

August 12, 2021

BSE Limited Corporate Relationship Department, 1 st Floor, New Trading Ring, Rotunda Building, P J Towers, Dalal Street, Fort, Mumbai - 400 001 corp.relations@bseindia.com Scrip Code : 532286	National Stock Exchange of India Limited Exchange Plaza, 5 th Floor, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai-400051 cmlist@nse.co.in Symbol : JINDALSTEL
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Subject: NOTICE OF EXTRAORDINARY GENERAL MEETING OF THE COMPANY

Dear Sir/ Madam,

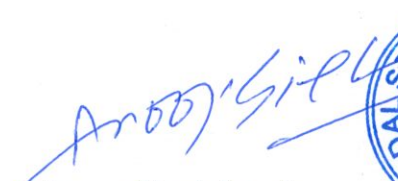
Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of Extraordinary General Meeting ("EGM") of the Company to be held on Friday, September 03, 2021 at 11.00 A.M. (IST) through Video Conferencing / Other Audio-Visual Means, together with Explanatory Statement thereto, for seeking approval of members for the resolutions mentioned therein.

The Notice of the EGM along with the Explanatory statement is also available on the website of the Company at www.jindalsteelpower.com.

Kindly take the above information on record.

Thanking you.

Yours faithfully,
For Jindal Steel & Power Limited



Anoop Singh Juneja
Company Secretary & Compliance Officer

Encl.: as above

Jindal Steel & Power Limited

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

CIN: L27105HR1979PLC009913

T: +91 11 4146 2000 **F:** +91 11 2616 1271 **W:** www.jindalsteelpower.com **E:** jsplinfo@jindalsteel.com

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



Jindal Steel & Power Limited

Registered Office: O. P. Jindal Marg, Hisar –125005 (Haryana)

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

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

To,
The Members,
Jindal Steel & Power Limited

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the members of the Company will be held on Friday, the 3rd day of September, 2021 at 11:00 a.m. through Video Conference (VC)/ Other Audio Visual Means (OAVM) facility, to transact the following special business:

- 1. Approval, by way of special resolution under Section 180(1)(a) of the Companies Act, 2013 and Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for divestment of entire shareholding of the Company in Jindal Power Limited, a material subsidiary of the Company:**

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

"RESOLVED BY WAY OF SPECIAL RESOLUTION THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") and rules made thereunder, Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable provisions thereof, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities and pursuant to the approval of the Board of Directors of the Company ("the Board", which term shall be deemed to mean and include any Committee constituted by the Board) and subject to the shareholders' approval for related party transactions as required under section 188 of the Act and rules made thereunder, regulation 23(4) of the Listing Regulations and such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association of the Company, consent of the shareholders of the Company be and is hereby accorded to the Board to effect divestment by way of sale, transfer or otherwise dispose of its entire

shareholding (including all equity shares and preference shares) in Jindal Power Limited ("**Target Company**") (representing 96.42% (ninety six point four two percent) of the issued and paid up share capital of Target Company on a fully diluted basis), a material subsidiary of the Company, to Worldone Private Limited ("**Acquirer**"), a Promoter Group company and a related party, for an aggregate consideration of INR 7401,28,55,824 (Indian Rupees Seven Thousand Four Hundred and One Crore Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four) payable partly by way of cash consideration of INR 3015,00,00,000 (Indian Rupees Three Thousand and Fifteen Crores) and partly by way of the Acquirer taking over and assuming all liabilities and obligations in relation to the inter-corporate deposits and capital advances paid by the Target Company to the Company, aggregating to INR 4386,28,55,824 (Indian Rupees Four Thousand Three Hundred and Eighty Six Crores Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four), on terms and conditions as set forth in the Amended and Restated Share Purchase Agreement dated August 7, 2021 and the Novation Agreement dated August 7, 2021 executed between the Company, the Target Company and the Acquirer.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, with further powers to delegate all or any of the above authorities conferred to him to any officer(s)/authorities person(s) of the Company, including filing of necessary forms with the Registrar of Companies as may be required in relation to such amendments and to comply with all other requirements in this regard."

2. Approval, by way of ordinary resolution under Section 188 of the Companies Act, 2013 and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for 'material related party transaction' for divestment of the entire shareholding of the Company in Jindal Power Limited to Worldone Private Limited:

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**") read with the Rules made thereunder, as may be amended from time to time (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable notifications, clarifications, circulars, rules and regulations issued by the Government of India or other governmental or statutory authorities, and pursuant to the approval of the Board of Directors of the Company ("the Board", which term shall be deemed to mean and include any Committee constituted by the Board) and subject to such other requisite approvals, consents, permissions and sanctions as may be required and the Memorandum of Association and Articles of Association of the Company, consent and ratification of the shareholders of the Company who are not a "related party" to the Company in terms of the Act and the Listing Regulations, be and is hereby accorded to the Board to effect divestment by way of sale, transfer or otherwise dispose of its entire shareholding (including all equity shares and

preference shares) in Jindal Power Limited (“**Target Company**”) (representing 96.42% (ninety six point four two percent) of the issued and paid up share capital of Target Company on a fully diluted basis), a material subsidiary of the Company, to Worldone Private Limited (“**Acquirer**”), a Promoter Group company and a related party, for an aggregate consideration of INR 7401,28,55,824 (Indian Rupees Seven Thousand Four Hundred and One Crore Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four) payable partly by way of cash consideration of INR 3015,00,00,000 (Indian Rupees Three Thousand and Fifteen Crores) and partly by way of the Acquirer taking over and assuming all liabilities and obligations in relation to the inter-corporate deposits and capital advances paid by the Target Company to the Company, aggregating to INR 4386,28,55,824 (Indian Rupees Four Thousand Three Hundred and Eighty Six Crores Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four), on terms and conditions as set forth in the Amended and Restated Share Purchase Agreement dated August 7, 2021 and Novation Agreement dated August 7, 2021 executed between the Company, the Target Company and the Acquirer.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to do all such acts, matters, deeds and things necessary or desirable in connection with or incidental to give effect to the above resolutions, with further powers to delegate all or any of the above authorities conferred to him to any officer(s)/authorities person(s) of the Company, including filing of necessary forms with the Registrar of Companies as may be required in relation to such amendments and to comply with all other requirements in this regard.”

Place: New Delhi

By order of the Board

Dated: August 12, 2021

Anoop Singh Juneja
Company Secretary & Compliance Officer
Membership No. F6383

Registered Office

O.P. Jindal Marg,
Hisar – 125005 (Haryana)

CIN: L27105HR1979PLC009913

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the General Circular no. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members have to attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the General Circular no. 14/2020, 17/2020, 22/ 2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013 (“the Act”), representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, who are allowed to attend the EGM without restriction on account of first come first served basis.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA General Circular no. 14/2020, 17/2020, 22/ 2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act. .
6. Explanatory Statement pursuant to Section 102 of the Act relating to the special business to be transacted at the meeting is annexed hereto.
7. All documents referred to in the accompanying Notice and the Explanatory Statement are available for inspection at the registered office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana from August 13, 2021 to September 2, 2021 on office working days, from 10:30 a.m. to 1:30 p.m.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.jindalsteelpower.com. The Notice can also be accessed from the

websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM Notice is also available on the website of CDSL (agency for providing the Remote Voting facility) i.e. www.evotingindia.com .

9. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA the General Circular no. 14/2020, 17/2020, 22/ 2020, 33/2020, 39/2020 and 10/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and June 23, 2021 respectively, issued by the Ministry of Corporate Affairs.
10. Members who have not registered their e-mail address with Company can now register the same by sending a communication to the Company or to the RTA, Alankit Assignments Limited. Members holding Shares in demat form are requested to register their e-mail address with their Depository Participants only.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING, E-VOTING DURING EGM AND JOINING VIRTUAL MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 9:00 a.m. on Tuesday, August 31, 2021 and ends on 05:00 p.m. on Thursday, September 2, 2021. 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. Friday, August 27, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to their shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs,

thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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

(v) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For shareholders holding shares in Demat form other than individuals 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) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy 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 (3).
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- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 to be also 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of Jindal Steel & Power Limited to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians – Remote Voting only**

- 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 in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login 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, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorcare@jindalsteel.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM (venue voting) is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, demat account

number/folio number, email id, mobile number at investorcare@jindalsteel.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at investorcare@jindalsteel.com. These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company at investorcare@jindalsteel.com**.

2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

OTHER INFORMATION

(A) The Members who have cast their votes by remote-voting prior to the EGM may also attend and participate in the proceedings of the EGM through VC/OAVM but shall not be entitled to cast their votes again.

(B) The members can opt for only one mode of voting i.e. remote e-voting or venue voting through VC/OAVM at the EGM. In case of voting by both the modes, vote cast through remote e-voting will be considered final and e-voting through VC/OAVM at EGM will not be considered.

(C) The Board of Directors have appointed Mr. Navneet K. Arora, (COP No. 3005) of M/s Navneet K Arora & Co. LLP, Company Secretaries, as Scrutinizer to scrutinize the remote e-voting and e-voting at the EGM in a fair and transparent manner and to submit report thereon.

(D) The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.jindalsteelpower.com and on the website of CDSL at www.evotingindia.com immediately after the result is declared.

(E) The Members holding equity shares in physical form are requested to intimate to the Registrar and Transfer Agent, Alankit Assignments Limited, 4E/2, Jhandewalan Extension, New Delhi – 110 055, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

(F). Members holding shares in more than one folio in identical order of names are requested to write to Registrar & Share Transfer Agent enclosing their share certificates to enable them to consolidate the holdings in one folio to facilitate better service.

(G). Pursuant to General Circular no. 14/2020, 17/2020, 22/ 2020, 33/2020 and 39/2020 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020 and December 31, 2020 respectively, the Notice of the EGM has been sent through electronic mode to only those Members whose email IDs are registered with the Company/ Depository participant. Further, updates, if any, will be provided on the website of the Company at www.jindalsteelpower.com.

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

ITEM NO.1

1. INTRODUCTION

Pursuant to the additional competitive bidding process (details provided below) undertaken by the Company through independent third party advisor, the Board of Directors of the Company ("**Board**"), at its meeting held on August 6, 2021, approved the divestment by way of sale of Company's entire shareholding (equity shares ("**Equity Shares**") and redeemable preference shares ("**RPS**") in its material unlisted subsidiary, Jindal Power Limited ("**Target Company**") (representing 96.42% (ninety six point four two percent) of the issued and paid up share capital of Target Company on a fully diluted basis) to Worldone Private Limited ("**Acquirer**"), a Promoter Group company and a related party, for an aggregate consideration of INR 7401,28,55,824 (Indian Rupees Seven Thousand Four Hundred and One Crore Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four) payable partly by way of cash consideration of INR 3015,00,00,000 (Indian Rupees Three Thousand and Fifteen Crores) and partly by way of the Acquirer taking over and assuming all liabilities and obligations in relation to the ICDs (*as defined below*) and the Capital Advances (*as defined below*) paid by the Target Company to the Company, aggregating to INR 4386,28,55,824 (Indian Rupees Four Thousand Three Hundred and Eighty Six Crores Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four), on terms and conditions as set forth in the Amended and Restated Share Purchase Agreement dated August 7, 2021 ("**SPA**") and the Novation Agreement dated August 7, 2021 ("**Novation Agreement**") executed between the Company, the Target Company and the Acquirer ("**Proposed Sale**"). Of the aggregate sale consideration, INR 3015,00,00,000 (Indian Rupees Three Thousand and Fifteen Crores) is attributable towards the purchase of Equity Shares and INR 4386,28,55,824 (Indian Rupees Four Thousand Three Hundred and Eighty Six Crores Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four) is attributable towards the purchase of RPS.

The Company has availed inter-corporate deposits aggregating to INR 1532,28,55,824 (Indian Rupees One Thousand Five Hundred Thirty Two Crore Twenty Eight Lakh Fifty Five Thousand Eight Hundred Twenty Four) ("**ICDs**") from the Target Company pursuant to Loan Agreement dated April 2, 2013 and Supplementary Agreements dated April 28, 2018, December 26, 2019 and April 1, 2020 (collectively referred to as "**ICD Agreements**"). Further, the Company has received capital advances aggregating to INR 2854,00,00,000 (Indian Rupees Two Thousand Eight Hundred Fifty Four Crores) ("**Capital Advances**") from the Target Company for purchase of certain captive power plants of the Company located at Angul and Raigarh pursuant to letter agreements dated November 16, 2015; December 14, 2015; March 15, 2016; and April 2, 2016 and separate letter agreements dated November 16, 2015; December 18, 2015; March 15, 2016 and April 2, 2016 executed between the Company and the Target Company ("**Letter Agreements**"). As a part of the Proposed Sale, the Letter Agreements will stand terminated immediately prior to completion of the Proposed Sale, and the liabilities and obligations of the Company

in terms of the repayment of the ICDs and Capital Advances shall be assumed and taken over by Acquirer pursuant to the Novation Agreement.

The Company has obtained valuation reports from two reputed independent valuers. The Company also appointed Mr. Y.H. Malegam, a reputed Chartered Accountant (ex President of ICAI and ex member of the Board of RBI) to review the aforesaid valuation reports and provide fairness review on the same. The transaction value is higher than the value arrived at by all the aforesaid independent valuers.

In addition to this shareholders' approval required under regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and 180(1)(a) of the Companies Act, 2013 ("**Act**") , the Proposed Sale is subject to approval of shareholders of the Company under regulation 23(4) of Listing Regulations and section 188 of the Act, regulatory approvals, approvals from lenders of the Company and Target Company, contractual approvals and such other approvals, consents, permissions and sanctions as may be necessary. The long stop date for completion of the Proposed Sale is 12 (twelve) months from the date of execution of agreements i.e. August 7, 2021 which may be mutually extended by the parties thereto, failing which the Proposed Sale shall terminate.

2. COMPETITIVE BIDDING PROCESS

The Company initiated a sale process in the month of December, 2020 to invite interested buyers to share offers for the purchase of 96.42% (ninety six point four two percent) shareholding of the Target Company held by the Company. In this regard, the Company appointed Grant Thornton Advisory Private Limited ("**Grant Thornton**"), an independent third party transaction advisor, to run the entire sale process.

As a part of this sale process, teasers and marketing documents were circulated to various national and international entities including strategic and financial investors and companies having interest in power sectors, inviting them to execute confidentiality agreements and submit non-binding offers. A total of 33 (thirty three) entities were approached in this regard, including 14 (fourteen) Indian companies, 11 (eleven) foreign companies and 8 (eight) financial investors. This also included, other major shareholders of Target Company who were informed of the sale process that was being carried out by Grant Thornton. Grant Thornton started the process in December, 2020 and engaged extensively with the potential investors till end February, 2021 when the non-binding offers were received (after extensions as requested by the potential investors). However, the investor responses were muted as many investors were constrained by their prior obligations which restricted them from investing in thermal power assets, and also possibly due to lack of long term Power Purchase Agreements for Target Company. After receipt of non-binding offers, these entities were granted access to virtual data room and they were allowed to conduct due diligence on the Target Company. Adequate time was provided to the interested entities to conduct the due diligence exercise and to submit a binding offer. Pursuant to completion of the due diligence exercise, the Company received offers from the interested entities. These offers were analysed by the Audit Committee and the Board. The Audit Committee and the Board deliberated on the proposals thoroughly and unanimously approved the offer submitted by the Acquirer. The offer

submitted by the Acquirer was of the highest value and on agreeable terms and conditions, thus, was selected as the winner in the sale process.

Pursuant to the sale process undertaken by the Company, the Audit Committee of the Company ("**Audit Committee**") and the Board, at their respective meetings held on April 26, 2021, approved the divestment by way of sale of Company's entire equity shareholding the Target Company the Acquirer for a total fixed consideration of INR 3015,00,00,000 (Indian Rupees three thousand and fifteen crores). The Company, Target Company and Acquirer executed Share Purchase Agreement dated April 26, 2021 to record the terms of transfer of the Equity Shares and the Loan Agreement dated April 26, 2021 to record the terms of conversion of ICDs and Capital Advances into a loan.

The Company issued a notice for convening the EGM to be held on May 24, 2021 pursuant to which, the Company engaged with several investors with respect to the proposed sale of the Equity Shares of the Target Company. A few investors requested the Company to examine and simplify certain terms around the proposed sale of Equity Shares of the Target Company, and therefore, the Company postponed the EGM to a further date vide notice dated May 20, 2021.

The Company re-examined and decided to simplify the terms of the Proposed Sale. The Company entered into further negotiations with the Acquirer, and basis these negotiations, the Acquirer submitted a revised binding offer dated July 23, 2021 ("**Revised Offer**") details of which are provided in the Introduction section above.

The Board took on record the Revised Offer submitted by the Acquirer in its meeting held on July 23, 2021. With the objective of achieving complete transparency and fairness, and in order to maximise value for the sale of the Target Company, the Board decided to undertake additional competitive bid process, for the proposed sale of the Equity Shares and the RPS of the Target Company, through Grant Thornton, the process advisor for the bid process.

As a part of the additional bid process, the Company sought bids higher than the Revised Offer from bidders (domestic and international) who satisfy the eligibility criteria, for sale of its entire stake (i.e. Equity Shares and RPS) in the Target Company, using the Revised Offer as the anchor bid or the base offer by way of an advertisement dated July 26, 2021 ("**Advertisement**") published in Economic Times, Business Standard, Financial Express and Navbharat Times and made available on the website of the Company.

The interested investors who approached Grant Thornton were provided the requisite details. As a part of bid process, upon submission of expression of interest, the bidders qualifying the eligibility criteria set out in the detailed invitation, were to be granted access to virtual data room and were to be given adequate time to conduct due diligence on the Target Company. The bidders were to submit their binding bids including the sale consideration for the Equity Shares and the RPS and the reasonable comments on the transaction documents provided to the bidders. Upon evaluation of the bids and the comments on the transaction documents, the Company was to standardise the terms of the transaction documents and invite final binding bids from all the qualified bidders

including the Acquirer. The highest bid in the bid process was to be declared as the winning bidder.

Three investors/advisors of investors approached Grant Thornton basis the Advertisement and they were provided with the requisite details. As per the Advertisement and the bid process laid down in the detailed invitation, these investors were required to submit the expression of interest by August 2, 2021. Grant Thornton has not received any expression of interest from the aforesaid investors/advisors of investors, nor have they received any request for extension of timeline for the submission of expression of interest. Therefore, the Acquirer was ipso facto selected as the winning bidder.

The Audit Committee and the Board, at their respective meetings held on August 6, 2021, approved the Proposed Sale of Equity Shares and RPS of the Target Company to the Acquirer, and accordingly the Company, the Target Company and the Acquirer executed the SPA and Novation Agreement.

3. DETAILS OF THE ACQUIRER

Worldone Private Limited is a private company limited by shares, incorporated in India in 1999, engaged presently in the business of investment holding. It currently has investments in various listed and unlisted companies. Worldone Private Limited is owned by Mr. Naveen Jindal, Mrs. Shallu Jindal and Ms. Arti Jindal (hereinafter collectively referred to as the “**Jindal Family**”), with Mr. Naveen Jindal (a promoter of the Company) holding majority of its shareholding. Worldone Private Limited proposes to fund the transaction through a mix of equity/debt.

4. RATIONALE

The Company intends to undertake the Proposed Sale in line with its strategic objective:

- a. To continuously deleverage by achieving its immediate goal of INR 15,000 crores (Indian Rupees fifteen thousand crores) net debt and eventual goal to become a net debt free company. The Company has been working with a singular focus of sweating its assets and deleveraging over the last few years. The incessant focus on deleveraging has helped the Company continuously bring down its debt and also strengthen its balance sheet. This vision to make the Company net-debt free will get a significant boost from this transaction.
- b. To reduce Company's carbon footprint, as the divestment will help reduce CO₂ emission by about 50% (on full capacity utilization). Over the years, the world as well as our country is moving away from coal & coal fired assets towards more environment friendly technologies. Also, the scrutiny with regard to Company's coal fired assets and their future has also increased manifold. The transaction is therefore expected to significantly improve Company's ESG score and to provide the Company with a wider access to capital from ESG focussed investors/lenders for both organic and inorganic growth of the Company's India Steel business.

- c. The transaction helps further streamline Company's operations by becoming a pure play steel company with all its steel operations within India - one of the fastest growing economies in the World. This divestment is expected to bring more management focus to the India Steel operations in achieving better operational efficiencies and aim for higher profitability. We believe this renewed focus coupled with improving return ratios could act as a strong trigger for re-rating of the Company.
 - d. This transaction will lead to a cash inflow of INR 3,015 crore (Indian Rupees three thousand and fifteen crores) into the Company. These cash proceeds from the transaction will be utilised to pare debt and expand Company's steel capacity in Angul from 6mt to 12mt and taking the Company's overall capacity in excess of 15mt.
 - e. The transaction will lead to a reduction in the liabilities of the repayment of the ICDs and the Capital Advances to the Target Company amounting to INR 4386,28,55,824 (Indian Rupees Four Thousand Three Hundred and Eighty Six Crores Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four).
 - f. The transaction helps the Company eliminate the need to continuously invest in future capex in the Target Company towards reducing emissions, including expenditure on implementation of Flue Gas Desulphurization technologies and other such technologies, which would have possibly diverted funds meant for the Steel business.
 - g. With the sharp rises in renewable power plant capacity due to falling costs of installation and rising climatic changes, the prospects for coal fired power plants have become increasingly challenging with each passing year. We believe further delay in the divestment of such coal fired power plants will not only negatively impact the valuations going forward but also continuously drag return ratios down in the coming years and the ability of Steel business to raise capital at efficient cost.
5. REGULATORY REQUIREMENT UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND COMPANIES ACT, 2013

The Target Company is a material subsidiary of the Company in terms of regulation 16(1)(c) of the Listing Regulations and the disposal of shares of the Target Company as envisaged in the Proposed Sale will reduce the shareholding of the Company (together with its subsidiaries) in the Target Company to less than 50% (fifty percent) and cease the control of the Company over the Target Company.

Accordingly, disposal of shares of the Target Company as provided above will require the approval of the shareholders of the Company by way of **special resolution** in terms of Regulation 24(5) of Listing Regulations and Section 180(1)(a) of the Act.

6. KEY TRANSACTION APPROVALS

The Proposed Sale is subject to the approval of the shareholders of the Target Company, approvals and consents of the lenders of the Target Company as well as the Company, regulatory approvals such as approval of the Competition Commission of India, if required

to be procured by the Acquirer, approval of the Central Government pursuant to the 'coal mine development and production agreement' entered into between the President of India (acting through the nominated authority) and the Company, approval of Kerala State Electricity Board pursuant to the 'power purchase agreements' entered into between the Company and Kerala State Electricity Board, and such other approvals, consents, permissions and sanctions as may be required under the SPA or as may be necessary.

7. RECOMMENDATION OF THE BOARD

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the Special resolution for approval of the members.

The shareholders are requested to note that the Jindal Family (Promoters of the Company), holds the entire equity share capital of the Acquirer. None of the directors, except Mr. Naveen Jindal & Mrs. Shallu Jindal (spouse of Mr. Naveen Jindal) or key managerial personnel of the Company, and any relatives of such director or key managerial personnel are in any way concerned or interested in this resolution, financially or otherwise except to the extent of equity shares held by them in the Company.

ITEM NO.2

1. INTRODUCTION

Pursuant to the additional competitive bidding process undertaken by the Company (as described in the explanatory statement for item no. 1 (paragraph 2)), the Audit Committee of the Company ("**Audit Committee**") and the Board of Directors of the Company ("**Board**"), at their respective meetings held on August 6, 2021, approved the divestment by way of sale of Company's entire shareholding (equity shares ("**Equity Shares**") and redeemable preference shares ("**RPS**") in its material subsidiary, Jindal Power Limited ("**Target Company**") (representing 96.42% (ninety six point four two percent) of the issued and paid up equity share capital of Target Company on a fully diluted basis) to Worldone Private Limited ("**Acquirer**"), a Promoter Group company and a related party, for an aggregate consideration of INR 7401,28,55,824 (Indian Rupees Seven Thousand Four Hundred and One Crore Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four) payable partly by way of cash consideration of INR 3015,00,00,000 (Indian Rupees Three Thousand and Fifteen Crores) and partly by way of the Acquirer taking over and assuming all liabilities and obligations in relation to the ICDs (*as defined in the explanatory statement for item no. 1*) and the Capital Advances (*as defined in the explanatory statement for item no. 1*) paid by the Target Company to the Company, aggregating to INR 4386,28,55,824 (Indian Rupees Four Thousand Three Hundred and Eighty Six Crores Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four), on terms and conditions as set forth in the Amended and Restated Share Purchase Agreement dated August 7, 2021 ("**SPA**") and the Novation Agreement dated August 7, 2021 ("**Novation Agreement**") executed between the Company, the Target Company and the Acquirer ("**Proposed Sale**").

2. REGULATORY REQUIREMENT UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND COMPANIES ACT, 2013

The Acquirer is a part of the Promoter group of the Company. The Jindal Family holds the entire equity share capital of the Acquirer. The Acquirer is a related party of the Company in terms of Regulation 2(1)(zb) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), read with Section 2(76) of the Companies Act, 2013 as amended from time to time ("**Act**"). Further, the Proposed Sale is material related party transaction.

Accordingly, the Proposed Sale including the SPA and the Novation Agreement will require the approval of the shareholders of the Company who are not a "related party" with reference to the Company in terms of the Act and the Listing Regulations, pursuant to Regulation 23(4) of the Listing Regulations read with Section 188 of the Act.

Additional information required to be disclosed pursuant to Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 is as follows:

- (i) name of the related party: Worldone Private Limited
- (ii) name of the director or key managerial personnel who is related, if any: Mr. Naveen Jindal and Mrs. Shallu Jindal;
- (iii) nature of relationship: Mr. Naveen Jindal (a Promoter of the Company), holds, along with the Jindal Family, the entire equity share capital of the Acquirer.
- (iv) nature, material terms, monetary value and particulars of the contract or arrangements:

SPA: The Company has executed the SPA with the Acquirer and the Target Company in relation to the Proposed Sale. The SPA sets out certain conditions precedent to be fulfilled by the Company, Target Company and Acquirer within a period of 1 (one) year failing which the Proposed Sale and the SPA can be terminated by the Company or the Acquirer, unless extended further by mutual consent of the Company and the Acquirer. The SPA further set out the warranties and indemnities (customary in nature for such types of transactions) furnished by the Company.

The Target Company and the Company executed the Termination Agreement dated August 7, 2021 ("Termination Agreement") to terminate the Letter Agreements which would be effective immediately prior to transfer of Equity Shares and RPS under the SPA.

The Company, the Target Company and the Acquirer executed the Novation Agreement pursuant to which the Acquirer shall take over and assume the liabilities and obligations to repay the ICDs under the ICD Agreement and the

Capital Advances under the Termination Agreement, as a part of the consideration under the SPA. The Novation Agreement shall become effective simultaneously with the transfer of Equity Shares and RPS and receipt of cash consideration of INR 3015,00,00,000 (Indian Rupees Three Thousand and Fifteen Crores).

The material terms and conditions as set forth in the SPA are as follows:

- a. Sale: The Company to transfer all the Equity Shares and RPS for a consideration of INR 7401,28,55,824 (Indian Rupees Seven Thousand Four Hundred and One Crore Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four) will be paid partly by way of cash consideration of INR 3015,00,00,000 (Indian Rupees Three Thousand and Fifteen Crores) and partly by Acquirer taking over and assuming the liabilities and obligations of the Company in respect of the ICDs and the Capital Advances aggregating to INR 4386,28,55,824 (Indian Rupees Four Thousand Three Hundred and Eighty Six Crores Twenty Eight Lakhs Fifty Five Thousand Eight Hundred and Twenty Four) as set out in the Novation Agreement. ("**Sale Consideration**").
- b. Key Conditions Precedent: The completion of the Proposed Sale is subject to satisfaction of the following key conditions to be fulfilled by the respective parties to the SPA:
 - i. Obtaining approval of the shareholders of the Company for sale of material subsidiary (Item 1 of this EGM notice) and material related party transaction (Item 2 of this EGM Notice);
 - ii. Obtaining approval of lenders of the Company and Target Company;
 - iii. Obtaining approval of Competition Commission of India, if required;
 - iv. Other contractual approvals such as approval of the Central Government pursuant to the 'coal mine development and production agreement' entered into between the President of India, acting through the nominated authority and the Company, and approval of Kerala State Electricity Board under the relevant power purchase agreement; and
 - v. Other customary conditions such as no order or a permanent injunction having been issued by any competent court, arbitral tribunal or Governmental Authority prohibiting the consummating the Proposed Sale, the fundamental warranties provided by the Company being true and correct as on the closing date, no event shall have occurred and which is continuing which, constitutes a material adverse effect in relation to the Target Company etc.
- c. Interim Period Covenants: For the period between signing of the SPA and completion of transfer of shares by the Company in favour of Acquirer, the Target Company shall not undertake certain actions such as amendment to charter documents, create financial indebtedness, borrow funds, provide

loans or settle legal proceedings beyond a prescribed threshold etc., without the prior written approval of the Acquirer.

- d. Continuing Contracts: All existing contracts between the Company and the Target Company to continue on their existing terms and conditions without any modifications including (i) Water pipeline construction, operation and maintenance agreement dated September 4, 2013 and the amendment thereto for the construction and use of Kalma water pipeline; (ii) LOI for purchase of power for the period April 1, 2021 to March 31, 2022; and (iii) the Trademark License Agreement dated November 11, 2016 for usage of trademark “Jindal Power” (owned by the Company) by the Target Company for an aggregate period of 10 (ten) years.
- e. Warranties: Warranties which are customary to such kind of transactions have been provided by the Company including warranties in relation to authority, capacity and title of shares (held by the Company in the Target Company) of the Company, warranties in relation to business and operations of the Target Company such as financial statements, indebtedness, contractual matters, compliance with laws, environmental laws, etc. and warranties in relation to the tax matters of the Target Company.
- f. Indemnities: Company will indemnify the Target Company and the Acquirer for direct and actual losses suffered by them due to misrepresentation or breach of the warranties provided by the Company. Overall liability of the Company for breach of any warranties in relation to business and operations of the Target Company and tax related warranties in relation to the Target Company is capped at 5% (five percent) each of the Sale Consideration (aggregating to 10% (ten percent) of the Sale Consideration), and overall liability of the Company for breach of any fundamental warranties (title to shares, authority etc.) is capped at 50% (fifty percent) of the Sale Consideration.
- g. Long Stop Date: The long stop date for completion of the Proposed Sale is 12 (twelve) months. In the event that the Proposed Sale is not completed within a period of 12 (twelve) months, including on account of failure to complete the conditions precedent as set out in sub-point (b) above, the Company or the Acquirer shall have the right to terminate the SPA. The 12 (twelve) month period maybe mutually extended by the parties thereto.

All the persons falling under the definition of “related party” as prescribed under the Act and the Listing Regulations, shall abstain from voting on the resolution, irrespective of whether the person is party to the particular transaction or not. The Promoter shareholders of the Company are related parties, and hence will abstain from voting in respect of the said resolution.

3. RECOMMENDATION OF THE BOARD

The Board is of the opinion that the aforesaid proposal is in the best interest of the Company and hence, the Board recommends passing of the ordinary resolution for approval of the members.

The shareholders are requested to note that the Jindal Family (promoters of the Company), holds the entire equity share capital of the Acquirer. None of the directors, except Mr. Naveen Jindal and Mrs. Shallu Jindal (spouse of Mr. Naveen Jindal) or key managerial personnel of the Company, and any relatives of such director or key managerial personnel are in any way concerned or interested in this resolution, financially or otherwise except to the extent of equity shares held by them in the Company.

Place: New Delhi

By order of the Board

Dated: August 12, 2021

Registered Office

O.P. Jindal Marg,
Hisar – 125005 Haryana

CIN: L27105HR1979PLC009913

Anoop Singh Juneja
Company Secretary & Compliance Officer
Membership No. F6383

ROUTE MAP AND PROMINENT LANDMARK OF EGM VENUE

In view of the extraordinary circumstances due to COVID-19 pandemic prevailing in the country, MCA vide its Circular No. 14/2020 dated April 08, 2020 read with Circular No. 39/2020 dated December 31, 2020 had clarified that social distancing is a pre-requisite in the current scenario and in reference to clarifications/ Guidance on applicability of Secretarial Standards on General Meetings (SS-2) dated April 15, 2020, the Company will hold the EGM through VC/OAVM, without the physical presence of the Members. In view of the directions from MCA, the Meeting is being convened through VC/OAVM and accordingly, the route map of the venue of the meeting is not required to be annexed hereto.