स्थानीय आभूषण विक्रेताओं की कमजोर मांग से दिल्ली सराफा बाजार में सोना का भाव 50 रुपए गिरकर 29,900 रुपए प्रति 10 ग्राम रह गया। हालांकि, औद्योगिक इकाइयों और सिक्का निर्माताओं के छिटपुट सौदों के चलते चांदी 40,200 रुपए प्रति किग्रा पर अपरिवर्तित रही। बाजार सूत्रों ने कहा कि हाजिर बाजार में स्थानीय आभूषण विक्रेताओं और फुटकर लिवाली मांग घटने से सोने में गिरावट रही लेकिन विदेशों में मजबूती के रुख ने गिरावट पर कुछ अंकुश लगा दिया। वैश्विक स्तर पर सिंगापुर में सोना 0.41 प्रतिशत की तेजी के साथ 1,296.10 डॉलर प्रति औंस और चांदी 0.44 प्रतिशत की तेजी के साथ 17.13 डॉलर प्रति औंस हो गई।

चांदी 40,200 रु. किलो

औद्योगिक इकाइयों के सीमित सौदों के बीच सीमित दायरे में घट बढ़ के बाद चांदी तैयार की कीमत 40,200 रुपए प्रति किलोग्राम के पूर्वस्तर पर स्थिर बनी रही जबकि साप्ताहिक आपूर्ति वाली चांदी की कीमत 215 रुपए की तेजी के साथ 39,225 रुपए प्रति किलोग्राम हो गई। चांदी सिक्का लिवाल 73 हजार रुपए तथा बिकवाल 74 हजार रुपए प्रति सैकड़ा के पूर्वस्तर पर बने रहे।

बैंकों के विलय से नहीं सुधरेगी स्थितिः मूडीज

एजेंसी ▸▸ नई दिल्ली

वैश्विक क्रेडिट रेटिंग एजेंसी मूडीज का कहना है कि सरकार की तरफ से बैंकों में अतिरिक्त पूंजी डाले बिना केन्द्रीय मंत्रिमंडल के सार्वजनिक क्षेत्र के बैंकों में विलय प्रक्रिया को तेज करने के फैसले मात्र से इन बैंकों की कमजोर पूंजी आधार की स्थिति में सुधार आना मुश्किल है।

मूडीज इनवेस्टर्स सर्विस ने सोमवार को कहा कि देश के 21 बैंकों के विलय आदि मामलों पर विचार करने और उसकी निगरानी करने के लिए वित्त मंत्री अरुण जेटली की अध्यक्षता में मंत्रियों का समूह गठित करने का फैसला सकारात्मक कदम है, क्योंकि बैंकों के बीच विलय से उनकी कार्यक्षमता बढ़ेगी और उनमें संचालन की गुणवत्ता में सुधार आएगा।

- सरकारी बैंकों को उबारने अतिरिक्त पूंजी डालनी होगी
- विलय के फैसले से पूंजी आधार में सुधार आना मुश्किल
- समूह गठित करने का फैसला सकारात्मक कदम है

21 बैंकों में सरकार की बहुमत हिस्सेदारी: एजेंसी ने कहा है, 'हालांकि, सरकार की तरफ से नई पूंजी डाले बगैर विलय मात्र से ही सार्वजनिक क्षेत्र के इन बैंकों की पूंजी की कमजोर स्थिति में सुधार नहीं होगा।' सरकार की देश के 21 बैंकों में बहुमत हिस्सेदारी है, बैंकों की स्थिति में सुधार के लिए इनमें से कुछ के विलय पर विचार किया जा रहा है। सार्वजनिक क्षेत्र के ये सभी बैंक देश में कुल बैंक संपत्ति में दो तिहाई का योगदान रखते हैं।

बैंकों की बड़ी कमजोरी संचालन का कमजोर होना

मूडीज का कहना है, 'सार्वजनिक क्षेत्र के बैंकों में कार्पोरेट संचालन कमजोर रहना इन बैंकों की बड़ी कमजोरी रही है। सभी 21 बैंकों को व्यवस्थित रखना सरकार के लिए मुश्किल काम रहा है। सरकार इन बैंकों के मामलों में दीर्घकालिक रणनीति और मानव संसाधन जैसे मुद्दों पर पूरा ध्यान देने में नाकाम रही है। बैंकों को मजबूत बनाने और उनके एकीकरण से इनमें से कुछ समस्याओं का समाधान हो सकता है।'

Jindal Steel & Power Limited

Registered Office: O. P. Jindal Marg, Hisar –125005 (Haryana)
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110066
CIN: L27105HR1979PLC009913 | **Website:** www.jindalsteelpower.com | **Email:** jsplinfo@jindalsteel.com
Tel.: +91 11 41462000 Fax: +91 11 26161271

Sr. No..............................

ATTENDANCE SLIP

38th Annual General Meeting Friday, the September 22, 2017 at 12:00 noon at O.P. Jindal Marg, Hisar – 125 005 (Haryana)

Name (IN BLOCK LETTERS)	
Address	
Registered Folio No. / Dp Id & Client Id	
Shareholder / Proxy/ Authorised Representative	
MOBILE NO.	
E-MAIL ID	

I/We hereby record my/our presence at the 38th Annual General Meeting (AGM) of the Company being held on Friday, the September 22, 2017 at 12:00 Noon at O.P. Jindal Marg, Hisar – 125 005 (Haryana).

Signature of Shareholder / Proxy / Authorised Representative

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	SEQUENCE NO.

Notes:
1) Each equity share of the Company carries one vote.
2) Please read carefully the instructions printed overleaf before exercising the vote.
3) **Due to Security Reasons Mobile Phones, Cameras and Bags shall not be allowed inside the AGM Hall.**

Instructions for Remote E-Voting

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as may be amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI(LODR) Regulations, 2015)and Secretarial Standard-2 issued by The Institute of Company Secretaries of India, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional. **HOWEVER IN CASE MEMBERS CAST THEIR VOTE BOTH VIA PHYSICAL BALLOT PAPER AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY BALLOT PAPER SHALL BE TREATED AS INVALID NOTHWITHSTANDING WHICHEVER OPTION IS EXCERCISED FIRST.**

The voting period shall commence at 9.00 a.m. on Monday, September 18, 2017and will end at 5.00 p.m. on Thursday, September 21, 2017. The remote e-voting module shall be disabled by CDSL at 5.00 p.m. on end date of the voting period.

The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is Friday, September 15, 2017. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. is Friday, September 15, 2017, may obtain the login ID and password by sending an e-mail to jsplinfo@jindalsteel.com, helpdesk.evoting@cdslindia.com by mentioning their Folio No./DP ID and Client ID. However, if you are already registered with CDSL for remote E-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forget User Details/Password” option available on www.evotingindia.com

The facility for voting through ballot paper will be made available by the Company at the AGM and the members attending the meeting who have not casted their vote by e-voting, will be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Once the vote on a resolution is casted by the shareholder, the shareholder shall not be allowed to change it subsequently.

You can also update your mobile number and e-mail id in the user profile details of the attendance slip which may be used for sending future communication(s).

Mr. Navneet Arora, (COP No. 3005) of Navneet K Arora & Co., Company Secretaries has been appointed as the Scrutinizer by the Company to scrutinize the entire voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes casted through e-voting in the presence of at least two witnesses not in the employment of the company, and submit the consolidated Scrutinizer’s Report of the votes casted in favor or against, if any, to the Chairman of the Meeting not later than 48 hours of the conclusion of the meeting. The results along with the Scrutinizer’s Report shall be placed on the website of the Company at www.jindalsteelpower.com, CDSL at www.evotingindia.com and Stock Exchanges at www.bseindia.com and www.nseindia.com.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

The procedure and instructions for members for voting electronically are as under:

i. The voting period begins at 9.00 a.m. on Monday, September 18, 2017 will end at 5.00 p.m. on Thursday, September 21, 2017. Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 15, 2017, may cast their vote electronically. The 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. Now click on “Shareholders” to cast your votes.

iv. Now Enter your User ID.
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- 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 first two letters of their name and the 8 digits of the sequence number in the PAN field • In case the sequence number is less than 8 digits, enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. Sequence no. is printed on the ballot form.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/ mm/yy format) as recorded in your demat account or in the Company records in order to login. 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 also to be 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 Jindal Steel & Power Limited 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. Shareholders 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 Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile

xviii. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system. Note for Non – Individual Shareholders and 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 Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodians, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xix. 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.xix. Any person having any grievance in connection with remote e-voting may write to:

Name	Mr. Rakesh Dalvi (Deputy Manager – CDSL))
Address	Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400 001
E-mail Id	helpdesk.evoting@cdslindia.com
Phone No.:	18002005533

Jindal Steel & Power Limited

Registered Office: O. P. Jindal Marg, Hisar –125005 (Haryana)
Corporate Office: Jindal Centre, 12, Bhikaiji Cama Place, New Delhi – 110066
CIN: L27105HR1979PLC009913 | **Website:** www.jindalsteelpower.com | **Email:** jsplinfo@jindalsteel.com
Tel.: +91 11 41462000 Fax: +91 11 26161271

NOTICE

NOTICE is hereby given that the **38th ANNUAL GENERAL MEETING** of the Members of **JINDAL STEEL & POWER LIMITED** will be held on Friday, September 22, 2017 at 12.00 Noon at the Registered Office of the Company at O.P. Jindal Marg, Hisar, Haryana – 125 005, to transact the following business(es):

ORDINARY BUSINESS:

ITEM NO. 1 : To consider and adopt (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors' thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 and the report of Auditors' thereon and in this regard, pass the following resolutions as **Ordinary Resolutions:**

(a) "**RESOLVED THAT** the Audited Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors' thereon laid before this meeting, be and is hereby considered and adopted."

(b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the report of Auditors' thereon laid before this meeting, be and is hereby considered and adopted."

ITEM NO.2: To appoint Mr. Naveen Jindal (DIN: 00001523), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Naveen Jindal (DIN: 00001523), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

ITEM NO.3: To appoint Mr. Rajeev Rupendra Bhadauria (DIN: 00376562), who retires by rotation and being eligible, offers himself for re-appointment as a Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rajeev Rupendra Bhadauria (DIN: 00376562), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

ITEM NO.4: To ratify the appointment of M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as Statutory Auditors of the Company from the conclusion of 38th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company and to fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), 12 Bhagat Singh Marg, New Delhi-110 011, as the Statutory Auditors of the Company, from the conclusion of 38th Annual General Meeting till the conclusion of 39th Annual General Meeting, be and is hereby ratified on such terms and conditions including remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS:

ITEM NO.5: To ratify the remuneration of Cost Auditors for the Financial Year ending March 31, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration amounting to ₹ 7,50,000/- (Rupees Seven Lakh and Fifty Thousand Only) plus applicable taxes and out of pocket expenses incurred, as approved by the Board of Directors, payable to M/s Ramanath Iyer & Co., (Firm Registration Number: 00019), Cost Accountants, Cost Auditors, appointed by the Board of Directors, to conduct the audit of the cost records of the Company for the Financial Year 2017-18;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.6: To appoint Mr. Kuldip Chander Sood (DIN: 01148992) as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Kuldip Chander Sood (DIN: 01148992), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (Three) consecutive years, w.e.f April 25, 2017;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.7: To appoint Dr. Amar Singh (DIN: 07800513) as an Independent Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Amar Singh (DIN: 07800513), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (Three) consecutive years, w.e.f April 25, 2017;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.8: To appoint Mr. Anjan Barua (DIN: 01191502) as a Nominee Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Anjan Barua (DIN: 01191502), who was nominated by State Bank of India (SBI) and appointed as an Additional Director in the category of Nominee Director by the Board of Directors of the Company w.e.f February 14, 2017, who holds office upto the date of this Annual General Meeting of the Company and in respect of whom Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company till the time SBI withdraws its nomination, be and is hereby appointed as a Nominee Director of the Company and the period of his office shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.9: To contribute/make donation to charitable and other funds and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Section 181 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder including any amendment thereto and based on the recommendations of the Board of Directors, approval of the members be and is hereby accorded for making contribution(s) / donation(s) towards bonafide charitable and other funds, the aggregate amount of which, in any financial year, shall not exceed 5% of average net profit of the Company for the three immediately preceeding financial years or ₹ 50 Crore (Rupees Fifty Crore only) whichever is higher;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.10: To re-appoint Mr. Naveen Jindal (DIN: 00001523) as a Whole-time Director designated as Chairman of the Company and in this regard, pass the following resolution as a **Special Resolution**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013, Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other regulatory approval(s), if any, approval of the Members be and is hereby accorded to re-appoint Mr. Naveen Jindal (DIN: 00001523) as a Whole-time Director, designated as Chairman of the Company, for a further period of 3 (three) years w.e.f. October 1, 2017, on the terms and conditions including remuneration as enumerated herein below:

a)	Period of Appointment	:	3 years with effect from October 1, 2017 to September 30, 2020
b)	Remuneration	:	₹ 14,78,40,000 (Rupees Fourteen Crore Seventy Eight Lakhs and Forty Thousand only) per annum.

c) He shall also be entitled to reimbursement of expenses on actual basis which are incurred for business of the Company.

d) Benefits, perquisites, allowances, reimbursements and facilities as per the policy of the Company. The perquisites and allowances, shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance together with reimbursement of expenses and / or allowances for utilisation of gas, electricity, water, furnishing and repairs, medical assistance and leave travel concession for self and family including dependents. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules framed thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

e) The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.

f) He shall not be entitled for sitting fees for attending any meetings of Board of Directors vis-à-vis its Committees.

g) In case the Company has no profits or its profits are inadequate in any financial year, the Company will pay remuneration by way of salary, benefits, perquisites, allowances, reimbursements and facilities as specified above or as per the limits prescribed under Schedule V to the Companies Act, 2013, whichever is lower.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.11: To re-appoint Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) as a Whole-time Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other regulatory approval(s), if any, approval of the Members be and is hereby accorded to re-appoint of Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) as a Wholetime Director of the Company, for a period of 3 (three) years from the expiry of his present term of office i.e. w.e.f. May 27, 2018, on the terms and conditions including remuneration as enumerated herein below:

a)	Period of appointment	:	3 years with effect from May 27, 2018 to May 26, 2021.
b)	Basic Salary	:	₹ 6,28,615/- (Rupees Six Lakh Twenty Eight Thousand Six Hundred Fifteen only) per month.
c)	Flexible Compensation Plan	:	₹ 8,67,489/- (Rupees Eight Lakh Sixty Seven Thousand Four Hundred Eighty Nine only) per month.

d) Performance based Target Variable Pay of ₹ 56,57,544/-(Rupees Fifty Six Lakh Fifty Seven Thousand Five Hundred Forty Four Only) per annum.

e) Perquisites:
   i. Employer's Contribution to Provident Fund.
   ii. Gratuity in accordance with Company's Policy.
   iii. Mediclaim Insurance coverage for self and family as per Company's policy.
   iv. Group Personal Accident Insurance as per Company's Policy.
   v. Leave encashment in accordance with Company's Policy.
   vi. Mobile phone, telephone facility, I- pad, laptop etc. as per Company's Policy.
   vii. Furniture/ fixtures/ home furnishing loan or any other loan as per Company's Policy.
   viii. Company Owned Car, Chauffer and Fuel.

f) He shall also be entitled for reimbursement of expenses incurred for business purpose on actuals.

g) He shall not be entitled for sitting fees for attending any meetings of Board of Directors vis-à-vis its Committees.

h) In case the Company has no profits or its profits are inadequate in any financial year, the Company will pay remuneration by way of salary, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as specified above or as per the limits prescribed under Schedule V to the Companies Act, 2013, whichever is lower.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board" which term shall include the Nomination and Remuneration Committee of the Board) be is hereby authorised to revise the remuneration subject to maximum 20% of his gross salary per annum including that for the financial year 2016-17 for such quantum, periodicity and interval subject to overall limits as prescribed, from time to time, under the Act;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.12: To re-appoint Mr. Dinesh Kumar Saraogi (DIN 06426609) as a Whole-time Director of the Company and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Schedule V to the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to other regulatory approval(s), if any, approval of the Members be and is hereby accorded to re-appoint Mr. Dinesh Kumar Saraogi (DIN: 06426609) as a Whole-time Director of the Company, for a period of 3 (three) years from the expiry of his present term of office i.e. w.e.f. November 9, 2017, on the terms and conditions including remuneration as enumerated herein below:

a)	Period of appointment	:	3 years with effect from November 9, 2017 to November 8, 2020.
b)	Basic Salary	:	₹ 3,80,160/- (Rupees Three Lakh Eighty Thousand One Hundred and Sixty Only) per month.
c)	Flexible Compensation Plan	:	₹ 5,24,621/- (Rupees Five Lakh Twenty Four Thousand Six Hundred and Twenty One Only) per month.

d) Performance based Target Variable Pay of ₹ 28,51,200/- (Rupees Twenty Eight Lakh Fifty One Thousand Two Hundred Only) per annum.

e) Perquisites:
   i. Employer's Contribution to Provident Fund.
   ii. Gratuity in accordance with Company's Policy.
   iii. Mediclaim Insurance coverage for self and family as per Company's policy.
   iv. Group Personal Accident Insurance as per Company's Policy.
   v. Leave encashment in accordance with Company's Policy.
   vi. Mobile phone, telephone facility, I- pad, laptop etc. as per Company's Policy.
   vii. Furniture/ fixtures/ home furnishing loan or any other loan as per Company's Policy.

f) He shall also be entitled for reimbursement of expenses incurred for business purpose on actuals.

g) He shall not be entitled for sitting fees for attending any meetings of Board of Directors vis-à-vis its Committees.

h) In case the Company has no profits or its profits are inadequate in any financial year, the Company will pay remuneration by way of salary, performance based target variable pay, benefits, perquisites, allowances, reimbursements and facilities as specified above or as per the limits prescribed under Schedule V to the Companies Act, 2013, whichever is lower.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "Board" which term shall include the Nomination and Remuneration Committee of the Board) be is hereby authorised to revise the remuneration subject to maximum 20% of his gross salary per annum including that for the financial year 2016-17 for such quantum, periodicity and interval subject to overall limits as prescribed, from time to time, under the Act;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution."

ITEM NO.13: To approve conversion of loan into Equity shares of the Company pursuant to Strategic Debt Restructuring (SDR) Scheme and in this regard pass the following resolution as a **Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Sections 42,62 and other applicable provisions, if any, of the Companies Act, 2013 and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force), provisions of Memorandum and Articles of Association of the Company, relevant Reserve Bank of India ("RBI") circular on the "Strategic Debt Restructuring Scheme" and any amendments thereto or any other Scheme(s) issued by RBI from time to time ("Circular"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable regulations issued by Securities and Exchange Board of India (SEBI) as amended from time to time and subject to all such approval(s), consent(s), permission(s) and sanction(s), if any, of appropriate authorities, consent of the Members be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall include committee(s) of the Board, constituted or to be constituted, to exercise certain powers of the Board, including the powers accorded by this Resolution], to the extent permitted by law to convert all or part of the outstanding loans / financial assistance (including outstanding interest) granted to the Company from time to time by Joint Lenders Forum led by State Bank of India [hereinafter referred to as the "Lenders"], whether disbursed on, after or prior to the date of this Resolution and whether then due or payable or not, as already stipulated or as may be stipulated by such Lenders under the financing documents executed or to be executed in respect of the loans / financial assistance which has already been availed or which may be availed, whether existing or future, whether such loans / financial assistance are designated in foreign currency or in Indian Rupees, into fully paid-up equity shares of the Company ("Equity Shares"), subject to the provisions of applicable laws and specifically in accordance with the conditions given below:

(a) Allotment of Equity Shares shall only be made in dematerialized form;

(b) The conversion of debt of the Company into equity shares shall be carried out by issuing and allotting to the Lenders, such number of equity shares at a price as determined in accordance with the Circular, which shall not be less than the face value of the Equity Shares of the Company viz. ₹ 1/- (Rupee One only) per Equity Share;

(c) The Equity Shares to be issued and allotted to the Lenders shall carry the right to receive dividends and other distributions declared or to be declared, if any, in respect of the paid-up Equity Share Capital of the Company. The said Equity Shares to be allotted to the Lenders shall rank pari-passu in all respects with the existing Equity Shares in the Company and be listed on the stock exchange(s) in India where the existing Equity Shares of the Company are listed;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or expedient for giving effect to this resolution inter-alia to execute all such deeds, documents, writings, agreements, memorandum etc. as may be necessary, including, but not limited to, accepting such terms and conditions as may be imposed or required by the appropriate authorities and/or by the Lenders which may arise from or are incidental to the aforesaid terms providing for such option to convert, to issue, offer and allot requisite number of fully paid up Equity Shares of the Company upon conversion of the outstanding portion of the loans / financial assistance, as may be desired by the Lenders, resolve or settle any question, difficulty, dispute or doubt, further delegate the powers / authorities expressly or impliedly granted under this Resolution to any of its committees, employees / officers of the Company, authorized representative(s), hiring any consultants, agents, advisors etc. and generally to do or undertake such activities and execute such documents as the Board may in its absolute discretion deem fit, proper or appropriate without the necessity of seeking any further consent or approval from shareholders unless, obtaining of such further consent / approval is mandatory under the provisions of any law."

ITEM NO. 14: To approve issuance of further securities and in this regard pass the following resolution as a **Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to Sections 41, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modifications or re-enactment thereof, for the time being in force) ('"the Act"), and any other applicable laws as amended as on date including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI ICDR Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contracts (Regulation) Act, 1956 ("SCRA"), the Securities Contracts (Regulation) Rules, 1957 ("SCRR"), the Foreign Exchange Management Act, 1999 ("FEMA"), the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, the Depository Receipts Scheme, 2014, Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, the provisions of the Uniform Listing Agreement entered into by the Company with the Stock Exchanges on which its equity shares are listed and in accordance with any other applicable regulations/guidelines issued by the Government of India ("GOI"), the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI") and/or any other competent authorities and clarifications thereof, issued from time to time, the provisions of the Memorandum and Articles of Association of the Company, and subject to receipt of approval, if any, of the Securities and Exchange Board of India, Reserve Bank of India, Registrar of Companies ("RoC") and other appropriate statutory or regulatory authorities, and such other approvals, no objection, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be stipulated or imposed by any of them while granting such approvals, no objection, permissions and sanctions which may be agreed to by the Board of Directors of the Company or any Committee of the Board duly constituted/ to be constituted to exercise its powers including the powers conferred by this resolution(herein after referred to as the "Board"), approval of the Members of the Company be and is hereby accorded to create, issue, offer and allot (including the provisions for reservation on firm and/or competitive basis, of such part of Issue and for such categories of persons including employees of the Company, as may be permitted), in one or more tranches and in one or more foreign markets the Global Depository Receipts ("GDRs") and /or American Depository Receipts ("ADRs") and /or other Depository Receipts and /or FCCBs and /or Euro Convertible Bonds ("ECBs"), and/ or equity shares and / or preference shares whether cumulative or non-cumulative/ redeemable/ optionally convertible and / or securities linked to equity shares/ preference shares and / or fully convertible debentures/partly convertible debentures/optionally convertible debentures or any other securities which are convertible into or exchangeable with equity shares / preference shares, at a later date, including warrants, with a right exercisable by the warrant holder to exchange the said warrants with equity shares at a later date (hereinafter referred to as "Securities") in the course of one or more offering(s), including through a Further Public Offering ("FPO") and / or by way of Rights Issue and/or Qualified Institutional Placement in accordance with Chapter VIII of the SEBI ICDR Regulations("QIP") and / or such other form(s), modes and means, pursuant to the SEBI Regulations, to such Indian person(s) whether or not such persons are Members of the Company, including Qualified Institutional Buyers ("QIBs") and eligible investors (whether residents and / or institutions / incorporated bodies and / or individuals and / or trustees and / or banks or otherwise) including to Government of India, State Industrial Development Corporations, Insurance Companies, Provident Funds, Pension Funds, Development Financial Institutions, Bodies Corporate, companies, private or public or other entities, authorities and employees by way of any employee reservation, and to eligible retail individual Shareholders of the Company by way of a reservation, and to such other categories of eligible investors for whom a reservation category is permissible pursuant to the SEBI ICDR Regulations, and to such other person, in one or more combinations thereof, through a public issue including the exercise of a green shoe option, if any, at such price as may be determined whether through book building process with a specified price band or through alternate book building method with a specified base / floor price or otherwise in accordance with the SEBI ICDR Regulations in consultation with advisors or such persons and on such terms and conditions as the Board may in its absolute discretion decide, whether by way of public offering or private placement or conversion of any debt or sub-debt into any securities, or a combination thereof and whether by way of circulation of an offering circular or placement document or otherwise, for an amount (including upon conversion of warrants or other convertible securities into equity shares) not exceeding ₹ 5,000 crore (Rupees Five Thousand Crore only) at such price, either with or without premium or with or without discount, as may be determined by the Board, at the option of the Company, as the case may be, and such issue and allotment be made in one or more tranches, on such terms and conditions as may be decided by the Board at the time of issue or allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/ or underwriter(s) and/or other advisor(s) for such Issue;

RESOLVED FURTHER THAT the Securities to be so allotted shall be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects with the existing Securities of the same class of the Company including rights in respect of dividend;

RESOLVED FURTHER THAT the Securities may be offered, issued and allotted under Chapter VIII of SEBI ICDR Regulations to QIBs at such price to be determined by the Board at its absolute discretion, subject to compliance with the SEBI ICDR Regulations and / or other applicable law, and may also offer a discount percentage as permitted under applicable law, as amended, on the floor price calculated in accordance with the pricing formula based on the relevant date as prescribed under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT in the event of issue of GDRs / ADRs, the pricing shall be determined in compliance with principles and provisions set out in the Issue of Foreign Currency Convertible Bonds (through Depository Receipt Mechanism) Scheme, 1993, as amended from time to time, the Depository Receipts Scheme, 2014, as amended and other applicable provisions, as amended from time to time;

RESOLVED FURTHER THAT in case of a QIP pursuant to Chapter VIII of the SEBI ICDR Regulations, the allotment of Securities (or any combination of the Securities as may be decided by the Board) shall only be to QIBs within the meaning of Chapter VIII of the SEBI ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of passing of this resolution or such other time as may be allowed under the SEBI ICDR Regulations from time to time at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI ICDR Regulations;

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs under Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares under Chapter VIII of the SEBI ICDR Regulations or such other time as may be decided by the Board and as permitted by the SEBI Regulations, subject to any relevant provisions of applicable laws, rules and regulations as amended from time to time, in relation to the proposed Issue of the Securities;

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to make available for allocation a portion of the FPO to anchor investors as may be permissible in accordance with the SEBI ICDR Regulations and applicable laws and to take any and all actions in connection with such reservations, allocation as the Board may think fit or proper in its absolute discretion, including, without limitation, to negotiate, finalize and execute any document or agreement and any amendments, supplements, notices or corrigenda thereto, seek any consent or approval required or necessary, give directions or instructions and do all such acts, deeds, matters and things as the Board may, from time to time, in its absolute discretion, think necessary, appropriate, or desirable and settle any question, difficulty, or doubt that may arise with regard to or in relation to the foregoing;

RESOLVED FURTHER THAT the Company may enter into any arrangement with any agency or body authorized by the Company for the issue of depository receipts representing the underlying equity shares issued by the Company in registered or bearer form with such features and attributes as are prevalent in international capital markets for instruments of this nature and to provide for the tradeability or free transferability thereof as per international practices and regulations (including listing on one or more stock exchange(s) inside or outside India) and under the forms and practices prevalent in the international markets;

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Issue of Securities may have all or any of the terms or combinations of the terms in accordance with the prevalent market practice including but not limited to terms and conditions relating to payment of interest, dividend, premium or the redemption at the option of the Company and/or holders of any Securities including terms or issue of additional equity shares or variations of the price or period of conversion of securities into equity shares or issue of equity shares during the period of the securities or terms pertaining to voting rights or option(s) for early redemption of securities;

RESOLVED FURTHER THAT the Company and/or any agencies or the Board of the Company may issue depository receipts representing the underlying Equity Shares in the capital of the Company or such other securities in bearer, negotiable or registered form with such features or attributes as may be required and to provide for the tradeability thereof as per market practices and regulation (including listing on one or more stock exchange(s) in or outside India);

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue, transfer or allotment of Securities, the Board be and is hereby severally authorized to take all the necessary steps, including preparation of the offer document for the issue and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and filing of the offer document with SEBI, RoC, Stock Exchanges, appointment of various intermediaries and entering into arrangements for managing, underwriting, placement, marketing, listing, trading, acting as depository, custodian, registrar, paying and conversion agent, trustee and to sign all applications, filings, deeds, documents and writings, and to pay any fees, commissions, remunerations, expenses relating thereto, determination of the terms of the issue, including the class of investors to whom the Securities are to be issued and allotted, the number of Securities to be issued in each tranche, issue opening and closing dates, issue price, premium / discount to the then prevailing market price, amount of issue, discount to issue price to a class of investors (including such as retail public, employees and existing shareholders), flexibility of part payment at the time of application by a class of investors (such as retail public, employees and existing shareholders) including through Application Supported by Blocked Amount ("ASBA") and payment of balance amount on allotment of Securities, exercise of a green-shoe option, if any, listing on one or more stock exchanges in India as the Board deems fit and to do all such acts, deeds, matters and things and execute such deeds, documents and agreements, as it may, in its absolute discretion, deem necessary, proper or desirable, and to settle or give instructions or directions for settling any questions, difficulties or doubts that may arise in regard to FPO, and the transfer, allotment and utilization of the issue proceeds, and to accept and to give effect to such modifications , changes, variations, alterations, deletions, additions as regards the terms and conditions, as it may in its absolute discretion, deem fit and proper in the best interests of the Company, without requiring any further approval of the Members;

RESOLVED FURTHER THAT all or any of the powers conferred on the Company and the Board vide this resolution may be exercised by the Board or by any Committee(s) of the Board thereof constituted/ to be constituted or by any one or more Directors of the Company with power to delegate to any Officer(s) of the Company, as the Board may in its absolute discretion decide in this behalf."

ITEM NO. 15: To approve issuance of Non-Convertible Debentures and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Sections 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, of an aggregate nominal value up to ₹ 5,000 Crore (Rupees Five Thousand Crore only), on private placement, from such persons and on such terms and conditions as the Board of Directors of the Company may, from time to time, determine and consider proper and most beneficial to the Company including, without limitation, as to the timing of the issue of the said Debentures, the consideration for the issue, mode of payment, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary, proper or desirable, delegate all or any of these powers to Committee(s) of Board of Directors or Managing Director or Wholetime Director or Director or officer of the Company or any other person and to settle any question, difficulty or doubt that may arise in this regard, to finalise and execute all such deeds, documents and writings as may be necessary, desirable or expedient as it may deem fit."

ITEM NO. 16: To approve Jindal Steel & Power Limited Employee Stock Option Scheme - 2017 ("JSPL ESOP Scheme – 2017" or "Scheme") and in this regard, pass the following resolution as a **Special Resolution:**

"**RESOLVED BY WAY OF SPECIAL RESOLUTION THAT** pursuant to the provisions of Section 62 read with the Rule 12 of Chapter lV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any Statutory modifications(s) or re-enactment(s) thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SBEB Regulations"), enabling provisions of Memorandum and Articles of Association of the Company, the Uniform Listing Agreement entered into by the Company with the Stock Exchanges and subject to such other approvals, permissions and sanctions as may be necessary and such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the member(s) of the Company be and is hereby accorded to formulate and implement "JSPL ESOP Scheme – 2017" (hereinafter referred to Scheme) and to authorise the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee, including the Nomination & Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, grant, offer, issue and allot from time to time, in one or more tranches, not exceeding 4,50,00,000 options (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time) exercisable into 4,50,00,000 Equity Shares of ₹ 1/- (Rupee one) each of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganization of the capital structure of the Company as may be applicable for time to time), to or for the benefit of permanent employees of the Company including the present and future Subsidiaries, whether working in India or outside India, Directors of the Company and its Subsidiaries, whether a Wholetime Director or not but not an Independent Director, whether working in India or outside India and such other employees and persons as may be permitted under the applicable laws and as may be approved by the Committee, from time to time, on such terms and conditions, as contained in the Scheme and summarized in the Explanatory Statement and to provide for grant and subsequent vesting and exercise of options by eligible employees in the manner and method contained in the Explanatory Statement as the Board may decide in accordance with the provisions of the applicable laws and the provisions of the Scheme;

RESOLVED FURTHER THAT the equity shares to be issued and allotted under the scheme shall rank pari passu with the existing Equity Shares of the Company for all purposes;

RESOLVED FURTHER THAT in case of Right issues, Bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, the ceiling as aforesaid of 4,50,00,000 options / shares of ₹ 1/- (Rupee One) each, shall be deemed to be increased/decreased, as may be determined by the Board / Committee, to facilitate making a fair and reasonable adjustment to the entitlements of Employees under the Scheme;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take requisite steps for listing of the Equity Shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed;

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to vary, amend, modify, revise, alter, suspend or terminate the terms of Scheme unless such variation, amendment, modification, revision, alteration, suspension or termination is detrimental to the interests of the employees, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary including authorizing the Board to appoint Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of the Scheme as also to make applications to the appropriate Authorities, for the requisite approvals as also to initiate all necessary actions for and to settle all such questions, difficulties or doubts whatsoever that may arise and take all such steps and decisions in this regard."

ITEM NO. 17: To approve granting of options to the employees of subsidiary company(ies) of the Company under JSPL ESOP Scheme -2017 and in this regard, pass the following resolution as a **Special Resolution:**

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 62 read with the Rule 12 of Chapter IV and other applicable provisions, if any, of the Companies Act, 2013, Regulation 6 (3)(c) of the Securities and Exchange Board of India

(Share Based Employee Benefit) Regulations, 2014 as amended from time to time ('SBEB Regulations') and other relevant provisions therein, the relevant provisions of the Memorandum and Articles of Association of the Company, Uniform Listing Agreement entered into by the Company with the Stock Exchanges, and subject to the approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions or bodies and subject to such terms and conditions as may be prescribed/imposed by the appropriate regulatory authorities/ institutions or bodies while granting such approval(s), consent(s), permission(s) and/or sanction(s), and which may be agreed to or accepted by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to extend the benefits of the JSPL ESOP Scheme- 2017 including the issuance of shares there under within the overall ceiling of 4,50,00,000 Equity Shares of ₹ 1/- (Rupee One) each of the Company (or such other adjusted figure for any bonus, stock splits or consolidations or other reorganisation of the capital structure of the Company as may be applicable from time to time), to or for the benefit of such present and/or future permanent employees and/or directors whether executive or non-executive, whether working in India or abroad and whether they are shareholders of the Company or not, of the present and future subsidiaries of the Company, as may, from time to time, be allowed under prevailing laws, rules and regulations and /or amendments thereto from time to time, on such terms and conditions and in such tranches as may be decided by the Board in accordance with SBEB Regulations;

RESOLVED FURTHER THAT subject to the terms stated herein, the Equity shares to be allotted pursuant to the Scheme shall in all respects rank pari-passu inter-se and shall also in all respects rank pari-passu with the existing equity shares of the Company;

RESOLVED FURTHER THAT the Board, be and is hereby authorized to vary, amend, modify, revise or alter the terms of Scheme unless such variation, amendment, modification, revision or alteration is detrimental to the interests of the employees, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

ITEM NO. 18: To increase in Authorised Share Capital of the Company and in this regard, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and pursuant to the provisions of Articles of Association of the Company, the consent of the members, be and is hereby accorded to increase the Authorised Share Capital of the Company from ₹ 2,00,00,00,000/- (Rupees Two Hundred Crore only) divided into 2,00,00,00,000 (Two Hundred Crores) Equity shares of ₹ 1/- (Rupee One only) each to ₹ 3,00,00,00,000 (Rupees Three Hundred Crore only) divided into 2,00,00,00,000 (Two Hundred Crores) Equity shares of ₹ 1/- each and 1,00,00,000 (One Crore) Preference Shares of ₹ 100/- each;

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association (MOA) of the Company be and is hereby substituted with the following new Clause V of the MOA:

"V. The Authorized Share Capital of the Company is ₹ 3,00,00,00,000 (Rupees Three Hundred Crore only) divided into 2,00,00,00,000 (Two Hundred Crores) Equity shares of ₹ 1/- each and 1,00,00,000 (One Crore) Preference Shares of ₹ 100/- each."

RESOLVED FURTHER THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion deem necessary to give effect to this resolution.

By Order of the Board of Directors

Place : New Delhi
Dated : August 11, 2017

Jagadish Patrra
Vice President &
Company Secretary
FCS:5320

Registered Office:
O.P. Jindal Marg
Hisar – 125 005
Haryana

IMPORTANT NOTES:

1. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 13, 2017 to Friday, September 15, 2017 (both days inclusive).

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which set outs details relating to Special Business(es) at the meeting, is annexed hereto.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

4. A blank proxy form is being sent herewith. Members /Proxy holder must bring the attendance slip (attached herewith) duly signed, to the meeting and handover it at the entrance of the meeting hall.

5. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies must be supported by appropriate resolution issued on behalf of the nominating companies.

6. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the Meeting.

7. The Members are informed that in case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

8. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company duly certified copy of the relevant Board resolution authorizing such representative (s) to attend and vote on their behalf at the meeting.

9. Details of Directors seeking re-appointment in Annual General Meeting pursuant to Secretarial Standard on General Meetings (SS-2) and Regulation 26 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are given elsewhere in the Notice.

10. All documents referred to in the accompanying Notice and the Explanatory Statement, are open to inspection by the members at the Registered Office and the Corporate Office of the Company on all working days up to the date of Annual General Meeting i.e. September 22, 2017 between 11:00 AM and 1:00 PM.

11. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository Participants. Members who have not registered their e-mail address with Company can now register the same by sending a communication to the Company or to the RTA, Alankit Assignments Limited. Members holding Shares in dematerialized form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are also entitled to receive such communication in physical form, upon request.

12. The Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent in electronic mode to members whose e-mail address are registered with the Company or the Depository Participants, unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report, Attendance Slip and Proxy Form are being sent to those members who have not registered their e-mail address with the Company or the Depository Participants.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

14. Members desiring any information/clarification on the accounts are requested to write to the Company at least seven days in advance so as to enable the management to keep information ready at the Annual General Meeting.

15. Members are requested to note that Alankit Assignments Limited, 1E/13, Jhandewalan Extension, New Delhi – 110 055, is the Registrar and Transfer Agent (RTA) to look after the work related to shares held in physical and dematerialized form.

16. Members are requested to immediately notify to the RTA any change in their address and/or bank mandate in respect of shares held in physical form and to their Depository Participants (DPs) in respect of shares held in the dematerialized form. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.

17. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.jindalsteelpower.com under the section investors.

18. Non-Resident Indian members are requested to inform RTA, immediately of:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the Bank with pin code number.

19. The Cost Auditors of the Company, M/s Ramanath Iyer & Co., (FRN 00019) Cost Accountants, 808, Pearls Business Park, Netaji Subhash Place, Pitampura, New Delhi-110034 have filed the Cost Audit Report for Financial Year 2015-16 in Form CRA-4 (XBRL Format) September 7, 2016. The Board of Directors has appointed M/s Ramanath Iyer & Co. (FRN 00019), Cost Accountants, as the Cost Auditors of the Company for auditing the cost accounting records of the Company for the Financial Year 2016-17.

20. Members holding shares in physical form are advised to convert their shareholding in dematerialized form with any depository participant.

21. Please bring a copy of Annual Report and duly filled in attendance slip for attending the Annual General Meeting.

22. In accordance with the provisions of Regulation 39(4) and Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company maintains a demat account namely 'Jindal Steel & Power Limited- Unclaimed Suspense Account' with Alankit Assignments Limited and currently holds 38,21,375 shares of 1,733 members in this account. For claiming these shares, please write to the Company address to the Company Secretary at 28, Najafgarh Road, New Delhi-110015, or contact at 011-450218123-822, fax 011-45021828, e-mail: investorcare@jindalsteel.com.

23. A route map to the venue of the AGM along with prominent landmark for easy location is enclosed.

24. Mr. Deepak Sood (DIN: 02331191) was appointed by the Board as an Additional Director in the category of Nominee Director-IDBI Bank Limited w.e.f. December 8, 2016. Consequent to the withdrawal of nomination by IDBI Bank Ltd., Mr. Deepak Sood resigned from the Directorship w.e.f. August 10, 2017. Necessary disclosures in this connection have been submitted to Stock Exchanges and displayed on the website of the Company.

    In view of this, proposed resolution recommended by the Board seeking the appointment of Mr. Deepak Sood stands withdrawn.

25. Unclaimed / Unpaid Dividend:
    In terms of Section 124 and 125 of the Companies Act, 2013, the Central Government has established "Investor Education and Protection Fund" (IEPF) and any amount of dividend / fixed deposit / interest etc. remaining unclaimed / unpaid for a period of seven years from the date it becomes due for the payment should be transferred to this Fund.

    Following table gives information relating to unpaid dividend accounts and last dates for claim.

Sl. No.	Year	Description	Date of Declaration	Last Date of claiming Dividend from the Company
1.	2010-11	Dividend @150%	September 29, 2011	September 28, 2018
2.	2011-12	Dividend @160%	September 26, 2012	September 25, 2019
3.	2012-13	Dividend @160%	September 30, 2013	September 29, 2020
4.	2013-14	Dividend@150%	July 30, 2014	July 29, 2021

Those who have not received/ encashed their dividend warrants with respect to above dividends may please write to the Company for claiming the unclaimed amount.

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

ITEM NO. 5: TO RATIFY THE REMUNERATION OF COST AUDITORS FOR THE FINANCIAL YEAR ENDING MARCH 31, 2018

Pursuant to Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors should be ratified by the shareholders of the Company. The Board of Directors had, in its meeting held on May 23, 2017, and on the basis of recommendations of the Audit Committee, approved the appointment of M/s Ramanath Iyer & Co., (FRN 00019), Cost Accountants, as the Cost Auditors to conduct audit of cost records of the Company for the Financial Year 2017-18 at a remuneration of ₹ 7,50,000 plus applicable taxes and out of pocket expenses, subject to ratification by shareholders.

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

The Board recommends the Ordinary Resolution set out at Item No. 5 to the shareholders for their ratification.

ITEM NO. 6 AND 7: TO APPOINT MR. KULDIP CHANDER SOOD (DIN: 01148992) AND DR. AMAR SINGH (DIN: 07800513) AS INDEPENDENT DIRECTOR(S)

Mr. Kuldip Chander Sood (DIN: 01148992) and Dr. Amar Singh (DIN: 07800513) were appointed as Addtional Directors in the category of Independent Director on the Board of the Company pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company. The Board, based on the performance evaluation of Independent Directors, considers that, given their background and experience, the association of Mr. Kuldip Chander Sood and Dr. Amar Singh would be beneficial to the Company. Accordingly, it is proposed to appoint Mr. Kuldip Chander Sood and Dr. Amar Singh as Independent Directors of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years on the Board of the Company, w.e.f. April 25, 2017. Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") inter-alia prescribe that an Independent Director of a Company shall meet the criteria of independence as provided in Section 149(6) of the Act. Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board. Mr. Kuldip Chander Sood and Dr. Amar Singh are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of them for the office of Independent Directors of the Company. The Company has also received declarations from Mr. Kuldip Chander Sood and Dr. Amar Singh that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Kuldip Chander Sood and Dr. Amar Singh fulfil the conditions for appointment as Independent Directors as specified in the Act and the Listing Regulations. Details of Directors whose appointment as Independent Directors is proposed at Item Nos. 6 and 7, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Copy of draft letters of appointment of Mr. Kuldip Chander Sood and Dr. Amar Singh setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company. Mr. Kuldip Chander Sood and Dr. Amar Singh are interested in the resolutions set out respectively at Item Nos. 6 and 7 of the Notice. The relatives of Mr. Kuldip Chander Sood and Dr. Amar Singh may be deemed to be interested in the respective resolutions to the extent of their shareholding interest, if any, in the Company.

The Board in its meeting held on August 8, 2017 recommended appointment of Mr. Kuldip Chander Sood and Dr. Amar Singh as Independent Directors for a term of 3 (three) consecutive years on the Board of the Company.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations and Secretarial Standards.

Save and Except 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 resolutions.

The Board recommends the Resolutions set out in Item No. 6 and 7 of the Notice for approval by the members.

ITEM NO. 8: TO APPOINT MR. ANJAN BARUA (DIN: 01191502) AS A NOMINEE DIRECTOR OF STATE BANK OF INDIA

Mr. Anjan Barua (DIN: 01191502) was nominated by State Bank of India and appointed as an Additional Director in the category of Nominee Director of State Bank of India on the Board of the Company with effect from February 14, 2017. He holds office as Additional Director of the Company up to the conclusion / date of the ensuing Annual General Meeting of the Company. The Board in its meeting held on August 8, 2017 recommended appointment of Mr. Anjan Barua as Nominee Director on the Board of the Company. Accordingly, it is proposed to appoint Mr. Anjan Barua as Nominee Director – State Bank of India, not liable to retire by rotation. Mr. Anjan Barua is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Details of Mr. Anjan Barua Director is provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial

Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. Mr. Anjan Barua is interested in the resolution set out at Item Nos. 8 of the Notice. The relatives of Mr. Anjan Barua may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations and Secretarial Standards.

Save and Except 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 resolutions.

The Board recommends the Resolution set out in Item No. 8 of the Notice for approval by the members.

ITEM NO.9: TO CONTRIBUTE/MAKE DONATION TO CHARITABLE AND OTHER FUNDS

As per Section 181 of the Companies Act, 2013, the Board of Directors of the Company can contribute to bonafide charitable and other funds, any amount the aggregate of which, in any financial year shall not exceed 5% of its average net profit for the three immediate preceeding financial years. Contribution to bonafide charitable and other funds in excess of 5% of the average net profit for the three immediate preceeding financial years requires the sanction/approval of shareholders in general meeting.

As a part of corporate social responsibility, contribution/donations for an amount not exceeding ₹ 50 crore or five percent of the Company's average net profits for the three immediate preceding financial years, whichever is higher, may be given to bonafide charitable and other funds or welfare and social activities and any other objects of general public utility.

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 resolution.

The Board recommends the Resolution set out at Item No. 9 of the Notice for approval by the members as a Special Resolution.

ITEM NO. 10, 11 AND 12: TO RE-APPOINT MR. NAVEEN JINDAL (DIN: 00001523) AS WHOLETIME DIRECTOR, DESIGNATED AS CHAIRMAN; MR. RAJEEV RUPENDRA BHADAURIA (DIN: 00376562) AS WHOLETIME DIRECTOR AND MR. DINESH KUMAR SARAOGI (DIN: 06426609) AS WHOLETIME DIRECTOR OF THE COMPANY

The Board of Directors of the Company (the 'Board'), in its meeting held on August 8, 2017 has, subject to the approval of members, re-appointed;

i. Mr. Naveen Jindal, as a Wholetime Director, designated as Chairman of the Company for a period of 3 (three) years with effect from October 1, 2017.

ii. Mr. Rajeev Rupendra Bhadauria, as a Whole-time Director of the Company, for a period of 3 (three) years with effect from May 27, 2018, and

iii. Mr. Dinesh Kumar Saraogi as a Wholetime Director of the Company, for a period of 3 (three) years with effect from November 9, 2017.

As per the provisions of the Companies Act, 2013 read with Schedule V and rules framed thereunder, from time to time, in the event of no profit or the profits are inadequate, Company may pay remuneration as per the limits prescribed under Section II of the Schedule V to the Companies Act, 2013 subject to approval of shareholders by way of Special Resolution.

The other information as required under Section-II of Part-II of Schedule V to the Companies Act, 2013 are given as under:-

I. GENERAL INFORMATION:

1. **Nature of Industry:** Steel and Power
2. **Date or expected date of commencement of commercial operation:** N.A. (The Company is an existing Company and was incorporated on September 28, 1979.)
3. **In case of new companies, expected date of commencement of activities as per the project approved by financial institutions appearing in the prospectus:** N.A.
4. **Financial performance based on given indicators:**

(Rupees in Crore except EPS)

PARTICULARS	2016-17 (Audited - Standalone)	2015-16 (Audited- Standalone)
Total Income	15502.49	14716.81
Profit/(Loss) before tax	(1456.98)	(2330.07)
Net Profit/(Loss) after tax	(986.45)	(1418.53)
Earnings Per Share (EPS)	(10.78)	(15.50)

5. **Foreign investments or collaborations, if any:**

The Company has invested in below-mentioned foreign direct subsidiaries:

a) Jindal Steel & Power (Mauritius) Limited
b) Jindal Steel Bolivia SA
c) Skyhigh Overseas Limited

These foreign subsidiaries have various subsidiaries, step down subsidiaries and joint ventures in various foreign countries.

II. INFORMATION ABOUT THE APPOINTEE:
RESOLUTION NO.: 10

Name of the Director	Mr. Naveen Jindal
Brief Resume	Mr. Naveen Jindal is Chairman of Jindal Steel and Power Limited (JSPL), President of the Flag Foundation of India (FFI) and Chancellor of the O.P. Jindal Global University. He has also represented Kurukshetra Parliamentary Constituency in the 14th and 15th Lok Sabha Assembly Election. He is a management graduate from the University of Texas at Dallas. Under his able leadership, JSPL has transformed into a world-class organization with business interests across India, Asia, Australia and Africa.
Nature of Expertise in Specific functional Area	He had been the Managing Director of the Company for fourteen years up to September 30, 2012. Under his able leadership and guidance, the Company completed various expansion plans and new projects successfully, achieved high levels of growth and established its footprint globally. He was among the 25 Indians, to be a part of the elite, 250 Young Global Leaders-2007; by the World Economic Forum.
Date of Birth	09/03/1970
Age	47 years
Qualification	Management Graduate from the University of Texas at Dallas.
Experience	Wide Managerial Experience
Date of first appointment	09/05/1998
Relationship with Director/ Manager & Other Key Managerial Personnel	Relative (Spouse) of Mrs. Shallu Jindal (Non- Executive- Women Director)
Recognition or Awards	Mr. Naveen Jindal was ranked as India's Best CEO by the BT-INSEAD-Harvard Business Review Study. He was also ranked, among the top ten India Inc's Most Powerful CEO's – 2011, by Economic Times-Corporate Dossier. He was conferred with the Ernst and Young Entrepreneur of the year, 2010 — award in the field of Energy & Infrastructure. Mr. Jindal, as the Founding Chancellor of the O.P. Jindal Global University, was conferred with the Justice P.N. Bhagwati Award, by Dr. A.P.J. Abdul Kalam, former President of India, for his unique contribution to legal education and corporate philanthropy. He is a national record holder in skeet shooting and an accomplished polo player. The Indian Shooting Team, under his captaincy, won a silver medal in the South Asian Federation Games, April 2004, in Pakistan. He created a new national record and also won a gold medal in the individual skeet event at the 47th National Shooting Championship (Shotgun).
Job profile and suitability	Mr. Naveen Jindal is leading JSPL Group as the Chairman of the Company and is looking after all business segments of the group viz. Steel, Power, Mining and Global Ventures
Terms And Condition including Remuneration proposed	As per resolution
Past Remuneration	2014-15: ₹ 1478.40 Lakhs 2015-16: ₹ 1317.20 Lakhs 2016-17: ₹ 705.63 Lakhs
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 payable has been benchmarked with the remuneration being drawn by similar positions in Steel & Power Industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Naveen Jindal has no pecuniary relationship, directly or indirectly, with the Company except to the extent of his remuneration and shareholding in the Company.
Number of meeting of Board attended during the year Membership in Committee(s) of Board Directorship and Membership/Chairmanship in the Committee of the Other Board	• Attended 9 Board Meetings out of 10 Board meetings held during the year. • Chairman of the Corporate Management Committee. • No. of Directorship held 5 (five) Companies.

II. INFORMATION ABOUT THE APPOINTEE:
RESOLUTION NO.: 11

Name of the Director	Mr. Rajeev Rupendra Bhadauria
Brief Resume	Mr. Rajeev Rupendra Bhadauria brings with him a rich, diverse and rare experience in his 32 years of cherished career as an HR Professional both in public and private sectors. The choice made by him at the decisive moment of his youth was to opt for Public Sector Service rather than Indian Administrative Service gave him a unique opportunity of working with one of India's largest Public Sector as well as Private Sector Organisation.
Nature of Expertise in Specific functional Area	His decade long stint in NTPC saw him rising from an entry level HR executive to the youngest Regional HR Head leading NTPC's largest region in terms of the generating capacity and workforce. Having successfully managed two wage settlements, the acquisition of UPSEB"s Unchahar power station and the de-merger of PowerGrid from NTPC, he was fully equipped to explore the challenges of the private sector dynamics.
Date of Birth	13/09/1960
Age	57 years
Qualification	Post Graduate in Personal Management and industrial relations from Power Management Institute, NTPC and LL.B from Allahabad University.
Experience	32 years of career as a HR Professional both in public and private sectors.
Date of first appointment	27/05/2015
Relationship with Director/ Manager & Other Key Managerial Personnel	N.A.
Job profile and suitability	He is heading the HR of JSPL Group and looks after the strategic decisions regarding the Human Resource function.
Terms And Condition including Remuneration proposed	As per resolution
Past Remuneration	2015-16: ₹ 213.98 Lakhs 2016-17: ₹ 178.09 Lakhs
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 payable has been benchmarked with the remuneration being drawn by similar positions in Steel & Power Industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Rajeev Rupendra Bhadauria has no pecuniary relationship, directly or indirectly, with the Company except to the extent of his remuneration and shareholding in the Company.
Number of meeting of Board attended during the year	● Attended 9 Board Meetings out of 10 Board meetings held during the year.
Membership in Committee(s) of Board	● Membership in the following Committee: i. Stakeholder Relationship Committee ii. Risk Management Committee iii. Governance and Business Ethics Committee iv. Corporate Management Committee
Directorship and Membership/Chairmanship in the Committee of the Other Board	● No. of Directorship held in 4(Four) Companies

II. INFORMATION ABOUT THE APPOINTEE:
RESOLUTION NO.: 12

Name of the Director	Mr. Dinesh Kumar Saraogi
Brief Resume	He holds a bachelor's degree in Mechanical Engineering from the Government Engineering College, Jabalpur. He has working experience of 35 years in the field of steel and power and has been working with the Company since 1988 at various senior positions.
Nature of Expertise in Specific functional Area	Working experience of 35 years in the field of Steel and Power.
Date of Birth	01/06/1958
Age	59 years
Qualification	Bachelor's Degree in Mechanical Engineering from the Government Engineering College, Jabalpur
Experience	He has working experience of 35 years in the field of steel and power and has been working with the Company since 1988 at various senior positions
Date of first appointment	09/11/2012
	● Best Corporate award leader of Odisha 2014, ● Best HR Leader & Training Excellence "The Greentech Award" Bangalore, 2014 ● Best Corporate Award Leader of Odisha, 2013 ● Best CSR Award 2013 ● Golden Peacock National CSR Award ● Best CSR in Asia Interface Award 2012
Relationship with Director/ Manager & Other Key Managerial Personnel	N.A.
Job profile and suitability	He is associated with Company since 1988 and is currently heading the Angul unit of the Company in Odisha. He has also been appointed as the Occupier of factories and Owner of mines of the Company.
Terms And Condition including Remuneration proposed	As per resolution
Past Remuneration	2014-15: ₹ 141.79 Lakhs 2015-16: ₹ 133.67 Lakhs 2016-17: ₹ 129.39 Lakhs
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 payable has been benchmarked with the remuneration being drawn by similar positions in Steel & Power Industry and has been considered by the Nomination and Remuneration Committee and Board of Directors of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. D.K. Saraogi has no pecuniary relationship, directly or indirectly, with the Company except to the extent of his remuneration and shareholding in the Company.
Number of meeting of Board attended during the year Membership in Committee(s) of Board	● Attended all 10 Board Meetings held during the year. ● Membership in the following Committee(s): 1. Health, Safety, CSR and Environment Committee 2. Risk Management Committee
Directorship and Membership/Chairmanship in the Committee of the Other Board	Nil

III. OTHER INFORMATION:

Reason of loss or inadequate profits: The Hon'ble Supreme Court of India has, vide its order dated September 24, 2014, cancelled the allocation of all coal blocks except the coal blocks allotted to SAIL, NTPC and UMPPs and directed the companies to pay additional levy @ ₹ 295/- per metric tonne on coal extracted from allotted mines. Consequent to that your Company has paid around ₹ 3,500 Crore as penalty for which the Company had borrowed funds from Banks and Financial Institutions and paying interest on this. Besides, increased raw material cost, working capital cost, market conditions, cheap imports at predatory prices, interest burden due to additional debt taken to expand world class capacities, depreciation impact of large asset base put pressure on steel prices domestically. This affected the profitability and the Company reported net loss.

Steps taken or proposed to be taken for improvement & expected increase in productivity and profits in measurable terms: Your Company has taken necessary steps to ensure optimum capacity utilization to achieve higher growth on turnover and higher EBITDA. In addition to this, your Company is also ensuring reduction in raw material cost by participating in Coal and Iron Ore Mine auctions. This will ensure availability of raw material at cheaper price and increase competitiveness in procurement process thereby reducing the procurement cost substantially. The Company is taking various steps to reduce cost of production by cutting on other expenses, coal costs and modernization, reducing the working capital by 15-20% thereby reducing the interest cost and looking at sale of non-core assets to bring down the debt levels and listing of some of the existing entities to raise capital.

IV. DISCLOSURE:

The disclosures as required on all elements of remuneration package such as salary, benefits, bonuses, pensions, details of fixed components and performance linked incentives along with performance criteria, service contract details, notice period, severance fees, etc. have been made in the Boards' Report under the heading "Corporate Governance Report" forming part of the Annual Report for 2016-17.

This statement may also be regarded as an appropriate disclosure under the Listing Regulations and Secretarial Standards.

None of the other Directors / Key Managerial Personnel of the Company / their relatives, except Mr. Naveen Jindal, Chairman and Mrs. Shallu Jindal, Director who are interested in Item No. 10 of the Notice, Mr. Rajeev Rupendra Bhadauria, Wholetime Director and Mr. Dinesh Kumar Saraogi, Wholetime Director who are interested in Item No. 11 and 12 of the Notice respectively, are in any way, concerned or interested, financially or otherwise, in the resolution(s).

The Board recommends the Resolutions set out in Item No. 10, 11 and 12 of the Notice for approval by the members as Special Resolutions.

ITEM NO. 13: TO APPROVE CONVERSION OF LOAN INTO EQUITY SHARES OF THE COMPANY PURSUANT TO STRATEGIC DEBT RESTRUCTURING (SDR) SCHEME

In order to align Company's debt repayment obligations with the projected cash flows from its business, operation and underlying assets, Company executed DEBT RE-STRUCTURING AGREEMENT of Existing project loans amounting to ₹ 7215 Crore availed from Banks and Institutions in respect of the Angul DRI Project, Angul CPP Project,Angul Integrated Steel Plant and Plate Mill Project, Dongamahua captive power plant(2*135MW phase 1) and Dongamahua captive power plant(2*135MW phase 2) under terms of 5/25 RBI CIRCULAR (FLEXIBLE STRUCTURING OF LONG TERM PROJECT LOANS TO INFRASTRUCTURE AND CORE INDUSTRIES).

Aforesaid execution of DEBT RE-STRUCTURING AGREEMENT with respective Banks ,elongated loan repayment period till FY 2035-36 by refinancing the above loans under the aforesaid RBI circular resulting into supersession of Loan agreement of respective Banks.

The Company had also executed Working Capital Facility Agreement dated April 1, 2014 with a consortium of 8 banks upto an amount of ₹ 7,400 Crore (₹ 3,600 Crore fund based and ₹ 3800 Crores non-fund based limits) for financing of the working capital requirements of the company. The Company had drawn down the cash credit and non-fund based limits from the consortium banks. State Bank of India, the Leader of the consortium has assessed the enhancement of ₹ 1,000 Crore in non-fund based working capital limits for the increased working capital requirements of the company. The Company had approached all the consortium Lenders to sanction the enhanced working capital limits. The Company has received sanction letters from various consortium banks for part of the enhanced assessed non-fund based limits. The Company is required to enter into amended working capital agreement and other deeds and documents in this regard. Accordingly, the company has executed the Amended and Restated Working Capital Facility Agreement dated May 20, 2017 for ₹ 8,400 Crore.

As per the terms and conditions of the Refinancing Agreement, the Lenders may exercise their rights as per the extant provisions of RBI circular no. RBI/ 2014-15/ 627 BR. BP. BC. No. 101/ 21.04.132/ 2014-15 dated June 8, 2015 in relation to the Strategic Debt Restructuring Scheme (the "Strategic Debt Restructuring Scheme" as amended or modified from time to time by RBI) inter alia to include an option by which the lenders can convert their outstanding loans in part or in full into equity in the event of default.

Pursuant to Section 62 of the Companies Act, 2013, the terms and conditions of a loan agreement providing an option to convert the loan into equity shares requires the approval of shareholders by way of Special Resolution..

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.

The Board recommends resolution no. 13 of the accompanying Notice to the shareholders for their approval by way of Special Resolution.

ITEM NO. 14: TO APPROVE ISSUANCE OF FURTHER SECURITIES

The Company needs funds for meeting the capital expenditure and operative expenditure requirement with adequate mix of debt and equity. It is therefore, proposed to have enabling approvals to raise funds through issue of adequate securities in Indian and/or International markets by way of Further Public Offering ("FPO") and/or Qualified Institutional Placement ("QIP"), to Qualified Institutional Buyers ("QIBs") and/or other persons for an amount not exceeding ₹ 5,000 Crore (Rupees Five Thousand Crore only) on such terms and conditions and price as may be determined by the Board. Section 62 of the Companies Act, 2013 provides, inter-alia, that where it is proposed to increase the subscribed share capital of the Company by the issue of further Securities, such further Securities shall be offered to the persons who at the date of the offer are holders of equity shares of the Company, in proportion to the capital paid up on those shares as of that date unless Shareholders decide otherwise by way of passing Special Resolution at the General Meeting of the Shareholders. The Special Resolution will be an enabling resolution authorizing the Board to decide as and when it thinks it is appropriate to proceed with the offering. The funds raised from the issue will augment the Company's capital base and financial position, and the funds are proposed to be utilized including but not limited to the growth of the business, repayment of borrowings and other general corporate purposes from time to time.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 14 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to further issue Securities, as may be required by the Company, from time to time.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 14 of the Notice.

The Board recommends the Special Resolution set out at Item No.14 of the Notice for approval by the members.

ITEM NO. 15: TO APPROVE ISSUANCE OF NON-CONVERTIBLE DEBENTURES

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 deals with private placement of securities by a Company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the Company shall obtain prior approval of its shareholders by means of a special resolution. This approval is valid for a period of one year.

In order to augment long term resources for financing, the ongoing capital expenditure, business expansion and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured/unsecured redeemable non-convertible debentures, in one or more series/tranches on private placement, issuable/redeemable at par.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 15 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time, for one year from the date of passing this resolution.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends the Special Resolution set out at Item No. 15 of the Notice for approval by the members.

ITEM NO. 16 AND 17: TO APPROVE JSPL ESOP SCHEME- 2017 AND GRANTING OF OPTIONS TO THE EMPLOYEES OF SUBSIDIARY COMPANY(IES) UNDER JSPL ESOP SCHEME - 2017

The Company is engaged in the sector of steel, power, mining and infrastructure and accordingly, the success of the Company's objectives is largely determined by the quality of its work force and their commitment to the Company objectives. It is, therefore, necessary to not only provide good employment opportunities across the organization but to also additionally motivate and incentivise them by aligning their interest with the interest of the organization in the long run. Also in light of pace of growth of the Company, the increase in the scope of its operations, the senior hires undertaken by the Company and the pool of talent recruited at different levels in the organization/ its subsidiaries, it is necessary that the Company undertakes further programmes in a manner which enables it to attract, retain, motivate and incentivise employees at all levels while at the same time ensuring that the relative equity dilution is only based on merits. In recognition of this objective, the Board of Directors has decided to implement the JSPL ESOP Scheme- 2017.

Accordingly, as per the recommendations of the Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company ("Board") has approved and formulated the JSPL ESOP Scheme- 2017 for Employees/ Executive Directors of the Company/ Subsidiary Companies ("Employees") in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Share Based Employee

Benefits) Regulations, 2014, as amended from time to time ("SBEB Regulations") and other applicable laws to make a fresh allotment of equity shares of the Company through direct route to the Eligible Employees.

Hence, in terms of the provisions of SBEB Regulations and Section 62 and other applicable provisions of the Companies Act, 2013, issue of Shares to persons other than the existing Members of the Company requires an approval of the existing Members by way of a Special Resolution and accordingly, the Special Resolution at Item No. 16 seeks your approval for the issue of further Equity Shares under JSPL ESOP Scheme- 2017, to the employees of the Company and its subsidiaries as may be determined by the NRC.

Further, in terms of the provisions of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6(3)(c) of SBEB Regulations, issuance of options and conversion thereof into equity Shares of the company, to the Employees of subsidiary companies requires an approval of the existing Members by way of a separate resolution and accordingly, the Special Resolution at Item No. 17 seeks your approval.

The main features of the JSPL ESOP Scheme- 2017 and other details of the Scheme as per Regulation 6(2) of SBEB Regulations, are as under:-

a) Brief description of the Scheme:
This Scheme shall be called the "JSPL Employees Stock Option Plan – 2017" or "JSPL ESOP – 2017" or "Scheme". It applies only to the eligible employees of the Company and its subsidiary (both Indian as well as foreign) companies whether now or hereafter existing, who are in permanent employment and Whole-time Directors of such company (ies).

b) Total number of Options to be granted under the Scheme:
The maximum number of options to be granted to the Employees under the JSPL ESOP Scheme- 2017 is 4,50,00,000 (Four Crores Fifty Lakhs), to be convertible into equal number of equity Shares of the Company.

c) Identification of classes of employees entitled to participate and be beneficiaries in JSPL ESOP Scheme- 2017
Employees who are the permanent Employees, including Executive Directors and Whole-time Directors, of the Company or as may be decided by the Board from time to time on such parameters as may be decided by the Board at its discretion.

d) Requirement of Vesting and period of Vesting:
The options granted under JSPL ESOP Scheme- 2017 shall vest, in one or more tranches over a period of 3 years, so long as the option holder continues to be in the employment in the Company, as the case may be and further subject to the satisfaction of ranking in Annual Performance Appraisal of the Employee or any other conditions as stipulated under the JSPL ESOP Scheme- 2017.

e) Maximum period within which the options shall be vested:
All the options will get vested within maximum period of 3 years.

f) Exercise Price/ Pricing formula:
Under this Scheme, the Exercise price of the Shares will be the Market Price of the Shares one day before the date of the meeting of the Committee wherein the grants of options of that particular year will be approved.

As Shares are listed on more than one Stock Exchange, then the price of the Stock Exchange where there is highest trading volume during the aforesaid period shall be considered.

Discount upto 10% may be provided on the price as arrived above, as deemed fit by the Committee for the finalization of the Exercise Price.

However, in any case the Exercise price shall not go below the par value of Equity Share of the Company.

g) Exercise period and process of Exercise:
Exercise Period in relation to an Option means the time period after vesting within which an optionee should exercise his right to apply for Share(s) against an Option vested by him pursuant to the Scheme. Under JSPL ESOP Scheme- 2017, the Exercise Period will be Six (6) months from every vesting.

h) Appraisal process for determining the eligibility of the employees to JSPL ESOP Scheme- 2017:
In determining the eligibility of an Employee to receive an Option, as well as in determining the number of Shares to be optioned to any Employee, the Committee may consider the position and responsibilities of the Employee, the nature and value to the Company of the Employee's services and accomplishments, the Employee's present and potential contribution to the success of the Company and such other factors as the Committee may deem relevant.

i) The Maximum number of Options to be granted per employee and in aggregate:
The maximum number of Options that can be granted to any eligible employee during any one-year shall not be equal to or exceed 1% of the issued capital of the Company at the time of grant of Options. However the Board may decide to grant such number of options equal to or exceeding 1% of the issued capital to any eligible employee as the case may be, subject to the approval of the shareholders in a general meeting.

j) The Maximum quantum of benefits to be provided per employee under the scheme:

The maximum quantum of benefit that will be provided to every eligible employee under the scheme will be the difference between the Exercise Price paid by the employee to the company and the value of company's share on the stock exchange on the date of exercise of options.

k) Implementation and administration of the scheme:

Subject to Applicable Laws, the broad policy and the framework laid down by the Board of Directors, the scheme shall be administered by the Nomination and Remuneration Committee or any such other committee as the Board may authorize for this purpose.

l) Whether the scheme involves new issue of shares by the company or secondary acquisition by the Trust or both:

Upon completion of a valid Exercise of Options, company shall make a fresh allotment of shares to the optionee.

m) The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc:

Not Applicable as the scheme is being implemented through direct route and thus no trust has been established for the purpose of formulation and implementation of scheme.

n) The Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

Not Applicable as the Company/ Board, upon completion of a valid Exercise of Options, shall make a fresh allotment of shares to the Optionee or by any other mechanism permissible under the applicable laws.

o) Disclosure and accounting policies:

The Company will confirm to the disclosures and the accounting policies prescribed under Regulation 15 of the SBEB Regulation or as may be prescribed by regulatory authorities from time to time.

p) The method which the Company shall use to value its Options:

The Company shall use fair value method to value it options.

q) Statement with regard to Disclosure in Director's Report:

As the Company is adopting fair value method, therefore it is not required to give any declaration.

In terms of Section 62 of the Companies Act, 2013 and SBEB Regulations, the approval of the Shareholders is sought by way of Special Resolution for the approval of the JSPL ESOP Scheme – 2017 and issuance of shares under this Scheme.

None of the Directors and Key Managerial Personnel of the Company and any relatives of such Director and Key Managerial Personnel are in anyway concerned or interested in the resolution except to the extent of Equity Shares held by them in the Company or the options to be granted under the Scheme.

The Board recommend the Resolution(s) set out at item no. 16 and 17 for your approval by way of Special Resolutions.

ITEM NO. 18: TO INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

Presently, the Company is having an authorised share capital of ₹ 200,00,00,000 (Rupees Two Hundred Crore only) comprising of 200,00,00,000 (Two Hundred Crores) equity shares of ₹ 1 each. Over the years, the volume of business has been increasing constantly and the company has also embarked upon expansion plans. In order to expand the capital base, it is proposed to increase the authorised equity share capital from ₹ 200,00,00,000 (Rupees Two Hundred Crore only) comprising 200,00,00,000 (Two Hundred Crores) equity shares of ₹ 1/- each to ₹ 300,00,00,000 (Rupees Three Hundred Crore only) comprising 200,00,00,000 (Two Hundred Crores) equity shares of ₹ 1/- each and 1,00,00,000 (One Crore) preference shares of ₹ 100/- each by amending Clause V of the Memorandum of Association of the Company pertaining to the Share Capital..

Amendment to Clause V of the Memorandum of Association requires members approval by way of Ordinary Resolution.

The Board of Directors in its meeting held on August 8, 2017 approved and recommended the increase in authorised share capital of the Company. A copy of the Memorandum and Articles of Association of the Company is available at the Corporate Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

None of the Directors/Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 18 of the Notice.

The Board recommends the Resolution set out at Item No. 18 of the Notice for approval by the members.

By Order of the Board of Directors

Place : New Delhi
Dated : August 11, 2017

Jagadish Patrra
Vice President &
Company Secretary
FCS:5320

Registered Office:
O.P. Jindal Marg
Hisar – 125 005
Haryana

Details of the Directors seeking appointment/ re-appointment at the 38th Annual General Meeting

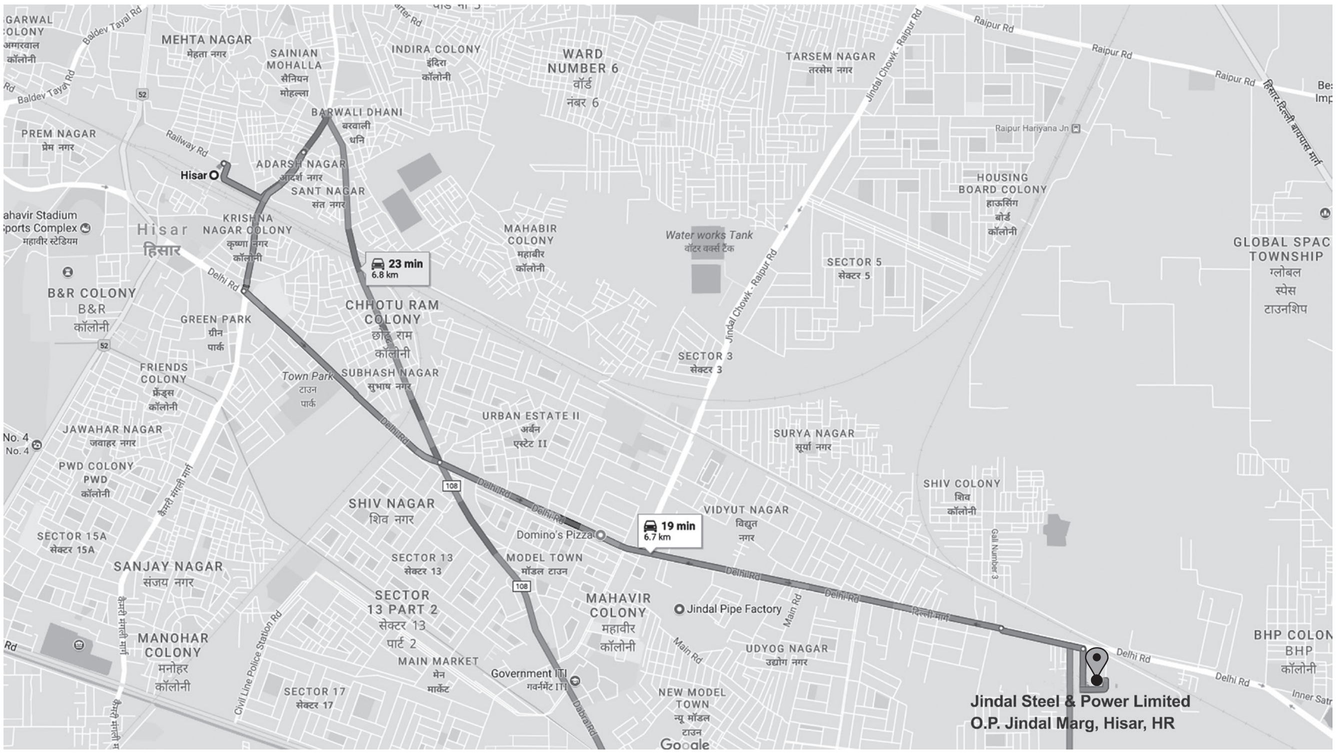
{In pursuance of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS - 2)}

Sr. No.	Name of Director	Mr. Kuldip Chander Sood	Dr. Amar Singh	Mr. Anjan Barua
1.	Date of Birth /Age	October 4, 1948/69 years	May 26, 1953/64 years	March 29, 1952/ 65 years
2.	Qualifications	Mechanical Engineering	MBBS and Masters in Economics	M.Sc. Physics
3.	Brief Resume/Experience	**Mr. Kuldip Chander Sood** has technical, administrative and managerial experience of approximately 45 years. He has served for about 17 years in various senior positions at TATA STEEL and has been involved in major expansion and modernization projects implemented by TATA Steel at Jamshedpur, Colliery expansion at Jamadoba & West Bokaro, Ipitata (now TATA SPONGE) etc, .He had the privilege of working under the leadership and guidance of Industrial Doyens like Mr. JRD Tata, Mr. Ratan Tata and Mr. Russy Modi. Apart from his long association with Tata Steel, he has to his credit, the successful handling of many prestigious projects of Bihar Sponge Iron Ltd at Chandil, in collaboration with Lurgi, Germany, as Executive Director in Prakash Industries, he was involved in establishing-2 Nos. 500 TPD DR Plant with co-generation Power, Steel Melt Shop and Rolling Mill. While the 1st DR Plant was executed in collaboration with M/s Lurgi, the second DR Plant was totally engineered with modifications by him. He played a major role in successful development of Waste Heat Recovery Boiler (WHRB) to utilize the sensible heat in the waste gases generated during DRI making process to produce power. This combination of a DRI Kiln along with Waste Heat Recovery Boiler forms the backbone in the viability of a Sponge Iron plant under the present day scenario. He had also been advisor to JSPL between 1997 to 2002.	**Dr. Amar Singh** has degrees in Medicine and Economics. Mr. Singh served in the Indian Administrative Service (IAS) from 1981 to 2013. He has worked at various levels of Government and has experience spanning multiple sectors. As Chairman and Managing Director, Food Corporation of India, he headed an all India organisation with over 2 lakh employees and an annual budget of ₹ 70,000 crore. He played a key role in national level PPP initiatives across different sectors during his stint in the Government of India, besides having worked at senior positions for over 20 years in the Government of Madhya Pradesh.	**Mr. Anjan Barua** had held various assignments the last being Deputy Managing Director in charge of Global Markets in SBI. He was a Public Interest Director nominated by SEBI on the Board of National Securities Clearing Corporation Ltd. Prior to this he held Directorship of National Stock Exchange, Central Depository Services Ltd and The Clearing Corporation of India Ltd. He was also a Member of the Committee appointed by SEBI for suggesting reforms in the Corporate Debt Market. He has 40 years experience in Banking in India and abroad.
4	Terms and Conditions of Appointment/Re-appointment including remuneration sought to be paid	Nil Remuneration except Sitting Fees	Nil Remuneration except Sitting Fees	Nil Remuneration except Sitting Fees
5	Last Remuneration drawn	N.A.	N.A.	N.A.
6	Date of first appointment on the Board	April 25, 2017	April 25, 2017	February 14, 2017
7	Expertise in specific functional Areas	Technical Administrative and Managerial	Administrative Services	Banking
8	Shareholding in the Company	Nil	Nil	Nil
9	Directorships held in other companies	Sood Project Management Pvt. Ltd. Sood Ispat and Power Pvt. Ltd.	Nil	Nil
10	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil	Nil
11	No. of Board Meetings attended/held during Financial Year 2016-17	N.A.	N.A.	2/2
12	Directorship held in Other Board and Chairman/ Member of the Committee of Other Board as on March 31, 2017	N.A.	N.A.	Nil

ROUTE MAP

Venue of the 38th Annual General Meeting

Jindal Steel & Power Limited, O.P. Jindal Marg, Hisar – 125 005, Haryana



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]

CIN: **L27105HR1979PLC009913**
Name of the company: **Jindal Steel & Power Limited**
Registered office: **O.P. Jindal Marg, Hisar – 125005, Haryana**
Phone: **+91 11 41462000,** Fax: **+91 11 26161271**
Website: **www.jindalsteelpower.com** | E-mail: **jsplinfo@jindalsteel.com**

Name of the Member (s) :	
Registered Address :	
E-mail Id:	
Folio No/ Client Id :	
*DP Id :	

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

1. Name: ……………………………………………………………Address: ……………………………………………………………………

   E-mail Id: ……………………………………………………………Signature: ……………………………………………………………, or failing him

2. Name: ……………………………………………………………Address: ……………………………………………………………………

   E-mail Id: ……………………………………………………………Signature: ……………………………………………………………, or failing him

3. Name: ……………………………………………………………Address: ……………………………………………………………………

   E-mail 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 38th Annual General Meeting of the Company, to be held on Friday, the 22nd day of September, 2017 at 12.00 noon at the Registered Office of the Company at O.P Jindal Marg, Hisar, Haryana – 125 005 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	To consider and adopt (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors' thereon; and (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2017 and the report of Auditors' thereon		
2.	To appoint Mr. Naveen Jindal (DIN: 00001523), who retires by rotation and being eligible, offers himself for re-appointment as a Director		
3.	To appoint Mr. Rajeev Rupendra Bhadauria (DIN: 00376562), who retires by rotation and being eligible, offers himself for re-appointment as a Director		
4.	To ratify the appointment of M/s Lodha & Co., Chartered Accountants (Firm Registration No. 301051E), as Statutory Auditors of the Company from the conclusion of 38th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company and to fix their remuneration		
Special Business			
5.	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2018		
6.	To appoint Mr. Kuldip Chander Sood (DIN: 01148992) as an Independent Director		
7.	To appoint Dr. Amar Singh (DIN: 07800513) as an Independent Director		
8.	To appoint Mr. Anjan Barua (DIN: 01191502) as a a Nominee Director		
9.	To contribute/make donation to charitable and other funds		
10.	To re-appoint Mr. Naveen Jindal (DIN: 00001523) as a Wholetime Director, designated as Chairman of the Company		
11.	To re-appoint Mr. Rajeev Rupendra Bhadauria (DIN: 00376562) as a Wholetime Director of the Company		
12.	To re-appoint Mr. Dinesh Kumar Saraogi (DIN: 06426609) as a Wholetime Director of the Company		
13.	To approve conversion of loan into equity shares of the Company pursuant to Strategic Debt Restructuring (SDR) Scheme		
14.	To approve issuance of further securities		
15.	To approve issuance of Non-Convertible Debentures		
16.	To approve Jindal Steel & Power Limited Employee Stock Option Scheme-2017 ("JSPL ESOP Scheme- 2017 or Scheme")		
17.	To approve granting of options to the employees of Subsidiary Company(ies) of the Company under JSPL ESOP Scheme-2017		
18.	To increase in Authorised Share Capital of the Company		

Signed this………………………………………………… day of ……………………………………………………………………, 2017.

Signature of Shareholder **Signature of Proxy holder(s)**

Affix 30 Ps.
Revenue Stamp
Signature

Notes:
1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. **A proxy need not be a member of the Company.**
4. 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.
5. 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.

***Applicable for Investors holding shares in demat form.**