



JSWSL: SECT: MUM: SE: 2016-17

14 November 2016

1. National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, G Block Bandra - Kurla Complex Bandra (E), Mumbai - 400 051 Tel: 2659 8235/8452 Fax No.: 2659 8237-38 NSE Symbol: JSWSTEEL Kind Attn.: Mr. Hari K, President (Listing)	2. BSE Limited Corporate Relationship Dept. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001. Tel: 2272 1233/8058 Extn- 8013 Fax No. 022-2272 3121/ 1278/ 1557/ 3354/ 3577. Scrip Code No.500228 Kind Attn: The General Manager (CRD).
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Sub: Notice of Postal Ballot

Dear Sir,

In compliance with the applicable Regulation of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the notice dated October 27, 2016 being sent to the members pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, for seeking their approval by way of a Postal Ballot, including voting by electronic means, for the following matters:

Item No.	Resolution
1.	Sub-Division of Equity Shares of the Company from the Face Value of Rs. 10/- per Equity Share to Re. 1/- per Equity Share
2.	Alteration of the Capital Clause in the Memorandum of Association
3.	Alteration of the Capital Clause of the Articles of Association
4.	Approval for undertaking material related party transaction(s) with JSW International Tradecorp Pte. Limited, Singapore.

Pursuant to Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, the details of Split/Sub-Division of Equity Shares of the Company are given below:





Split Ratio	1:10 (For every one Equity Share of face value of Rs.10 each, ten Equity shares of face value of Re.1 each).		
Rational behind the split	To make the Company's equity shares more affordable to the small investors and to boost the liquidity of the shares.		
Pre and post share capital- authorized, paid-up and subscribed	Authorised		
	Type	PRE (Rs.)	POST (Rs.)
	Equity Shares	60,15,00,00,000	60,15,00,00,000
	Preference shares	30,00,00,00,000	30,00,00,00,000
	Total	90,15,00,00,000	90,15,00,00,000
	Issued, Subscribed and paid up		
	Type	PRE (Rs.)	POST (Rs.)
	Equity Shares	2,41,72,20,440	2,41,72,20,440
	10% Cumulative Redeemable Preference shares of Rs.10	2,79,03,49,070	2,79,03,49,070
	0.01% Cumulative Redeemable Preference shares of Rs. 10	4,85,41,46,040	4,85,41,46,040
	Total	10,06,17,15,550	10,06,17,15,550
Expected time of completion	Within three months from the date of Board meeting i.e. 27 th October 2016.		
Class of shares which are subdivided	Sub-Division of Equity Shares of the Company from the Face Value of Rs. 10/- per Equity Share to Re. 1/- per Equity Share.		
Number of shares of each class pre and post- Split	Class	Pre	Post
	Equity Share	241722044	2417220440
Number of shareholders who did not get any shares in consolidation and their pre-consolidation shareholding.	Not applicable		

This is for the information of your members and all concerned.

Thanking you,

Yours faithfully,

For **JSW STEEL LIMITED**



Lancy Varghese
Company Secretary

cc:

The Calcutta Stock Exchange Ltd.,
7 Lyons, Range, Kolkata
- 700 001.
FaxNo.033-22102210

Singapore Exchange Securities Trading Limited
11 North Buona Vista Drive, #06-07
The Metropolis, Tower 2,
Singapore 138589
Hotline: (65) 6236 8863 Fax: (65) 6535 0775





Corporate Identification No. (CIN): L27102MH1994PLC152925

Regd. Office : JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Tel.: +91-22-4286 1000 **Fax:** +91-22-4286 3000

Email id: jswsl.investor@jsw.in **Website:** www.jsw.in

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of JSW Steel Limited by passing Resolutions through Postal Ballot:

Item no. 1 - Sub-Division of Equity Shares of the Company from the Face Value of Rs. 10/- per Equity Share to Re. 1/- per Equity Share

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

“RESOLVED THAT pursuant to the provisions of Sections 61(1)(d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, each of the Equity Shares of the Company having a face value of Rs. 10/- (Rupees Ten only) each be sub-divided into 10 (Ten) Equity Shares having a face value of Re. 1/- (Rupee One only) each.

RESOLVED FURTHER THAT upon the sub-division of the Equity Shares as aforesaid, the existing Share Certificate(s) in relation to the existing Equity Shares of the face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date and the Company may without requiring the surrender of the existing Share Certificate(s) directly issue and despatch the new Share Certificate(s) of the Company, in lieu of such existing issued Share Certificate(s) and in the case of the Equity Shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the Shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Shares of the Company before sub-division.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution), be and is hereby authorized to make appropriate adjustments due to the sub-division of shares as aforesaid, to the outstanding options granted to the employees of the Company under the JSWSL Employees Stock Ownership Plan-2012 and under the JSWSL Employees Stock Ownership Plan-2016 of the Company, being administered by the Company through a Trust, pursuant to the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that the exercise price for all outstanding options (vested and unvested options, including lapsed and forfeited options) as on the ‘record date’ (as determined by the Board) shall be proportionately adjusted and the number of options which are available for grant and those already granted but not exercised as on the ‘record date’ (as determined by the Board) shall be appropriately adjusted.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix the Record Date for the purpose of the Sub-division and to do all such acts, deeds, matters and to take steps as may be necessary including the delegation of all or any of the powers herein conferred, to any Director(s), Company Secretary or any other officer(s) of the Company, for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all such deeds, applications, documents, undertakings and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution”.

Item no. 2 – Alteration of the Capital Clause in the Memorandum of Association

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

“RESOLVED THAT in accordance with the provisions of Sections 13 and 61 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and Article 12 of the Articles of Association, the existing Clause V of the Memorandum of Association of the Company relating to Share Capital be and is hereby altered by deleting the same and substituting in its place and stead, the following as new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 90,15,00,00,000 (Rupees Nine Thousand Fifteen crores only) consisting of 60,15,00,00,000 (Six Thousand Fifteen crores only) equity shares of Re. 1/- (Rupee One Only) each and 300,00,00,000 (Three Hundred crores) preference shares of Rs. 10/- (Rupees Ten only) each, with power to increase or reduce its Share Capital from time to time and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Companies Act and the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges, conditions or restrictions in such manner as may be for the time being provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director(s), Company Secretary or any other officer(s) of the Company”.

Item no. 3 – Alteration of the Capital Clause of the Articles of Association

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

“RESOLVED THAT in accordance with the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Article 3 of the Articles of Association of the Company be altered by deleting the same and substituting in its place and stead, the following as new Article 3:

3. The Authorised Share Capital of the Company is Rs. 90,15,00,00,000 (Rupees Nine Thousand Fifteen crores only) consisting of 60,15,00,00,000 (Six Thousand Fifteen crores only) equity shares of Re. 1/- (Rupee One Only) each and 300,00,00,000 (Three Hundred crores) preference shares of Rs. 10/- (Rupees Ten only) each, with power to increase or reduce its Share Capital from time to time and to divide the Shares in the Share Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions in accordance with the Act and the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the Articles of Association of the Company and to acquire, purchase, hold, resell any of its own fully/partly paid equity Shares and/or preference Shares, whether redeemable or not and to make any payment out of Share Capital or out of the funds at its disposal, for and in. respect of such purchase, subject to the provisions of the Act in force from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining necessary approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of its powers herein conferred to any Director(s), Company Secretary or any other officer(s) of the Company”.

Item no. 4 – Approval for undertaking material related party transaction(s) with JSW International Tradecorp Pte. Limited, Singapore.

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

“RESOLVED THAT subject to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including the Companies (Meetings of Board and its Powers) Rules, 2014, the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Memorandum and Articles of Association of the Company, the consent of the Members be and is hereby accorded for the Company to undertake transaction(s) with JSW International Tradecorp Pte. Limited, Singapore, a related party, for an aggregate value of USD 7,480 million, over a period of 36 months starting from 1st April, 2016, for procuring iron ore, coking coal, coke and other raw materials on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution), provided however that the transactions so carried out shall at all times be on arm’s length basis and in the ordinary course of the Company’s business in accordance with the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company.”

By Order of the Board
For **JSW STEEL LIMITED**

Place : Mumbai
Date : October 27, 2016

Lancy Varghese
Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is appended hereto.
2. Notice of the Postal Ballot is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice are being sent through the permitted mode. The Notice has been sent to the Members whose names appear in the Register of Members/ Beneficiary position maintained by the Depositories, as on November 4, 2016. The Notice of the Postal Ballot may also be accessed on the Company’s website www.jsw.in.
3. In compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by KARVY on all resolutions set forth in the Notice.
4. Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid. A Member who has not received the Postal Ballot Form may apply to the Company and obtain a duplicate thereof.
5. The voting rights of Members shall be in proportion of the share held by them in the paid up equity share capital of the company as on November 4, 2016 as per the Register of Members / Beneficiary position maintained by the Depositories. A person who is not a Member as on November 4, 2016 should treat this notice as for information purpose only.

6. The Board has appointed Mr. Nilesh Shah, Practicing Company Secretary, (Membership No. FCS 4554) as the Scrutiniser to conduct the postal Ballot /e-voting process in a fair and transparent manner.
7. Members desiring to exercise vote by Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutiniser not later than Saturday, December 17, 2016 (6. p.m. IST). Ballot Form received after December 17, 2016 will be strictly treated as if the reply from the Member has not been received.
8. The e-voting portal will be open for voting from Friday, November 18, 2016 (9.00 a.m. IST) to Saturday, December 17, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on November 4, 2016, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
9. The instructions for Members for e-voting are printed in the Postal Ballot Form. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of <https://evoting.karvy.com> or contact Karvy Computershare Private Limited at the Toll Free No.: 1800 345 4001.
10. 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 resolutions forming part of the Notice of Postal Ballot.
11. Upon completion of the scrutiny of the Ballot Forms and collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman and in his absence by the Jt. Managing Director & Group CFO at the Registered Office of the Company. The last date for receipt of Postal Ballot Forms or e-voting, i.e., December 17, 2016 will be taken as the date of passing the resolutions.
12. Resolutions passed by the members through Postal Ballot shall be deemed to have been passed as if the same have been passed at a General Meeting of the members' subject to receipt of the requisite number of votes in favour of the resolutions.
13. The result of the Postal Ballot would be announced on Wednesday, December 21, 2016 at 11.00 a.m at the Registered Office of the Company. The result along with the Scrutinizer's report would also be displayed at the Registered Office of the Company and also communicated to the stock exchanges, where the shares of the Company are listed and hosted on the Company's website: www.jsw.in.
14. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Registered 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 the date of dispatch of notice upto the last date for receipt of Postal Ballot Forms or e-voting, i.e., December 17, 2016.

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

Item No. 1:

The Equity Shares of your Company are listed and actively traded on BSE Limited and the National Stock Exchange of India Limited.

The market price of the Equity Shares of your Company has witnessed a significant rise over a period of time. High price of the Equity Shares of the Company keeps the small retail investors away from trading in your Company's Equity Shares leading to reduction in the liquidity of the shares of your Company in the Stock Market.

In order to improve the liquidity of your Company's Equity Shares in the Stock Market with higher floating stock in absolute numbers and to encourage the participation of small investors by making the Equity Shares of the Company affordable, the Board of Directors of the Company, at its Meeting held on 27th October, 2016, considered and approved the sub-division of one Equity Share of the Company having a face value of Rs. 10 each into ten Equity Shares of face value of Re.1 each subject to approval of the Members and any other statutory and regulatory approvals, as applicable. The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained.

The sub-division of Equity Shares would inter alia, require appropriate adjustments to be made to all the stock options of the Company and the exercise price, in accordance with the provisions of the JSWSL Employees Stock Ownership Plan-2012 and the JSWSL Employees Stock Ownership Plan-2016 respectively, and in accordance with the provisions of the Securities and Exchange Board of India (Employee Stock Options and Employee Stock Purchase Scheme) Guidelines, 1999 and/or the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and any amendments thereto from time to time, such that all the stock options outstanding as on Record Date (vested and unvested options including lapsed and forfeited options) as well as stock options which are available for grant and those already granted but not exercised as on Record Date shall be proportionately converted into options for Equity Shares of face value of Re. 1 each and the exercise price of all the outstanding stock options shall be proportionately adjusted by dividing the existing exercise price by 10.

The Board of Directors is of the opinion that the aforesaid sub-division of the face value of the Equity Shares is in the best interest of the Company and the investors.

None of the Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective Shareholding in the Company to the same extent as that of every other Shareholder of the Company.

The Board recommends passing of the resolution as set out under Item No. 1 for approval of the members as an ordinary resolution through Postal Ballot.

Item Nos. 2 and 3:

Presently, the Authorised Share Capital of the Company is Rs. 90,15,00,00,000 (Rupees Nine Thousand Fifteen Crores only) consisting of 6,01,50,00,000 (Six Hundred One Crore and Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten Only) each and 300,00,00,000 (Three Hundred Crores) preference shares of Rs. 10/- (Rupees Ten only) each.

The sub-division of equity shares proposed under item No.1 of this Notice would require consequential amendments to the existing Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company as set out in Item Nos. 2 and 3 of the Notice respectively.

Accordingly, the Resolutions at Item Nos. 2 and 3 seek the approval of the Members for the consequent amendments to the existing Clause V of the Memorandum of Association and Article 3 of the Articles of Association of the Company.

A copy of the existing Memorandum of Association and Articles of Association of the Company along with the proposed draft amendments is available for inspection by any Member at the Registered Office of the Company between 10.00 a.m. and 1.00 p.m. on all working days of the Company (Monday to Friday) from the date of dispatch of notice upto the last date for receipt of Postal Ballot Forms or e-voting, i.e., December 17, 2016.

None of the Directors and/or Key Managerial Personnel of the Company including their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions except to the extent of their respective Shareholding in the Company to the same extent as that of every other Shareholder of the Company.

The Board recommends passing of the resolutions as set out under Item No. 2 and 3 for approval of the members as an ordinary and special resolution respectively, through Postal Ballot.

Item No. 4:

The Company has completed the expansion projects at its Vijayanagar and Dolvi works in the last quarter of FY 2015-16 and the installed capacity of the Company increased to 18 MTPA. The Company requires iron ore, coking coal, coke and other raw materials for manufacture of steel products at all its three plant locations i.e., Vijayanagar, Dolvi and Salem. The Company sources its iron ore requirements from different regions in India and resorts to imports whenever needed to ensure optimum sourcing. The Company also imports the requirement of coal and other raw materials viz coking coal, thermal coal, coke and fluxes. The increase in capacity has also led to increase in the volume of imports of these raw materials. The Company imports approximately 21 million tons of iron ore, coke, coking coal and other raw materials per annum.

Considering the huge requirement of imports of raw materials, to bring in efficiency of time and costs, JSW group has set up a dedicated team to oversee the procurement of the coal requirements of the group under JSW International Tradecorp Pte. Limited, Singapore, (JSWITPL) which is domiciled in Singapore. This arrangement enables the business verticals to reap the benefits of consolidated procurement of raw materials by JSWITPL which will be able to negotiate better deals on consolidated volumes, develop better understanding of the coal and iron ore markets, besides reducing the overhead and financing costs.

Accordingly, your Company has entered into an agreement with JSWITPL, a promoter group Company, for procurement of iron ore, coking coal, coke and other raw materials.

The aforesaid arrangement is expected to benefit your Company in the following manner:

1. Better planning and efficiency.
2. Reduced overheads
3. Lower financing costs
4. Lower transaction costs

Owing to the sharp increase in the price of coking coal and coke since the beginning of August 2016, the Company intends to increase the raw materials procurement from JSWITPL to USD 1180 Million in FY 2016-17.

Considering the increase in commodity prices, increase in production volumes and the strategy to increase the imports from JSWITPL, it is expected that the transaction with JSWITPL would be approximately USD 6300 Million for the two years during FY 2017-18 and FY 2018-19.

The transaction being a related party transaction, has been approved by the Audit Committee in its meeting held on October 26, 2016 in terms of section 177 of the Companies Act, 2013 and Regulation 23(2) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time) and by the Board of Directors in its meeting held on October 27, 2016.

Even though the proposed transaction is at arm's length basis, and in the ordinary course of business of the Company, and would not require approval of the Shareholders under the provisions of the Companies Act, 2013, the related party transaction envisaged in this resolution is considered material and therefore the consent of the shareholders is being sought in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time). In terms of the said Regulation 23, a transaction with a related party shall be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceeds ten percent of the annual consolidated turnover of the company as per its last audited financial statements. All related parties shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

In accordance with Section 102(1) and the proviso to Section 102(2) of the Companies Act, 2013, the shareholding interest of the Promoters/ Directors/ Key Managerial Personnel of the Company in JSWITPL to the extent that such shareholding is in excess of 2% is set out below:

- a) JSWITPL is a wholly owned subsidiary of Reynold Traders Private Limited (RTPL), a promoter group Company.
- b) Mrs. Sangita Jindal, wife of Mr. Sajjan Jindal (Promoter and Chairman and Managing Director of the Company), holds 31,97,500 shares representing 99.92% of the total Equity Share capital of RTPL, while Ms. Tarini Jindal, daughter of Mr. Sajjan Jindal holds the balance 2,500 shares representing 0.08% of the total Equity Share capital of RTPL.

Except as set out above, none of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 4 of this Notice.

The Board recommends passing of the resolution as set out under Item No. 4 for approval of the members as an ordinary resolution, through Postal Ballot.

By Order of the Board
For **JSW STEEL LIMITED**

Place : Mumbai
Date : October 27, 2016

Lancy Varghese
Company Secretary

IMPORTANT COMMUNICATION TO MEMBERS

The Ministry of Corporate Affairs has recently notified the “Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016” which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more, to the Investor Education and Protection Fund (IEPF) Suspense Account.

While the unpaid dividends prior to financial year 2008-09 or 2009-10 have already been transferred to IEPF or Central Government, as per erstwhile IEPF Rules, we request you to claim the subsequent dividends if any due to you by making an application immediately to the Registrar and Transfer Agents of the Company-Karvy Computershare Pvt. Ltd., Karvy Computershare Pvt. Ltd., Unit : JSW Steel Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 Tel. No. 040 67161500, Fax. No. 040 23001153.

In an effort to make the Earth a better place to live, the green movement has been sweeping over the globe. Not only are individuals doing things to help the environment, companies and governments are as well. The Companies Act, 2013 is a step forward in promoting “Green Initiative” by providing for service of documents by a Company to its Members through electronic mode. The move of the Ministry allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, Members who have not registered their e-mail addresses so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill in the Registration form provided on the website of the Company www.jsw.in and register the same with Karvy Computershare Private Limited.



Corporate Identification No. (CIN) – L27102MH1994PLC152925

Registered Office: JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051

Tel: 91 22 42861000 **Fax:** 91 22 42863000 **E-mail:** jswsl.investor@jsw.in **Website:** www.jsw.in

POSTAL BALLOT FORM

Serial No. _____

1. **Name and Registered Address of the Sole/First named Shareholder**

2. **Name(s) of the Joint Holder(s) (if any)**

3. **Registered Folio No./ DP ID No. and Client ID No.**

4. **Number of Share(s) held**

I/We hereby exercise my/our vote(s) in respect of the Ordinary/Special Resolution(s) to be passed through postal ballot for the businesses enumerated below by recording my/our assent or dissent to the said Resolutions by placing a tick (✓) mark in the appropriate box below:

Item no.	Resolution	No. of shares for which votes cast	(FOR)	(AGAINST)
			I/We assent to the Resolution	I/We dissent to the Resolution
1	Sub–Division of Equity Shares of the Company from the Face Value of Rs. 10/– per Equity Share to Re. 1/– per Equity Share			
2	Alteration of the Capital Clause in the Memorandum of Association			
3	Alteration of the Capital Clause of the Articles of Association			
4	Approval for undertaking material related party transaction(s) with JSW International Tradecorp Pte. Limited, Singapore.			

Place: _____

Date: _____ **Signature of the Shareholder** _____

Note: Please read the instructions printed overleaf carefully before exercising your vote.

E–Voting Particulars

EVEN (Electronic Voting Event Number)	User ID	Password
2839		

INSTRUCTIONS

1. Notice of the Postal Ballot is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Notice are being sent through the permitted mode.
2. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by KARVY, on all resolutions set forth in the Notice.
3. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
4. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
5. The voting rights of Members shall be in proportion of the share held by them in the paid up equity share capital of the company as on November 04, 2016 as per the Register of Members / Beneficiary position maintained by the Depositories.
6. The Board has appointed Mr. Nilesh Shah, Practicing Company Secretary, (Membership No. FCS 4554 / CP. 2631), as the Scrutinizer to conduct the postal Ballot /e-voting process in a fair and transparent manner.
7. 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 Resolutions forming part of the Notice of Postal Ballot.
8. Upon completion of the scrutiny of the Ballot Forms and collation of the votes downloaded from the e-voting system, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the Chairman and in his absence by the Jt. Managing Director & Group CFO at the Registered Office of the Company. The last date for receipt of Postal Ballot Form or e-voting, i.e., December 17, 2016 will be taken as the date of passing the resolution(s).
9. Resolutions passed by the members through Postal Ballot are deemed to have been passed as if the same have been passed at a General Meeting of the members' subject to receipt of the requisite number of votes in favour of the resolutions.
10. The said results along with the Scrutinizer's report would be displayed at the Registered Office of the Company, and also communicated to the stock exchanges, where the shares of the Company are listed and hosted on the Company's website: www.jsw.in. on December 21, 2016.
11. All the documents referred to in the accompanying notice and explanatory statement shall be open for inspection at the Registered 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 the date of dispatch of notice upto the date of declaration of results of Postal Ballot.

Process for Members opting to vote by using the Ballot Form:

1. Please complete and sign the Postal Ballot Form (no other form or photo copy thereof is permitted) and send it in the self-addressed Business Reply Envelope, to the Scrutinizer appointed by the Board of Directors of the Company, Mr. Nilesh Shah, Practicing Company Secretary, (Membership No. FCS 4554 / CP. 2631), C/o Karvy Computershare Pvt. Ltd., Unit : JSW Steel Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel. No. 040 67161500, Fax. No. 040 23001153.
2. Duly completed Ballot Form should reach the Scrutinizer not later than Saturday, December 17, 2016 (6. p.m. IST). Ballot Form received after December 17, 2016 will be strictly treated as if the reply from the Member has not been received.
3. The Form should be signed by the Member as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
4. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution/Authorization.
5. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
6. A Member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 2 above.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.
8. The Ballot form will be treated as invalid if a Member has made any amendments to the resolution or imposed any condition while exercising his/her vote.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.

Process and manner for Members opting for E-Voting:

1. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
2. Enter the login credentials (i.e. User ID and password mentioned overleaf). Your Folio No./DP ID/ Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
3. After entering these details appropriately, click on "LOGIN".
4. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
5. You need to login again with the new credentials.
6. On successful login, the system will prompt you to select the EVENT i.e., JSW STEEL LIMITED.
7. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST" as the case may be.
8. You are not required to cast all your votes in the same manner. You may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" in case you wish to abstain from voting. If you do not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
9. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account.
10. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, shareholders can login any number of times till they have voted on the resolution.
11. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail at nilesh@ngshah.com.
12. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
13. The e-voting portal will be open for voting from Friday, November 18, 2016 (9.00 a.m. IST) to Saturday, December 17, 2016 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on November 04, 2016, may cast their vote electronically. The e-voting module shall be disabled by KARVY for voting thereafter.
14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Mr. S. V. Raju of Karvy Computershare Pvt. Ltd. at 040 67161500 or at 1800 345 4001 (toll free).