



Jindal Steel & Power Limited

Registered Office: O. P. Jindal Marg, Hisar –125005 (Haryana)
Corporate Secretariat Office: Jindal Centre, Tower-B, 4th Floor, Plot No.2,
Sector-32, Gurgaon-122001 (Haryana)
CIN: L27105HR1979PLC009913 | **Website:** www.jindalsteelpower.com
Email: jsplinfo@jindalsteel.com | **Tel.:** +91 124 6612000

ADDENDUM TO THE NOTICE OF THE 40TH ANNUAL GENERAL MEETING OF JINDAL STEEL & POWER LIMITED

Addendum to the Notice of **40th Annual General Meeting** of the members of the **Jindal Steel & Power Limited** to be held on Friday, September 27, 2019 at 12.00 Noon at the Registered Office of the Company at O.P. Jindal Marg, Hisar, Haryana – 125 005

Pursuant to Section 160 of the Companies Act, 2013 read with Rule 13 of the Companies (Appointment and Qualifications of Directors) Rules, 2014, Notice is hereby given that the Company has received a notice under Section 160 of the Companies Act, 2013 from a Member of the Company, proposing candidature of Dr. Aruna Sharma (DIN:06515361) for election to the office of Director at the ensuing 40th Annual General Meeting ("AGM") of the Company, scheduled to be held on Friday, September 27, 2019 at 12.00 noon, **at the Registered Office of the Company at O.P. Jindal Marg, Hisar, Haryana – 125 005**. As the Notice was received from a Member subsequent to printing of the Notice of the 40th AGM, an Addendum to the Notice of 40th AGM is being circulated along with the Notice of 40th AGM to the members in terms of the aforesaid provisions of the Companies Act, 2013. Your Directors recommend the following resolution for appointment of Dr. Aruna Sharma (DIN:06515361) as an Independent Director for your approval in the AGM, as part of the Special Business, as set forth below:

Item no. 7. To approve the appointment of Dr. Aruna Sharma (DIN:06515361) 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, 152, 160, Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Aruna Sharma (DIN: 06515361), who was appointed as an Additional Director of the Company pursuant to provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director and who meets the criteria of Independence as provided in Section 149(6) of the Act and Listing Regulations, 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 2 (Two) consecutive years w.e.f. September 2, 2019.

RESOLVED FURTHER THAT any Director and Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, things and matters from time to time in order to give effect to the above resolution."

By Order of the Board of Directors

Naveen Jindal
Chairman
DIN: 00001523

Place: New Delhi
Dated: September 2, 2019

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

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the Annual General Meeting ("AGM") is annexed hereto.
2. Relevant documents referred to in this Addendum to Notice of 40th AGM are open for inspection purpose at the Registered Office of the Company during its business hours on all working days up to the date of AGM.
3. This Addendum to the Notice of 40th AGM is available along with the Notice of 40th AGM on the website of the Company www.jindalsteelpower.com. The revised Proxy Form including the resolution proposed hereinabove as item No. 7 is enclosed and also available on the website of the Company.
4. All the processes, notes and instructions relating to e-voting set out for and applicable to the ensuing 40th AGM shall mutatis-mutandis apply to the e-voting for the Resolution proposed in this Addendum to the Notice. Furthermore, Scrutinizer appointed for the ensuing 40th AGM will act as a Scrutinizer for the Resolution proposed in this Addendum to the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 7: The Board of Directors, on the recommendation of the Nomination & Remuneration Committee, has appointed Dr Aruna Sharma (DIN: 06515361), as an Additional Director in the category of Independent Director on the Board of the Company, pursuant to Section 161 of the Companies Act, 2013 w.e.f. September 2, 2019. She will hold office upto the date of ensuing 40th Annual General Meeting ("AGM") of the Company. In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention to propose the candidature of Dr. Aruna Sharma for the office of Director of the Company.

Dr. Aruna Sharma is an Ex-Indian Administrative Service officer of the 1982 batch from the Madhya Pradesh cadre. She retired as Secretary – Steel, Government of India in 2018. Prior to that, she has held important positions in Government of India and at the State (Madhya Pradesh) as:

- Secretary to Government of India, Ministry of Electronics and Information Technology (MEITY)
- Additional Chief Secretary, Ministry of Rural Development and Panchayati Raj, Govt. of Madhya Pradesh
- Commissioner and Secretary Public Health, Govt. of Madhya Pradesh
- Managing Director of the MP Dairy Federation.

Dr. Sharma holds a Master degree in Development Studies from the University of Bath, United Kingdom and a PhD in Development Economics from Delhi University.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, she fulfills the criteria of Independence and possesses appropriate skills, experience and knowledge for being appointed as an Independent Director. Considering her vast experience and knowledge her appointment would be in the interest of the Company.

The Board of Directors recommends the appointment of Dr. Aruna Sharma as an Independent Director of the Company for a period of 2 (Two) years commencing from September 2, 2019, not liable to retire by rotation, as set in this Addendum to the Notice of 40th AGM.

None of the other Directors/ Key Managerial Personnel of the Company/ their relatives, except Dr. Aruna Sharma, Director/ her relatives who are interested in the resolutions set out in item No. 7 of this notice, are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out in item no. 7 of the notice for approval by the members.

By Order of the Board of Directors

Naveen Jindal
Chairman
DIN: 00001523

Place: New Delhi

Dated: September 2, 2019

Registered Office:

O.P. Jindal Marg
Hisar – 125 005
Haryana

Details of the Directors seeking re-appointment at the 40th Annual General Meeting

{In pursuance of Regulation 26(4) & Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)}

Name of Director	Dr. Aruna Sharma (DIN: 06515361)
i) Date of Birth/Age	August 19, 1958, 61 years
ii) Qualifications	Retired IAS, Master degree in Development Studies from the University of Bath, United Kingdom and a PhD in Development Economics from Delhi University
iii) Experience	<p>Dr. Aruna Sharma is an Ex-Indian Administrative Service officer of the 1982 batch from the Madhya Pradesh cadre. She retired as Secretary – Steel, Government of India in 2018. Prior to that, she has held important positions in Government of India and at the State (Madhya Pradesh) as:</p> <ul style="list-style-type: none"> - Secretary to Government of India, Ministry of Electronics and Information Technology (MEITY) - Additional Chief Secretary, Ministry of Rural Development and Panchayati Raj, Govt. of Madhya Pradesh - Commissioner and Secretary Public Health, Govt. of Madhya Pradesh - Managing Director of the MP Dairy Federation. <p>Dr. Sharma holds a Master degree in Development Studies from the University of Bath, United Kingdom and a PhD in Development Economics from Delhi University.</p>
iv) Terms and Conditions of appointment / re-appointment	As per the resolution
v) Details of Remuneration sought to be paid	N.A.
vi) Last Remuneration drawn	N.A.
vii) Date of first appointment on the Board	September 2, 2019
viii) No. of shares held	0
ix) Relationship with other Directors, Manager and other Key Managerial Personnel of the company	N.A.
x) No. of Board Meetings attended/held during Financial Year 2018-19	N.A.
xi) Directorships held in other companies	1, Welspun Enterprises Limited
xii) Chairman/Member of the Committee of the Board of Directors of the Company as on March 31, 2019	Nil
Committee position held in other companies	
a. Audit Committee	1
b. Stakeholders' Relationship Committee	Nil
c. Other Committees	Nil



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]

Jindal Steel & Power Limited

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Corporate Secretariat Office: Jindal Centre, Tower-B, 4th Floor, Plot No.2, Sector-32, Gurgaon-122001 (Haryana)

CIN: L27105HR1979PLC009913 | **Website:** www.jindalsteelpower.com

Email: jsplinfo@jindalsteel.com | **Tel.:** +91 124 6612000

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

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

I/We, being the member (s) ofshares 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 40th Annual General Meeting of the Company, to be held on Friday, September 27, 2019 at 12:00 noon at the Registered Office of the Company at O.P Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

S. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business(es)			
1.	To consider and adopt (a) Audited Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors' thereon; and (b) Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2019 and the report of Auditors' thereon		
2.	To appoint Mrs. Shallu Jindal (DIN: 01104507), who retires by rotation and being eligible, offers herself for re-appointment as a Director		
Special Business(es)			
3.	To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2020		
4.	To approve the issuance of further securities		
5.	To approve the appointment of Mr. V.R. Sharma (DIN: 01724568) as Director		
6.	To approve the appointment of Mr. V.R. Sharma (DIN: 01724568) as Managing Director		
7.	To approve the appointment of Dr. Aruna Sharma (DIN:06515361) as an Independent Director		

Signed thisday of , 2019.

Signature of Shareholder

Signature of Proxy holder(s)



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.