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

POSTAL BALLOT FORM

Serial No.

1. Name & Address of the Sole/ First named Shareholder as registered with the Company :

2. Name(s) of the joint Shareholder(s), If any, registered with the Company :

3. Registered Folio No./ DP ID* & Client ID No.* (*Applicable to Shareholder(s) holding shares in electronic form) :

4. No. of shares held :

5. I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the businesses stated in the Notice of the Company dated June 06, 2016 by sending my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate column below:-

Item No.	Description	No. of Shares held	I / We assent to the Resolution (FOR)	I / We dissent to the Resolution (AGAINST)
1.	To approve divestment of 1000 MW power plant of Subsidiary Company to a Related Party.			
2.	To approve sale of 920 MW captive power plants (cpp) of the Company.			
3.	To shift the Registered Office of the Company from the State of Haryana to the State of Chhattisgarh.			

Place :
Date :

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVSN (E-Voting Sequence Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.
2) Please read carefully the instructions printed overleaf before exercising the vote.

Last Date for Receipt of Postal Ballot Form by the Scrutinizer : July 15, 2016 up to 5.00 p.m.

P.T.O.

INSTRUCTIONS FOR VOTING

A. VOTING THROUGH PHYSICAL BALLOT FORM

1. A Member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form and send it to the Scrutinizer at below mentioned address: Mr. Navneet K Arora (Scrutinizer), Company Secretary in Practice, Jindal Steel & Power Limited, 28, Najafgarh Road, New Delhi – 110015.
2. For Members whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope. Envelope containing postal ballot deposited in person or sent by courier / post will also be accepted.
3. The Postal Ballot Form should be completed and signed (as per the specimen signature registered with the Company) by the sole / first named member. In case of joint holding, this form should be completed and signed by the first named member and in his absence by the next named member. However, where the form is sent separately by the first named member as well as by the joint holder(s), the vote cast by the first named member would be considered.
4. Consent must be accorded by placing a tick mark (✓) in the column 'I assent to the resolution' or dissent must be accorded by placing a tick mark (✓) in the column 'I dissent to the resolution'.
5. Please complete all details of member in above box before submission.
6. The votes of a Member will be considered invalid on any of the following grounds:
   a) A form other than one issued by the company has been used;
   b) It has not been signed by or on behalf of the Member;
   c) Signature on the postal ballot form doesn't match the specimen signatures registered with the company;
   d) It is not possible to determine without any doubt the assent or dissent of the Member;
   e) Neither assent nor dissent is mentioned;
   f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
   g) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
   h) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
   i) It is received from a Member who is in arrears of payment of calls;
   j) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 P.M. on Friday, July 15, 2016. If any Postal Ballot Form is received after this date, it will be considered that no reply from the concerned Member has been received.
8. The Members are requested to exercise their voting rights by using the attached original Postal Ballot Form. A Member may get the duplicate Postal Ballot Form from the website of the Company i.e www.jindalsteelpower.com, if so required. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in Item (7) above.
9. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution / Power of Attorney / attested specimen signatures etc. In case of electronic voting, documents such as the certified true copy of Board Resolution / Power of Attorney / attested specimen signatures, should be mailed to the Scrutinizer at info@navneetarorcs.com with a copy marked to helpdesk.evoting@cdslindia.com or deposited at the Registered Office of the Company.
10. Members are requested NOT to send any other paper along with the Postal Ballot Form and if any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
11. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
12. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right as on cut-off date should treat the Notice as intimation only.
13. Voting right in the Ballot / e-voting cannot be exercised by a proxy.
14. Members can opt for only one mode of voting i.e. either by ballot or through E-voting. In case members cast their votes both by Postal Ballot and e – voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot shall be considered invalid.
15. In case of any grievances connected with the voting by postal ballot including voting by electronic means you may contact Mr. Sulabh Kaushal at Email: sulabh.kaushal@jindalsteel.com or Phone Number (011) 45021814-17.

B I. PROCESS FOR MEMBERS OPTING FOR E-VOTING

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

i. The voting period begins at 9.00 A.M. on June 16, 2016 and ends at 5.00 P.M. on July 15, 2016. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. June 03, 2016, 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 number is printed on the Postal 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. If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
xviii. 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 Corporates.
   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 the 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 Custodian(s), 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 https://www.evotingindia.com/, under help section or write an email to helpdesk.evoting@cdslindia.com.
xx. Any person having any grievance in connection with remote e-voting may write to:
   Name Mr. Mehboob Lakhani (Asst. Manager - CDSL)
   Address Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai – 400001
   Email Id helpdesk.evoting@cdslindia.com
   Phone No.: 18002005533

B II. In case of Members receiving Postal Ballot Notice & Form by Post:

i. User ID and initial password shall be provided in the respective Postal Ballot Form.
ii. Please follow all steps from Sr. No. (ii) to (xx) as mentioned in (BI) above, to cast your vote.
   Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
   In case of any query pertaining to e-voting, please visit Help, FAQ's and e-voting user manual for shareholders available at the downloads section of https://www.evotingindia.com/. You can also send your queries at helpdesk.evoting@cdslindia.com.

JINDAL STEEL & POWER

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 OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Secretarial Standard – 2 (SS-2), that the Company is seeking members' consent to pass the following resolutions as Special Resolution by way of Postal Ballot as set out below.

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts and reasons for the proposed Special Resolutions is appended herein below along with the Ballot Form ("Form") for your consideration. Each of the special resolution mentioned herein shall be declared as passed if the number of votes cast in favour of such resolution is not less than three times the number of votes cast against the said resolution. Such votes may be cast by physical postal ballot or remote e-voting.

The Board of Directors has, in compliance with Rule 22(5) of the aforesaid Rules, appointed Mr. Navneet K Arora, Practising Company Secretary (COP No. 3005) of M/s Navneet K Arora & Co., Company Secretaries, having office at E-8/1, near Geeta Bhawan Mandir, Shivalik Road, Malviya Nagar, New Delhi – 110017, as the Scrutiniser, for conducting the postal ballot/e-voting process in a fair and transparent manner.

As required under Rule 22(3) of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and SS-2, advertisement for dispatch of notice and e-voting will be published in the newspapers specifying the relevant details therein.

Members are requested to carefully read the instructions printed on the Form, record their assent (for) or dissent (against) therein by filling necessary details and affixing their signatures at the designated place in the Form and return the same in original duly completed in enclosed self-addressed, Business Reply Envelope (if posted in India) so as to reach the Scrutinizer not later than 5.00 P.M. on July 15, 2016. Postage will be borne and paid by the Company. Please note that any Postal Ballot Form (s), received after the said date will be treated as not received.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Process for Members opting for e-voting'. References to Postal Ballot Notice include votes received electronically.

Upon Completion of the Scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman or in his absence to Managing Director & Group CEO or Company Secretary of the Company or to any person as may be authorised by them. The result of the Postal Ballot would be announced by the Chairman or in his absence by Managing Director & Group CEO or Company Secretary of the Company or by any person as may be authorised by them on July 18, 2016 at 5.00 p.m and the same will be displayed on the Notice Board of the Company at its Registered Office and its Corporate Office besides being communicated to the Stock Exchanges, where shares of the Company are listed and displayed along with the Scrutinizer's Report on the Company's Website i.e. www.jindalsteelpower.com. The appended Resolutions shall be deemed to have been passed, if approved by requisite majority, on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

PROPOSED RESOLUTIONS:

ITEM NO.1 : TO APPROVE DIVESTMENT OF 1000 MW POWER PLANT OF SUBSIDIARY COMPANY TO A RELATED PARTY

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as may be amended from time to time and Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to divest the 1000 MW Power Plant of the Subsidiary Company viz. Jindal Power Limited to JSW Energy Limited, a related party through a process of scheme or other mechanisms including transfer through special purpose vehicle (SPV) on such terms and conditions including valuation as may be decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT the Board of Directors (hereinafter called the "Board", which term shall be deemed to include any person(s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) of the Company, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

ITEM NO. 2 : TO APPROVE SALE OF 920 MW CAPTIVE POWER PLANTS (CPP) OF THE COMPANY

*To consider and if thought fit, to pass, the following resolution as a **Special Resolution:***

"**RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, as may be amended from time to time, and Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as SEBI (LODR), including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members be and is hereby accorded to transfer the following plants of the Company together with all rights, title, interest, contracts, liabilities, consents and licenses in the plants, (collectively, the "**Undertakings**") on a going concern basis to Jindal Power Limited through a process of scheme or other mechanism on such terms and conditions including valuation as may be decided by the Board of Directors of the Company:

a) Entire Plant & Machinery of 810 MW (6 x 135 MW) captive power plant located at Angul, Odisha; and

b) Entire Plant & Machinery of 110MW (2 x 55 MW) captive power plant located at Raigarh, Chhattisgarh

RESOLVED FURTHER THAT the Board of Directors (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) of the Company, be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreement, documents and writings and to make such filings, as may be necessary or desirable for the purpose for giving effect to this resolution, in the best interest of the Company."

ITEM NO. 3 : TO SHIFT THE REGISTERED OFFICE OF THE COMPANY FROM THE STATE OF HARYANA TO THE STATE OF CHHATTISGARH

To consider and if thought fit, to pass, the following resolution as a ***Special Resolution:***

"RESOLVED THAT subject to the provisions of Section 12, 13, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with relevant rules , if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the approval of the Central Government (Regional Director) and such other approvals, permissions and sanctions of appropriate authority(ies), as may be required from time to time, the consent of the Members of the Company be and is hereby accorded to shift the Registered Office of the Company from the State of Haryana to the State of Chhattisgarh;

RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association of the Company be substituted and replaced by the following clause:

II. The Registered Office of the Company will be situated in the State of Chhattisgarh.

RESOLVED FURTHER THAT upon the confirmation from the Central Government (Regional Director), the Registered Office of the Company be shifted from O.P. Jindal Marg, Hisar – 125005, Haryana situated under the jurisdiction of the Registrar of Companies, NCT of Delhi & Haryana to Kharsia Road, Raigarh, Chhattisgarh – 496001 situated under the jurisdiction of Registrar of Companies cum Official Liquidator for Bilaspur, Chhattisgarh;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the "Board", which term shall be deemed to include any person (s) authorized and / or Committee of the Board or any officer so authorised by the Board/ Committee), be and is hereby authorised to file applications/ petitions, issue notices, advertisements, appoint counsels, practicing Company Secretary, obtain order for shifting of the Registered Office, agree to make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval / consent as may be considered necessary and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter."

By order of the Board
For Jindal Steel & Power Limited
Sd/-
Jagdish Patra
Vice President & Group Company Secretary

Place : New Delhi
Date : June 06, 2016

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

ITEM NO. 1:

The Members may note that as a part of monetization plan, the Board of Directors in its meeting held on May 03, 2016 approved divestment of 1000 MW Power unit of the Subsidiary Company i.e., Jindal Power Limited, located in Chhattisgarh to JSW Energy Limited through the process of scheme or other mechanism including transfer through special purpose vehicle (SPV) on such terms and conditions for an enterprise value of Rs. 6,500 Crore plus the value of Net Current Assets as on the closing date. The valuation may vary based upon the achievement of PPAs/Fuel sourcing tie-ups as prescribed in the Agreement subject to minimum of Rs. 4000 Crore plus the value of Net Current Assets as on the closing date.

It may be noted that in terms of Section 188 of the Companies Act, 2013 read with Regulation 24 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed divestment requires approval of Shareholders by way of Special Resolution, being a material related party transaction.

Information required under Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014:

Sr. No.	Particulars	Information	
1.	Name of related party	JSW Energy Limited	
2.	Name of director or key managerial personnel who is related, if any	Mr. Naveen Jindal and Mrs. Shallu Jindal are Directors of Jindal Power Limited and Jindal Steel & Power Limited and relative to the Managing Director of JSW Energy Limited.	
3.	Nature of relationship	Promoter of JSW Energy Limited is a relative of Mr. Naveen Jindal.	
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The proposed divestment of 1000 MW Power unit of the Subsidiary Company, i.e. Jindal Power Limited to JSW Energy Limited, a related party, through a process of scheme or other mechanism including transfer through special purpose vehicle (SPV) and sale of the entire share capital and other securities of the aforesaid SPV in terms of share purchase agreement for an enterprise value of Rs. 6500 Crores plus the value of Net Current Assets as on the closing date. The valuation may vary based upon the achievement of PPAs as subject to minimum Rs. 4000 Crores plus the value of Net Current Assets as on the closing date.	
5.	Extent of Shareholding Interest of every Promoter/Director/Manager and every other Key Managerial Personnel not less than 2%	**Name of Director/Promoter (P)/KMP**	**Percentage of Shareholding**
		Mr. Sajjan Jindal (P) Virtuous Tradecorp Private Limited (P) Glebe Trading Private Limited (P) Danta Enterprises Private Limited (P) JSL Limited (P)	4.52 5.22 8.86 5.22 8.86
6.	Any other information relevant or important for the members to take a decision on the proposed resolution	—	

None of the Director, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except Mr. Naveen Jindal and Mrs. Shallu Jindal and their relatives.

Your Board of Directors considering the pros of the transaction recommends passing the resolution set out in item No. 1 as a Special Resolution.

ITEM NO. 2:

The Members may note that with a view to achieve operational economies, consolidate and effectively manage power business and maximising the value of business at single entity level, the Board of Directors in its meeting held on November 14, 2015 approved sale/disposing of the captive power plants (CPP) of the Company situated at Angul, Odisha (6 x 135 MW) and at Raigarh, Chhattisgarh (2 x 55 MW) aggregating to 920 MW capacity to the subsidiary company viz. Jindal Power Limited (JPL) wherein the Company owns 96.43% shareholding on such terms and conditions including valuation as may be decided by the Board of Directors of the Company.

It may be noted that in terms of Section 188 of the Companies Act, 2013 read with Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed sale requires approval of Shareholders by way of Special Resolution, being a material related party transaction.

Information required under Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014:

<table>
<tr><th>Sr. No.</th><th>Particulars</th><th>Information</th></tr>
<tr><td>1.</td><td>Name of related party</td><td>Jindal Power Limited, Subsidiary Company</td></tr>
<tr><td>2.</td><td>Name of director or key managerial personnel who is related, if any</td><td>Mr. Naveen Jindal and Mrs. Shallu Jindal, Directors of Jindal Power Limited (JPL) are also the Directors of Jindal Steel & Power Limited (JSPL).</td></tr>
<tr><td>3.</td><td>Nature of relationship</td><td>Holding and Subsidiary and common Promoters and Directors</td></tr>
<tr><td>4.</td><td>Nature, material terms, monetary value and particulars of the contract or arrangement</td><td>Sale of captive power plants (CPP) aggregating to 920 MW capacity to JPL wherein JSPL owns 96.43% shareholding, at a fair market value determined by an Independent Valuer appointed by the Board.</td></tr>
<tr><td>5.</td><td>Extent of Shareholding Interest of every Promoter/Director/Manager and every other Key Managerial Personnel not less than 2%</td><td><table><tr><th>Name of Director/Promoter (P)/KMP</th><th>Percentage of Shareholding</th></tr><tr><td>Gagan Infraenergy Limited (P)</td><td>3.50</td></tr></table></td></tr>
<tr><td>6.</td><td>Any other information relevant or important for the members to take a decision on the proposed resolution</td><td>—</td></tr>
</table>

None of the Director, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution except Mr. Naveen Jindal and Mrs. Shallu Jindal and their relatives.

Your Board of Directors considering the pros of the transaction recommends passing the resolution set out in item No. 2 as Special Resolution.

ITEM NO. 3:

The Members may note that considering the restructuring of the power and steel business of the Company involving divestment and sale/dispose-of the assets through various modes/means, it is proposed to shift/change the Registered Office of the Company. It may be further noted that changing of Registered Office from the State of Haryana to the State of Chhattisgarh will also save various legal and administrative charges/expenses. Furthermore, the proposed shifting of the registered office is in the best interest of the Company, Shareholders and all concerned stakeholders/parties and shall in no manner adversely affect/impact the existing client base, creditors or operations or employees of the Company.

In terms of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, shifting of Registered Office from one state to another and consequent alteration of Memorandum of Association of the Company requires the approval of members of the Company by way of Special Resolution through postal ballot process, which would be subject to the approval of Central Government (Regional Director).

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

Your Board of Directors has through resolution passed by circulation approved the shifting of Registered Office and recommends the same for the approval of Shareholders by way of Special Resolution.

NOTES:

1. The Board of Directors ("The Board") has appointed Mr. Navneet K Arora, Practising Company Secretary (COP No. 3005) of M/s Navneet K Arora & Co., Company Secretaries, having office at E-8/1, near Geeta Bhawan Mandir, Shivalik Road, Malviya Nagar, New Delhi – 110017, as the Scrutiniser, for conducting the postal ballot/e-voting process in a fair and transparent manner.
2. The Notice of Postal Ballot is being sent to all the members by post / courier and electronically by email to those members who have registered their e-mail ids with the Depository or with the Company and whose names appear in the Register of members/ records of Depositories as on June 03, 2016 i.e. the cut-off date for dispatch of Postal Ballot Notice. Notice of Postal Ballot is also being sent to Members in electronic form through the email at the address registered with the Depository Participant (in case of electronic shareholding) and Registrar & Transfer Agents (in case of physical shareholding). For Members whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by post/courier alongwith a postage-prepaid self-addressed Business Reply envelope.
3. The Notice of postal Ballot along with the form has been made available on the website of the company i.e, www.jindalsteelpower.com and on the Central Depository Services (India) Limited (CDSL) website at https://www.evotingindia.com/.
4. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of 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 POSTAL BALLOT AND E-VOTING, THEN VOTING THROUGH E-VOTING SHALL PREVAIL AND VOTING DONE BY POSTAL BALLOT SHALL BE TREATED AS INVALID NOTWITHSTANDING WHICHEVER OPTION IS EXERCISED FIRST.**
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date, i.e. June 03, 2016 as per the Register of Members / Beneficiary position maintained by the Depository. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

6. The e-voting facility will be available during the following period:

Commencement of e-voting	:	From 9.00 a.m. (IST) on Thursday, the 16th day of June, 2016
End of e-voting	:	Up to 5.00 p.m. (IST) on Friday, the15th day of July, 2016

During this period, members of the Company, holding shares either in physical form or in dematerialised form as on June 03, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently.

7. Member(s) having any grievance(s) pertaining to Postal Ballot process can contact Mr. Sulabh Kaushal, 28, Shivaji Marg, Najafgarh Road, New Delhi – 110015, Ph: 011-45021814-17, email Id: sulabh.kaushal@jindalsteel.com.

8. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the resolution forming part of the Notice of Postal Ballot. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

9. After completion of the scrutiny of the Postal Ballot Forms and collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman or Managing Director & Group CEO or Company Secretary of the Company or any other person as may be authorised by them. The result of Postal Ballot would be announced by the Chairman and in his absence by Managing Director & Group CEO or Company Secretary of the Company or by any other person as may be authorised by them on July 18, 2016 at 5.00 p.m. and displayed on the Notice Board of the Company at its Registered Office and its Corporate Office besides being communicated to the Stock Exchanges, where shares of the Company are listed and displayed along with the Scrutinizer's report on the Company's Website i.e. www.jindalsteelpower.com and on the website of the CDSL https://www.evotingindia.com/. The last date for receipt of postal ballot forms or e-voting, i.e. July 15, 2016 will be taken as the date of passing resolutions, if approved by requisite majority.

10. The Resolutions duly passed through Postal Ballot shall be deemed to have been passed at a duly convened General Meeting of the Members subject to receipt of the requisite number of votes in favour of the resolutions.

11. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Corporate Office of the Company without any fee on all working days of the Company (Monday to Friday) between 10.00 a.m and 1.00 p.m. from date of dispatch of notice upto the last date of receipt of votes by postal ballot/e-voting.

12. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, June 03, 2016

By order of the Board
For Jindal Steel & Power Limited
Sd/-
Jagdish Patra
Vice President & Group Company Secretary

Place : New Delhi
Date : June 06, 2016