



December 7, 2016

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Security Code No. : JSL

Dear Sir(s),

Sub.: Notice of Annual General Meeting (AGM)

This is to inform you that the 36th AGM of the Company is scheduled to be held on Friday, 30th December, 2016 at 12:00 noon at registered office of the Company.

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide its members e-voting facility, which would enable the shareholders to cast their vote electronically.

A person whose name is recorded in the Register of Members / Register of beneficial owners maintained by the depositories as on the cut-off date i.e. 23rd December, 2016 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

The remote e-voting period will commence on Tuesday, 27th December, 2016 from 9.00 a.m. and will end on Thursday, 29th December, 2016 at 5:00 p.m. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast, you will not be allowed to change it subsequently.

Please find attach herewith soft copy of the Annual Report for the Financial Year 2015-16 containing inter alia the Notice of Annual General Meeting.

You are requested to kindly take the above information on record.

Thanking you.

Yours faithfully,
For **Jindal Stainless Limited**


(**Raajesh Kumar Gupta**)
Company Secretary

Encl: A/a

Jindal Stainless Limited

CIN: L26922HR1980PLC010901

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

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

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ANNUAL REPORT 2015-16
JINDAL STAINLESS LIMITED

NURTURING STAINLESS LEADERS





SHRI O.P. JINDAL

August 7, 1930 - March 31, 2005

O.P. Jindal Group - Founder & Futurist

NURTURING STAINLESS LEADERS

To the man who had the heart so fair
Every bud, every bloom, he nurtured with care
So many flowers, in so many shades
Breeze in bliss upon them played
Lilies, orchids and rosy-hued
The flare, the glint.. deeply imbued
Oh what a spirit he raised them with!!
The 'Stainless Leaders' for nation's pith.



SMT. SAVITRI DEVI JINDAL

Chairperson Emeritus

At Jindal Stainless Limited, we are committed to do business in a sustainable manner, with a focus on the concept of 'Shared Value'. Our core approach towards addressing the social and development issues is to encourage all stakeholders to undertake sustainable interventions, with the aim of achieving the overarching vision of Jindal Stainless Limited (JSL), 'To be admired as a Socially Responsible Corporate.'

I am happy to note that JSL, despite having many challenges, continues to serve the society at large and support the development agenda of the country, by undertaking a number of community development projects in the vicinity of the plant location. I am sanguine with the effort directed toward projects on empowering women, because I continue to believe that 'empowering a woman is to empower a family and in turn, empower a community'. With the innovative projects around education and skill development, I feel extremely encouraged to see how communities over a short span of five to seven years have transformed their lives, which lend towards the indicator, 'Improvement in the quality of life of the socially deprived community'. I am also happy to note that through the Company's CSR initiatives, the women have moved towards financial literacy and that they now have their own bank accounts, which is a good indicator of a robust and an effective community governance structure. The women Self Help Groups (SHG), which have been created in the remote areas of Odisha, primarily because of their empowerment are now engaged in micro credit activities and are taking loans from large and small banks. The livelihood generation programs in the villages, especially in projects linked to farmers and women, SHGs seem very rewarding and the small steps taken

toward livelihood generation activities in supporting projects like poultry and goatery are very encouraging. The steady growth of 'ASMITA' project by having given a voice to the rural women and showcase their prowess in entrepreneurial development is very impactful. Such case studies and stories need to be shared and replicated across geographies. This project, with a small number of women has trained women in various technical processes from sourcing, product design and product development to marketing. Such processes are great indicators in explaining project outcomes. It is also rather encouraging to be informed that women have now opened their own boutiques and shops and make good business with the skill sets acquired.

Toward education and health care, JSL is engaged with children out of schools addressing their health care through various programs. It is equally rewarding to note that mobile clinics visit villages every day of the week, with a large number visiting the facility provided. In addition to that, the specialist health camps conducted periodically are making a difference to lives of people. I am also happy to note that camps are being held for cancer detection and other health related innovative methods are being undertaken to address the issue of eradicating the problem.

JSL has been engaged in creating integrated and sustainable models of growth and development and linking up hard-core business strategies with the community outreach work, thereby strengthening inclusivity. I am certain with the support of all stakeholders, the vision of Mr. Ratan Jindal, CMD JSL, "To be admired as a Socially Responsible Corporate" will be achieved and demonstrated for others to emulate.



SHRI RATAN JINDAL

Chairman & Managing Director

Dear Shareholders,

It gives me pleasure to inform you that Jindal Stainless Limited (JSL) over the years has not only made significant strides forward despite challenges, but has also consistently surpassed the expectations of its stakeholders.

Undoubtedly, Indian economy has been resilient amid worldwide economic chaos. India has consistently bucked the trend to emerge as one of the fastest growing economies in the world, amid global economic stagnation. Both International Monetary Fund (IMF) and World Bank have reiterated that India would be one of the brightest spots with a growth rate of over 7% among emerging economies. Consistent turmoil in the Euro Zone has impacted the trade and business worldwide, while the US economy is struggling to recover completely. In contrast, Indian economy grew at 7.6% in FY 15-16, highest among all BRICS economies.

The global stainless steel industry was also impacted by the prevailing global economic scenario. The stainless steel industry was adversely impacted by the oversupply, continuous fall in commodity prices and trade protection measures by several countries. As an outcome of the supply glut, the year 2015 showed a decline of 0.3% YoY in global melt shop production. Oversupply from China continued to deluge the global markets despite of marginal decline in production.

However, you would be happy to note that your Company's standalone profit before depreciation, interest, exceptional item and tax (EBIDTA) stood at Rs. 520 crore in FY 15-16 as against Rs.304 crore in FY 14-15, showing a growth of 71%.

Global Stainless Steel Scenario

The global stainless steel meltshop production, for the year 2015 saw a dip of 0.3% YoY to 41.5 MT from 41.7 MT in year 2014 as per International Stainless Steel Forum (ISSF). Noticeably, the production increased in Asia by 1.4% whereas production in China stagnated. The weakness in global economy is also reflected on the demand side. As per CRU estimates, the consumption of cold-rolled flat products would increase by barely 1% in 2016 globally. Major quantum of the growth will come from mature markets in Europe and America, as well as India. Nickel prices saw a decline of almost 32% since April, 2015 leading to a fall in the prices of Nickel bearing Stainless Steel. Consequently, buyers were forced to reassess the inventory holding strategy and had to push back their buying decisions.

Indian Stainless Steel Scenario

Domestic Stainless Steel production continues to grow steadily as demand from Architecture, Building and Construction (ABC) and Automotive, Railway & Transport (ART) segments are expected to augment consumption. The total stainless steel melt production in India was 3.3 MT, registering a growth of 1.4% as compared to last year. India continues to be the fourth largest producer and the third largest consumer of stainless steel. The demand for Industrial Stainless Steel grades was subdued during FY 15-16 as a consequence of moderate Industrial activity which is likely to recover this year on account of improved industrial production. With a mandate to manufacture new coaches using stainless steel, Railways is

expected to be one of the key drivers for the growth of stainless steel in India. Indian Auto Sector is also expected to contribute to the stainless steel growth as Auto Majors expect a double digit growth with key players lining up their new production facilities. Infrastructure sector will also be a big propeller of stainless steel demand as the government plans to invest USD 7.34 billion for the development of 100 smart cities across the country. Other sectors including construction equipment, power etc. will also drive stainless steel usage in India.

Introduction of Quality Control Order this year will phase out substandard goods and ensure only quality products in the market. Highest ever imports of 5,32,033 MT flat products were registered in 2015-16. Dumped imports from China and ASEAN countries continue to pose risk for domestic stainless steel industry. Imports from China increased by nearly 20% over last year and constituted over 50% of the total imports into India. While trade remedial measures in the form of Anti-dumping Duties have been imposed, but they have been largely unsuccessful due to circumvention. Countervailing duty investigation against imports from China is underway and industry expects a prompt remedial action. An increase in Basic Customs Duty on Finished goods and lowering of duties on inputs would provide significant relief to the industry. We are proactively working with various sections of government to ensure level playing field for the domestic industry and also to enhance the usage of stainless steel in India.

Business Highlights (Standalone)

JSLs (Standalone) gross revenue for the financial year ended 31st March, 2016 stood at Rs. 7073 crore as against Rs. 6459 crore for the financial year ended 31st March 2015. Profit before depreciation, interest, exceptional item and taxes (EBIDTA) stood at Rs. 520 crore as against Rs. 304 crore in FY 14-15. Net profit/ (loss) stood at Rs. (388) crore [including exceptional gain of Rs. 327 cr] as compared to Rs. 223 crore of last year [including exceptional gain of Rs. 1173 cr]. The Company incurred Interest cost of Rs. 1005 crore in comparison to Rs. 916 crore in FY 14-15. JSL has done significant ramp up of its operations during the financial year 2015-16 and achieved capacity utilization of 75% and production of 603,863 MT as against production of 448,478 MT in FY 2014-15.

Way Forward

The demand for stainless steel would grow almost in proportion to the economic growth. With view to meet the demand, the company is enhancing its cold rolling capacity. Additionally, HRAP capacity will also be added within two years to serve the auto sector, Railways and process industry. Capacity utilization of the Ferro Chrome unit has drastically improved and has almost touched 90%. The cost of material movement will drastically reduce as railway sliding is 100% operational now. Greater value addition due to newly stalled No.4 finishing line is now an added advantage as width upto 1500mm can be processed on this line.

The company has been making consistent efforts and is committed to produce more efficient and innovative products through sustained R&D efforts. JSL in collaboration with the government is making all endeavours to augment the consumption of stainless steel in India. Special skill training sessions are being held for fabricators. We are improving our services levels through production planning. We have plans to increase distribution centres to increase availability and reduce the lead time. We are laying our emphasis on value added products in newer applications. Educative seminars and workshops to familiarise with the benefits of stainless steel are now a regular feature. We are introducing our product range in space, shipping and other areas of consumer goods, building construction and the newly driven smart city concept. I am a firm believer that outlook for stainless steel is promising in India and JSL being one of the largest stainless steel producers will remain committed to fulfil the demand of stainless steel in the country.

I am assured that with sincerity, hard work and dedication of entire JSL team, we will steer the company to scale new heights. I would like to express my gratitude and acknowledge the efforts of all my employees, lenders, shareholders, customers and other stakeholders who have consistently supported us at all times. I look forward to your continued support in future.

CONTENTS

	Page No.
Notice	2
Directors' Report	11
Report of Corporate Governance	44
Management Discussion & Analysis	63
Independent Auditor's Report	67
Balance Sheet	72
Profit & Loss	73
Cash Flow	74
Notes to Financial Statements	76
Consolidated Balance Sheet	113



Chairperson Emeritus
Savitri Jindal

Chairman & Managing Director
Ratan Jindal

Whole Time Director
S. Bhattacharya

Directors
Suman Jyoti Khaitan
T. S. Bhattacharya
Gautam Kanjilal (Nominee Director)
Ishani Chattopadhyay

Chief Financial Officer
Ashish Gupta

Company Secretary
Raajesh Kumar Gupta

Working Capital Bankers
Axis Bank
Bank of Baroda
Canara Bank
ICICI Bank
Punjab National Bank
State Bank of India
State Bank of Patiala
Standard Chartered Bank

Statutory Auditors
M/s. Lodha & Co.
Chartered Accountants
M/s. S. S. Kothari Mehta & Co.
Chartered Accountants

Cost Auditors
M/s. Ramanath Iyer & Co.
Cost Accountants

Registered Office
O. P. Jindal Marg
Hisar - 125005 (Haryana)

Works
Jajpur (Odisha)

Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India

Phone No. (01662) 222471-83, Fax No. (01662) 220499

Email Id. for Investors: investorcare@jindalstainless.com

Website: www.jslstainless.com

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

NOTICE is hereby given that the 36th Annual General Meeting of Shareholders of Jindal Stainless Limited will be held on Friday, the 30th day of December, 2016 at 12.00 Noon at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a. the audited standalone financial statements of the Company for the financial year ended on 31st March, 2016, the Reports of Board of Directors and Auditors thereon, and
 - b. the audited consolidated financial statements of the Company for the financial year ended on 31st March, 2016 and the Report of the Auditors thereon
2. To appoint Director in place of Mr. Subrata Bhattacharya (DIN: 03050155), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify appointment of Statutory Auditors and to fix their remuneration and in connection therewith, to pass, with or without modifications, the following resolution as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and the resolution passed by the Shareholders in the 34th Annual General Meeting of the Company held on 22nd September, 2014, the appointment of M/s. Lodha & Co., Chartered Accountants (Firm Regn. No. 301051E), and M/s. S.S. Kothari Mehta & Co., Chartered Accountants (Firm Regn. No. 000756N), as joint statutory auditors of the Company to conduct audit of the books of accounts of the Company for a period of three consecutive years, i.e. up to the conclusion of its 37th Annual General Meeting, which was subject to ratification at every Annual General Meeting, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 37th Annual General Meeting to be held in the year 2017, at such remuneration plus service tax, out of pocket expenses, travelling and boarding and lodging expenses etc, as may be decided by the Board of Directors of the Company."

SPECIAL BUSINESS:

TO CONSIDER AND IF THOUGHT FIT, TO PASS WITH OR WITHOUT MODIFICATIONS, THE FOLLOWING RESOLUTIONS:

4. AS A SPECIAL RESOLUTION:

APPOINTMENT OF MR. T.S. BHATTACHARYA AS AN INDEPENDENT DIRECTOR.

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. T.S. Bhattacharya (DIN: 00157305), Director of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 (three) consecutive years w.e.f. 22nd September, 2016."

5. AS AN ORDINARY RESOLUTION:

RATIFICATION OF PAYMENT OF REMUNERATION TO M/S RAMANATH IYER & CO., COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY.

"RESOLVED that pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, as may be amended from time to time, the remuneration of ₹ 1,75,000 (Rupees One Lakh Seventy Five Thousand only) fixed by the Board of Directors of the Company payable to M/s Ramanath Iyer & Co., (FRN 000019), Cost Accountants, 808, Pearls Business Park, Netaji Subash Place, Pitampura, New Delhi – 110 088, the Cost Auditors appointed by the Board of Directors of the Company for the accounting year 2016-17 in connection with conducting audit of cost accounting records of business activities relating to Steel business, be and is hereby ratified."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

6. AS AN ORDINARY RESOLUTION:

AUTHORITY TO ENTER INTO RELATED PARTY CONTRACTS / ARRANGEMENTS / TRANSACTIONS.

"RESOLVED that subject to the provisions of Section 177, 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other applicable provisions of law, the approval of the Company be and is hereby accorded to the Board of Directors, to enter into one or more contracts / arrangements / transactions with PT. Jindal Stainless Indonesia ("PTJSI"), Jindal Stainless (Hisar) Limited ("JSHL"), Jindal United Steel Limited ("JUSL") and Jindal Coke Limited ("JCL") all being 'Related Party' as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to sale or purchase of products, goods, materials or acquiring / rendering of services besides sharing of other common corporate expenditure, for an estimated amount of up to ₹ 900 Crores (Rupees Nine Hundred Crores only), ₹ 1500 Crores (Rupees Fifteen Hundred Crores only), ₹ 750 Crores (Rupees Seven Hundred Fifty Crores only) and ₹ 750 Crores (Rupees Seven Hundred Fifty Crores only) for PTJSI, JSHL, JUSL and JCL respectively, every financial year on such terms and conditions as may be mutually agreed upon between the Company and PTJSI, JSHL, JUSL and JCL."

"RESOLVED FURTHER that the Board of Directors be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services etc. to be transacted with PTJSI, JSHL, JUSL and JCL within the aforesaid limits."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby also authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby also authorized to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company to give effect to the above resolution."

By order of the Board

(Raajesh Kumar Gupta)
Company Secretary

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
23rd November, 2016

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.

Pursuant to Section 105 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a person shall not act as proxy for more than fifty (50) members and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. A blank proxy form is sent herewith.
3. The instrument appointing the proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at the meeting is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the persons seeking appointment / re-appointment as Directors under Item No. 2 and 4 of the Notice, is also attached.
5. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of Annual General Meeting is being sent to the members who have registered email ids, through email and to all other members by Regd. Post / Courier.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the registered office of the Company on all working days up to the date of Annual General Meeting between 11.00 AM and 1.00 PM.
7. The business of the meeting may be transacted by the members through electronic voting system. Members who do not have access to e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to investorcare@jindalstainless.com by mentioning their Folio / DP ID and Client ID No or download from Company's website www.jslstainless.com. However, the duly completed Ballot Form should reach the registered office of the Company not later than 29th day of December, 2016 (5.00 p.m. IST). 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.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

In terms of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors), Rules 2014, the Independent Directors shall hold office for a period of up to 5 consecutive years and shall not be liable to retire by rotation. They may be appointed for a maximum of two consecutive terms of up to 5 years each. Further, in terms of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.

Mr. T.S. Bhattacharya, Independent Director of the Company was appointed as an Independent Director for a term of two years commencing from the 34th Annual General Meeting ("AGM"), by the Shareholders at the AGM of the Company held on 22nd September, 2014. Accordingly, the current tenure of Mr. Bhattacharya expired on 21st September, 2016.

The Nomination and Remuneration Committee of Directors have, keeping in view the feedback received from other Directors with respect to Performance Evaluation of Board and also the skills, experience and contributions of Mr. Bhattacharya, recommended reappointment of Mr. Bhattacharya for a further period of 3 (three) years with effect from 22nd September, 2016.

The Company has received notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. T.S. Bhattacharya for appointment as an Independent Director of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors considered the matter of his appointment in its meeting held on 12th August, 2016 on recommendation of the Nomination and Remuneration Committee and felt that his continued association would be of immense benefit to the Company and approved the appointment of Mr. T.S. Bhattacharya as an Independent Director under Section 149 of the Act, whose office shall not be liable to retirement by rotation, to hold office for a term of 3 (three) years with effect from 22nd September, 2016. In the opinion of the Board, Mr. T.S. Bhattacharya fulfills conditions of appointment as Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Brief resume of Mr. Bhattacharya, his educational and professional qualifications, nature of his work experience etc. are given under the head "Additional Information".

The Board recommends the resolution set out at Item No. 4 as a special resolution to the shareholders for their approval.

Mr. T.S. Bhattacharya and his relatives are interested in this resolution. Save and except the above, no other Director / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 5

Pursuant to Section 148(3) of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to Cost Auditors should be ratified by the shareholders of the Company. The Board of Directors, in its meeting held on 28th May, 2016, on the basis of recommendations of the Audit Committee appointed M/s Ramanath Iyer & Co., (FRN 000019), Cost Accountants, 808, Pearls Business Park, Netaji Subash Place, Pitampura, New Delhi- 110088, as the Cost Auditors to conduct audit of cost records of the Company for the financial year 2016-17 in respect of business activities relating to Steel business and subject to ratification by shareholders, fixed their remuneration at ₹ 1,75,000 (Rupees One Lakh Seventy Five Thousand only).

The Board recommends the resolution set out at Item No. 5 as an ordinary resolution to the shareholders for their approval.

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

ITEM NO. 6

The Company in the ordinary course of its business and on arm's length basis, sells goods to PT. Jindal Stainless Indonesia ("PTJSI"), Jindal Stainless (Hisar) Limited ("JSHL"), Jindal United Steel Limited ("JUSL") and Jindal Coke Limited ("JCL") and also purchases goods from them, besides allocating common corporate expenditure. Further, the Company also, from time to time, may enter into the transactions specified under Section 188 of the Companies Act, 2013 including availing of and rendering services from / to the above entities.

PTJSI and JUSL are subsidiaries of the Company and are 'Related Party' of the Company within the meaning of Section 2(76)(viii) of the Companies Act, 2013 ("the Act"); JCL is an associate company and is 'Related Party' within the meaning of Section 2(76)(viii)(A) of the Act; and JSHL is a 'Related Party' of the Company within the meaning of Section 2(76)(v) and 2(76)(viii)(A) of the Act. PTJSI, JUSL, JCL and JSHL are also related parties in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that a transaction with a related party shall be considered material if the transaction(s) 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 listed entity as per the last audited financial statements of the listed entity. Further, Regulation 23(4) provides that all material related party transactions shall require approval of the shareholders through ordinary resolution.

Further, in terms of first proviso to Section 188 of the Companies Act, 2013 read with Rule 15 of The Companies (Meetings of Board and its Powers) Rules, 2014, the contracts or arrangements exceeding the sums as may be prescribed, shall be approved by the shareholders of the Company.

The contracts / arrangements / transactions relating to sale or purchase of products, goods, materials, leasing of property of any kind or rendering / acquiring of services besides sharing of common corporate expenditure with PTJSI, JSHL, JUSL and JCL likely to exceed either the thresholds prescribed under explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for being considered material or the thresholds prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014.

Approval of the Shareholders is therefore being sought in terms of explanation to Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and first proviso to section 188 of the Companies Act 2013. The Board recommends the resolution set out at Item No. 6 as an Ordinary Resolution to the shareholders for their approval.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ratan Jindal who is also Director of Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited and Mr. Gautam Kanjilal, who is also a Director of Jindal Coke Limited, is in any way, concerned or interested, financially or otherwise, in this resolution.

Additional Information as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India:

Brief Profile of directors appointed / re-appointed and the directors, who retire by rotation and are eligible for re-appointment:

Brief Profile of Mr. Subrata Bhattacharya:

Mr. Subrata Bhattacharya possesses a Bachelor's in Metallurgical Engineering from the prestigious National Institute of Technology, Durgapur. After completing his Bachelor's in 1982, Mr. Bhattacharya went on to hone his expertise further and successfully received his Masters in Metallurgy in 1985.

His conspicuous talent got him to Head the Steel Melt Shop at Steel Authority of India (SAIL), largest producer of steel in India. After serving for 10 years in a public sector enterprise, Mr. Bhattacharya carved his fate with Jindal Group.

It was in October, 1993 when he took up a challenging role as the Head of the Steel Melting Shop. His toil of 15 years at Jindal Group took him to the position of Director-Operations, at Jindal Stainless in 2007. Presently, he heads Operations and Distribution of all products of Jindal Stainless. He possesses a rare combination of technologically superior acumen with extraordinary leadership skills that has made him to play a pivotal role in developing various Stainless Steel Grades including, Chrome-Manganese (200) series. He is credited with many technical papers on stainless steel and is continuously engaged in Research & Development work at various platforms.

DIN	:	03050155
Date of Birth	:	20th October, 1961
Date of First Appointment	:	6th November, 2015
No. of Shares held in the Company	:	10
Relationship with other Directors, Managers or KMP	:	No
Past Remuneration	:	Mr. Subrata Bhattacharya received a salary of ₹ 149.99 Lakhs from the Company during the financial year 2015-16.
Remuneration proposed to be paid and terms & conditions of appointment / re-appointment	:	The details of terms and conditions of appointment of Mr. Subrata Bhattacharya shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.
Outside Directorship	:	Nil
Committee Membership	:	Nil

Brief Profile of Mr. T.S. Bhattacharya:

Mr. T.S. Bhattacharya has a master degree in nuclear physics, a post graduate diploma in management sciences and is a Certified Associate of Indian Institute of Bankers. He has over 38 years of rich banking experience and last served the post of the Managing Director of State Bank of India in the year 2008, before joining the Board of Directors of the Company in the year 2009.

DIN	:	00157305
Date of Birth	:	24th January, 1948
Date of First Appointment	:	13th January, 2009
No. of Shares held in the Company	:	Nil
Relationship with other Directors, Managers or KMP	:	No
Past Remuneration	:	Mr. T.S. Bhattacharya received sitting fee of ₹ 2.31 Lakhs from the Company during the financial year 2015-16.
Remuneration proposed to be paid and terms & conditions of appointment / re-appointment	:	The details of terms & conditions of appointment of Mr. Bhattacharya are available on website of the Company and shall be open for inspection at the Registered Office of the Company during normal business hours on any working day, excluding Sunday.
Outside Directorship	:	Director of Surya Roshni Limited, IDFC Securities Limited, Nandan Denim Limited, Uflex Limited, Bajaj Energy Limited, Sharven Consultancy Private Limited and IDFC Projects Limited.
Committee Membership	:	Member of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of Jindal Stainless Limited, Member of Audit Committee of Surya Roshni Limited.

By order of the Board

(Raajesh Kumar Gupta)
Company Secretary

Registered Office:
O.P. Jindal Marg
Hisar – 125 005, Haryana.
23rd November, 2016

Instructions for E-voting:

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as amended, the Company is pleased to provide E-Voting facility as an alternate for Shareholders of the Company to enable them to cast their votes electronically on the resolutions mentioned in the Notice of the 36th Annual General Meeting of the Company to be held on Friday, the 30th day of December, 2016. For this purpose, necessary arrangements have been made with the Central Depository Services (India) Limited ("CDSL") to facilitate e-voting. E-Voting is optional to the shareholders. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote -voting"). The Company has appointed Mr. Subhash Gupta, Advocate, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 23rd December, 2016.

Process and Manner for Shareholders opting for e-voting is as under:-

- (i) The remote e- voting period begins on 27th December, 2016 at 9.00 a.m. and ends on 29th December, 2016 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23rd December, 2016, may cast their vote electronically. The remote 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Attendance Slip annexed with the Annual Report in loose leaf.

Dividend Bank Details / Date of Birth (DOB): Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy) as recorded in your demat account or in the company records for the said demat account or folio. 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is 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.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Jindal Stainless Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders & Custodians:
 - Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxi) Any person, who acquires shares of the Company and become member of the Company after the despatch of the Notice and holding shares as on the cut-off date i.e. 23rd December, 2016 may follow the same instructions as mentioned above for e-voting.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com as well as Company Secretary at O.P. Jindal Marg, Hisar or email at investorcare@jindalstainless.com.

FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Monday, 19th December, 2016 to Tuesday, 20th December, 2016 (both days inclusive).
2. Members are requested to immediately notify to the Registrar any change in their address, in respect of equity shares held in physical mode and to their depository participants (DPs) in respect of equity shares held in dematerialised form.
3. As per provisions of the Companies Act, 2013 read with relevant Rules thereof, facility for making nominations is available to individuals holding shares in the Company. Members holding shares in physical form may obtain Nomination Form No. SH-13 from the Company's RTA. Members holding shares in electronic form are required to approach their DPs for the nomination.
4. The Company's equity shares are compulsorily traded in dematerialised form by all investors. Shareholders are requested to get the shares dematerialised in their own interest.
5. The Securities and Exchange Board of India (SEBI) has, vide its Circular No. MRD/DoP/Cir-05/2009 dated 20th May, 2009, made it mandatory for the transferees to furnish copy of PAN card to the Company / RTA for registration of transfer of shares in physical form.
6. The Company has created an Email Id. 'investorcare@jindalstainless.com', which is being used exclusively for the purpose of redressing the complaints of the investors.
7. Members should quote their Folio No. / DP Id-Client Id, email addresses, telephone / fax numbers to get a prompt reply to their communications.
8. Members desiring any information/clarification on the accounts are requested to write to the Company at least seven days in advance, so as to enable the management to keep the information ready at the annual general meeting.
9. As a measure of economy, copies of the Annual Report will not be distributed at the meeting. Members are requested to bring along their copies.
10. Members/proxies are requested to bring the attendance slip, duly filled in.
11. The annual accounts and other related documents of the subsidiaries are available at the website of the Company and will be made available to any member of the Company who may be interested in obtaining the same. The consolidated financial statements of the Company include the financial results of all the subsidiary companies. The members, if they desire, may write to Company Secretary at O.P. Jindal Marg, Hisar – 125 005 (Haryana) to obtain the copy of the annual report of the subsidiary companies.

The annual accounts of the subsidiary companies would be open and accessible for inspection by shareholder / investor at registered office of the Company and registered office of the subsidiary companies on any working day except holidays.
12. Members attending the AGM and desiring to go round the factory, are requested to inform a week in advance so that necessary arrangements are made.

IN DEFERENCE TO THE GOVT. POLICY, NO GIFTS WILL BE DISTRIBUTED AT THE A.G.M.

TO

THE MEMBERS,

Your Directors have pleasure in presenting the 36th Annual Report on the business and operations of your Company together with the Audited Statement of Accounts for the financial year ended 31st March, 2016.

Financial Results

Your Company's performance for the financial year ended 31st March, 2016 is summarized below:

(₹ in Crores)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2016	Year Ended 31.03.2015	Year Ended 31.03.2016	Year Ended 31.03.2015
Revenue from operations (Gross)	7,073.01	6,459.54	7,688.63	7,396.56
Less: Excise Duty on sales	500.25	448.60	500.25	448.60
Revenue from Operations (Net)	6,572.76	6,010.94	7,188.38	6,947.96
Profit before other Income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortization (EBIDTA)	519.89	304.00	571.68	368.41
Add: Other Income	24.59	52.79	24.86	54.16
Less: Finance Costs	1,005.26	915.81	1,029.00	942.49
Less: Depreciation / Amortization	243.50	392.55	261.19	411.12
Profit/(Loss) Before Tax & Exceptional Items	(704.28)	(951.57)	(693.65)	(931.04)
Add: Exceptional Items – Gain/(Loss)	327.13	1,173.20	321.10	1,184.16
Profit/(Loss) Before Tax	(377.15)	221.63	(372.55)	253.12
Less: Tax Expenses	10.66	(1.45)	12.24	0.01
Net Profit/(loss) after Tax	(387.81)	223.08	(384.79)	253.11
Share in Profit / (Loss) of Associate	-	-	0.03	-
Minority Interest	-	-	(0.71)	(0.28)
Net Profit / (Loss)	(387.81)	223.08	(385.47)	252.83
(After Adjustment for Associate & Minority Interest)				
Add / Less:				
Add: As per last year account	(735.32)	(956.74)	(691.14)	(1,044.60)
Less: Depreciation adjusted to Retained Earnings	-	3.53	0.61	3.53
Less: Loss on cessation / liquidation/ disposal of Subsidiaries (Net)	-	-	(0.37)	(102.28)
Add: Debenture Redemption Reserve written back	2.50	1.87	2.50	1.87
Net surplus/(deficit) in statement of Profit & Loss	(1,120.63)	(735.32)	(1,074.35)	(691.14)

Financial Highlights

The above financial results of the Company for the year ended 31st March, 2016 are not comparable with the financial results for the year ended 31st March, 2015 as the financial results for FY 2015-16 have been revised to give effect to the terms of Sections III and IV of the Scheme of Arrangement ("Scheme") amongst the Company, Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited which was approved by the Hon'ble High Court of Punjab and Haryana at Chandigarh vide its order dated 21st September, 2015 (as modified on 12th October, 2015). The certified copy of the said order was filed with the office of the Registrar of Companies on 1st November, 2015. Consequent thereupon, Sections I and II of the Scheme became operative with effect from the Appointed Date 1 i.e. close of business hours before midnight of 31st March, 2014 and effect of the same was given in the financial results of the Company during the last financial year 2014-15. The Company received approval from the Orissa Industrial and Infrastructure Development Corporation Limited (OIIDCO) on 24th September, 2016 with respect to transfer / right to use the land on which Hot Strip Mill (HSM) and Coke Oven Plant is located from the Company to Jindal United Steel Limited and Jindal Coke Limited respectively and consequent thereupon, Sections III and IV of the Scheme became operative with effect from the Appointed Date 2 i.e. close of business hours before midnight of 31st March, 2015 and accordingly effect of the same has been given in the financial results of the Company during the financial year 2015-16.

On a pre-recast basis, during the year, the net Revenue from operations of your Company on standalone basis has increased by 13.92% at ₹ 6,847.92 Crore as compared to ₹ 6,010.94 Crore during previous financial year 2014-15. The Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortisation (EBIDTA) on standalone basis stood at ₹ 638.88 Crore as compared to ₹ 304.00 Crore during previous year.

Further, during the year, the consolidated net Revenue from operations, on pre-recast basis, of your Company has increased by 7.42% at ₹ 7,463.55 Crore as compared to ₹ 6,947.96 Crore during previous financial year 2014-15. Consolidated Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortization stood at ₹ 690.62 Crore as compared to ₹ 368.41 Crore during previous year.

During the year under review, the operations of the Company improved significantly and the EBIDTA of the Company on standalone and pre-recast basis increased by more than 110% over the last financial year. However, the high interest burden continued to put pressure on the profitability of the Company.

Indian Stainless Steel industry continues to suffer from surge in imports forcing capacities to remain idle. Import prices are significantly lower than the domestic prices, especially from countries like China and Korea. Measures such as Anti Dumping have failed to guard the domestic industry from unwarranted imports because of wide spread circumvention of anti-dumping duties. We anticipate Stainless Steel demand to grow steadily in tune with the GDP growth, however, infrastructure spending would be instrumental to drive stainless steel demand in coming time.

Operations

Your Company has been able to improve its performance significantly during the year 2015-16 despite the adverse global position of Stainless Steel industry. Steel Melting Shop produced 6,03,852 MT as compared to 4,48,476 MT in the last year, Hot Strip Mill (since transferred to JUSL under Composite Scheme of Arrangement) produced 7,72,885 MT against 4,40,360 MT in the last year having rolled both stainless steel material (5,55,552 MT) and mild steel material (1,82,074 MT), Plate Finishing Shop produced 33,081 MT against 32,143 MT in last year, HAPL in CRM produced 5,51,983 MT against 4,06,782 MT in last year and CAPL in CRM produced 3,56,652 MT against 2,49,074 MT produced in last year.

The production at Ferro Alloys during the year was 1,42,204 MT against 1,07,596 MT. Performance of Coke Oven unit (since transferred to JCL under Composite Scheme of Arrangement) during FY 2015-16 improved producing 3,18,245 MT of Coke against 2,31,370 MT produced in last year.

Both the power plants (2X125MW) generated 1,469.574 million units (net) of power as compared to 1,486.241 million units (net) in the last year. Out of the total generation 224.181 million units were wheeled to Jindal Stainless (Hisar) Limited and 2.912 million units sold through exchange.

The Company is certified for various product and system certifications including integrated management system comprising of ISO 9001:2008 Quality Management System (ISO 9001:2008), Environment Management System (ISO 14001:2004) and Health and Safety Management System as per BS OHSAS 18001:2007. Scope of Construction Product Directive (CE Marking) certification is expanded to include grades – EN 1.4003, 1.4016, 1.4512 and 1.4372. This has enabled the Company to be the preferred and certified manufacturers of stainless for construction field in the European market with 10 grades covered under the CE marking scope. Validity of AD/ PED certification has been extended for the current financial year along with the grade additions of EN 1.4003. JSL, Jaipur unit has also successfully completed DNV audit against DNV guidelines for Manufacturer Product Quality Assessment (Level 4) and Marine approvals.

The Company is in the process of incorporating Energy Management System (ISO 50001:2011) to the existing integrated management system. Furthermore the chemical testing facility of Quality Assurance labs is in the process of enhancing the testing standards in line with the requirements of NABL as per ISO 17025: 2005. The Company is now in receipt of REACH/RoHS certification for 200, 300 & 400 series stainless steel grades. This includes compliance to the 7 new additions of Substances of Very High Concern (SVHC) in the REACH regulation 1907/2006.

The Company is in receipt of ISI mark/ BIS certification for Stainless Steel grades – 304S1, 304S2 and 316L grades as per IS 6911: 1992 (Stainless steel plate, sheet and strips). This has enabled the Company to be first stainless steel manufacturer to receive BIS license for stainless steel as per IS 6911: 1992. Application for 200 series austenitic and 400 series ferritic grades against IS 6911:1992 is in progress with Bureau of Indian Standards. Furthermore the Company has successfully undergone ISI mark/ BIS certification audits of stainless steel standards IS 5522: 2014 (Stainless Steel Sheets and Strips for Utensils) & IS 15997:2012 (Low Nickel Austenitic Stainless Steel and Strip for Utensils and Kitchen Appliances).

New additions to the ISI mark/ BIS certification in carbon steel are IS 10748: 2004 (Hot Rolled Steel Strip for welded tubes and pipes) and IS 2062: 2011 (Hot Rolled Medium and High Tensile Structural steel). In addition The Company has successfully undergone ISI mark/ BIS certification audits of mild steel standards IS 11513:2011 (Hot Rolled Carbon steel sheet, Strip for Cold Rolling Purposes) & IS 6240:2008 (Hot Rolled Steel Plate (upto 6mm) Sheet and Strip for the manufacture of Liquifiable gas cylinders).

Additions of various Developmental SS grades in FY 2015-16 include 310S, 317L, 439, 441, 446, 410S, 410 Jen & Duplex grade – UNS31803/32205. Products approval received for critical nuclear applications by many pioneer and reputed organizations viz Bhabha Atomic Research Center and Indira Gandhi Centre for Atomic Research.

Asset Monetization and Business Reorganization Plan (AMP) and Composite Scheme of Arrangement

The Company, after having various rounds of discussions with the CDR Lenders, had finalized a comprehensive plan of Asset Monetization cum Business Reorganisation Plan ("AMP"), which entailed monetization of identified business undertaking(s) of the Company through demerger/slump sale(s) and utilization of the proceeds of the slump sale(s) in reduction of debt of the Company.

As a part of the above said AMP, a Composite Scheme of Arrangement among the Company and its three wholly owned subsidiary companies viz. Jindal Stainless (Hisar) Limited ("JSHL"), Jindal United Steel Limited ("JUSL") and Jindal Coke Limited ("JCL") and their respective creditors and shareholders was undertaken which was approved by the Hon'ble High Court of Punjab and Haryana at Chandigarh, vide its order dated 21st September, 2015 (as modified on 12th October, 2015), Certified true copy of the said Order was filed on 1st November, 2015, with the office of Registrar of Companies, NCT of Delhi and Haryana. Consequently, Section I (pertaining to demerger of Mining Division and Ferro Alloys Division and vesting the same in JSHL) and Section II (pertaining to slump sale of manufacturing facility at Hisar from the Company to JSHL) of the Scheme became operative from the Appointed Date 1 i.e. close of business hours before midnight of 31st March, 2014. The Scheme envisaged demerger of Mining Division including the Chromite Mines located at Sukinda and vesting the same in JSHL, however, the Company did not receive approval from the Ministry of Mines, Government of Odisha for transfer of the said Mines to JSHL, therefore, the Board of Directors of the Company in its meeting held on 23rd November, 2016, in terms of clause 1.10 of Section V of the Scheme, decided not to transfer the Mines to JSHL.

Section III and IV of the Scheme with respect to JUSL and JCL respectively became operative from Appointed Date 2 i.e. close of business hours before midnight of 31st March, 2015, upon receipt of approval from Orissa Industrial and Infrastructure Development Corporation Limited (OIIDCO), on 24th September, 2016, with respect to the transfer / right to use the land on which Hot Strip Mill and Coke Oven Plant is located, from the Company to JUSL and JCL respectively.

Post implementation of the Scheme, the Company has already received an amount of ₹ 2600 Crores as consideration for slump sale from JSHL, which has been utilized to prepay the debts of the Company and accordingly the debt of the Company as on date has been reduced to that extent. The Company will further receive an amount of ₹ 2400 Crores from JUSL and ₹ 500 Crores from JCL towards consideration of slump sale and interest free security deposit for sharing infrastructure facilities in due course and that amount shall also be utilized to prepay the debts of the Company.

Dividend & Transfer to Reserves

The Board, considering the Company's performance and financial position for the year under review, has not recommended any dividend on equity shares of the Company for the financial year ended 31st March, 2016. Accordingly, no amount is proposed to be transferred to the reserves of the Company.

Share Capital

As on 31st March, 2015, the paid up share capital of the Company was ₹ 46,23,70,890/- divided into 23,11,85,445 equity shares of ₹ 2/- each.

The Company has, on 3rd July, 2016, allotted 16,82,84,309 (Sixteen Crore Eighty Two Lakhs Eighty Four Thousand Three Hundred Nine) equity shares of ₹2 each at a price of ₹21.76 (including premium of ₹19.76 per share) per share to Jindal Stainless (Hisar) Limited ("JSHL") on preferential basis against ₹366,18,66,570/- (Rupees Three Hundred Sixty Six Crore Eighteen Lakhs Sixty Six Thousand Five Hundred Seventy only), being the amount due and payable by the Company to JSHL as of the 'Appointed Date 1' i.e. close of business hours before midnight of March 31, 2014 as specified in the Scheme. These shares have already been listed and permitted for trading on the BSE Ltd. and National Stock Exchange of India Ltd.

Consequent upon the said allotment, paid up share capital of the Company has increased from ₹ 46,23,70,890/- to ₹ 79,89,39,508/- divided into 39,94,69,754 equity shares of ₹2 each.

Management Discussion and Analysis Report

Management Discussion and Analysis Report as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") forms part of this Annual Report.

Transfer to Investor Education and Protection Fund

The Company has transferred unclaimed and unpaid amounts aggregating to ₹ 29,38,757/-, which included ₹ 27,84,352/- towards unclaimed dividend for the Financial Year 2007-08, to Investor Education and Protection Fund of Government of India during the year 2015-16.

Employees Stock Option Scheme

During the year under review, no stock options were vested in eligible employees. The disclosure, under Regulation 14 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is set out in Annexure – I to this Report.

Information Technology

The Company has already embarked on the journey of digitization. The achievements of IT and SAP in 2015-2016 is earmarked for its effort and contribution in making smooth transition of the transactions and processes according to the business restructuring. Powered with the knowledge of SAP system and experience of Company's business process, the team has studied, designed and mapped the confluence of changed business processes in SAP for carrying out critical restructuring activities within target timeline.

The team has also contributed in enhancing several business functionalities and incorporating multiple controls and checks to achieve valued Business benefits. The integrated IT and SAP support framework is enabling Management team in making timely informed business decisions based on MIS, which is directly derived from real time transactional data. The IT team is also able to provide timely secured, integrated, reliable services throughout the year.

Apart from the sustained support rendered, major concurrent additional IT facilities extended and applications were developed to meet dynamic needs of various business functions.

Going forward, the IT and SAP department plans to explore the new and technologically advanced horizon of SAP architecture and functionalities to meet upcoming business requirements.

Consolidated Financial Statements

In accordance with the Companies Act, 2013, SEBI LODR and Accounting Standard (AS) – 21 on Consolidated Financial Statements read with AS-23 on Accounting for investments in Associates and AS-27 on Financial Reporting of interests in Joint Ventures, the Audited Consolidated Financial Statements are provided in the Annual Report.

Subsidiary Companies / Joint Ventures / Associate Companies

Your Company follows its global ambition to build a premium brand name for its quality Stainless Steel solutions and expertise with the ambition and with a view of expansion and diversification, it has created multiple subsidiary, associates and joint ventures.

Presently your Company has 9 direct and step down subsidiaries, namely (i) Jindal Stainless UK Limited; (ii) Jindal Stainless FZE, Dubai; (iii) PT Jindal Stainless Indonesia; (iv) Jindal Stainless Italy S.r.l.; (v) JSL Group Holdings Pte. Ltd., Singapore; (vi) JSL Ventures Pte. Ltd., Singapore; (vii) Jindal Aceros Inoxidables S. L., Spain; (viii) Iberjindal S.L., Spain; and (ix) Jindal United Steel Limited.

As on 1st April, 2015, the Company had two joint venture companies viz. MJSJ Coal Limited and Jindal Synfuels Limited. During the year, the Company acquired 50% shareholding in Jindal Stainless Corporate Management Services Pvt. Ltd. (JSCMS) making it an associate to the Company in terms of Section 2(6) of the Companies Act, 2013. Post 31st March, 2016, the Company has allotted 16,82,84,309 Equity Shares to Jindal Stainless (Hisar) Limited (JSHL) which constituted 42.13% of the paid up Equity Share Capital of the Company. Accordingly, JSL became an Associate Company of JSHL.

During the financial year ended 31st March, 2016, Jindal Stainless Madencilik Sanayi VE Ticaret A.S., Turkey, subsidiary of the Company was closed down.

The Financial Statements of Subsidiary Companies are kept open for inspection by the shareholders at the Registered Office of your Company during business hours on all days except Saturdays and Sundays and public holidays up to the date of Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. The members, if they desire, may write to Company Secretary at O.P. Jindal Marg, Hisar – 125005 (Haryana) to obtain the copy of the annual report of the subsidiary companies. The Financial Statements including the Consolidated Financial Statements and all other documents required to be attached with this Report have been uploaded on the website of your Company viz. [www.jslstainless.com](http://jslstainless.com).

A statement containing the salient features of the financial statement of the subsidiaries and associate companies in the prescribed Form AOC - 1 is attached alongwith financial statement. The statement also provides the details of performance and financial position of each of the subsidiary company.

Your Company has framed a policy for determining "Material Subsidiary" in terms of Regulation 16(c) of SEBI LODR. The Policy for determining material subsidiaries as approved may be accessed on the Company's website at the link:

<http://jslstainless.com/pdf/Policy%20on%20Material%20Subsidiaries.pdf>

Directors and Key Managerial Personnel

Post last AGM held on 21st December, 2015, Mr. Rajinder Parkash Jindal and Mr. Kanwaljit Singh Thind have ceased to be Directors w.e.f. 31st January, 2016. Mr. Naveen Jindal and Mr. Girish Sharma also ceased to be Directors w.e.f. 30th March, 2016 and 26th April, 2016 respectively. The Board places on record its sincere appreciation for the valuable contributions made by them during their tenure.

The Board of Directors has appointed Mr. Ashish Gupta as the Chief Financial Officer w.e.f. 1st March, 2016. The Board has also designated him as the Key Managerial Personnel (KMP) of the Company.

Mr. Subrata Bhattacharya, who retires by rotation at the ensuing Annual General Meeting under the provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment. The Board of Directors has also approved the appointment of Mr. T.S. Bhattacharya, whose current tenure expired on 21st September, 2016, as an Independent Director, to hold office for a term of 3 (three) years with effect from 22nd September, 2016.

Brief resumes of the abovementioned Director, nature of their expertise in specific functional areas, details of Directorship in other companies, membership / chairmanship of committees of the board and other details, as stipulated under Regulation 36(3) of SEBI LODR and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, are given in the Notice forming part of the Annual Report.

All Independent Directors have given declaration to the Company that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

The Company has also devised a Policy on Familiarization Programme for Independent Directors which aims to familiarize the Independent Directors with the Company, nature of the industry in which the Company operates, business operations of the Company etc. The said Policy may be accessed on the Company's website at the link:

<http://jslainless.com/pdf/>

[DETAILS%20OF%20FAMILIARIZATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf](http://jslainless.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf)

Board Evaluation

An annual performance evaluation of all Directors, the Committees of Directors and the Board as a whole was carried out during the year. For the purpose of carrying out performance evaluation, assessment questionnaires were circulated to all Directors and their feedback was obtained and recorded.

Policy on Directors' Appointment and Remuneration Policy

Pursuant to the provisions of Section 178 of the Companies Act, 2013 and the SEBI LODR, the Board of Directors has approved the (i) Policies for nomination and selection of Independent Directors and Non-Executive Non-Independent Directors and (ii) Remuneration Policy on the Recommendation of the Nomination and Remuneration Committee of the Company. The said policies may be accessed on the Company's website at the link:

<http://www.jslainless.com/pdf/JSL%20Remuneration%20Policy.pdf>

Fixed Deposits

The Company had stopped accepting / renewing deposits from 1st April, 2014. In response to a petition filed by the Company, the Company Law Board ("CLB") had, vide its Order dated 6th May, 2015, allowed extension of time up to 30th June, 2016, for repayment of the entire outstanding Deposits along with interest due thereon and also directed the Company to make payments to those depositors who approach the Company before 30th June, 2016.

As on 31st March, 2016, the Company had total outstanding Deposits of Rs. 5,99,49,000/- (including unclaimed deposits). In compliance of the CLB Order, the Company has repaid the entire outstanding deposits on 30th June, 2016.

The details relating to deposits, covered under Chapter V of the Companies Act, 2013 are provided hereunder:

- (a) accepted during the year: Nil
- (b) remained unpaid or unclaimed as at the end of the year: ₹ 1,07,60,000/-
- (c) whether there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved-
 - (i) at the beginning of the year: Not Applicable
 - (ii) maximum during the year: Not Applicable
 - (iii) at the end of the year: Not Applicable

The details of deposits, not in compliance with the requirements of Chapter V of the Act: Nil

Particulars regarding the Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as Annexure – II forming part of this Report.

Particulars of Employees

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said Rules are provided in the Annual Report, which forms part of this report.

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in the Annual Report, which forms part of this report.

Having regard to the provisions of the first proviso to Section 136(1) of the Act, the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary and the same will be furnished on request.

Statutory Auditors and Auditors' Report

M/s. Lodha & Co. and M/s. S.S. Kothari Mehta & Co., Joint Statutory Auditors of the Company, were appointed by the Shareholders at the 34th Annual General Meeting of the Company held on 22nd September, 2014, for a period of three consecutive years until the conclusion of the 37th Annual General Meeting of the Company. Pursuant to the provisions of Section 139 of the Companies Act, 2013, the matter relating to the appointment of the aforesaid Joint Statutory Auditors shall be placed for ratification by members at the ensuing Annual General Meeting of the Company. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Cost Auditors

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014 as amended from time to time, your Company is required to get its cost accounting records audited by a Cost Auditor and has accordingly appointed M/s. Ramanath Iyer & Co., Cost Accountants, for this purpose for FY 2016-17. The Cost Audit for FY 2015-16 was completed within specified time and report was filed with the Central Government.

The remuneration of the Cost Auditors shall be placed for ratification by members in terms of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014.

Secretarial Auditors

The Board has appointed M/s. Vinod Kothari & Company, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as Annexure – III to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Corporate Social Responsibility

The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy ("CSR Policy") indicating the focus areas of Company's CSR activities.

In line with the CSR philosophy and the focus areas, the Company has planned interventions in the fields of education & vocational training, integrated health care, women empowerment, social projects, rural infrastructure development, environment sustainability, sports, preservation of art and culture, business of human rights and disaster management. The Disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Report at Annexure - IV.

The CSR Policy can be accessed on the Company's website at the link: <http://jslainless.com/pdf/JSL%20CSR%20Policy.pdf>

Internal Financial Controls

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

Sexual Harassment Policy

The Company has in place a policy on prevention of sexual harassment at workplace in accordance with the provisions of Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013. The policy aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of sexual harassment. There is an Internal Complaints Committee (ICC) which is responsible for redressal of complaints related to sexual harassment and follows the guidelines provided in the policy.

During the year ended 31st March, 2016, no complaints were received pertaining to sexual harassment.

Audit Committee

The Audit Committee comprises of the following four Directors out of which three are Independent Directors:

Sl. No.	Name	Status	Category
1	Mr. Suman Jyoti Khaitan	Chairman	Independent Director
2	Mr. T. S. Bhattacharya	Member	Independent Director
3	Ms. Ishani Chattopadhyay	Member	Independent Director
4	Mr. Gautam Kanjilal	Member	Nominee Director

All the recommendations made by the Audit Committee during the financial year 2015-16 were accepted by the Board.

Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee comprises of the following three Directors out of which one is Independent Director:

Sl. No.	Name	Status	Category
1	Mr. Ratan Jindal	Chairman	Executive, Non-Independent
2	Mr. S. Bhattacharya	Member	Executive, Non-Independent
3	Mr. T.S. Bhattacharya	Member	Independent Director

Stock Exchanges where the shares are listed

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

BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai – 400 001

The annual listing fee was paid to both the stock exchanges. No shares of the Company were delisted during the financial year 2015-16.

Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as Annexure –V.

Number of Board Meetings

The Board of Directors met 4 (four) times during the financial year ended on 31st March, 2016. The details of Board Meetings and the attendance of the Directors are provided in the Corporate Governance Report forming part of this Annual Report.

Whistle Blower Policy / Vigil Mechanism

Pursuant to the provisions of Section 177(9) read with Companies (Meetings of Board and its Powers) Rules, 2014 of the Companies Act, 2013 and Regulation 22 of the SEBI LODR, the Company has a Vigil Mechanism namely, Whistle Blower Policy for directors, employees and business partners to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The Whistle Blower Policy is posted on the website of the Company and can be accessed at the link: <http://jslstainless.com/pdf/WB%20Policy.pdf>

Particulars of loans, guarantees or investments by the Company under section 186

The particulars of loans, guarantees or investments by the Company under section 186 are stated in Notes to Accounts, forming part of this Annual Report.

Contracts or Arrangements with Related Parties

Particulars of contracts or arrangements entered into by the Company with the related parties referred to in Section 188(1) of the Companies Act, 2013, in prescribed form AOC-2, is attached as Annexure – VI to this Report.

All related party transactions that were entered and executed during the year under review were at arms' length basis. As per the provisions of Section 188 of the Companies Act, 2013 and Rules made thereunder read with Regulation 23 of SEBI LODR, your Company had obtained prior approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions.

Your Directors draw attention of the members to Note 47 to the financial statement which sets out related party disclosures. The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: <http://jslstainless.com/pdf/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.pdf>

In terms of Regulation 23 of the SEBI LODR, all transactions with related parties, which are of material in nature, are subject to the approval of the Members of the Company. The requisite resolution in order to comply with the aforesaid requirements of Regulation 23 of SEBI LODR, as detailed at Item No. 6 of the Notice and relevant Explanatory Statement is commended for the members' approval.

Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of a properly defined framework. The Company has also devised a Risk Management Policy for identification of elements of risks and procedures for reporting the same to the Board.

The change in the nature of business, if any

There has been no change in the nature of Company's business during the financial year ended on 31st March, 2016.

Material Changes and Commitments, if any, affecting the financial position of the Company

During the half year ended 30th September, 2016, the Company has achieved total income of ₹ 4,231.30 Crores with EBIDTA of ₹ 453.08 Crores. The Company incurred net loss of ₹ 143.21 Crores during this period. This has resulted into erosion in the net worth of the Company. However, with the proposed conversion of Funded Interest Term Loan of around ₹ 1,000 Crores by the CDR Lenders into Equity Share Capital and CRPS / OCRPS, the net worth of the Company is expected to improve substantially. Further, the optimism on changing market conditions is also expected to improve financial position of the Company.

Any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

During the financial year there is no such significant material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

Directors' Responsibility Statement

Pursuant to the requirement under section 134(5) of the Companies Act, 2013 with respect to directors' responsibility statement, it is hereby confirmed that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit and loss of the Company for the year ended on that date;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Corporate Governance

A separate section on Corporate Governance and a certificate from the practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with the stock exchanges and the SEBI LODR, form part of this Annual Report.

Acknowledgement

Your Directors would like to express their gratitude for the valuable assistance and co-operation received from shareholders, banks, government authorities, customers and vendors. Your Directors also wish to place on record their appreciation for the committed services of all the employees of the Company.

For and on behalf of the Board of Directors

Place : New Delhi
Date : 23rd November, 2016

Ratan Jindal
Chairman and Managing Director

Annexure - I to Directors' Report

Disclosures with respect to Employees Stock Option Scheme of the Company for the year ended 31.3.2016:

Statement Pursuant to Regulation 14 'Disclosure by the Board of Directors' of SEBI (Share Based Employee Benefits) Regulations, 2014

The Shareholders at their meeting held on 4th September, 2009 approved "Employee Stock Option Scheme 2010" (hereinafter referred to as "ESOP Scheme". The Remuneration and Compensation Committee of the Directors have not granted any Stock Options during the financial year 2015-16. The details of the Stock Option granted under the ESOP Scheme are given below:

- A. Relevant disclosures have been made in terms of the 'Guidance note on accounting for employee share-based payments' issued by ICAI or any other relevant accounting standards as prescribed from time to time.
- B. Diluted Earnings per Share (EPS) on issue of Ordinary Shares on Exercise of Options calculated in accordance with Accounting Standard (AS) 20 'Earning Per Share' is (₹ 34.61)
- C. Details related to ESOP

Sr. No.	Description	Remarks
(i) a)	Date of Shareholders' approval	: 4th September, 2009
b)	Total number of options approved under the Scheme	: Upto 40,00,000
c)	Vesting Requirements	: Options granted under the ESOP Scheme would vest not less than one year and not more than five years from the date of grant of such options.
d)	Exercise Price or Pricing Formula	: The options will be granted at either of the following exercise prices as decided by the Compensation Committee:
		1. At a price upto maximum of 75% discount to the average of the closing market price (at a stock exchange as determined by the Compensation Committee) in the 30 trading days immediately preceding the date of grant of options.
		2. At a price equal to the market price, being latest available closing price, prior to the date of the meeting of the Board of Directors in which options are granted/ shares are issued, on the stock exchange on which the shares of the company are listed. If the shares are listed on more than one stock exchange, then the stock exchange where there is highest trading volume on the said date shall be considered; or
		3. At a price equal to the average of the closing market price (at a stock exchange as determined by the Compensation Committee) in the 30 trading days immediately preceding the date of grant.
e)	Maximum term of options granted	: Upto three years from the date of vesting
f)	Source of shares (primary, secondary or combination)	: Primary
g)	Variation in terms of options	: Nil
(ii)	Method used to account for ESOS	: Based on intrinsic value method
(iii)	Difference between the employee compensation cost so computed at (ii) above and the employee compensation cost that shall have been recognized if it had used the fair value of the Options.	: There is no difference in the employee compensation cost as no options were granted in the present financial year.

Sr. No.	Description	Remarks
	The impact of this difference on Profits and on EPS of the Company	: The effect of adopting the fair value method on the net income and earnings per share is presented below: (₹ in Crore)
		Net Income, as reported (387.81)
		Add: Intrinsic Value Compensation Cost Nil*
		Less: Fair value Compensation Cost (Black Scholes Model) Nil*
		Adjusted Net Income (387.81)
		Earning per share Basic (₹) Diluted (₹)
		As reported (16.95) (16.95)
		As adjusted (16.95) (16.95)
(iv)	Option movement during the year	
	Number of options outstanding at the beginning of the period	: 12,79,127
	Number of options granted during the year	: 0
	Number of options forfeited / lapsed during the year	: 4,45,546
	Number of options vested during the year	: 0
	Number of options exercised during the year	: Nil
	Number of shares arising as a result of exercise of options	: Nil
	Money realized by exercise of options (INR), if scheme is implemented directly by the company	: Nil
	Loan repaid by the Trust during the year from exercise price received	: N.A.
	Number of options outstanding at the end of the year	: 8,33,581
	Number of options exercisable at the end of the year	: 8,33,581
(v)	Weighted average exercise price and weighted average fair value of Options granted for Options whose exercise price either equals or exceeds or is less than the market price of the stock.	: N.A.*
(vi)	Details of Option granted to	:
	i) Senior managerial personnel	: Name No of options Nil N.A.
	ii) Any other employees who received a grant in any one year of Options amounting to 5% or more of the Options granted during that year.	: Name No of options Nil N.A.
	iii) Identified employees who were granted Options during any one year, equal to or exceeding 1% of the issued capital excluding outstanding warrants and conversions) of the Company at the time of grant.	: Name No of options Nil N.A.
(vii)	A description of the method and significant assumption used during the year to estimate the fair values of Options.	: The fair value of each options estimated using the Black Scholes Options Pricing Model after applying the following key assumptions.*
		(i) Risk free interest rate N.A.
		(ii) Expected life N.A.
		(iii) Expected volatility N.A.
		(iv) Expected dividend N.A.
		(v) The price of the underlying shares in market at the time of option grant N.A.

Note : * No unvested options were outstanding during the year and hence no adjustment is required to be made.

Annexure II to Directors' Report

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO PURSUANT TO PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014.

(A) CONSERVATION OF ENERGY

The steps taken for conservation of energy:

1. Steel Melt Shop Energy Conservation
 - Liquid Chrome consumption improved by 17.5% from 71 Kg/MT in previous fiscal to 83.45Kg/MT in the current fiscal – An initiative showing our commitment towards energy conservation thus enabling us to reduce 15% energy consumption compared to solid ferro chrome route.
2. Cold Rolling Mill Energy Conservation
 - Capacitor bank of 3.24 MVAR installed at HAPL to improve the power factor and reduce the losses. Annual Savings – ₹ 71.7 Lakhs, Cost incurred- ₹ 12.5 Lakhs.
 - Energy saver panel installed at CAPL and CR finishing bay to reduce the energy consumption of bay lights. Annual Savings – ₹ 3.2 Lakhs, Cost incurred – ₹ 1.65 Lakhs.
3. Coke Oven & By-Product Plant Energy Conservation (since transferred to JCL under Composite Scheme of Arrangement)
 - Installation of A.C drives to control/reduced speed at ground de dusting screw conveyer (pug mil) to save energy of motor. Annual savings- ₹ 3 Lakhs, Cost incurred- ₹ 3 Lakhs.
 - Alignment of Pump, Heat exchanger & PGC tube changing and process stabilization are the measures taken to operate with one 450 KW cooling water pump , which was previously running with two pumps. Savings- ₹ 13.2 Lakhs/Month, Cost incurred- ₹ 79.35 Lakhs.
4. Ferro Alloy Plant Energy Conservation
 - Modification of E&A circuit in STACKER of RMHS/BRIQ-1 by adopting innovative thing which provides a net saving of 4.98 KWh/ day i.e. ₹ 10,000 per annum.
 - Trimming of 150 KW primary pump motors (qty-3) at SAF-3, 4, 5 pump house area which provides energy saving of 275kwh/day/ motor with reduction of 20 Amps in each motor, thereby annual energy saving for 03 pumps is 301,125 KWh per annum i.e. ₹ 16,56,188 per annum
 - Utilizing waste heat out of gases generated from 60 MVA furnaces by passing through WHRB & generating steam which is supplied to CRM. Approx 72970 tones of steam generated in FY 2015-16 out of waste heat gases. To generate equivalent amount of steam quantity app.19200 tones of coal is required, thereby saving of ₹ 2700 x 19200 = ₹ 51,840,000 per annum.
5. Captive Power Plant Energy Conservation
 - Installation of Air Blasters in Coal Bunkers and Coal Feeders in order to ensure the smooth coal flow by preventing the chock age(likely to occur often in Rainy season) thereby reducing the consumption of LDO required for flame stabilization of boilers LDO saved around 40 KL. Annual saving- ₹ 4.95 Lakhs, Cost incurred – ₹ 9.5 Lakhs
 - Conventional shaft of CT fan-6 is replaced by Carbon- Fibre shaft resulting a substantial reduction of energy consumption for achieving the same cooling effect. Annual saving- ₹ 15 Lakhs, Cost incurred – ₹ 22 Lakhs
6. Hot Strip Mill Energy Conservation (since transferred to JUSL under Composite Scheme of Arrangement)
 - Finishing Mill LP hydraulic motors optimization for full running efficiency by changing the mode of operation from 5+1 to 4+2. Annual saving- ₹ 7.75 Lakhs, Cost incurred – ₹ 3.5 Lakhs
 - Re heating Furnace waste gas utilized for fumigation of woods used for packing of finished products thereby saving the usage of LPG. Annual saving- ₹ 24 Lakhs

FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

1) Specific areas in which, the Company carried out Research and Development Certifications:

- Jindal Stainless Limited Jajpur is certified for various product and system certifications including integrated management system comprising of ISO 9001:2008, Quality Management System (ISO 9001:2008), Environment Management System (ISO 14001:2004) and Health and Safety Management System as per BS OHSAS 18001:2007. Scope of Construction Product Directive (CE Marking) certification is expanded to include grades – EN 1.4003, 1.4016, 1.4512 and 1.4372. This has enabled the Company to be the preferred and certified manufacturers of stainless for construction field in the European market with 10 grades covered under the CE marking scope. Validity of AD/ PED certification has been extended for the current financial year along with the grade additions of EN 1.4003. JSL Jajpur unit has also successfully completed DNV audit against DNV guidelines for Manufacturer Product Quality Assessment (Level 4) and Marine approvals.
- The Company is in the process of incorporating Energy Management System (ISO 50001:2011) to the existing integrated management system. Furthermore the chemical testing facility of Quality Assurance labs is in the process of enhancing the testing standards in line with the requirements of NABL as per ISO 17025: 2005. The Company is now in receipt of REACH/RoHS certification for 200, 300 & 400 series stainless steel grades. This includes compliance to the 7 new additions of Substances of Very High Concern (SVHC) in the REACH regulation 1907/2006.
- The Company is in receipt of ISI mark/ BIS certification for Stainless Steel grades – 304S1, 304S2 and 316L grades as per IS 6911: 1992 (Stainless steel plate, sheet and strips). This has enabled the Company to be first stainless steel manufacturer to receive BIS license for stainless steel as per IS 6911: 1992. Application for 200 series austenitic and 400 series ferritic grades against IS 6911:1992 is in progress with Bureau of Indian Standards. Furthermore JSL Jajpur unit has successfully undergone ISI mark/ BIS certification audits of stainless steel standards IS 5522: 2014 (Stainless Steel Sheets and Strips for Utensils) & IS 15997:2012 (Low Nickel Austenitic Stainless Steel and Strip for Utensils and Kitchen Appliances).
- New additions to the ISI mark/ BIS certification in carbon steel are IS 10748: 2004 (Hot Rolled Steel Strip for welded tubes and pipes) and IS 2062: 2011 (Hot Rolled Medium and High Tensile Structural steel). In addition JSL Jajpur unit has successfully undergone ISI mark/ BIS certification audits of mild steel standards IS 11513:2011 (Hot Rolled Carbon steel sheet, Strip for Cold Rolling Purposes) & IS 6240:2008 (Hot Rolled Steel Plate (upto 6mm) Sheet and Strip for the manufacture of Liquifiable gas cylinders).

Development of new products:

- Additions of various Developmental SS grades at Jajpur unit in FY 2015-16 include 310S, 317L, 439, 441, 446, 410S, 410 Jen & Duplex grade – UNS31803/32205. Products approval received for critical nuclear applications by many pioneer and reputed organizations viz Bhabha Atomic Research Center and Indira Gandhi Centre for Atomic Research.

2) Developmental achievements & Process Improvement:

- Major developmental achievements includes low Ni 200 series Cr-Mn grade JT to cater Hinge/ Cutlery segment customers.
- Modified 310S to reduce ferrite segregation for critical turbo charger applications,
- Plate processing of 400 series through continuous plate finishing line (grade EN 1.4003 and 410S) by controlling cooling rate after annealing.
- Improvement of mechanical properties in grades – JT and 409L by modifying thermal profile for annealing,
- Reduction in strip tension in 304-304L for thickness above 2 mm by optimizing annealing temperature,
- Improvement in polishability of grades – JSLSD/ DD
- Reduced surface roughness in grade 430 by controlling de-scaling practices and pickling parameters in continuous annealing & pickling line.

3) Cost reduction:

- Improvement in grinding practice of ferritic stainless steels leading to cost savings.

4) Benefits derived:

- Scope of construction and Product directive certification (CE marking) - Preferred and certified manufacturers of stainless for construction field in European market with 10 grades covered under CE marking scope.
- Incorporation of ISI/BIS certification as per IS 6911:1992 has also enabled the Company to be the first stainless steel manufacturer to receive BIS license for stainless steel.
- Receipt of REACH/RoHS certification for 200/300/400 series grades.
- ISI/BIS certification in carbon steel IS 10748:2004 and IS 2062:2011 and mild steel standard IS 11513:2011 & IS 6240:2008.
- Value addition of Grade – JT – new application include Hinge and Cutlery segment.

5) Future action plan:

- Energy conservation by warm charging of slabs.
- Development of value added products such as No.4 and Scotch-Brite finish and various other new grades.

6) Expenditure on R&D:

	2015-16 (₹ in Lakhs)
Capital	110
Revenue	30
Total	140
Total R&D expenditure as a percentage of turnover	0.002%

A. Cold Rolling Mill

I. Efforts made, in brief, towards technological absorption, adaptation and innovation:

CRM plant comprises the latest technology from Europe, increase in yield or decrease in consumables has a large effect on the final cost of the product. Being one of the leading producers of the SS in the country & even with the state-of-the-art technology and equipments, continual efforts have been made to further reduce wastages and improve beyond the designed capabilities.

Following facilities/developments are done for better environment & cost effectiveness.

- LPG/ Propane is being replaced by Coke Oven Gas (COG) on the Hot Annealing & Pickling Line (HAPL) including denox.
- Successful commissioning & Operation of Waste Acid recovery system (SCANACON)
- Two numbers Automatic coil wrapping machines are installed to improve packing efficiency & eliminate moisture ingress during transit.
- New segment developed for Hinges/cutlery applications using Skin Pass after 2E finish led to cost effectiveness.
- Installation of capacitor banks at both Annealing & Pickling lines & finishing lines resulting into reduction of power consumption.
- LED lighting in and around CRM is under progress will further result into decreased power consumption & improved bulb life with low maintenance cost.

II. Benefits derived as a result of the above efforts:

The overall benefits from the initiatives taken are:

- Reduction in steel wastage by overall yield improvement leading to improved resource saving and thus increasing cost effectiveness
- Improved productivity led to rise in production in FY'15-16 by 26% as compared to FY'14-15

Production Quantity (MT) for FY'2015-16 is as below:

• HAPL	:	0.552 million ton
• CAPL	:	0.357 million ton
• HRS	:	0.144 million ton
• HRCTL	:	0.060 million ton
• CRS1	:	0.115 million ton
• CRS2	:	0.051 million ton
• CR CTL	:	0.050 million ton
• SPM	:	0.048 million ton

B. Steel Melting Shop

I. Efforts made, in brief, towards technological absorption, adaptation and innovation:

Steel Melt Shop is equipped with modern state of the art facilities which form the basis for being one of the most cost competitive and international quality stainless steel manufacturer in India. To achieve cost effectiveness by increasing the heat size at EAF, smaller shell (120 MT tapping capacity) had been replaced by bigger shell (140 MT tapping capacity) in April 2015. Further, significant efforts were made to reduce the idle time of equipments which include successful operation of two furnaces simultaneously to achieve targeted production. Significant efforts have been made towards reduction of both conversion cost and raw material cost by continual improvement of operating practices which led to decline of costs incurred for refractory, power, fuel and electrode and use of cheaper raw material sources like LMS and Solumet sinters.

Though M/s HARSCO metal recovery plant started its operation last year, but has successfully completed its performance test in this year, recovering metal from slag thus strengthening the Company's commitment towards resource saving and re-utilization. Further, as a green initiative, the slag processed from the metal recovery plant is being tested and trialed as a soil conditioner for horticultural activities. Alongside production, the commitment towards environment and safety has been of highest order. A positive trend is also evident in the energy utilization of the department with reduction in usage of both electrical energy and fuel sources as compared to the previous years. New grades like 304N, 410 Jen and 317L were produced. Due to close quality control of carbon and nitrogen of grades like 409L, its production surged by 39.9%.

Continual improvements towards sustainability has also been recognized and appreciated – "Stainless Steel Recycling for Sustainable Future" has fetched prestigious award at "Manufacturing Today - Reinventing the Future" conducted by M/s. Aditya Birla Group for JSL in September 2015.

II. Benefits derived as a result of the above efforts:

- The capacity utilization increased by 35% as compared to that of the previous financial year, consequently led to the production of 0.604 million ton of stainless steel in the FY 15-16.
- With two furnace operation, 19 heats per day from EAF achieved
- With ever fluctuating elemental prices and varied sourcing, challenge remained in conversion of the same in cost effective manner by achieving high metallic yield and elemental recoveries. A reduction in conversion cost by 11.32% and net raw material cost by 20.64% is evident of the continual improvements made.
- A reduction by 11.2% in overall energy consumption (electrical & fuel) was obtained in FY 15-16 over the previous financial year.
- Significant improvements have been observed in refractory wear with EAF life being the forerunner.
- The recovery rate from slag of +6 mm & -6mm metal particles is at 2.50%.
- Special grades like high Ni 304L saw a rise in production by 103% as compared to last financial year for supply to both national and international markets.

C. Hot Strip Mill (since transferred to JUSL under Composite Scheme of Arrangement)

Hot Strip Mill produced 0.775 million ton of steel (0.593 million ton Stainless steel & 0.182 million ton Carbon Steel) against a production of 0.440 million ton in the last year.

HSM facility received BIS certification license for carbon steel grades for Hot Rolled Steel Strips in coils (Grade 1 & 2 Si – Al Killed, WTCR) and HR Strips in coil form (Grade E 250, Quality – A, BR, Killed/ Semi Killed excluding suitable for impact test requirements) and LPG Grade 6240.

Technology Absorption

I. Efforts made, in brief, towards technological absorption, adaptation and innovation:

Initiatives were taken to cut down cost by replacing all Old burners with new Bloom burners after which LPG & COG can be replaced with FO.

HSM grabbed Carbon steel order for rolling of hot rolled Coils for SAIL-RSP on tolling basis.

II. Benefits derived as a result of the above efforts:

- Increase in Production Volume by about 43% from previous year. This played vital role in cutting Production cost by decrease in Major Techno economical Parameters.
- With new Bloom burners with usage of FO gives cost savings in Fuel upto 23%.

D. Coke Oven & By-product Plant (since transferred to JCL under Composite Scheme of Arrangement)

1. Efforts made in Battery area:

Stabilization of thermal and hydraulic regime of battery and ramp up of production.

Benefits derived as a result of the above efforts:

- Coke production increased by 37.5% in FY 2015-16 w.r.t FY 2014-15.
- Coke dispatch increased by 11% in FY 2015-16 w.r.t FY 2014-15.
- Coke dispatched in 2015-16 is 0.229 million ton

2. Efforts Made By Product Plant:

Renovation of lower and upper section of PGC tubes, De-sulphurisation area and ETP (Electrostatic tar Precipitator)

Benefits derived as a result of the above efforts:

- Coal Tar production increased by 67% in 2015-16 w.r.t FY 2014-15.
- Coal Tar dispatch increased by 96% in 2015-16 w.r.t FY 2014-15.
- Tar dispatched in 2015-16 is 11734 MT.

3. Efforts Made:

Secondary COG purification installed and Commissioned in Sept 15 to reduce impurities like H₂S & Tar Fog in COG and ensure supply of cleaner COG to in plant users.

Benefits derived as a result of the above efforts:

- COG Export Increased by 31.7% in FY 2015-16 w.r.t FY 2014-15 mainly due to Conversion of fuel from Propane to COG at HAPL in CRM. This also resulted in substantial savings on fuel cost.

E. Ferro Alloys

The production at Ferro Chrome during the year FY 2015-16 was 0.142 million ton against 0.104 million ton in FY 2014-15 & SAF Metal was 12105 MT against 13246 MT in FY 2014-15.

I. Efforts made in brief :

- A dedicated team was engaged to do a very coordinated approach and system improvements to optimize the liquid Ferro Chrome transfer to SMS.
- 100% utilization of domestic electrode carbon paste by replacing the imported ELKEM paste.
- Ferro Chrome conversion agreement for 7000 MT per month entered with M/s TATA Steel to ensure supply of raw material

II. Benefits derived as a result of the above efforts:

The transfer of liquid Ferro Chrome to SMS against the requirement was 81% against 74% in the FY 2014-15.

Continuous availability of raw materials paved the way to run all five furnaces, reach to a production of 18500 MT Ferro Chrome production per month, resulting in continuous utilization of power from CPP.

F. Captive Power Plant

Captive Power Plant (2X125MW) generated 1,469.574 million units (net) of power. Out of the total generation 224.181 million units were wheeled to Jindal Stainless (Hisar) Limited and 2.912 million units sold through exchange.

Efforts made:-

Energy savings potential of 5,72,746 units/year achieved by modifying DMCCW pumps for maintaining higher flow at required pressure effecting low power consumption.

Energy savings potential of 14,170 units/year achieved by reducing CT make up run time by maintaining clarified tank level above 100% to get natural water flow to CT basin.

Energy savings potential of 21,450 units/year achieved by modifying CW pumps discharge flow into ACW line thus requiring running of only 1 ACW pump instead of 2 pumps.

Future action plan:

Adoption of RO permeate (still under implementation stage) for effective reuse of Cooling Tower Blow down water will help in improving Boiler efficiency and reduced coal Consumption. 1500 m3/Day Cooling Tower Blow down water will be reused as input water to DM Plant & equivalent make up water will be reduced.

G. CRMHS (Central Raw material handling system)

I. Efforts made:

In order to minimize the cost of transportation, and reducing multi handling losses, with the commissioning of Railway siding, wagon tippler was also commissioned in the month of November, 2015 and around 90 rakes has been tipped through Wagon Tippler till March-2016.

II. Benefits derived as a result of the above efforts

- The transportation cost of coal reduced.
- The generation cost of power reduced.
- The Handling losses during transportation reduced.
- The mixing of foreign materials with coal in the general railway siding has minimized.
- The cost of coal feeding has reduced as feeding is directly from the wagon tippler to bunkers of coke oven and CPP.

H. Railway Siding

I. Efforts made, in brief, towards technological absorption, adaptation and innovation:

JSL's railway siding started operations from November 5, 2015. Recently it was awarded as a prime customer of East Cost Railway; since it was proven that the optimum level of rail goods traffic handled by the siding was in a short period of time. During the month of March 2016 a maximum of 79 rakes were handled and also highest number of container rakes both in- ward and out- ward were handled.

The railway siding is handling different commodities such as Inward Coking COAL, Non coking Coal, MS SLAB, MOLASSES, QUARTZITE and Outward HR COIL, CR COILS, LAM COKE, CONTAINER (EXPORT/ IMPORT & DOMESTIC)

II. Benefits derived as a result of the above efforts:

Operations activities of railway siding resulted in substantial savings on Rail freight, saving in transportation and control transit losses, pilferage and also reduce turnaround time and road congestion inside and outside the Plant in safe and effective manner.

Future plan for the railway siding

JSL has planned to set up ICD in JSL's siding. It will solve many operational difficulties in respect of cost effective manner.

Foreign Exchange Earnings & Outgo	(₹ in Crore)
Foreign Exchange Earnings	1,908.85
Foreign Exchange Outgo	3,246.70

Annexure III to Directors' Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Jindal Stainless Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Jindal Stainless Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company (as per Annexure – A1, hereinafter referred to as "Books and Papers") and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the period covered by our audit, that is to say, from April 01, 2015 to March 31, 2016 (hereinafter referred to as "Audit Period"), complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books and Papers maintained by the Company for the Audit Period according to the provisions of:

1. The Companies Act, 1956, to the extent applicable. The Companies Act, 2013 ("the Act") and the rules made thereunder including any re-enactment thereof;
2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
3. The Depositories Act, 1996 and the regulations and bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment, Foreign Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (SAST Regulations);
 - b. The Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (to the extent applicable to the Company during the Period under Review);
 - c. Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - d. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("SEBI (ICDR) Regulations, 2009");
 - f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - g. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008

6. Laws specifically applicable to the industry to which the Company belongs, as identified by the management, that is to say:
- Mines Act, 1952 read with Mines Rules, 1955;
 - Mines and Minerals (Development and Regulation) Act, 1957 and Mineral Conservation and Development Rules, 1985;
 - Mines Vocational Training Rules, 1966;
 - Metalliferous Mines Regulations, 1961.
 - Mines Rescue Rules, 1985;
 - Mining Leases (Modification of Terms) Rules, 1956.
 - Payment of Wages Act, 1936 and Payment of Wages (Mines) Rules, 1956;
 - The Payment of Undisbursed Wages (Mines) Rules, 1989;
 - The Iron Ore Mines Manganese Ore Mines and Chrome Ore Mines Labour Welfare Fund Rules, 1978;
 - Iron Ore Mines Manganese Ore Mines and Chrome Ore Mines Labor Welfare Fund Act, 1976;
 - Orissa Minerals (Prevention of Theft, Smuggling & Illegal Mining and Regulation of Possession, Storage, Trading and Transportation) Rules, 2007 along with OMPTS Amendment Rules, 2015;
 - Orissa Minor Mineral Concession Rules, 2004;
 - Collection of Statistics Act, 2008;

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;
- The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

During the Audit Period, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above.

Management Responsibility:

- Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit;
- We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion;
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company or examined any books, information or statements other than Books and Papers;
- We have not examined any other specific laws except as mentioned above.
- Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis;
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Resolutions have been approved by majority while the dissenting members', if any, views are captured and recorded as part of the minutes.

We further report that to ensure compliance with the labour laws, industrial laws and environmental laws and other specific laws applicable to the Company, the Company has developed compliance tool which lists the applicable Acts, regulations and the compliances to be ensured under the same along with the time limit. The compliance tool lists the officer responsible for filling up the compliance status on a regular basis. Hence, in our view, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the Audit Period, the Company has not incurred any specific event/ action that can have a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., except as follows:

(i) Allotment of equity shares upon conversion of Cumulative Convertible Preference Shares

During the period under review, the Company has allotted 48,10,440 equity shares upon conversion of 48,10,440 Cumulative Compulsory Convertible Preference Shares on September 25, 2015 to JSL Overseas Limited.

(ii) Composite Scheme of Arrangement

Composite Scheme of Arrangement ("Scheme") among Jindal Stainless Limited and Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited and their respective shareholders and creditors, as approved by the shareholders, secured creditors and unsecured creditors of Jindal Stainless Limited at separate meetings convened as per order of Hon'ble High Court of Punjab and Haryana at Chandigarh ("Hon'ble High Court") held on May 16, 2015 as well as by the Public Shareholders through Postal Ballot on May 16, 2015, has been approved by the Hon'ble High Court vide its order dated September 21, 2015 (as modified on October 12, 2015). Certified true copy of the order was received on October 20, 2015 and was filed with the office of Registrar of Companies, NCT of Delhi and Haryana on November 1, 2015.

Place: Kolkata

Date : 18 May, 2016

For M/s. Vinod Kothari and Company
Company Secretaries in Practice

Arun Kumar Maitra

Partner

Membership No: A3010

CP No.: 14490

Annexure – IV to Directors Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web- link to the CSR policy and projects or programs.

A brief outline of the Company's CSR Policy is given in the Directors' Report.

Web-link: <http://jslstainless.com/pdf/JSL%20CSR%20Policy.pdf>

2. The composition of the CSR Committee:

Mr. Ratan Jindal - Chairman of the Committee

Mr. T.S. Bhattacharya - Member

Mr. S. Bhattacharya - Member

3. Average net profit * of the Company for last three financial years: ₹ NIL**
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above): Not Applicable
5. Details of CSR spent during the financial year.
 - a. Total amount to be spent for the financial year : Not Applicable
 - b. Amount unspent, if any : Not Applicable
 - c. Manner in which the amount spent during the financial year is detailed below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the project or programs Sub –heads: (1) Direct expenditure on projects or programs (2) Overheads:	Cummulative expenditure upto the reporting period	Amount spent: Direct or through implementing agency.
NIL							

6. In case the company has failed to spend the 2% of the average net profit of the last 3 financial years or any part thereof, the reasons for not spending the amount: Not Applicable
7. A responsibility statement of the CSR Committee of the company that the implementation and monitoring of CSR Policy, is in compliance with the CSR Objectives and Policy of the company:

It is hereby stated that the implementation and monitoring of the CSR Policy, is in compliance with CSR objectives and the Policy of Jindal Stainless Limited.

* For the purpose of Section 135, "average net profit" shall be calculated in accordance with the provisions of section 198 of the Companies Act, 2013

** The Company did not have net profits during the preceding three financial years, hence the average net profit has been shown as NIL.

Annexure V to Directors Report

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L26922HR1980PLC010901
(ii)	Registration Date	29th September, 1980
(iii)	Name of the Company	Jindal Stainless Limited
(iv)	Category / Sub-category of the Company	Public company limited by shares
(v)	Address of the Registered office and contact details	O.P. Jindal Marg, Hisar – 125005, Haryana Tel No.: (01662) 222471-83 Fax No.: (01662) 220499 Email: investorcare@jindalstainless.com
(vi)	Whether listed company Yes / No	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited 44, Community Center, 2nd Floor Naraina Industrial Area, Phase I, Near PVR, Naraina, New Delhi - 110028 Phone No. (011) 41410592/93/94 Fax No. (011) 41410591 Email : delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1.	Steel	2410	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1	Jindal Stainless UK Limited 75, Park Lane Croydon, Surrey, London, CR 9 1 XS, UK	N.A.	Subsidiary	100.00	2(87)(ii)
2	Jindal Stainless FZE, Dubai Jebel Ali Free Zone, Dubai, United Arab Emirates	N.A.	Subsidiary	100.00	2(87)(ii)
3	PT Jindal Stainless Indonesia Kawasan Industri, Maspion, V/ Desa Sukomulyo Manyar Gresik 61151, Indonesia	N.A.	Subsidiary	99.99	2(87)(ii)
4	Jindal Stainless Italy S.r.l. Via G Pepe 12, Venezia – Mestre 30172 VE, Italy.	N.A.	Subsidiary	100.00	2(87)(ii)
5	JSL Group Holdings Pte. Ltd., Singapore 302, Upper Paya, Lebar Road, Tai Keng, Shopping Centre, Singapore 534935	N.A.	Subsidiary	100.00	2(87)(ii)
6	JSL Ventures Pte. Ltd., Singapore 302, Upper Paya, Lebar Road, Tai Keng, Shopping Centre, Singapore 534935	N.A.	Subsidiary	100.00	2(87)(ii)

Sl. No.	Name and address of the company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
7	Jindal Aceros Inoxidables S. L., Spain Plaza Tarascon, 608.600, Berga (Barcelona), Spain	N.A.	Subsidiary	100.00	2(87)(ii)
8	Iberjindal S.L., Spain Ctra, Cordoba – Malaga, km 80'800, 14900 Lucena (Cordoba) Espana	N.A.	Subsidiary	65.00	2(87)(ii)
9	Jindal United Steel Limited O.P. Jindal Marg, Hisar-125005, Haryana	U28113HR2014PLC053875	Subsidiary	100.00	2(87)(ii)
10	Jindal Coke Limited* O.P. Jindal Marg, Hisar-125005, Haryana	U23101HR2014PLC053884	Subsidiary	100.00	2(87)(ii)
11	Jindal Stainless Corporate Management Services Pvt. Ltd. O.P. Jindal Marg, Hisar-125005, Haryana	U74140HR2013PTC049340	Associate	50.00	2(6)

* Ceased to be subsidiary of the Company with effect from 13th November, 2016.

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year – 1st April, 2015				No. of Shares held at the end of the year – 31st March, 2016				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a. Individual / HUF	646,087	-	646,087	0.29	646,087	-	646,087	0.28	-
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	51,907,115	234,295	52,141,410	23.03	52,141,410	-	52,141,410	22.55	-
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	52,553,202	234,295	52,787,497	23.32	52,787,497	-	52,787,497	22.83	-
(2) Foreign									
a. NRIs – Individuals	7,523,053	-	7,523,053	3.32	7,523,053	-	7,523,053	3.25	-
b. Other – Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	49,450,000	-	49,450,000	21.84	54,260,440	-	54,260,440	23.47	1.63
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	56,973,053	-	56,973,053	25.17	61,783,493	-	61,783,493	26.72	1.55
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	109,526,255	234,295	109,760,550	48.49	114,570,990	-	114,570,990	49.56	1.07

Category of Shareholders	No. of Shares held at the beginning of the year – 1st April, 2015				No. of Shares held at the end of the year – 31st March, 2016				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
B. Public Shareholding									
(1) Institutions									
a. Mutual Funds	13,782,604	14,300	13,796,904	6.09	11,296,115	14,300	11,310,415	4.89	(1.2)
b. Banks / FI	238,405	22,600	261,005	0.12	267,619	22,560	290,179	0.13	0.01
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	2,424,934	-	2,424,934	1.07	2,424,934	-	2,424,934	1.05	(0.02)
g. FIIs/Foreign Portfolio Investor	41,027,538	13,740	41,041,278	18.13	40,285,158	13,740	40,298,898	17.43	(0.70)
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Any Others	-	-	-	-	-	-	-	-	-
Sub-total (B) (1)	57,473,481	50,640	57,524,121	25.41	54,273,826	50,600	54,324,426	23.50	(1.91)
(2) Non-Institutions									
a. Bodies Corp.									
(i) Indian	12,017,349	62,041	12,079,390	5.34	14,536,914	61,391	14,598,305	6.31	0.98
(ii) Overseas	-	1,690	1,690	0.00	-	1,690	1,690	0.00	-
b. Individuals									
(i) Individual shareholders holding nominal share capital upto ₹ 2 lakh	14,734,163	2,911,737	17,645,900	7.79	15,775,962	2,815,087	18,591,049	8.04	0.25
(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh	-	-	-	-	222,223	-	222,223	0.10	0.10
(iii) Others	11,129,265	629,755	11,759,020	5.19	10,656,868	615,560	11,272,428	4.88	(0.32)
Sub-total (B) (2)	37,880,777	3,605,223	41,486,000	18.33	41,191,967	3,493,728	44,685,695	19.33	1
Total shareholding (B) = (B)(1)+(B)(2)	95,354,258	3,655,863	99,010,121	43.74	95,465,793	3,544,328	99,010,121	42.83	(0.91)
C. Shares held by Custodian for GDRs & ADRs									
Promoter & Promoter Group	16,734,984	-	16,734,984	7.39	16,734,984	-	16,734,984	7.24	-
Public	869,350	-	869,350	0.38	869,350	-	869,350	0.38	-
Grand Total (A)+(B)+(C)	222,484,847	3,890,158	226,375,005	100.00	227,641,117	3,544,328	231,185,445	100	

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year – 1st April, 2015			Shareholding at the end of the year – 31st March, 2016			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	ABHINANDAN INVESTMENTS LIMITED	811,350	0.36	0.36	811,350	0.35	0.35	-
2	ABHYUDAY JINDAL	22,180	0.01	0.00	22,180	0.01	0.00	-
3	ARTI JINDAL	14,390	0.01	0.00	14,390	0.01	0.00	-
4	COLARADO TRADING CO LTD	2,074,930	0.92	0.89	2,074,930	0.9	0.88	-
5	DEEPIKA JINDAL	69,265	0.03	0.00	69,265	0.03	0.00	-
6	EVER PLUS SECURITIES & FINANCE LIMITED	1,157,835	0.51	0.51	1,157,835	0.5	0.50	-
7	GAGAN TRADING COMPANY LIMITED	2,454,295	1.08	1.08	2,454,295	1.06	1.06	-
8	GOSWAMIS CREDITS & INVESTMENTS LIMITED	877,795	0.39	0.28	877,795	0.38	0.28	-
9	HEXA SECURITIES & FINANCE CO LTD	4,931,175	2.18	2.18	4,931,175	2.13	2.13	-
10	JINDAL EQUIPMENT LEASING AND CONSULTANCY SERVICES LIMITED	5,735,555	2.53	2.53	5,735,555	2.48	2.48	-
11	JSW HOLDINGS LIMITED	460,720	0.20	0.20	460,720	0.2	0.20	-
12	NALWA SONS INVESTMENTS LIMITED	347,945	0.15	0.15	347,945	0.15	0.15	-
13	KAMAL KISHORE BHARTIA	1,550	0.00	0.00	1,550	0.00	0.00	-
14	MANJULA FINANCES LTD	1,012,080	0.45	0.45	1,012,080	0.44	0.44	-
15	MANSAROVER INVESTMENTS LIMITED	3,797,210	1.68	1.68	3,797,210	1.64	1.64	-
16	MEREDITH TRADERS PVT LTD	422,210	0.19	0.19	422,210	0.18	0.18	-
17	NALWA ENGINEERING CO LTD	747,290	0.33	0.33	747,290	0.32	0.32	-
18	NALWA INVESTMENT LIMITED	1,707,110	0.75	0.75	1,707,110	0.74	0.74	-
19	NAVEEN JINDAL	12,768	0.01	0.00	12,768	0.01	0.00	-
20	NAVEEN JINDAL HUF	107,860	0.05	0.00	107,860	0.05	0.00	-
21	PARTH JINDAL	27,575	0.01	0.00	27,575	0.01	0.00	-
22	PRITHVI RAJ JINDAL	31,298	0.01	0.00	31,298	0.01	0.00	-
23	P R JINDAL HUF	58,290	0.03	0.00	58,290	0.03	0.00	-
24	RATAN JINDAL	7,424,148	3.28	0.00	7,424,148	3.21	0.00	-
25	R K JINDAL & SONS HUF	13,940	0.01	0.00	13,940	0.01	0.00	-
26	RENUKA FINANCIAL SERVICES LTD	886,620	0.39	0.39	886,620	0.38	0.38	-
27	ROHIT TOWER BUILDING LTD	31,200	0.01	0.01	31,200	0.01	0.01	-
28	SAJJAN JINDAL	47,748	0.02	0.00	47,748	0.02	0.00	-
29	S K JINDAL AND SONS HUF	33,330	0.01	0.00	33,330	0.01	0.00	-
30	SANGITA JINDAL	46,910	0.02	0.00	46,910	0.02	0.00	-
31	SARIKA JHUNJHUNWALA	76,725	0.03	0.00	76,725	0.03	0.00	-
32	SAROJ BHARTIA	40	0.00	0.00	40	0.00	0.00	-

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year – 1st April, 2015			Shareholding at the end of the year – 31st March, 2016			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
33	SAVITRI DEVI JINDAL	88,573	0.04	0.00	88,573	0.04	0.00	-
34	SEEMA JAJODIA	900	0.00	0.00	900	0.00	0.00	-
35	SMINU JINDAL	43,875	0.02	0.00	43,875	0.02	0.00	-
36	STAINLESS INVESTMENTS LIMITED	1,442,895	0.64	0.64	1,442,895	0.62	0.62	-
37	SUN INVESTMENTS LIMITED	9,296,780	4.11	4.11	9,296,780	4.02	4.02	-
38	TANVI JINDAL	11,995	0.01	0.00	11,995	0.01	0.00	-
39	TARINI JINDAL	12,000	0.01	0.00	12,000	0.01	0.00	-
40	TRIPTI JINDAL	12,175	0.01	0.00	12,175	0.01	0.00	-
41	URVI JINDAL	11,605	0.01	0.00	11,605	0.01	0.00	-
42	VRINDAVAN SERVICES PRIVATE LIMITED	4,946,705	2.19	2.19	4,946,705	2.14	2.14	-
43	JSL OVERSEAS HOLDINGS LIMITED*	27,700,000	12.24	11.93	27,700,000	11.98	11.69	-
44	JSL OVERSEAS LIMITED	21,750,000	9.61	0.00	26,560,440	11.49	0.00	1.88
45	JINDAL STRIPS LIMITED	5,314,090	2.35	2.35	5,314,090	2.30	2.30	-
46	SIDDESHWARI TRADEX PRIVATE LIMITED	2,755,890	1.22	1.22	2,755,890	1.19	1.19	-
47	JINDAL REX EXPLORATION PRIVATE LIMITED	929,730	0.41	0.41	929,730	0.40	0.40	-
	Total	109,760,550	48.49	34.83	114,570,990	49.56	34.11	-

*JSL Overseas Holdings Limited also holds 83,67,492 GDS representing 1,67,34,984 underlying equity shares of ₹ 2/- each.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in promoter shareholding during the year			
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	Date	No of shares disposed off	No of shares acquired	No. of shares at the end of the year
1	ABHINANDAN INVESTMENTS LIMITED	811,350	0.36	811,350	0.35	-	-	-	811,350
2	ABHYUDAY JINDAL	22,180	0.01	22,180	0.01	-	-	-	22,180
3	ARTI JINDAL	14,390	0.01	14,390	0.01	-	-	-	14,390
4	COLARADO TRADING CO LTD	2,074,930	0.92	2,074,930	0.9	-	-	-	2,074,930
5	DEEPIKA JINDAL	69,265	0.03	69,265	0.03	-	-	-	69,265
6	EVER PLUS SECURITIES & FINANCE LIMITED	1,157,835	0.51	1,157,835	0.5	-	-	-	1,157,835
7	GAGAN TRADING COMPANY LIMITED	2,454,295	1.08	2,454,295	1.06	-	-	-	2,454,295
8	GOSWAMIS CREDITS & INVESTMENTS LIMITED	877,795	0.39	877,795	0.38	-	-	-	877,795
9	HEXA SECURITIES & FINANCE CO LTD	4,931,175	2.18	4,931,175	2.13	-	-	-	4,931,175
10	JINDAL EQUIPMENT LEASING AND CONSULTANCY SERVICES LIMITED	5,735,555	2.53	5,735,555	2.48	-	-	-	5,735,555
11	JSW HOLDINGS LIMITED	460,720	0.20	460,720	0.2	-	-	-	460,720
12	NALWA SONS INVESTMENTS LIMITED	347,945	0.15	347,945	0.15	-	-	-	347,945

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in promoter shareholding during the year			
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	Date	No of shares disposed off	No of shares acquired	No. of shares at the end of the year
13	KAMAL KISHORE BHARTIA	1,550	0.00	1,550	0.00	-	-	-	1,550
14	MANJULA FINANCES LTD	1,012,080	0.45	1,012,080	0.44	-	-	-	1,012,080
15	MANSAROVER INVESTMENTS LIMITED	3,797,210	1.68	3,797,210	1.64	-	-	-	3,797,210
16	MEREDITH TRADERS PVT LTD	422,210	0.19	422,210	0.18	-	-	-	422,210
17	NALWA ENGINEERING CO LTD	747,290	0.33	747,290	0.32	-	-	-	747,290
18	NALWA INVESTMENT LTD	1,707,110	0.75	1,707,110	0.74	-	-	-	1,707,110
19	NAVEEN JINDAL	12,768	0.01	12,768	0.01	-	-	-	12,768
20	NAVEEN JINDAL HUF	107,860	0.05	107,860	0.05	-	-	-	107,860
21	PARTH JINDAL	27,575	0.01	27,575	0.01	-	-	-	27,575
22	PRITHVI RAJ JINDAL	31,298	0.01	31,298	0.01	-	-	-	31,298
23	P R JINDAL HUF	58,290	0.03	58,290	0.03	-	-	-	58,290
24	RATAN JINDAL	7,424,148	3.28	7,424,148	3.21	-	-	-	7,424,148
25	R K JINDAL & SONS HUF	13,940	0.01	13,940	0.01	-	-	-	13,940
26	RENUKA FINANCIAL SERVICES LTD	886,620	0.39	886,620	0.38	-	-	-	886,620
27	ROHIT TOWER BUILDING LTD	31,200	0.01	31,200	0.01	-	-	-	31,200
28	SAJJAN JINDAL	47,748	0.02	47,748	0.02	-	-	-	47,748
29	S K JINDAL AND SONS HUF	33,330	0.01	33,330	0.01	-	-	-	33,330
30	SANGITA JINDAL	46,910	0.02	46,910	0.02	-	-	-	46,910
31	SARIKA JHUNJHUNWALA	76,725	0.03	76,725	0.03	-	-	-	76,725
32	SAROJ BHARTIA	40	0.00	40	0.00	-	-	-	40
33	SAVITRI DEVI JINDAL	88,573	0.04	88,573	0.04	-	-	-	88,573
34	SEEMA JAJODIA	900	0.00	900	0.00	-	-	-	900
35	SMINU JINDAL	43,875	0.02	43,875	0.02	-	-	-	43,875
36	STAINLESS INVESTMENTS LIMITED	1,442,895	0.64	1,442,895	0.62	-	-	-	1,442,895
37	SUN INVESTMENTS LIMITED	9,296,780	4.11	9,296,780	4.02	-	-	-	9,296,780
38	TANVI JINDAL	11,995	0.01	11,995	0.01	-	-	-	11,995
39	TARINI JINDAL	12,000	0.01	12,000	0.01	-	-	-	12,000
40	TRIPTI JINDAL	12,175	0.01	12,175	0.01	-	-	-	12,175
41	URVI JINDAL	11,605	0.01	11,605	0.01	-	-	-	11,605
42	VRINDAVAN SERVICES PRIVATE LIMITED	4,946,705	2.19	4,946,705	2.14	-	-	-	4,946,705
43	JSL OVERSEAS HOLDINGS LIMITED [#]	27,700,000	12.24	27,700,000	11.98	-	-	-	27,700,000
44	JSL OVERSEAS LIMITED	21,750,000	9.61	26,560,440	11.49	25.09.2015	-	4,810,440*	26,560,440
45	JINDAL STRIPS LIMITED	5,314,090	2.35	5,314,090	2.30	-	-	-	5,314,090
46	SIDDESHWARI TRADEX PRIVATE LIMITED	2,755,890	1.22	2,755,890	1.19	-	-	-	2,755,890
47	JINDAL REX EXPLORATION PRIVATE LIMITED	929,730	0.41	929,730	0.40	-	-	-	929,730
	Total	109,760,550	48.49	114,570,990	49.56	-	-	-	114,570,990

[#] JSL Overseas Holdings Limited also holds 83,67,492 GDS representing 1,67,34,984 underlying equity shares.

* Conversion of CCCPS into Equity Shares

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in shareholding during the year			
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	Date	No of shares disposed off	No of shares acquired	No. of shares at the end of the year
1	CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED	11,904,296	5.26	11,904,232	5.15	18.03.2016	64	-	11,904,232
2	RELIANCE CAPITAL TRUSTEE CO. LTD. A/C RELIANCE DIVERSIFIED POWER SECTOR FUND	10,439,840	4.61	8,918,561	3.86	19.06.2015	159,600	-	8,918,561
						26.06.2015	65,200	-	
						03.07.2015	68,400	-	
						10.07.2015	171,400	-	
						17.07.2015	131,300	-	
						20.11.2015	103,300	-	
						27.11.2015	249,479	-	
						11.12.2015	364,600	-	
						18.12.2015	175,700	-	
						25.12.2015	32,300	-	
3	HYPNOS FUND LIMITED	10,301,711	4.55	10,301,711	4.46	-	-	-	10,301,711
4	VINOD MOHAN NAIR	9,097,524	4.02	9,097,524	3.94	-	-	-	9,097,524
5	ELM PARK FUND LIMITED	7,822,160	3.46	7,822,160	3.38	-	-	-	7,822,160
6	RELIANCE CAPITAL TRUSTEE CO. LTD A/C RELIANCE LONG TERM EQUITY FUND	3,325,889	1.47	2,362,189	1.02	19.06.2015	25,400	-	2,362,189
						26.06.2015	280,200	-	
						03.07.2015	68,400	-	
						10.07.2015	171,400	-	
						17.07.2015	131,300	-	
						11.03.2016	230,500	-	
						18.03.2016	56,500	-	
7	INDIA MAX INVESTMENT FUND LIMITED	4,056,180	1.79	3,882,980	1.68	31.07.2015	173,200	-	3,882,980
8	ALBULA INVESTMENT FUND LTD	3,609,070	1.59	3,609,070	1.56	-	-	-	3,609,070
9	LIFE INSURANCE CORPORATION OF INDIA	2,042,189	0.9	2,042,189	0.88	-	-	-	2,042,189
10	HSBC BANK MAURITIUS LIMITED	1,970,000	0.87	1,970,000	0.85	-	-	-	1,970,000
11	GLOBE FINCAP LIMITED	1,332,372	0.59	3,774,998	1.63	10.04.2015	800	-	3,774,998
						17.04.2015	70,000	-	
						22.05.2015	-	499,900	
						29.05.2015	-	200,000	
						05.06.2015	-	48,500	
						19.06.2015	-	21,000	
						26.06.2015	-	350,000	
						10.07.2015	800	-	

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in shareholding during the year			
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	Date	No of shares disposed off	No of shares acquired	No. of shares at the end of the year
						17.07.2015	-	8,455	
						24.07.2015	200	-	
						14.08.2015	-	99,900	
						28.08.2015	-	203,000	
						11.09.2015	1,000	-	
						25.09.2015	-	535,000	
						30.09.2015	-	4,000	
						10.10.2015	5	-	
						23.10.2015	-	525,000	
						20.11.2015	-	202	
						27.11.2015	-	21,300	
						11.12.2015	-	199,000	
						18.12.2015	-	60,000	
						25.12.2015	60,000	-	
						29.01.2016	7,500	-	
						10.02.2016	252,000	-	
						19.02.2016	300,000	-	
						26.02.2016	300	-	
						18.03.2016	-	11,274	
						31.03.2016	-	348,700	
12	SAL REAL ESTATES PVT LTD	1,523,351	0.67	2,007,910	0.87	10.04.2015	-	73,000	2,007,910
						17.04.2015	-	70,000	
						24.04.2015	-	142,000	
						15.05.2015	33,075	-	
						12.06.2015	41,041	-	
						19.06.2015	39,959	-	
						26.06.2015	-	131,000	
						21.08.2015	-	150,000	
						11.09.2015	-	40,000	
						25.09.2015	-	75,000	
						09.10.2015	20,000	-	
						31.10.2015	150,000	-	
						20.11.2015	56,866	-	
						27.11.2015	-	46,000	
						04.12.2015	-	86,000	
						18.12.2015	-	222,000	
						22.01.2016	-	109,000	
						04.03.2016	275,000	-	
						31.03.2016	43500	-	

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of Shareholder	As on 1.4.2015		As on 31.3.2016		Date wise increase / decrease in shareholding during the year			
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company	Date	No. of shares disposed off	No. of shares acquired	No. of shares at the end of the year
1	Mr. Ratan Jindal	74,24,148	3.28	74,24,148	3.21	-	-	-	74,24,148
2	Mr. Naveen Jindal \$	12,768	0.01	12,768	0.01	-	-	-	12,768
3	Mr. Rajinder Parkash Jindal \$	3,900	0.00	3,900	0.00	-	-	-	3,900
4	Mr. Gautam Kanjilal	-	-	-	-	-	-	-	-
5	Mr. Suman Jyoti Khaitan	-	-	-	-	-	-	-	-
6	Mr. T.S. Bhattacharya	-	-	-	-	-	-	-	-
7	Mr. Kanwaljit Singh Thind \$	515	0.00	515	0.00	-	-	-	515
8	Mr. Girish Sharma \$	-	-	-	-	-	-	-	-
9	Ms. Ishani Chattopadhyay	-	-	-	-	-	-	-	-
10	Mr. Subrata Bhattacharya *	10	0.00	10	0.00	-	-	-	10
11	Mr. Raajesh Kumar Gupta @	-	-	-	-	-	-	-	-
12	Mr. Vipin Agarwal @	-	-	-	-	-	-	-	-
13	Mr. Ashish Gupta @	-	-	-	-	-	-	-	-

\$ Mr. Rajinder Parkash Jindal and Mr. Kanwaljit Singh Thind ceased to be Directors w.e.f. 31st January, 2016. Mr. Naveen Jindal and Mr. Girish Sharma ceased to be Directors w.e.f. 30th March, 2016 and 26th April, 2016 respectively.

* Mr. S. Bhattacharya was appointed as Whole Time Director w.e.f. 6th November, 2015.

@ Mr. Raajesh Kumar Gupta was appointed as Company Secretary and KMP w.e.f. 30th May, 2015. Mr. Vipin Agarwal was appointed as CFO and KMP w.e.f. 30th May, 2015 and he ceased to be a KMP w.e.f. 19th October, 2015. Mr. Ashish Gupta was appointed as CFO and KMP w.e.f. 1st March, 2016.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment

(Amount - ₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Public Fixed Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year – 1st April, 2015				
(i) Principal Amount	10,86,823.09	-	2,078.68	10,88,901.77
(ii) Interest due but not paid	3,774.62	-	-	3,774.62
(iii) Interest accrued but not due	8,777.21	-	-	8,777.21
Total (i+ii+iii)	10,99,374.92	-	2,078.68	11,01,453.60
Change in Indebtedness during the financial year				
• Addition	1,04,287.34	19,265.99	-	1,23,553.33
• Reduction	2,00,013.62	-	1,586.79	2,01,600.41
Net Change	(95,726.28)	19,265.99	(1,586.79)	(78,047.08)
Indebtedness at the end of the financial year – 31st March, 2016				
(i) Principal Amount	9,83,929.48	19,265.99	491.89	10,03,687.36
(ii) Interest due but not paid	10,201.01	-	-	10,201.01
(iii) Interest accrued but not due	9,518.16	-	-	9,518.16
Total (i+ii+iii)	10,03,648.65	19,265.99	491.89	10,23,406.53

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Amount - ₹ in Lakh)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			(Amount ₹ in Lakhs)
1.	Gross Salary	Mr. Ratan Jindal *	Mr. Rajinder Parkash Jindal®	Mr. Subrata Bhattacharya ^{\$}	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	-	29.66	140.20	169.86
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	NIL	3.58	4.09	7.67
	(c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission				
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5.	Others	NIL	NIL	5.70	5.70
	Total (A)	NIL	33.24	149.99	183.23
	Ceiling as per the Act **	NIL	NIL	NIL	NIL

* Mr. Ratan Jindal has received salary of ₹1,003.22 Lakhs from Jindal Stainless FZE, subsidiary of the Company during the financial year 2015-16.

@ Mr. Rajinder Parkash Jindal ceased to be a Director w.e.f. 31st January, 2016.

\$ Mr. Subrata Bhattacharya was appointed as Whole Time Director w.e.f. 6th November, 2015. However, the remuneration shown in the above table is for entire financial year.

** Since the Company did not have profit as per Section 198 of the Companies Act, 2013 during the financial year 2015-16 and there were defaults in repayment of debts and interest payable thereon for a continuous period of thirty days, the Company required approval of Central Government for payment of remuneration to the managerial personnel. The Company has already obtained approval in respect of Mr. Rajinder Parkash Jindal. Further the Company's application to the Central Government for approval on payment of remuneration to Mr. Subrata Bhattacharya is under Process.

B. Remuneration to other Directors

1. Independent Directors

(Amount ₹ in Lakh)

Particulars of Remuneration	Name of Directors					Total Amount
	Mr. Suman Jyoti Khaitan	Mr. T.S. Bhattacharya	Mr. Girish Sharma	Mr. Kanwaljit Singh Thind	Ms. Ishani Chattopadhyay	
• Fee for attending board / committee meetings	2.21	2.31	2.21	2.10	0.50	9.33
• Commission	-	-	-	-	-	-
• Others, please specify	-	-	-	-	-	-
Total (1)	2.21	2.31	2.21	2.10	0.50	9.33

2. Other Non-Executive Directors

Other Non-Executive Directors	Mr. Naveen Jindal	Mr. Gautam Kanjilal	(Amount ₹ in Lakh)
• Fee for attending board / committee meetings	0.50	2.81	3.31
• Commission	-	-	-
• Others, please specify	-	-	-
Total (2)	0.50	2.81	3.31
Total Managerial Remuneration (A+B)			195.87
Overall Ceiling as per the Act			N.A.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD

(Amount ₹ in Lakhs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		Mr. Vipin Agarwal *	Mr. Ashish Gupta @	Mr. Raajesh Kumar Gupta \$	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	51.04	4.99	40.73	96.76
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	2.37	1.04	4.50	7.91
	(c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL
4.	Commission				
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL
	Total	53.41	6.03	45.23	104.67

* Mr. Vipin Agarwal was appointed as CFO and KMP w.e.f. 30th May, 2015 and he ceased to be CFO and KMP w.e.f. 19th October, 2015.

@ Mr. Ashish Gupta was appointed as CFO and KMP w.e.f. 1st March, 2016.

\$ Mr. Raajesh Kumar Gupta was appointed as Company Secretary and KMP w.e.f. 30th May, 2015.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
B. DIRECTORS					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

Annexure VI to Directors Report

Form No. AOC-2

(Pursuant to Clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM'S LENGTH BASIS:

(a) Name(s) of the related party and nature of relationship	NIL (All contracts or arrangements or transactions with related parties are at arm's length basis)
(b) Nature of contracts/ arrangements/ transactions	
(c) Duration of the contracts / arrangements/transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Justification for entering into such contracts or arrangements or transactions	
(f) Date(s) of approval by the Board	
(g) Amount paid as advances, if any	
(h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:

(a) Name(s) of the related party and nature of relationship	NIL
(b) Nature of contracts/ arrangements/ transactions	
(c) Duration of the contracts/ arrangements/ transactions	
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	
(e) Date(s) of approval by the Board, if any	
(f) Amount paid as advances, if any	

REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), the report containing the details of Corporate Governance systems and processes at Jindal Stainless Limited ("JSL") is as follows:

1. COMPANY'S PHILOSOPHY ON THE CODE OF CORPORATE GOVERNANCE:

Corporate Governance is creation and enhancing long term sustainable value for the stakeholders through ethically driven business process. At JSL, it is imperative that your Company affairs are managed in a fair and transparent manner. We recognize communication as a key element of the overall corporate governance framework and therefore, emphasize on seamless and efficient flow of relevant communication to all external constituencies. We believe that appropriate disclosure procedures, transparent accounting policies, strong and independent Board practices and highest level of ethical standards are critical to enhance and retain investor's trust and generate sustainable corporate growth. We also believe that Corporate Governance is not just a definition but a journey to constantly improve sustainable value creation.

Keeping the above principles and beliefs in mind, your Company has formed the Corporate Governance Framework on the following broad practices:

- Engaging a diverse and highly professional, experienced and competent Board of Directors, with versatile expertise in industry, finance, management and law;
- Deploying well defined governance structures that establishes checks and balances and delegates decision making to appropriate levels in the organization;
- Adoption and implementation of fair, transparent and robust systems, processes, policies and procedures;
- Making high levels of disclosures for dissemination of corporate, financial and operational information to all its stakeholders; and
- Having strong systems and processes to ensure full and timely compliances with all legal and regulatory requirements and zero tolerance for non-compliance.

2. BOARD OF DIRECTORS:

(i) Composition and Category of Directors

The Board of Directors of your Company is having optimum combination of Executive and Non-Executive Directors, in conformity with Regulation 17 of the SEBI LODR. As at 31st March, 2016, the Board of JSL consisted of seven Directors, including four independent directors. Detail with respect to size and composition of Board of Directors is given hereunder:

Category	Name of Directors
Promoter Director	Mr. Ratan Jindal, Chairman & Managing Director
Executive Director	Mr. Subrata Bhattacharya
Independent Directors	Mr. Suman Jyoti Khaitan
	Mr. T.S. Bhattacharya
	Mr. Girish Sharma*
	Ms. Ishani Chattopadhyay
Nominee Director – State Bank of India	Mr. Gautam Kanjilal

*Resigned w.e.f. 26th April, 2016

(ii) Independent Directors

Your Company had at its Annual General Meeting (AGM) held on September 22, 2014 appointed Mr. Suman Jyoti Khaitan and Mr. T. S. Bhattacharya as Independent Directors pursuant to Sections 149, 152 and Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules issued thereunder and erstwhile Clause 49 of the Listing Agreement. While the tenure of Mr. Suman Jyoti Khaitan is five years, the tenure of Mr. Bhattacharya is two years. Further, the Company had at its AGM held on December 21, 2015, appointed Ms. Ishani Chattopadhyay as an Independent Director for a period of three years. The maximum tenure of Independent Directors is in compliance with the Act.

The tenure of Mr. T.S. Bhattacharya expired on 21st September, 2016. The Board of Directors have, in their meeting held on 11th August, 2016, keeping in view, the recommendations of the Nomination and Remuneration Committee and also the skills, experience

and contributions of Mr. Bhattacharya, approved his reappointment for a further period of 3 (three) years with effect from 22nd September, 2016. The Company has, in accordance with the provisions of Section 160 of the Act, received notice in writing from a member proposing his candidature for appointment as an Independent Director at the ensuing AGM. Accordingly the Board of Directors is seeking approval of the Shareholders in the ensuing AGM for his appointment as an Independent Director to hold office up to 3 (three) consecutive years.

The Company has received declarations as stipulated under Section 149(7) of the Act and Regulation 16 of the SEBI LODR from each Independent Director confirming that he / she is not disqualified from being appointed /continuing as an Independent Director. Your Company had also issued formal appointment letters to all the Independent Directors in the manner provided under the Act and the SEBI LODR. The terms and conditions of the appointment of Independent Directors have been displayed on the website of the Company and can be accessed through the following link:

<http://jslstainless.com/pdf/Terms%20&%20conditions%20of%20Appointment%20of%20Independent%20Directors.pdf>

(iii) Board Meetings

During the financial year 2015-16, four Board meetings were held on 30th May, 2015, 7th August, 2015, 6th November, 2015 and 2nd February, 2016. The gap between the two meetings was within the limit prescribed under the Companies Act, 2013. The necessary quorum was present during all the meetings.

(iv) Attendance of Directors, other Directorships and other details

Attendance of Directors at the Board Meetings, last Annual General Meeting and number of Directorships and Chairmanships / Memberships of Committee(s) in other companies are given below:

Name of the Director@	No of Board Meeting attended	Attendance at last AGM	No. of Directorships held in other public companies #	No. of Memberships (M)/ Chairmanships (C) in other Board Committee(s)^	No. of Shares and Convertible Instruments held by Non-Executive Directors
Mr. Ratan Jindal	4	No	7	-	N.A.
Mr. Naveen Jindal \$	1	No	\$	\$	12,768
Mr. Rajinder Parkash Jindal \$	3	Yes	\$	\$	-
Mr. Subrata Bhattacharya*	2	No	-	Nil	N.A.
Mr. Gautam Kanjilal	4	Yes	2	3(C), 1(M)	-
Mr. Suman Jyoti Khaitan	3	No	4	3(C), 2(M)	-
Mr. T.S. Bhattacharya	3	No	7	3(C), 1(M)	-
Mr. Kanwaljit Singh Thind \$	3	Yes	\$	\$	515
Mr. Girish Sharma \$	4	No	\$	\$	-
Ms. Ishani Chattopadhyay	1	No	1	Nil	-

@ Post cessation of Mr. Naveen Jindal, brother of Mr. Ratan Jindal, no Directors are related to other directors.

* Mr. S. Bhattacharya was appointed as Whole Time Director w.e.f. 6th November, 2015.

\$ Mr. Rajinder Parkash Jindal and Mr. Kanwaljit Singh Thind ceased to be Directors w.e.f. 31st January, 2016. Mr. Naveen Jindal and Mr. Girish Sharma ceased to be Directors w.e.f. 30th March, 2016 and 26th April, 2016 respectively.

N.A. Not Applicable

Directorships do not include directorships in foreign companies.

Only covers Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.

^ None of the Directors on the Board is a Director in more than 20 companies (including not more than 10 Public Limited Companies) as specified in Section 165 of the Companies Act, 2013. None of the Independent Directors serve as an Independent Director in more than 7 Listed Companies and Member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Regulations 25 and 26 of the SEBI LODR across all the public companies in which he/she is a Director.)

(v) Board Meetings, its Committee Meetings and Procedures thereof:

A. Scheduling and selection of agenda items for Board Meetings

- (i) The Board meets at least in a quarter to review the quarterly results, performance of the Company and other items on the agenda. Apart from the four Board Meetings, additional Board Meetings are also convened as and when required to address the specific needs of the Company by giving appropriate notice to the Directors. The Board also approves permitted urgent matters by passing the resolutions through circulation.
- (ii) The meetings are usually held at the Company's corporate office at New Delhi.
- (iii) All divisions/departments in the Company are encouraged to plan their functions well in advance, particularly with regard to matters requiring discussion/approval/decision in the Board/Committee meetings. All such matters are communicated to the Company Secretary in advance so that the same could be included in the agenda for the Board meetings.
- (iv) The Board is given presentations on finance, sales and marketing, and the major business segments and operations of the Company, while considering the results of the Company at each of the pre-scheduled Board meeting.
- (v) The Company Secretary, in consultation with the Chairman and Managing Director / Whole Time Director and other concerned persons in the top management, finalizes the agenda papers for the Board meetings.

B. Distribution of Board material

- (i) Agenda papers are circulated to the Directors, in advance, in the defined agenda format. All material information is incorporated in the agenda papers for facilitating meaningful, informed and focused discussions at the meeting. Where it is not practicable to attach any document to the agenda, the same is placed on the table at the meeting with specific reference to this effect in the agenda.
- (ii) With the permission of Chairman and other directors present at the meeting, additional or supplementary item(s) in the agenda are taken up for discussion and consideration. Sensitive subject matters may be discussed at the meeting without written material being circulated in advance for the meeting.

C. Recording minutes of proceedings at Board / Committee meeting

The Company Secretary records the minutes of the proceedings of each Board and Committee Meetings. Draft minutes of the meetings are circulated to the Directors within 15 days of the meetings for their comments / inputs. Thereafter, the minutes of the proceedings of a meeting are entered in the minute book within thirty days from the conclusion of the meeting and signed by the Chairman of the next Board / Committee Meeting.

D. Post meeting follow up mechanism

There is an effective post meeting follow-up, review and reporting process for the action taken on decisions of the Board and Committees. Important decisions taken at Board / Committee meetings are communicated promptly to the concerned departments / divisions.

E. Compliance

The Company Secretary, while preparing the agenda, notes on agenda, minutes etc. of the meetings and holding and conducting the meetings, is responsible for and is required to ensure adherence to material provisions of all applicable laws. Certificates relating to compliance of important provisions of law are placed in every Board Meeting.

(vi) Familiarization Programme for Board Members including Independent Directors

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with Company's procedures and practices.

Periodic presentations are made at the Board and Committee meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. The Company through its Key Managerial Personnel / Senior Managerial Personnel conducts programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company and to apprise them about their roles, rights and responsibilities in the Company to enable them to make effective contribution and discharge their functions as a Board Member.

The Independent Directors are given every opportunity to interact with the Key / Senior Management Personnel and are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

The familiarization programme for Independent Directors in terms of the provisions of Regulations 25 and 46 of the SEBI LODR is uploaded on the website of the Company and can be accessed through following link:

<http://jislstainless.com/pdf/>

[DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf](http://jislstainless.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf)

(vii) Independent Directors' meeting

In accordance with the provisions of Schedule IV (Code for Independent Directors) of the Companies Act, 2013 and Clause 25 of the SEBI LODR, a meeting of the Independent Directors of the Company was held on 2nd February, 2016, without the presence of Non-Independent Directors and representatives of the management. The Independent Directors inter alia, decided to review the performance of non-independent directors, Chairman and the Board of Directors as a whole, after close of the financial year. Accordingly, the independent directors met again on 11th August, 2016 and based on the feedback received from other directors, carried out detailed evaluation of the performance of non-independent directors, Chairman and the Board of Directors of the Company as a whole.

(viii) Evaluation of Board Effectiveness

In terms of the provisions of the Companies Act, 2013 read with Rules issued thereunder and Regulation 19 of the SEBI LODR, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have to evaluate the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the financial year ended 31st March, 2016. The evaluation of the Directors was based on various aspects, inter-alia, including the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

The purpose of the Board evaluation is to achieve persistent and consistent improvement in the governance of the Company at the Board level with the participation of all concerned in an environment of harmony. The Board acknowledges its intention to establish and follow best practices in Board Governance in order to fulfill its fiduciary obligation to the Company. The Board believes the evaluation will lead to a closer working relationship among the Board members, greater efficiency in the use of the Board's time and increased effectiveness of the Board as a governing body.

3. BOARD COMMITTEES

The Committees constituted by the Board play a very important role in the governance structure of the Company. The composition and the terms of reference of these Committees are approved by the Board and are in line with the requirement of the Companies Act, 2013 and Regulations 18, 19 and 20 of the SEBI LODR. The Board is updated on the discussions held at the Committee meetings and the recommendations made by various Committees. Further, the minutes of the Committee meetings are placed at the Board meetings. Currently there are following 5 (Five) committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Sub-Committee of Directors.

Meetings of Board Committees held during the year and Member's attendance

Board Committees	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee	Sub-Committee of Directors
Meetings Held	4	2	4	NIL	13
Members' Attendance					
Mr. Ratan Jindal	-	N.A. ⁶	N.A. ⁶	NIL	12
Mr. Subrata Bhattacharya ¹	-	-	1	NIL	2
Mr. Gautam Kanjilal	4	-	-	-	-
Mr. Suman Jyoti Khaitan	3	1	1	-	1
Mr. T. S. Bhattacharya	3	2	-	NIL	-
Ms. Ishani Chattopadhyay	N.A. ⁵	-	-	-	-
Mr. Kanwaljit Singh Thind ²	3	-	-	-	-
Mr. Rajinder Parkash Jindal ³	-	-	3	-	11
Mr. Girish Sharma ⁴	-	2	4	-	-

1. Mr. Subrata Bhattacharya was appointed as Director w.e.f. 6th November, 2015
2. Mr. Kanwaljit Singh Thind ceased to be director w.e.f. 31st January, 2016
3. Mr. Rajinder Parkash Jindal ceased to be director w.e.f. 31st January, 2016
4. Mr. Girish Sharma ceased to be director w.e.f. 26th April, 2016
5. Ms. Ishani Chattopadhyay was inducted in the Audit Committee w.e.f. 6th May, 2016
6. Mr. Ratan Jindal was inducted in the NRC and Stakeholders Relationship Committee w.e.f. 6th May, 2016

(i) Audit Committee

Composition and Terms of Reference:

The Composition and "Terms of Reference" of the Audit Committee are in conformity with the provisions of Section 177 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI LODR. The present composition of the Audit Committee is as under:

Name of Director	Category	Status
Mr. Suman Jyoti Khaitan	Independent Director	Chairman
Mr. T. S. Bhattacharya	Independent Director	Member
Ms. Ishani Chattopadhyay*	Independent Director	Member
Mr. Gautam Kanjilal	Nominee Director	Member

*Appointed as member w.e.f. 6th May, 2016

Meetings:

The Audit Committee met four times during the financial year 2015-16 on 30th May, 2015, 7th August, 2015, 6th November, 2015 and 2nd February, 2016.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting process, to ensure accurate and timely disclosures, integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the internal auditor, the cost auditor, the secretarial auditor and notes the processes and safeguards employed by each of them.

The Chief Financial Officer regularly attends the Committee meetings and the Company Secretary acts as the Secretary of the Committee. All the Committee meetings were attended by the Internal Auditors and the Statutory Auditors.

(ii) Nomination and Remuneration Committee

Composition and Terms of Reference:

The Composition and Terms of Reference of the Nomination and Remuneration Committee (NRC) are in conformity with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI LODR. The present composition of the NRC is as under:

Name of Director	Category	Status
Mr. Suman Jyoti Khaitan	Independent Director	Chairman
Mr. T. S. Bhattacharya	Independent Director	Member
Mr. Ratan Jindal*	Chairman & Managing Director	Member

*Appointed as member of NRC w.e.f. 6th May, 2016.

Meetings:

During the financial year ended 31st March, 2016, two meetings of the Nomination and Remuneration Committee were held on 30th May, 2015 and 2nd February, 2016. Requisite quorum was present during all meetings.

The primary objective of the NRC is to identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and carry out evaluation of every director's performance.

Performance Evaluation Criteria for Independent Directors:

The policy framework, for nomination, election and performance review of Independent Directors duly approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee of Directors of the Company, is in place. The performance of the independent directors is being evaluated by the entire Board, excepting the director being evaluated. The broad criteria for evaluation of Independent Directors are preparation and participation in board meetings and AGM, personality and conduct and quality of value added.

(iii) Stakeholders Relationship Committee

Composition and Terms of Reference:

The Composition and Terms of Reference of the Stakeholders Relationship Committee are in conformity with Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI LODR. The present composition of the Stakeholders' Relationship Committee is as under:

Name of Director	Category	Status
Mr. Suman Jyoti Khaitan	Independent Director	Chairman
Mr. S. Bhattacharya	Independent Director	Member
Mr. Ratan Jindal**	Chairman & Managing Director	Member

**Appointed as member of the Committee w.e.f. 6th May, 2016.

Four meetings of the Committee were held during the financial year ended 31st March, 2016 on 30th May, 2015, 7th August, 2015, 6th November, 2015 and 2nd February, 2016. Requisite quorum was present during all meetings.

The Committee looks into the grievances of the Shareholders related to transfer of shares, payment of dividend and non receipt of annual report and recommends measure for expeditious and effective investor service.

Pursuant to the SEBI LODR, Mr. Raajesh Kumar Gupta, Company Secretary has been appointed as the Compliance Officer, who monitors the share transfer process and liaises with the Authorities such as SEBI, Stock Exchanges, Registrar of Companies etc. The Company complies with the various requirements of the SEBI LODR and depositories with respect to transfer of shares and share certificates are sent to them within the prescribed time.

The Company has duly appointed Share Transfer Agent (R&T Agent) for servicing the shareholders holding shares in physical or dematerialized form. All requests for dematerialization of shares are likewise processed and confirmations thereof are communicated to the investors within the prescribed time.

During the year, only eight complaints were received which stand resolved and no complaint was pending as on 31st March 2016.

(iv) Corporate Social Responsibility Committee

Composition and Terms of Reference:

The Composition and Terms of Reference of the Corporate Social Responsibility Committee ("CSR Committee") are in conformity with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee consists of three Directors, out of which one is Independent.

Names of Members of the Committee, their category and status are given below:

Name of Director	Category	Status
Mr. Ratan Jindal	Chairman & Managing Director	Chairman
Mr. T. S. Bhattacharya*	Independent Director	Member
Mr. S. Bhattacharya*	Executive Director	Member

* Appointed as members w.e.f. May 6, 2016.

On account of losses, the Company was not required to spend any money on CSR, hence no meeting of CSR Committee was held during the year ended 31st March, 2016.

(v) Sub-Committee of Directors

The Company has constituted a Sub-Committee of Directors which has been delegated with certain powers of the Board of Directors in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder. The Committee meets from time to time on need base to transact the matters of urgency.

Names of Members of the Committee, their category and status are given below:

Name of Director	Category	Status
Mr. Ratan Jindal	Chairman & Managing Director	Chairman
Mr. Subrata Bhattacharya*	Whole Time Director	Member
Mr. Suman Jyoti Khaitan	Independent Director	Member

* Inducted w.e.f. 2nd February, 2016.

During the financial year 2015-16, the Sub-Committee of Directors met on 13 times on 27th April, 2015, 4th May, 2015, 2nd June, 2015, 3rd July, 2015, 23rd July, 2015, 24th August, 2015, 25th September, 2015, 24th October, 2015, 12th November, 2015, 25th November, 2015, 7th December, 2015, 2nd February, 2016 and 9th March, 2016.

(vi) Share Transfer Committee:

The Board of Directors has delegated the power of approving transfer of securities and other related formalities to the Share Transfer Committee comprising of Mr. Ratan Jindal, Chairman and Managing Director, Mr. Suman Jyoti Khaitan, Independent Director, Mr. Raajesh Kumar Gupta, Company Secretary and a representative of Registrar & Transfer Agent.

During the financial year ended 31st March 2016, all the valid requests for transfers of shares were processed in time and there were no pending transfers of shares.

4. REMUNERATION OF DIRECTORS

(i) Remuneration Policy

The Company has in place a Remuneration Policy duly approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee of Directors of the Company. Remuneration given to the Directors of the Company is based on the principles of performance, equitableness and competitiveness. The Remuneration Policy has been designed to reflect these principles and to attract, motivate and retain quality manpower for driving the Company successfully.

The remuneration of the Executive Directors, KMPs and Senior Management Personnel is based on Company's financial position, industrial trends and remuneration paid by peer companies. Remuneration to Executive Directors is paid by way of salary (including fixed pay and variable pay), perquisites and retirement benefits, based on recommendation of the Nomination and Remuneration Committee and approval of the Board and Shareholders. The Non-executive directors are paid remuneration by way of sitting fee for attending the meetings of the Board and Committees thereof.

(ii) Details of Remuneration paid to the Directors during the financial year ended 31st March 2016:

(a) Executive Directors:

						Amount (₹ in Lakhs)		
Name of Director	Designation	Salary	Commission	Contribution to PF	Others	Total	Notice Period	
Mr. Ratan Jindal *	Chairman and Managing Director	-	-	-	-	-	N.A.	
Mr. Rajinder Parkash Jindal @	Executive Director	29.66	-	-	3.58	33.24	N.A.	
Mr. Subrata Bhattacharya \$	Whole Time Director	140.20	-	5.70	4.09	149.99	2 months	

* Mr. Ratan Jindal has received salary of ₹ 1,003.22 Lakhs from Jindal Stainless FZE subsidiary of the Company during the financial year 2015-16.

@ Mr. Rajinder Parkash Jindal ceased to be a Director w.e.f. 31st January, 2016.

\$ Mr. Subrata Bhattacharya was appointed as Whole Time Director w.e.f. 6th November, 2015. However, the remuneration shown in the above table is for entire financial year.

(b) Non Executive Directors:

Particulars of sitting fee paid to the Non Executive Directors during the financial year ended 31st March, 2016 are as follows:

Name of Director	Sitting fee paid Amount ₹ in Lakhs (including service tax paid under reverse mechanism)
Mr. Naveen Jindal *	0.50
Mr. Suman Jyoti Khaitan	2.21
Mr. Gautam Kanjilal	2.81
Mr. T.S. Bhattacharya	2.31
Mr. Kanwaljit Singh Thind *	2.10
Mr. Girish Sharma *	2.21
Ms. Ishani Chattopadhyay	0.50

*Mr. Kanwaljit Singh Thind, Mr. Naveen Jindal and Mr. Girish Sharma ceased to be Directors w.e.f. 31st January, 2016, 30th March, 2016 and 26th April, 2016 respectively.

No commission has been paid to the non-executive directors.

There has been no material pecuniary relationship or transactions between the Company and Non Executive Directors during the financial year 2015-2016, except as stated above.

(iii) Stock Options granted to Directors

In terms of Employee Stock Option Scheme, 2010 of the Company, Directors had been granted Stock Options (ESOPs) as mentioned below:

Name of Director	Number of ESOPs granted on 28th July, 2010	Number of ESOPs vested on 28th July, 2012	Number of ESOPs vested on 28th July, 2013
Mr. Suman Jyoti Khaitan	10,000	3,000	3,000
Mr. T.S. Bhattacharya	10,000	3,000	3,000

As per terms of the ESOP Scheme:

- 30% of the ESOPs granted, vested on 28th July, 2012;
- 30% of the ESOPs granted, vested on 28th July, 2013;
- Remaining 40% of the ESOPs granted were due for vesting on 28th July, 2014. However, in deference to the provisions of Companies Act, 2013, the said 40% of the ESOPs were not vested and lapsed accordingly.
- Period for exercise of vested ESOPs was up to 3 years of vesting, i.e. ESOPs vested on 28th July, 2012 and 28th July, 2013 were exercisable on or before 27th July, 2015 and 27th July, 2016 respectively. However, since none of the Independent Directors exercised the ESOPs, the said vested ESOPs lapsed on 28th July, 2015 and 28th July, 2016 respectively.

5. GENERAL BODY MEETINGS:

The last three Annual General Meetings were held at the registered office of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana), as per details given below:

Year	Date	Day	Time	Special Resolution(s) Passed
2012-13	26.09.2013	Thursday	11.30 a.m.	- Appointment of Mr. Uday Kumar Chaturvedi as Whole Time Director; - Revision in the terms of remuneration of Mr. J P Verma, Executive Director (Finance); - Reappointment of Mr. Abhyuday Jindal at a place of profit in Jindal Stainless FZE, Dubai.
2013-14	22.09.2014	Monday	11.30 a.m.	- Appointment of Mr. Rajinder Parkash Jindal as Director; - Appointment of Mr. Rajinder Parkash Jindal as Executive Director; - Alteration in the Articles of Association of the Company; - Approval for Material Related Party Transactions; - Approval for reference under Sick Industrial Companies (Special Provisions) Act, 1985 for erosion of more than 50% of the peak Net Worth.
2014-15	21.12.2015	Monday	11.30 a.m.	- Issue and allotment of 5,36,48,068 Equity Shares having face value of ₹ 2 each of the Company upon conversion of part of funded interest term loan for an aggregate amount of ₹ 250 Crore; - Issue and allotment of Preference Shares of the Company upon conversion of part of the funded interest term loan for an aggregate amount of ₹ 751.76 Crore; - Appointment of Mr. Subrata Bhattacharya in the capacity of whole time director, with remuneration, of the Company for a period of three years; - Waiver of excess remuneration paid to Mr. Arvind Parakh, Director – Strategy & Business Development for the financial year 2008-09 and 2009-10; - Waiver of excess remuneration paid to Mr. Uday Kumar Chaturvedi, whole time director designated as Chief Executive Officer for a period from 27th May, 2013 to 31st December, 2013; - Waiver of excess remuneration paid to Mr. Jitender P Verma, Executive Director (Finance) for a period from 1st April, 2013 to 31st March, 2015.

Apart from the Annual General Meeting, one Extra-Ordinary General Meeting (EGM) of Shareholders was held on 29th February, 2016. Mr. Subhash Gupta, Advocate was appointed as scrutinsers for conducting process of e-voting and poll at meeting in a fair and transparent manner. He had submitted his report to the Chairman for declaration of result.

Summary of the voting details are given below:

Sl. No.	Particulars	No. of Votes with Assent	% with Assent	No. of Votes with Dissent	% with Dissent
1	Re-appointment of Mr. Ratan Jindal, as Chairman & Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2016.	11,46,06,244	90.83%	1,15,67,750	9.17%
2	Elevation of Mr. Abhyuday Jindal, as Vice President in Jindal Stainless FZE, Dubai, wholly owned subsidiary of the Company and increase his remuneration.	4,58,31,814	100%	NIL	NIL
3	Re-appointment of Mr. Girish Sharma as an Independent Director for a term of 2 (two) years with effect from 29th May, 2016	12,61,73,994	100%	NIL	NIL
4	Issuance of Cumulative Compulsory Convertible Preference Shares to the promoters in terms of Asset Monetization and Business Re-organization Plan (AMP)	12,61,73,994	100%	NIL	NIL

During financial year ended 31st March, 2016, members of the Company passed following special resolution through postal ballot:

- Increase in threshold of loans / guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.

The Board appointed Mr. Subhash Gupta, Advocate, as the Scrutinizer for conducting the voting through Postal Ballot and E- voting in a fair and transparent manner. The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of Regulation 44 of the SEBI LODR were followed for the postal ballot conducted during the year for the resolution mentioned above. The Scrutinizer submitted his Report and on the basis of the said Report, the results of the Postal Ballot including votes cast through E-voting through CDSL in respect of the resolution was declared on 9th March, 2016.

Summary of the votes cast through Postal Ballot including votes cast through E-voting is as follows:

Sl. No.	Particulars	No. of Votes with Assent	% with Assent	No. of Votes with Dissent	% with Dissent
1	Increase in threshold of loans / guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013.	14,18,58,600	99.999%	1,484	0.001%

Post 31st March, 2016, the Company has, during May, 2016 passed following special resolutions through postal ballot:

- Reclassification of the Authorized Share Capital and Alteration in the Capital Clause of Memorandum of Association of the Company;
- Change in the terms of re-appointment of Chairman & Managing Director;
- Amendment in Articles of Association

The Board appointed Mr. Subhash Gupta, Advocate, as the Scrutinizer for conducting the voting through Postal Ballot and E- voting in a fair and transparent manner. The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of Regulation 44 of the SEBI LODR were followed for the transactions conducted for the resolutions mentioned above. The Scrutinizer submitted his Report and on the basis of the said Report, the results of the Postal Ballot including votes cast through E-voting through CDSL in respect of the resolutions was declared on 3rd July, 2016.

Summary of the votes cast through Postal Ballot including votes cast through E-voting is as follows:

Sl. No.	Particulars	No. of Votes with Assent	% with Assent	No. of Votes with Dissent	% with Dissent
1	Reclassification of the Authorized Share Capital and Alteration in the Capital Clause of Memorandum of Association of the Company;	12,74,95,116	99.99%	1,480	0.01%
2	Change in the terms of re-appointment of Chairman & Managing Director	12,74,93,829	99.99%	2,297	0.01%
3	Amendment in Articles of Association	12,74,94,160	99.99%	1,066	0.01%

The Company has also, during September, 2016, passed following special resolution through postal ballot:

- Alteration in the Object Clause of the Company

The Board appointed Mr. Sandeep Garg, Advocate, as the Scrutinizer for conducting the voting through Postal Ballot and E- voting in a fair and transparent manner. The procedure prescribed under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and provisions of Regulation 44 of the SEBI LODR were followed for the transactions conducted for the resolution mentioned above. The Scrutinizer submitted his Report and on the basis of the said Report, the results of the Postal Ballot including votes cast through E-voting through CDSL in respect of the resolution was declared on 18th October, 2016.

Summary of the votes cast through Postal Ballot including votes cast through E-voting is as follows:

Sl. No.	Particulars	No. of Votes with Assent	% with Assent	No. of Votes with Dissent	% with Dissent
1	Alteration in the Object Clause in the Memorandum of Association of the Company.	28,93,38,102	99.99%	3,061	0.01%

There is no resolution proposed to be passed through postal ballot at the ensuing Annual General Meeting of the Company.

6. MEANS OF COMMUNICATION:

- | | | |
|-------|--|--|
| i) | Quarterly Results | The quarterly, half yearly and yearly financial results of the Company are mailed / sent to the stock exchanges after they are approved by the Board. These are also published in the Newspapers, in the prescribed format as per the provisions of the SEBI LODR. |
| ii) | Newspapers wherein results normally published | Business Standard / Financial Express (English), Jansatta (Hindi) - for the year 2015-16 |
| iii) | Any website, where displayed | www.jslstainless.com |
| iv) | Whether it also displays official news releases | The Company gives important Press Releases. |
| v) | The Presentations made to institutional investors or to the analysts | The Company holds Analysts' Meet from time to time. |
| vi) | NSE Electronic Application Processing System (NEAPS) | The NEAPS is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on NEAPS. |
| vii) | BSE Corporate Compliance & Listing Centre (the 'Listing Centre') | BSE's Listing Centre is a web based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, media releases, among others are filed electronically on the Listing Centre. |
| viii) | Corporate Filing and Dissemination System (CFDS) | The CFDS portal jointly owned, managed and maintained by BSE & NSE is a single source to view information filed by listed companies. All disclosures and communications to BSE and NSE are filed electronically through the CFDS portal. In particular, the Company informs BSE and NSE all price sensitive matters or such other matters which in its opinion are material and of relevance to the members. |
| ix) | SEBI Complaint Redressal System (SCORES) | The investor complaints are processed in a centralized web based complaint redressal system. The salient features of this system are: Centralized Data Base of all complaints, online upload of Action Taken Report (ATRs) by the concerned companies and online viewing by investors of action taken on the complaint and its current status. |

7. GENERAL SHAREHOLDERS' INFORMATION

7.1 Annual General Meeting	:	
- Date and Time		30th December, 2016 at 12.00 noon
- Venue		At registered office of the Company at Jindal Stainless Limited, O.P. Jindal Marg, Hisar – 125005 (Haryana).
7.2 Financial Year		The Financial year of the Company starts from 1st April and ends on 31st March every year.
7.3 Financial Calendar 2016 – 17 (Tentative):	Annual General Meeting – (Next Year)	September, 2017
	Financial Reporting	
	Results for quarter ended June 30, 2016	11th August, 2016 (Actual)
	Results for quarter ended Sep. 30, 2016	23rd November, 2016 (Actual)
	Results for quarter ending Dec. 31, 2016	On or before 14th Feb., 2017
	Results for year ending Mar. 31, 2017 (Audited)	On or before 30th May, 2017
7.4 Dividend and its Payment		No dividend has been recommended by the Board of Directors for the financial year 2015-16.
7.5 Book Closure date	:	19th day of December, 2016 to 20th day of December, 2016 (both days inclusive) for Annual General Meeting.
7.6 Unclaimed Shares	:	In terms of Clause 5A of the erstwhile Listing Agreement, the Company had through its RTA sent three reminders to Shareholders, whose Share Certificates were lying unclaimed with the Company, requesting them to provide complete postal address and other relevant details to enable the RTA to dispatch such unclaimed Share Certificates to them. During the year 2015-16, 1,530 unclaimed Equity Shares of ₹ 2 each held by 3 Shareholders were transferred from the "Unclaimed Suspense Account" to the demat accounts of respective shareholders. Details of Unclaimed shares as required under Clause 5A of the erstwhile Listing Agreement is given hereunder:
Particulars	No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on 01.04.2015.	1,495	1,95,205
Number of shareholders who approached the Company / RTA for transfer of shares from suspense account during the year 2015-16.	03	1,530
Number of shareholders to whom shares were transferred from suspense account during the year 2015-16.	03	1,530
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2016.	1,492	1,93,675
The corporate benefits in terms of securities accruing on such shares viz. bonus shares, split etc., were also credited to the Demat Suspense Account. The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.		
As and when the rightful owner of such shares approaches the Company, the Company shall to the extent of his / her entitlement, arrange to deliver the shares from the said account to the rightful owner after proper verification of his / her identity.		
7.7 (a) Listing of Equity Shares on Stock Exchanges	:	National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor, Plot No. C/1, G – Block, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051.
		BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

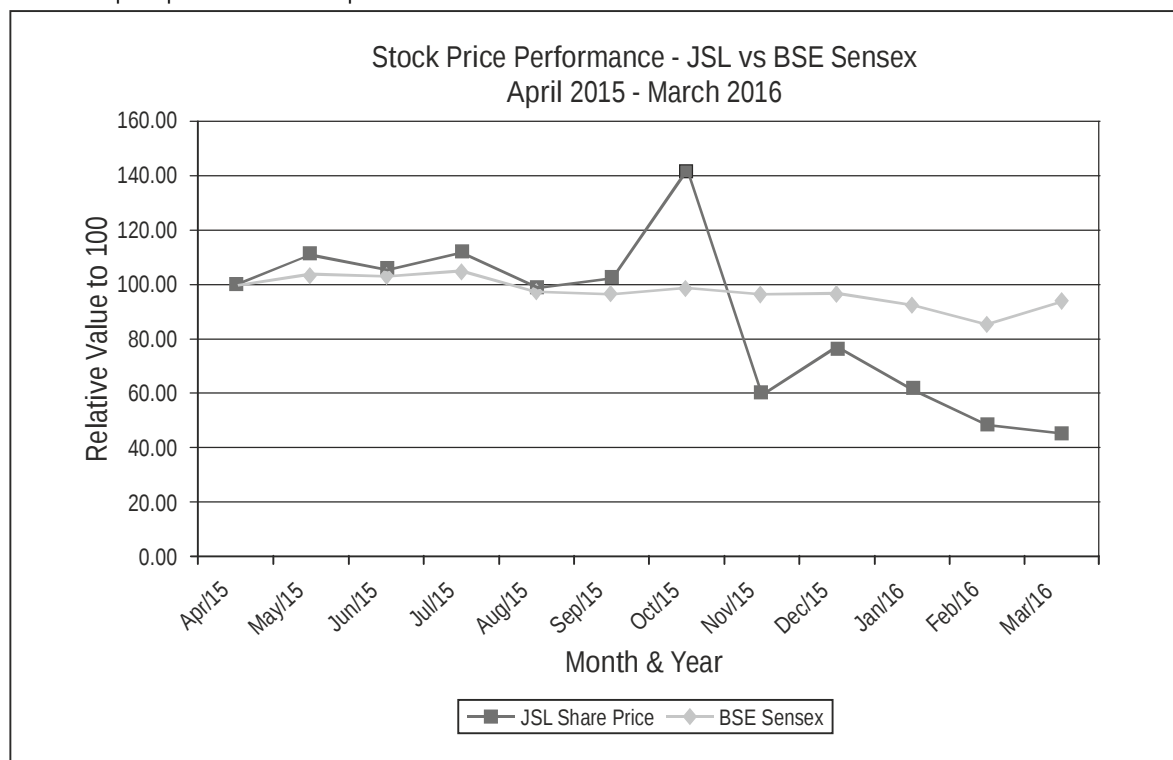
The annual listing fees for the year 2016-17 have been paid to both BSE and NSE.

(b) Listing of GDS on Stock Exchange	: Luxembourg Stock Exchange, P.O. Box 165, L – 2011, Luxembourg.
(c) Listing of Debt Instruments on Stock Exchanges and Codes	: Non Convertible Debentures 31MR22 FV Rs. 10 Lakh Stock Code: BSE: 947227 ISIN: INE220G07085
(d) Debenture Trustee	: Axis Trustee Services Limited (A wholly owned subsidiary of Axis Bank) Axis House, IInd Floor, Wadia International Centre, Pandurang Budhkar Marg, Worli, Mumbai – 400 005.
7.8 Stock Code (Equity Shares)	: Trading Symbol – BSE Limited (Demat Segment) : 532508 Trading Symbol – National Stock Exchange of India: (Demat Segment) : JSL
International Securities Identification Number (ISIN)	
Equity Shares	: INE 220G01021
GDS	: US4775862000
Reuters Code	: JIST.BO (BSE) JIST.NS (NSE)

7.9 Stock Market Price Data	National Stock Exchange of India Ltd. (NSE)		BSE Limited (BSE)	
Month	Month's High Price (in ₹)	Month's Low Price (in ₹)	Month's High Price (in ₹)	Month's Low Price (In ₹)
April, 2015	40.90	34.50	41.10	34.65
May, 2015	43.50	36.70	43.60	36.55
June, 2015	44.30	38.20	44.50	38.10
July, 2015	42.80	37.35	42.80	37.50
August, 2015	44.70	34.05	44.30	34.05
September, 2015	50.00	34.00	49.85	34.10
October, 2015	55.50	37.50	55.45	37.45
November, 2015*	61.40	19.95	61.40	21.15
December, 2015	33.90	22.85	33.50	22.20
January, 2016	29.50	22.00	29.35	22.05
February, 2016	24.00	17.45	23.90	17.65
March, 2016	19.50	16.60	20.00	16.70

* In terms of the Composite Scheme of arrangement, the shareholders of the Company were allotted 1 equity share having face value of ₹ 2/- each in Jindal Stainless (Hisar) Limited against every 1 equity share held by them in the Company as on 21st November, 2015 (Record Date). Accordingly, the price for the shares of the Company turned ex-JSHL on 19th November, 2015.

7.10 Share price performance in comparison to broad based indices – BSE Sensex



Note:

1. Based on the Monthly closing data of Jindal Stainless Limited (₹ per share) and BSE Sensex.
2. On account of the shares of the Company turning ex-JSHL effective from 19th November, 2015, the above chart is showing steep slide in the share price during November, 2015.

7.11 Registrar and Transfer Agents

: Link Intime India Private Limited
44, Community Center, 2nd Floor
Naraina Industrial Area, Phase I, Near PVR,
Naraina, New Delhi - 110028
Phone No. : (011) 41410592/93/94
Fax No. : (011) 41410591
Email : delhi@linkintime.co.in

7.12 Share Transfer System

: Share transfer requests for shares in physical form are registered within 10 – 15 days. In case of shares in electronic form, the transfers are processed by NSDL / CDSL through the respective Depository Participants.

7.13 Reconciliation of Share Capital Audit

: The reconciliation of Share Capital Audit is conducted by a Company Secretary in practice to reconcile the total admitted capital with National Securities Depositories Limited and Central Depository Services (India) Ltd. ("Depositories") and the total issued and listed capital. The audit confirms that the total issued / paid up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories) and that the requests for dematerialization of shares are processed by the R&T Agents within stipulated period of 21 days and uploaded with the concerned depositories.

7.14 Transfer of Unpaid / Unclaimed Amounts : During the year 2015-16, the Company has credited ₹ 27,84,352/- pertaining to the Investor Education and Protection Fund final dividend of the Financial Year 2007-08 lying in the unpaid / unclaimed dividend account to the Investor Education and Protection Fund.

7.15 Distribution of shareholding as at 31st March, 2016 :

By size of shareholding	Shareholders		Equity shares held	
	Number	Percentage	Number	Percentage
1 - 2500	47,432	97.51	1,42,91,558	6.18
2501 - 5000	659	1.35	23,92,871	1.04
5001 - 10000	283	0.58	20,94,620	0.91
10001 - 15000	80	0.16	9,38,258	0.41
15001 - 20000	42	0.09	7,43,439	0.32
20001 - 25000	18	0.04	4,20,280	0.18
25001 - 50000	46	0.09	16,02,158	0.69
50001 & Above	83	0.17	20,87,02,261	90.27
TOTAL	48,643	100	23,11,85,445	100
Physical Mode	11,690	24.03	35,44,328	1.47
Electronic Mode	36,953	75.97	22,76,41,117	98.47

By category of shareholders	Equity Shares held	
	Number	Percentage
Promoters	11,45,70,990	49.56
GDS held by promoters underlying shares	1,67,34,984	7.24
GDS held by others underlying shares	8,69,350	0.38
FIs/Banks/Mutual Funds	1,40,25,528	6.07
Corporate Bodies	1,45,98,305	6.31
FII/ Foreign Portfolio Investor (Corporate)	4,02,98,898	17.43
NRIs/OCBs	1,04,94,315	4.54
Public /others	1,95,93,075	8.48
Total*	23,11,85,445	100.00

* Post 31st March, 2016, the Company has allotted 16,82,84,309 Equity Shares of ₹2/- each to Jindal Stainless (Hisar) Limited, in terms of the Composite Scheme of Arrangement at a price of ₹21.76 per share (including share premium of ₹19.76 per share). Accordingly, as on the date of signing of this report, the share capital of the Company has increased to ₹79,89,39,508 divided into 39,94,69,764 Equity Shares of ₹2/- each and the promoter holding has gone up to 74.997% of the paid up capital.

7.16 Dematerialisation of shares : As on 31st March, 2016, 98.47% of the total share capital was in dematerialized form. Trading in equity shares of the Company is permitted only in dematerialized form.

7.17 Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion dates and likely impact on equity. : FCCBs: There are no outstanding FCCBs as on 31st March, 2016.

CCCPS: The Company had allotted 1,58,10,440 Cumulative Compulsory Convertible Preference Shares (CCCPS) of ₹ 2 each at a price per CCCPS equal to ₹ 37.65 (including a premium of ₹ 35.65) to JSL Overseas Limited, a member of the promoter group, on preferential basis, on 31st March, 2014. The CCCPS were to be converted into Equity Shares within a period of 18 months from the date of allotment of the CCCPS, i.e. on or before 30th September, 2015.

On 19th December, 2014, 1,10,00,000 CCCPS were converted into 1,10,00,000 Equity Shares. Balance 48,10,440 CCCPS have been converted into 48,10,440 Equity Shares on 25th September, 2015.

7.18 Commodity price risk or foreign exchange risk and hedging activities : Please refer Management Discussion and Analysis Report for details.

7.19 Plant locations : ODISHA
Kalinga Nagar Industrial Complex,
P.O. Danagadi – 755 026
Dist. Jajpur (Orissa) India

7.20 Investor Correspondence: For transfer / dematerialisation of shares, payment of dividend on shares, query on Annual Report and any other query on the shares of the Company.

Name : Mr. V.M. Joshi
Designation : Vice President
Address : Link Intime India Private Limited
44, Community Center, 2nd Floor
Naraina Industrial Area, Phase I, Near PVR,
Naraina, New Delhi - 110028
Phone No. : (011) 41410592/93/94
Fax No. : (011) 41410591
Email : delhi@linkintime.co.in

Shareholders holding shares in electronic mode should address all their correspondence relating to change of address, bank mandate and status to their respective Depository Participants (DPs).

Important Communication to Members:

Members must be aware that Ministry of Corporate Affairs (MCA) has started a "Green Initiative in the Corporate Governance", whereby it has allowed paperless compliances by the Companies in the field of servicing of notice / documents, including Annual Report through emails. Members, who have not yet registered their email addresses, are requested once again to register their email addresses in respect of their shareholding in electronic mode with the Depository Participants, including any change in their email id. Members holding shares in physical mode are requested to register their email addresses with the Company / M/s. Link Intime India Private Limited, New Delhi, the Registrar & Transfer Agent.

8. DISCLOSURES:

- (i) Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large.

The Company has not entered into any transaction of material nature with the promoters, the directors or the management, their subsidiaries or relatives etc. that may have any potential conflict with the interests of the Company. Related Party transactions are disclosed in the notes to Accounts forming part of this Annual Report. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at the following link:

<http://jslstainless.com/pdf/Policy%20on%20dealing%20with%20Related%20Party%20Transactions.pdf>

- (ii) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

The Company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years; no penalties or strictures have been imposed on the Company by the stock exchanges or SEBI or any other statutory authorities relating to the above.

- (iii) Details of establishment of vigil mechanism, whistle blower policy, and affirmation that no personnel has been denied access to the Audit Committee.

The Company has formulated a Whistle Blower Policy ("WBP") in accordance with the requirements of Section 177(9) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI LODR.

The WBP provides for establishment of vigil mechanism for directors and employees to report genuine concerns or grievances. It encourages all employees, directors and business partners to report any suspected violations promptly and intends to investigate any bona-fide reports of violations. It also specifies the procedures and reporting authority for reporting unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy or any other unethical or improper activity including financial irregularities, including fraud, or suspected fraud, wastage / misappropriation of Company's funds/assets etc. The WBP also provides for adequate safeguards against victimization of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee, in exceptional cases. The WBP has also been uploaded on Company's website at the following link: <http://jslstainless.com/pdf/WB%20Policy.pdf>

- (iv) The Company has also formulated the Policy on Disclosure of Material Events or Information and Policy on Preservation and Archival of Documents. The said Policies have also been uploaded on Company's website at the following links:

<http://jslstainless.com/pdf/Policy%20on%20Disclosure%20of%20Material%20Events%20or%20Information.pdf>

<http://jslstainless.com/pdf/Policy%20on%20Preservation%20&%20Archival%20of%20documents.pdf>

- (v) Subsidiary Companies

The Audit Committee of the Company reviews the financial statements and the investments made by its unlisted subsidiary companies. Further, the minutes of the meetings of the board of directors of the unlisted subsidiary companies and statement of all significant transactions and arrangements entered into by the unlisted subsidiary are periodically placed at the meeting of the Board of directors of the Company. The Company does not have any material non-listed Indian subsidiary company. The Company has formulated a policy for determining material subsidiaries which is uploaded on Company's website at the following link:

<http://jslstainless.com/pdf/Policy%20on%20Material%20Subsidiaries.pdf>

- (vi) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

The Company has complied with all the mandatory requirements of this clause.

Compliance with non-mandatory requirements (as on 31st March, 2016)

The Company has adopted following discretionary requirements of Schedule II Part E of the SEBI LODR.

- (1) Shareholders' Rights

The quarterly results of the Company are published in English (National daily) and a Hindi newspaper, having wide circulation in Haryana. Further, the quarterly results are also posted on the website of the Company – www.jslstainless.com.

In view of the forgoing, the half yearly results of the Company are not sent to the Shareholders individually.

- (2) Modified Opinion(s) in Audit Report

During the period under review, there were no audit qualifications in the Company's financial statements. The Company continues to adopt best accounting practices.

- (3) Reporting of Internal Auditor

Ernst & Young LLP are the internal auditors of the Company and make presentations on their reports to the Audit Committee.

9. OTHER INFORMATION

(a) Risk Management Framework:

The Company has in place mechanism to inform Board members about the risk assessment and minimization procedures and periodical reviews to ensure that risk is controlled by the executive management through the means of a properly defined framework.

(b) CEO and CFO Certification

The Chairman and Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board as specified in Part B of Schedule II to the SEBI LODR. They also give quarterly certification on financial results while placing the financial results before the Board in terms of Regulation 33 of the SEBI LODR.

(c) Code of Conduct

The Company has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of conduct is available on the website of the Company. The declaration of the Chairman and Managing Director is given below:

To the Shareholders of Jindal Stainless Limited

Sub.: Compliance with Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges and Regulation 26(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that for the financial year ended 31st March, 2016 all the Board members and senior management personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.

Place : New Delhi

Date : 23rd November, 2016

(Ratan Jindal)

Chairman and Managing Director

General Disclosures

- (i) A summary of transactions with related parties in the ordinary course of business is periodically placed before the audit committee;
- (ii) The mandatory disclosure of transactions with related parties in compliance with Accounting Standard AS-18 is a part of this annual report;
- (iii) While preparing the annual accounts in respect of the financial year ended 31st March, 2016, no accounting treatment was different from that prescribed in the Accounting Standards;
- (iv) The Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S) AND THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

To the Members,

Jindal Stainless Limited

We have examined the compliance of the conditions of Corporate Governance by Jindal Stainless Limited for the year ended on March 31, 2016 as stipulated in Clause 49 of the Listing Agreement for the period from April 1, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the period from December 1, 2015 up to March 31, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement for the period from April 1, 2015 to November 30, 2015 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the period from December 1, 2015 up to March 31, 2016 have been complied with by the Company and that no investor grievance(s) is/are pending for exceeding one month against the Company as per the records maintained by the Stakeholders Relationship Committee / Share Transfer Committee of the Board.

We state that such compliance is neither an assurance as to the further viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : New Delhi

Dated : 23rd November, 2016

B.D. Tapriya
Company Secretary
C.P. No. 2059

Global Economic Outlook

As per International Monetary Fund, the projected global growth for 2016 is anticipated at 3.2%, almost equivalent to last year's growth of 3.1%. In the second half of 2015, the growth rate sagged to 2.8% with a sizable slowdown during the last quarter of 2015. The main contributors to this weakness were advanced economies like USA, where growth was effected by weak exports, low domestic demand and a decline in nonresidential investment, including outside the energy sector. Japan experienced a sharp drop in private consumption. The recession in Russia in 2015 effected global growth rate and had a negative spillover effect on other Commonwealth of Independent States (CIS) economies. The drop in oil prices, decline in other commodity prices, and geopolitical and domestic strife in a few countries pinched the Global growth rate.

The inflation reduced in both advanced and emerging economies mainly due to lower prices for oil and other commodities, but the effect was offset due to sizable currency depreciations in number of countries such as Brazil, Colombia, Russia. The slowdown and rebalancing of the Chinese economy, lower commodity prices, and strains in some large emerging market economies will continue to weigh on growth prospects in 2016-17.

Indian Economy

India continues to remain a bright spot in the otherwise bleak global economic forecast of the International Monetary Fund (IMF). India clocked Real GDP growth of 7.6% in 2015-16. With the majority ruling party still enjoying the popularity, it is expected that India will be the fastest growing major economy in 2016-17 growing at 7.5%.

The growth will continue to be driven by private consumption, which has benefited from lower energy prices and higher real incomes. Buoyant by several government initiatives to boost industrial growth such as ease of doing business, Make in India, Invest India, and e-biz Mission Mode Project, the growth of industrial sector is estimated to be 7.3% during 2015-16, with manufacturing sector growing at 9.5%. With the revival of sentiment and pickup in industrial activity, a recovery of private investment is expected to further strengthen growth.

India's inflation based on the consumer price index is projected to be around 5.3% in 2016, mainly driven by a rise in prices for food and beverages as well as for tobacco and intoxicants. With the flattened Global growth and unsupportive environment India's exports witnessed decline due to sluggish global demand and low global commodity.

Global Stainless Steel scenario

As per, the International Stainless Steel Forum (ISSF) Stainless Steel melt shop production for Year 2015 has decreased by 0.3% YOY to 41.5 million metric tons. Production has increased in Asia (w/o China) by 1.4% and there is a marginal decrease in China by 0.6%, as compared to last year same period.

As per CRU, consumption of cold-rolled flat products will increase globally by less than 1% in 2016. The bulk of this growth will be accounted for, by increases in 'mature' markets in Western Europe and North America, as well as India. Chinese apparent demand will act as a drag on the rate of global growth in 2016 due to country's prolonged process of downstream inventory correction continues.

Global Stainless Steel Market in FY 2015-16 has been in tremendous pressure with Ni falling continuously from 12,800 USD/MT (Apr'15) to 8,700 USD/MT (Mar'16) i.e. 32% reduction. This has led to the fall of Ni bearing Stainless Steel (304SS) prices on regular basis. Stainless Steel buyers were forced to review their inventory holding strategy and some of them kept postponing their buying decision. In the USA & Western Europe overhanging stocks built up in 2014, due to nickel price surge, adversely effected demand growth in 2015. As a result, demand was supplied from inventory rather than new production and apparent demand for cold-rolled flat products fell by around 7% and 3% in the USA and Western Europe, respectively.

In February 2016, US Stainless Steel producers collectively have filed antidumping and countervailing duty petitions against Chinese importers. The petition has been filed with a view from China and form a basis for a more level playing field in the US.

Indian Stainless Steel Scenario

Total stainless steel production in India was 3.1 M tonnes and registered a growth of 1.4% as compared to last year. India continues to be the third largest producer and second largest consumer of stainless steel. Though industrial activity continued to be moderate- thereby limiting demand for Industrial grade Stainless Steel products like Plates- during FY 15-16, the same is showing signs of picking up in FY 16-17. The growth in Stainless Steel demand continues to be increasing in segments like Architecture, Building & Construction (ABC) and Automotive, Road & Transport (ART).

With the drive to convert all fresh Coaches production in Stainless Steel, initiatives like fitting all toilets in Coaches with retention tanks, Railways emerges as one of the key sectors for growth of Stainless Steel Consumption in India.

As per SIAM's Automotive Mission Plan 2016-2026, Automobile Industry in value terms is expected to grow around 4 times, from current 72 Billion to about 300 Billion, which is 15% CAGR for next 10 Years. In FY 16-17, the Indian Auto sector is expected to grow in double digits. Major players like Honda Motors and Maruti and Ford are commissioning new production facilities. Also Hyundai, Volkswagen, Renault and Nissan are increasing exports of cars from their India plants.

Due to safety norms for 2-wheeler from Apr'17 onwards, the SS Usage will increase due to usage in disk brake for motorcycle with 125CC and above. Similarly, BS IV which is expected to be launched on all India bases from Apr'17 will further increase in SS usage. As per IBEF, Infrastructure sector which includes power, bridges, dams, roads and urban infrastructure is a key driver for the Indian economy. The Government of India has

earmarked USD 7.34 billion for development of 100 smart cities across the country and has released the list of 98 cities. Airports Authority of India (AAI) have planned city-side infrastructure at 13 regional airports across India, with help from private players for building of hotels, car parking and other facilities. The Indian construction equipment industry which is reviving after a gap of four years is expected to grow to US\$ 5 billion by FY2019-20 from current size of US\$ 2.8 billion. The Indian power sector itself has an investment potential of US\$ 250 billion in the next 4-5 years. With about US\$ 24.18 billion FDI in construction development sector 2000 to 2015 there is huge potential for Stainless Steel industry.

Way Forward

Jindal Stainless group has increased efforts in making Stainless Steel popular amongst B2C & B2B segments. While end user is being made aware of the various benefits of Stainless Steel as compared to other materials; manufacturers and fabricators are being provided training to make many more products with a better quality.

Domestic Market

Sales in Domestic Segment posted impressive Q-o-Q growth trends with overall growth of 16% in FY 15-16 as compared to FY 14-15. Cold Rolled products accounted for major portion of the volume growth by increasing 25% YOY. Services levels are being increased through Made to Stock (MTS) with a dedicated order servicing team (OSD) and internal processes. New Stock yards are being opened to increase availability and reduce lead times. Customers are divided into 32 segments to bring further focus in sales at small segments level, find out business trends, address the concerns of individual segments. Awareness is being created through presentations in the annual conventions of the associations identified in various segments.

Export Market

Due to continuous fall in Nickel and prices under pressure, Jindal Stainless focused on 400 series grades, whose prices were not much influenced by Ni prices. The promotion of 400 series started primarily from North America and further penetrated into the European market. The Bright Annealing and Polishing capability of Indonesian facility for 400 series were also utilized. This created a strong market for BA finish material in NA and EU and No.4 finish in NA. For FY16-17 there is a strong focus towards further strengthening 400 series market.

The emphasis is also laid on increasing the share of Value Added Products (VAP) and sale of thinner gauge material within the Export portfolio. The focus is also on approvals from OEM's, Oil & Gas companies and strengthening of business relations with long term contracts with key customers. While most of the means of communication are being used in best possible & economical way, we are also trying to connect with various Govt initiatives like "Swaach Bharat" & "Skill India" to introduce Stainless Steel and contribute towards development of the country. The ongoing initiatives like commercial discipline on Credit checks, documentation, DOA implementation have fortified the internal processes. Further, sales focus is on expanding distribution channel, providing on time delivery with reduced lead time. Focus is now on Working Capital Management by reduction in inventory & receivables. Sales hygiene remains the focal point of all activities.

Environment

In the pursuit of Excellency in sustainable environment, Jindal Stainless Limited (JSL), Jajpur has taken various initiatives towards protection of environment by way of efficient use of all key resources through its effective management, technological advancement and sound environmentally workforce through implementation of an Integrated Management System (IMS) covering ISO 9001: 2008 for Quality Management System (QMS), ISO 14001: 2004 for Environment Management System (EMS) and OHSAS 18001: 2007 for Occupational Health & Safety Management System (OHSMS).

JSL has taken various environmental measures for stabilizing the BOD Plant of Coke Oven by suitable modification/up-gradation in the system to meet the stringent statutory norms. An Acid Recovery Plant (ARP) has been successfully installed and commissioned in the Cold Rolling Mill for effective recovery of waste Acids and substantial reduction of sludge generation. By way of recycle and reuse of waste water, adopting the 3-R philosophy, the plant has ensured zero liquid discharge (ZLD) norms as required for statutory compliances.

As a part of compliance towards pollution prevention and sound environmental performance, JSL has made substantial efforts in last three years towards 100 % fly ash utilisation by way of supplying fly ash to bricks manufacturing unit and Asbestos manufacturing Plant at free of cost. In turn, company saved on cost of dumping of fly ash at abandoned mines.

To be harmony with nature and green environment, JSL has undertaken mass plantation programmes in and around the Plant to create thick greenbelt and avenue plantations. Further, JSL has installed Organic Waste converter to use kitchen solid wastes for conversion to organic manure for horticulture use.

JSL is committed towards sustainable clean and green environment with compliance to all statutory obligations.

Awards & Accolades

- JSL Jajpur has received 16th Annual Greentech Environment GOLD Award-2015 in Metal & Mining Sector from Greentech Foundation, New Delhi.

Health & Safety

Jindal Stainless Limited (JSL) firmly believes in creating a Safety culture among all employees by adopting 4-E's (Engineering Control, Education, Encouragement & Enforcement) principles and through effective management practices by implementation of OHSAS 18001:2007 for Occupational Health & Safety system and promote safety at various stages to roll out "ACCIDENT FREE STEEL".

EHS Department, comprising of well experienced & empowered Safety Officers, Fire Officers, coupled with area- wise safety responsibility has been constituted to devise best practices & procedures for creating a safe work environment with ensuring applicable safety compliances. Supervisor Responsibility on safety i.e Line Responsibility is inherently adopted thus driving safety ownership at respective shop floors to enhance "Surakhya Chakra". JSL, Jaipur had well structured and experienced fire fighting team all round the clock to deal with any emergency situations at Plant.

As an integral part of our EHS systems, HIRA for all critical activities, HAZOP studies for ongoing projects, safety induction & refresher trainings / awareness, work permit system, use of periodically tested & certified lifting tools & tackles, job safety analysis (JSA), tool box training, adherence to Personal Protective Equipments (PPE), daily safety inspections, internal joint safety audits are in place to safeguard the safety systems of the Company. Further, to facilitate a better Road safety, the entry of all two wheelers has been strictly prohibited inside the plant premises and controlling the speed limit of all vehicles plying inside the plant by strict monitoring through enforcement system.

Awards & Accolades

- JSL Jaipur has received 16th Annual Greentech Safety GOLD Award-2015 in Metal & Mining Sector from Greentech Foundation, New Delhi.
- Received Best Safety & Sustainability Awards from ISSF (International Stainless Steel Forum), Brussels (Belgium).

Enabling Success through our Employees, Jindal Stainless Limited

Jindal Stainless Limited believes in fostering a collaborative work culture that forms the key to sustain a high performance workplace. It builds a platform of countless opportunities that offers individual growth, open culture and freedom to showcase creativity. In the FY 2015-16, various HR initiatives were rolled out which encompasses customer focus, digitization of HR processes, enhancing employee knowledge and creating avenues for sustaining the critical talent pool.

For meeting the business requirements, the Talent Acquisition drive of JSL to remain competitive continues. Overall employees added were 235 during the year which included 52 Graduate Engineer Trainees from premier Engineering Colleges across India. JSL recognizes that the key success to business is to maintain a vibrant workforce and leverage its collective intelligence effectively. The employee strength of JSL stood at 1829 as on 31st March 2016.

With the objective to enhance Leadership Capability Building, program of ACE "Accelerated Capability Enhancement" program was launched for senior management team for strategic & leadership role and all the modules were completed within the time frame. Strategizing on the retention of critical talent pool and motivating the Best Performers, "Outstanding Performer of the Quarter" program was launched which enabled the organization to identify and reward the performers.

As part of our continuous endeavor to simplify and automate the HR Processes & systems, SARATHI – "Systematic Advancement of Resources by Application based Technical & HR Interface" has been introduced.

As part of development initiatives, Fireman Certificate Training Course was successfully completed at Jaipur Unit. This was an initiative that enabled unskilled workmen to contribute in a more productive way to the organization. Also in a zest towards digitization of HR processes "Single Window" with single point bill processing concept for processing of all the bills of service providers was launched.

Enhancing employees potential and talent sustainability has always been on priority at JSL which is reflected through various Training & Development initiatives rolled out throughout the year and overall training mandays stood at 5621.

In view of the safety and security of women employees of JSL, Internal Complaints Committee was activated in line with the "Sexual Harassment at Workplace Act (Prevention, Prohibition and Redressal)". Several sessions were conducted for women employees of JSL to have an understanding of the modalities of the Act encompassing the different legal rights of women. Training on "Self Defence" for all women employees have also been conducted.

Our People: Our Central Nervous System

Times are changing and becoming ever more challenging and demanding. In this complex & rapidly changing business dynamics, talented & committed workforce will be one of the key tool to make a difference in the competitive scenario. In the same tone, JSL builds a platform of countless opportunities that offer individual growth, open culture and freedom to showcase Creativity & Innovation. In the FY 2014-15, various HR initiatives were rolled out which encompasses Employee Opinion Survey (EOS), digitization of HR processes, enhancing employee knowledge and creating avenues for sustaining the critical talent pool and outstanding performers.

For meeting the business requirements, hiring drive of Jaipur Unit continues. Overall employees added were 198 during the year which included 48 GETs (Graduate Engineer Trainees) from the premier engineering colleges. JSL recognizes that the key success to business is to maintain a vibrant workforce and leverage its collective intelligence effectively. The employee strength of Jaipur unit stood at 1656 as on 31st March 2015.

With the objective to create an environment of belongingness and enhance capability building, campaign of "Employee Opinion Survey" and "150+ Campaign" was done at JSL, Jajpur. In view of recognizing and encouraging individual and team performance, "STAR Reward" scheme of instant recognition to our employees and "Production Incentive Scheme for Stainless Steel and Non Stainless Steel operations were launched which enabled the organization to foster meritocracy and result oriented. JSL continues to focus on process improvement thereby bringing in a robust online Performance Management System, Online Travel Management System and Delegation of Authority matrix for HR. Enhancing leadership potential and talent sustainability has always been on priority at JSL which is reflected through various Training & Development initiatives rolled out throughout the year and overall training mandays stood at 6451.

As part of long term skill development initiatives at Jajpur, a batch of 27 workmen was enrolled for 3 months "Fireman Certificate Training course" from 19th May 2015 to 18th August 2015 at Skill Development Center (SDC) after careful selection and prolonged counselling of each candidate. The training was conducted by an external agency, M/s Alpha Solutions, Jamshedpur. The fact that the batch comprised as many as four women employees taking up a job hitherto considered a male bastion, makes the initiative all the more significant. It was not so much about learning an altogether new skill, but overcoming a cultural taboo with unparalleled zeal and conviction. The training has not only resulted in tangible savings to the Company but enhanced the self-esteem of each member of the batch. JSL Jajpur has also initiated technical tie up with the premier engineering institute, IIT Kharagpur as a major steps towards strengthening the Industry-Academic relationship and to bring value added relationship amongst the two entities which will benefit each other in future.

JSL's effort to bring in a working environment where women employees are provided with equal opportunities, International Women Day was celebrated at Jajpur unit followed by a sessions on Women Empowerment.

Quality & Quality Management System

Jindal stainless Limited Jajpur is certified for various product and system certifications including integrated management system comprising of ISO 9001:2008 Quality Management System (ISO 9001:2008), Environment Management System (ISO 14001:2004) and Health and Safety Management System as per BS OHSAS 18001:2007. Scope of Construction Product Directive (CE Marking) certification is expanded to include grades – EN 1.4003, 1.4016, 1.4512 and 1.4372. This has enabled us to be the preferred and certified manufacturers of stainless for construction field in the European market with 10 grades covered under the CE marking scope. Validity of AD/ PED certification has been extended to Feb 2019 along with the grade additions of EN 1.4003. JSL Jajpur unit has also successfully completed DNV audit against DNV guidelines for Manufacturer Product Quality Assessment (Level 4) and Marine approvals.

Jindal stainless Limited Jajpur unit is in the process of incorporating Energy Management System (ISO 50001:2011) to the existing integrated management system. Furthermore the chemical testing facility of Quality Assurance labs is in the process of enhancing the testing standards in line with the requirements of NABL as per ISO 17025: 2005. Odisha unit of JSL is now in receipt of REACH/RoHS certification for 200, 300 & 400 series stainless steel grades. This includes compliance to the 7 new additions of substances of very high concern (SVHC) in the REACH regulation 1907/2006.

JSL Jajpur unit is in receipt of ISI mark/ BIS certification for Stainless Steel grades – 304S1, 304S2 and 316L grades as per IS 6911: 1992 (Stainless steel plate, sheet and strips). This has enabled us to be first stainless steel manufactured to receive BIS license for stainless steel as per IS 6911: 1992. Our application for 200 series austenitic and 400 series ferritic grades against IS 6911 :1992 is in progress with Bureau of Indian Standards. Furthermore JSL Jajpur unit has successfully undergone ISI mark/ BIS certification audits of stainless steel standards IS 5522: 2014 (Stainless Steel Sheets and Strips for Utensils) & IS 15997:2012 (Low Nickel Austenitic Stainless Steel and Strip for Utensils and Kitchen Appliances)

New additions to the ISI mark/ BIS certification in carbon steel are IS 10748: 2004 (Hot Rolled Steel Strip for welded tubes and pipes) and IS 2062: 2011 (Hot Rolled Medium and High Tensile Structural steel). In addition JSL jajpur unit has successfully undergone ISI mark/ BIS certification audits of mild steel standards IS 11513:2011 (Hot Rolled Carbon steel sheet, Strip for Cold Rolling Purposes) & IS 6240:2008 (Hot Rolled Steel Plate (upto 6mm) Sheet and Strip for the manufacture of Liquefiable gas cylinders).

Additions of various Developmental SS grades at Jajpur unit in FY 2015-16 include 310S, 317L, 439, 441, 446, 410S, 410 Jen & Duplex grade – UNS31803/32205. Products approval received for critical nuclear applications by many pioneer and reputed organizations viz Bhabha Atomic Research Center and Indira Gandhi Centre for Atomic Research. Major developmental achievements includes low Ni 200 series Cr-Mn grade JT to cater Hinge/ Cutlery segment customers, Modified 310S to reduce ferrite segregation for critical turbo charger applications, Plate processing of 400 series through continuous plate finishing line grade EN 1.4003 and 410S by controlling cooling rate after annealing, improvement of mechanical properties in grades – JT and 409L by modifying thermal profile for annealing, reduction in strip tension in 304-304L for thickness above 2 mm by optimizing annealing temperature, improving polishability in grades – JSLSD/ DD and reducing surface roughness in grade 430 by controlling de-scaling practices and pickling parameters in continuous annealing & pickling line.

Cautionary Statement

The Management Discussion and Analysis describe the Company's projections, expectations or predictions and are forward looking statements within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand and supply and price conditions in domestic and international market, changes in Government regulations, tax regimes, economic developments and other related and incidental factors.

TO THE MEMBERS OF JINDAL STAINLESS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying REVISED standalone financial statements of JINDAL STAINLESS LIMITED ("the Company"), which comprise the REVISED Balance Sheet as at 31st March, 2016, the REVISED Statement of Profit and Loss, the REVISED Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information in which impact of the Scheme (as stated in Note No. 27) have been incorporated.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these REVISED standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these REVISED standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the REVISED standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid REVISED standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of Matters:

We draw attention to the following matters:

- a) Net worth of the company has been eroded as stated in note no. 34 of the REVISED financial statements. The company continues to prepare its accounts on a going concern basis for the reasons as stated in the said note;
- b) Pending necessary approvals for managerial remuneration as stated in Note no. 49(C)(i) of the REVISED financial statements;
- c) Pending confirmations/reconciliation of balances of certain secured loans (read with Note No. 27), loans & advances, trade receivables, trade payables & other liabilities read with Note no. 32(A)(iii)(g) & 32(B) and 40(A) of the REVISED financial statements;
- d) Investments and loan & advances to certain subsidiary/other companies and Mat Credit entitlement, considered as good and fully realizable/recoverable and no provision for diminution in value is considered necessary in the opinion of the management as stated in note no. 40(B) of the REVISED financial statements;

- e) Note no. 35 of the REVISED financial statements wherein the company has made investment of ₹ 8.56 crore (along with bank guarantee of ₹ 10.01 Crore) and ₹ 0.10 Crore in MJSJ Coal Limited and Jindal Synfuels Limited respectively. The company continues to treat the investment as good and recoverable in view of the pending decision challenging the Order and other circumstances mentioned therein;
- f) Note no. 27 (5) of the REVISED financial statements regarding Mining Rights and effect of mining operations recorded in the financial statement of the Company for the reasons and as stated in said note no.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us during the course of audit, we give in the Annexure 'A' a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The REVISED Balance Sheet, the REVISED Statement of Profit and Loss, and the REVISED Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid REVISED standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) As required by section 143(3)(i) of the Companies Act, 2013, and based on the checking of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, our separate report with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls is as per Annexure 'B'.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – refer Note no. 28(A & D), 36 & 38 to the REVISED standalone financial statements.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For LODHA & CO.
Chartered Accountants
FRN: 301051E

N.K. LODHA
Partner
Membership No. 85155

For S.S. KOTHARI MEHTA & CO.
Chartered Accountants
FRN: 000756N

SUNIL WAHAL
Partner
Membership No. 87294

Place : New Delhi
Dated : 23rd November, 2016

Annexure "A" referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date on the REVISED Standalone Financial Statements of JINDAL STAINLESS LIMITED for the year ended 31st March 2016

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of Physical Verification of its Fixed assets by which fixed asset have been verified by the management according to the programme of periodical physical verification in a phased manner which in our opinion is reasonable having regard to the size of the Company and the nature of its fixed assets. The discrepancies noticed on such physical verification were not material.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company except as stated in footnote (@) of Note No. 11 of the standalone financial statements.
2. The inventories of the Company (except stock lying with the third parties and in transit), part of stores and spares, have been physically verified by the management at reasonable intervals. In our opinion, the procedures of physical verification of inventory followed by the Management are reasonable in relation to the size of the Company and nature of its business. The discrepancies noticed on such physical verification of inventory as compared to book records were not material.
3. The Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
4. According to the information, explanations and representations provided by the management and based upon audit procedures performed, we are of the opinion that in respect of loans, investments, guarantees and security, the Company has complied with the provisions of the Section 185 and 186 of the Companies Act, 2013.
5. In our opinion and according to the information and explanations given to us, the Company has complied with the directive issued by the Reserve Bank of India and the provisions of Section 73 to 76 of the Act or any other relevant provisions of the Act and the rules framed there under (to the extent applicable) with regard to deposit accepted from the public. We have been informed that no order has been passed by the Company Law Board (however, on the application of the Company for extension of time (refer note no. 4(d)) or National Company Law Tribunal or Reserve Bank of India or any Court or other Tribunal in this regard.
6. We have broadly reviewed the books of account maintained by the company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Act in respect of the company's products to which the said rules are made applicable and are of the opinion that prima facie, the prescribed records have been made and maintained. We have, however, not made a detailed examination of the said records with a view to determine whether they are accurate or complete.
7. (a) According to the records of the Company, the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues with the appropriate authorities to the extent applicable and there are no undisputed statutory dues payable for a period of more than six months from the date they become payable as at 31st March, 2016.
- (b) According to the records and information & explanations given to us, there are no dues in respect of service tax that have not been deposited with the appropriate authorities to the extent applicable on account of any dispute and the dues in respect of income tax, duty of customs, duty of excise and value added tax that have not been deposited with the appropriate authorities on account of any dispute and the forum where the dispute is pending are given below: -

Name of The Statute	Nature of Dues	Amount (₹ in Lacs)	Period (Financial Year)	Forum where dispute is pending
Central Excise Act	Excise Duty	3,134.85	2005-11	CESTAT, East Zonal Bench Kolkata.
		31.84	April 06 – March 12	Commissioner Appeal, Bhubaneswar
Customs Act	Custom Duty	797.05	2012-13	Commissioner of Central Excise, Customs and Service Tax, Bhubaneswar -1
The Central Sales Tax, 1956	Sales Tax	2,479.44	2005-06 to 2007-08	High Court Orissa, Cuttack
Income tax Act	Income Tax	247.14	2005-06 2006-07 2010-11	Commissioner of Income Tax (Appeals), Delhi
		517.52	2002-03 2003-04	High Court, New Delhi
		2,828.17	2004-05 2005-06 2006-07 & 2007-08	ITAT, New Delhi
Entry Tax Act, 1999	Entry Tax	9,745.96	2006-07 to 2015-16	H'ble Supreme Court
		8,210.54	2006-11	High Court Orissa, Cuttack

Above does not include show cause notices and are after incorporating effect of the Scheme (Refer Note no. 27)

8. In our opinion, on the basis of audit procedures and according to the information and explanations given to us, the company has defaulted in repayment of dues (including interest, installment & letter of credits payments) to banks and financial institutions at various days during the year (read with note no. 33). The maximum amount of default on a particular date was ₹ 82,274.50 Lacs (including default of ₹ 508.51 Lacs w.r.t. outstanding debentures) and maximum delay (no. of days) noticed was 86 days (maximum delay of 59 days w.r.t. outstanding debentures). As on March 31, 2016, the overdue financial obligations to banks/ financial institutions/debenture holders was ₹ 55,359.54 Lacs with maximum delay of 61 days, the lender wise details of which is as follows:
- Allahabad Bank ₹ 633.40 Lacs; Axis Bank ₹ 3,084.24 Lacs; Bank of Baroda ₹ 150.37 Lacs; Bank of Maharashtra ₹ 28.78 Lacs; Canara Bank ₹ 5,910.31 Lacs; Central Bank of India ₹ 646.10 Lacs; Corporation Bank ₹ 108.18 Lacs; Federal Bank ₹ 108.48 Lacs; General Insurance Corporation of India ₹ 28.65 Lacs; HDFC Bank ₹ 120.84 Lacs; ICICI Bank ₹ 5,599.94 Lacs; IDBI Bank ₹ 1,000.82 Lacs; Indian Bank ₹ 150.88 Lacs; Jammu & Kashmir Bank ₹ 255.85 Lacs; Karnataka Bank ₹ 68.84 Lacs; Life Insurance Corporation of India ₹ 577.75 Lacs; New India Assurance Company ₹ 28.57 Lacs; Oriental Bank Of Commerce ₹ 583.73 Lacs; Punjab National Bank ₹ 15,923.17 Lacs; State Bank of Bikaner & Jaipur ₹ 285.32 Lacs; State Bank of Hyderabad ₹ 695.50 Lacs; State Bank of India ₹ 16,570.03 Lacs; State Bank of Mysore ₹ 241.49 Lacs; State Bank of Patiala ₹ 852.08 Lacs; State Bank of Travancore ₹ 340.14 Lacs; Syndicate Bank ₹ 224.68 Lacs; UCO Bank ₹ 295.38 Lacs; United India Insurance Company ₹ 28.54 Lacs; Union Bank of India ₹ 321.85 Lacs; United Bank of India ₹ 495.64 Lacs.
9. On the basis of information and explanations given to us, term loan were applied for the purpose for which the loans were obtained. No moneys have been raised during the year by way of initial public offer or further public offer.
10. Based on the audit procedure performed and on the basis of information and explanations provided by the management, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the course of the audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, read with note no. 49(C)(i).
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations and records made available by the management of the Company and audit procedure performed, for transactions with the related parties during the year, the Company has complied with the provisions of Section 177 and 188 of the Act, where applicable [Read with note no. 27(6&7) and 47]. As explained and as per records, details of related party transactions have been disclosed in the standalone financial statements as per the applicable Accounting Standards.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, read with note no. 2(b)(ii). Accordingly, we are not offering comment with respect to compliance of requirement of Section 42 of the Act and utilisation of the money.
15. On the basis of records made available to us and according to information and explanations given to us, the Company has not entered into non-cash transactions with the directors or persons connected with him.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For LODHA & CO.
Chartered Accountants
FRN: 301051E

For S.S. KOTHARI MEHTA & CO.
Chartered Accountants
FRN: 000756N

N.K. LODHA
Partner
Membership No. 85155

SUNIL WAHAL
Partner
Membership No. 87294

Place : New Delhi
Dated : 23rd November, 2016

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE REVISED STANDALONE FINANCIAL STATEMENTS OF JINDAL STAINLESS LIMITED

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of JINDAL STAINLESS LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the REVISED standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For LODHA & CO.
Chartered Accountants
FRN: 301051E

N.K. LODHA
Partner
Membership No. 85155

Place : New Delhi
Dated : 23rd November, 2016

For S.S. KOTHARI MEHTA & CO.
Chartered Accountants
FRN: 000756N

SUNIL WAHAL
Partner
Membership No. 87294

DESCRIPTION	NOTE NO.	(₹ in Lacs)	
		As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	4,623.71	4,623.71
Share Capital Suspense Account (Refer note no. 27)		36,618.67	36,618.67
Reserves and Surplus	3	(63,490.87)	(21,821.34)
		(22,248.49)	19,421.04
NON-CURRENT LIABILITIES			
Long-term borrowings	4	7,32,326.98	8,07,023.39
Deferred tax liabilities (net)	5	-	-
Other Long-term liabilities	6	7,792.19	20,907.17
Long - term provisions	7	612.64	520.22
		7,40,731.81	8,28,450.78
CURRENT LIABILITIES			
Short-term borrowings	8	2,05,385.10	2,33,314.11
Trade payables	9	1,65,899.23	1,31,573.01
Other current liabilities	10	1,57,038.85	1,39,976.86
Short-term provisions	7	52.35	230.29
		5,28,375.53	5,05,094.27
TOTAL		12,46,858.85	13,52,966.09
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	11		
Tangible assets		4,84,240.97	7,38,002.90
Intangible assets		1,647.13	1,416.54
Capital work-in-progress		5,420.31	13,732.47
Non-current investments	12	48,305.24	10,312.70
Long-term loans and advances	13	12,409.64	16,182.43
Other non-current assets	14	963.25	19.78
		5,52,986.54	7,79,666.82
CURRENT ASSETS			
Current investments	12	28.05	30.65
Inventories	15	1,64,372.18	1,72,056.51
Trade receivables	16	92,246.29	95,679.31
Cash and Bank Balances	17	7,020.14	4,113.68
Short-term loans and advances	13	4,29,716.93	3,01,286.53
Other current assets	18	488.72	132.59
		6,93,872.31	5,73,299.27
TOTAL		12,46,858.85	13,52,966.09
Significant Accounting Policies	1		
Notes referred to above are an integral part of the financial statements			

AUDITOR'S REPORT

In terms of our report of even date annexed hereto

For LODHA & CO.
Chartered Accountants

For S.S KOTHARI MEHTA & CO.
Chartered Accountants

RATAN JINDAL
Chairman & Managing Director

S. BHATTACHARYA
Whole Time Director

(N.K. LODHA)
Partner
Membership No.85155
FRN 301051E

(SUNIL WAHAL)
Partner
Membership No.87294
FRN 000756N

ASHISH GUPTA
Chief Financial Officer

RAAJESH KUMAR GUPTA
Company Secretary

Place : New Delhi
Date : 23rd November, 2016

DESCRIPTION	NOTE NO.	(₹ in Lacs)	
		For the Year ended 31.03.2016	For the Year ended 31.03.2015
INCOME			
Revenue from operations (Gross)	19	7,07,300.66	6,45,953.67
Less : Excise Duty on sales		50,025.15	44,859.65
Revenue from operations (Net)		6,57,275.51	6,01,094.02
Other income	20	2,459.13	5,279.17
TOTAL		6,59,734.64	6,06,373.19
EXPENSES			
Cost of materials consumed	21	3,88,842.97	3,94,506.01
Purchases of Trading Goods	21A	35,740.24	-
Changes in inventories of finished goods, work in progress and Trading goods	22	(12,436.05)	18,990.56
Employee benefits expenses	23	9,191.43	11,563.01
Finance costs	24	1,00,525.76	91,581.33
Depreciation and amortization expense	25	24,349.88	39,254.66
Other expenses	26		
Manufacturing Expenses		1,51,661.76	1,16,678.62
Administrative Expenses		7,260.36	5,912.54
Selling expenses		25,026.22	23,042.68
TOTAL		7,30,162.57	7,01,529.41
Profit/(Loss) before exceptional and extraordinary items and tax		(70,427.93)	(95,156.22)
Exceptional items - Gain/(Loss)	30	32,712.79	1,17,319.55
Profit/ (Loss) before tax		(37,715.14)	22,163.33
Tax expense			
Provision for Current Tax		-	-
MAT Credit Entitlement / (Reversal)		(1,065.75)	-
Provision for Deferred Tax		-	-
Previous Year Taxation Adjustment		-	(144.61)
Profit/(Loss) for the Year		(38,780.89)	22,307.94
Earnings per share (in ₹)	48		
Basic		(16.95)	10.21
Diluted		(16.95)	7.24
Significant Accounting Policies	1		
Notes referred to above are an integral part of the financial statements			

AUDITOR'S REPORT

In terms of our report of even date annexed hereto

For LODHA & CO.
Chartered AccountantsFor S.S KOTHARI MEHTA & CO.
Chartered AccountantsRATAN JINDAL
Chairman & Managing DirectorS. BHATTACHARYA
Whole Time Director(N.K. LODHA)
Partner
Membership No.85155
FRN 301051E(SUNIL WAHAL)
Partner
Membership No.87294
FRN 000756NASHISH GUPTA
Chief Financial OfficerRAAJESH KUMAR GUPTA
Company SecretaryPlace : New Delhi
Date : 23rd November, 2016

(₹ in Lacs)

DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
A. Cash Inflow / (Outflow) from Operating Activities		
Net Profit/(Loss) Before Tax & Exceptional Items	(70,427.93)	(95,156.22)
Adjustment for:		
Depreciation/Amortisation	24,349.88	39,254.66
Provision for Doubtful Debts & Advance / Bad Debts	1,076.67	1,055.55
Previous Year Adjustments (Liability Written Back)	(86.41)	(402.46)
Mines Development Expenditure Written off	128.99	-
Expenses on Employee Stock Option Scheme	(134.55)	(80.52)
Finance Cost	1,00,525.76	91,581.33
Interest Income	(2,055.94)	(2,258.50)
Dividend Income	(0.16)	-
(Profit) / Loss on Sale/Diminution of Investments (Net)	2.60	(7.75)
(Profit) / Loss on Sale/Discard of Fixed Assets (Net)	5.08	(2,451.71)
Operating Profit Before Working Capital Changes	53,383.99	31,534.37
Adjustment for:		
(Increase) / Decrease in Inventories	(8,101.67)	18,639.36
(Increase) / Decrease in Trade Receivables	327.79	(16,156.15)
(Increase) / Decrease in Loans & Advances	662.48	(3,719.39)
Increase / (Decrease) in Liabilities and Provisions	38,647.10	7,311.55
Cash Inflow from Operating Activities Before Exceptional Items	84,919.69	37,609.75
Exceptional items - Gain/(Loss)	(3,434.53)	2,940.19
Income Tax (Advance) / Refund / MAT Credit (Net)	(107.13)	1,563.41
Net Cash Inflow from Operating Activities	81,378.03	42,113.35
B. Cash Inflow / (Outflow) from Investing Activities		
Sale/Redemption/(purchase) of Investment (Net)	39.50	46.30
Investment in Subsidiaries	-	(15.00)
Amount received in term of Composite Scheme of Arrangement	1,18,493.00	-
Capital Expenditure	(15,760.93)	(5,453.30)
Sales Proceeds of Fixed Assets Sold	178.09	6,098.21
Dividend Received	0.16	-
Interest Received	2,068.05	2,109.56
Net Cash Outflow from Investing Activities	1,05,017.87	2,785.77

(₹ in Lacs)

DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
C. Cash Inflow / (Outflow) from Financing Activities		
Dividend Paid	(27.95)	(30.35)
Interest and Finance Charges Paid	(93,358.42)	(92,042.89)
Proceeds from / (Repayment of) Long Term Borrowings (Net)	(65,048.49)	47,162.41
Proceeds from / (Repayment of) Short Term Borrowings (Net)	(44,318.21)	-
Loan Taken from related party	19,265.99	
Net Cash Inflow from Financing Activities	(1,83,487.08)	(44,910.83)
Net Changes in Cash & Cash Equivalents	2,908.82	(11.71)
Cash & Cash Equivalents (Closing Balance)	7,042.28	4,133.46
Cash & Cash Equivalents in terms of Composite Scheme of Arrangement	-	739.26
Cash & Cash Equivalents (Opening Balance)	4,133.46	4,884.44
Net Changes in Cash & Cash Equivalents	2,908.82	(11.71)
Notes :		
1) Cash and cash equivalents includes :-		
Cash, Cheques and Stamps in hand	4,022.82	783.03
Balance with Banks	3,019.46	3,350.43
	7,042.28	4,133.46

2) Previous year's figures have been regrouped and re-arranged wherever considered necessary.

3) The Composite Scheme of Arrangement does not involve any cash flow during the year, hence not been considered in above. (read with note no. 27)

AUDITOR'S REPORT

In terms of our report of even date annexed hereto

For LODHA & CO.
Chartered Accountants

For S.S KOTHARI MEHTA & CO.
Chartered Accountants

RATAN JINDAL
Chairman & Managing Director

S. BHATTACHARYA
Whole Time Director

(N.K. LODHA)
Partner
Membership No.85155
FRN 301051E

(SUNIL WAHAL)
Partner
Membership No.87294
FRN 000756N

ASHISH GUPTA
Chief Financial Officer

RAAJESH KUMAR GUPTA
Company Secretary

Place : New Delhi

Date : 23rd November, 2016

Note No - 1 Significant Accounting Policies

i) Basis of Preparation of Financial Statements

The financial statements are prepared under the historical cost convention, on accrual basis of accounting, in accordance with the generally accepted accounting principles in India as applicable, accounting standards notified under section 133 of the Companies Act, 2013 read together with Rule 7 of the Companies (Accounts) Rules, 2014 and the other relevant provisions of the Companies Act, 2013.

ii) Use of Estimates

The preparation of financial statements requires use of estimates and assumptions to be made that affect the reported amounts of assets, liabilities and disclosure of contingent liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

iii) A) Fixed Assets & Depreciation

a) Fixed Assets

Fixed Assets are stated at their cost of acquisition / construction less accumulated depreciation and impairment losses. Cost comprises of all cost, net of income (if any), incurred to bring the assets to their present location and working condition and other related overheads till such assets are ready for intended use. Assets vested in the company pursuant to the Scheme of Arrangement & De-merger are stated at their fair market values based on the valuation report of financial consultant.

b) Depreciation

Depreciation on Fixed Assets is provided on Straight Line Method over their useful lives and in the manner specified in Schedule II of the Companies Act, 2013. However, in respect of certain Plant & Machinery and Electric Installation, depreciation is provided as per their useful lives assessed on the basis of technical evaluation by the external valuer, ranging from 20 to 25 years.

c) Assets not owned by the Company are amortised over a period of ten years.

d) Lease Hold Assets are amortised over the period of lease.

e) Classification of plant & machinery into continuous and non-continuous is made on the basis of technical assessment and depreciation is provided for accordingly.

B) Intangible Assets

Intangible Assets are stated at cost which includes any directly attributable expenditure on making the asset ready for its intended use. Intangible Assets are amortised over the expected duration of benefit or 10 years, whichever is lower.

C) Impairment

Impairment loss is recognized wherever the carrying amount of an asset is in excess of its recoverable amount and the same is recognized as an expense in the Statement of Profit and Loss and carrying amount of the asset is reduced to its recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the asset over its remaining useful life.

Reversal of impairment losses recognized in prior years is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased.

iv) Revenue Recognition

Revenue is recognized when it is earned and no significant uncertainty exists to its realization or collection.

Revenue from sale of goods: is recognized on delivery of the products, when all significant contractual obligations have been satisfied, the property in the goods is transferred for a price, significant risks and rewards of ownership are transferred and no effective ownership is retained.

Revenue from other activities: is recognized based on the nature of activity, when consideration can be reasonably measured. Certain claims like those relating to Railways, Insurance, Electricity, Customs, and Excise are accounted for on acceptance/when there is a reasonable certainties.

v) Borrowing Costs

Borrowing costs attributable to the acquisition /construction of qualifying assets are capitalized as part of cost of such assets and other borrowing costs are recognized as expense in the period in which these are incurred.

vi) Foreign Currency Transactions

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transactions. Monetary assets and liabilities related to foreign currency transactions remaining unsettled are translated at year end rate.

The difference in translation of monetary assets and liabilities and realized gains and losses on foreign exchange transaction are recognized in Statement of Profit & Loss except of loan/liability related with acquisition of depreciable fixed asset where the same is treated as cost of the assets. Exchange difference of other outstanding loan / liability (against which there is no depreciable fixed assets exists) is recognized as Foreign Currency Monetary Item Translation Difference Account and amortized over period / remaining period of loan/liability.

Foreign currency gain/loss relating to translation of net investment in non-integral foreign operation is recognized in the foreign currency translation reserve.

Premium/Discount on forward foreign exchange contracts are pro-rated over the period of contract.

vii) Investments

Long term investments are carried at cost. When there is a decline other than temporary in their value, the carrying amount is reduced on an individual investment basis and decline is charged to the Statement of Profit & Loss. Appropriate adjustment is made in carrying value of investment in case of subsequent rise in value of investments.

Current Investments are carried at lower of cost or market value.

viii) Valuation of Inventories

Inventories are valued at the lower of cost and net realisable value except scrap which is valued at net realisable value. The cost is computed on Weighted Average basis. Finished goods and Work in Progress includes cost of conversion and other overheads incurred in bringing the inventories to their present location and condition.

ix) Employee Benefits

a) Short term Employee Benefits

Short term employee benefits are recognized during the year in which the services have been rendered and are measured at cost.

b) Defined Contribution Plans

The Provident Fund and Employee's State Insurance are defined contribution plans and the contributions to the same are expensed in the Statement of Profit and Loss during the year in which the services have been rendered and are measured at cost.

c) Defined Benefit Plans

The Provident Fund (Funded), Leave Encashment and Gratuity are defined benefit plans. The Company has provided for the liability at year end based on actuarial valuation using the Projected Unit Credit Method. Actuarial gains and losses are recognized as and when incurred.

d) Employee Stock Option Scheme

The excess of market price on the date of grant over the exercise price is recognized as deferred compensation expenses amortized over the vesting period on a straight-line basis, as per the accounting treatment prescribed by the Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 issued by the Securities and Exchange Board of India.

x) Miscellaneous Expenditure

a) Preliminary expenses are written off over the period of ten years.

b) Bonds issue expenses and premium on redemption are written off over the expected duration of benefit or life of the bonds, whichever is earlier.

c) Mines development expenses incurred for developing and preparing new mines are written off over the period of expected duration of benefits or ten years, whichever is earlier.

xi) Taxation

Provision is made for income-tax liability in accordance with the provisions of Income-Tax Act, 1961.

Deferred tax resulting from timing differences between book profits and tax profits is accounted for applying the tax rates and laws that have been enacted or substantively enacted till the Balance Sheet date.

Deferred Tax Assets arising from timing differences are recognized to the extent there is a reasonable/virtual certainty that the assets can be realized in future.

xii) Management of Metal Price Risk/ Derivatives

Risks associated with fluctuations in the price of the raw material metal are mitigated by hedging on futures/option market. The results of metal hedging contracts/transactions are recorded upon their settlement as part of raw material cost.

Risk of movements in the interest rates, foreign currencies are hedged by derivatives contract such as Interest Rate Swaps, Currency Swaps, Forward Contracts and Currency Options.

All outstanding derivative instruments at year end are marked-to-market by type of risk and the resultant losses, if any, are recognized in the Statement of Profit & Loss /Pre-operative expenses, gains are ignored.

xiii) Government Grants

Government Grants are recognized when there is a reasonable assurance that the same will be received. Revenue grants are recognized in the Statement of Profit and Loss. Capital grants relating to specific fixed assets are reduced from the gross value of the respective fixed assets. Other capital grants are credited to Capital Reserve.

xiv) Earnings Per Share

The Company reports basic and diluted earnings per share (EPS) in accordance with Accounting Standard 20 "Earnings per Share". Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

xv) Leases

a) Finance Leases

Assets acquired under finance leases are recognised as an asset and liability at the commencement of the lease at the lower of the fair value of the assets and the present value of minimum lease payments. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Assets given under finance leases are recognised as receivables at an amount equal to the net investment in the lease and the finance income is based on a constant rate of return on the outstanding net investment.

b) Operating Leases

Operating lease receipts and payments are recognized as income or expense in the Statement of Profit and Loss on a straight-line basis over the lease term.

xvi) Contingent Liabilities

Contingent liabilities, if material, are disclosed by way of notes.

Note DESCRIPTION No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
2 SHARE CAPITAL		
AUTHORISED		
38,00,00,000 (44,50,00,000) Equity Shares of ₹ 2/- each	7,600.00	8,900.00
NIL (3,00,00,000) 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each	-	600.00
17,00,00,000 (NIL) Preference Shares of ₹ 2/- each	3,400.00	-
	11,000.00	9,500.00
ISSUED, SUBSCRIBED AND PAID UP		
23,11,85,445 (22,63,75,005) Equity Shares of ₹ 2/-each fully paid up	4,623.71	4,527.50
NIL (48,10,440) 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each fully paid up	-	96.21
TOTAL - SHARE CAPITAL	4,623.71	4,623.71

(a) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR

	EQUITY SHARES		PREFERENCE SHARES	
	31.03.2016 No. of Shares	31.03.2015 No. of Shares	31.03.2016 No. of Shares	31.03.2015 No. of Shares
Shares outstanding at the beginning of the Year	22,63,75,005	21,53,75,005	48,10,440	1,58,10,440
Shares issued during the Year				
On Conversion of 0.10% Cumulative Compulsory Convertible Preference Shares	48,10,440	1,10,00,000	(48,10,440)	(1,10,00,000)
Shares outstanding at the end of the Year	23,11,85,445	22,63,75,005	-	48,10,440

37,59,213 (37,59,213) Equity shares of ₹ 2/- each fully paid up have been allotted to the holders of 2,060 (2,060) Foreign Currency Convertible Bonds of US \$ 5,000/- each at predetermined (as per scheme) conversion rate of ₹ 119.872 each during the last five years.

(b) (i) TERMS/RIGHTS ATTACHED TO EQUITY SHARES

The company has only one class of equity shares having a par value of ₹ 2/- per share. Each shareholder is eligible for one vote per equity share held [other than the shares represented by Regulation S Global Depositary Shares (the "GDSs") issued by the Company whose voting rights are subject to certain conditions and procedure as prescribed under the Regulation S Deposit Agreement]. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

As on 31st March 2016, 88,02,167 GDSs (88,02,167 GDSs) with 1,76,04,334 underlying equity shares (1,76,04,334 equity shares) were outstanding. Each GDS represents 2 underlying equity shares of the Company.

(b) (ii) CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCCPs)

During the year 48,10,440, 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each have been converted into 48,10,440 fully paid up Equity Shares of ₹ 2/- each.

(c) (i) EQUITY SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER

NAME OF THE SHAREHOLDER	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% holding	No. of Shares	% holding
JSL Overseas Holding Limited	2,77,00,000	11.98%	2,77,00,000	12.24%
JSL Overseas Limited	2,65,60,440	11.49%	2,17,50,000	9.61%
Reliance Capital Trustee Co. Ltd- A/C Reliance Diversified Power Sector Fund	-		1,04,39,840	4.61%
Citigroup Global Markets Mauritius Private Ltd. Refer Note no. 27(2)(a)	1,19,04,232	5.15%	1,19,04,296	5.26%

(c) (ii) PREFERENCE SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER

NAME OF THE SHAREHOLDER	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% holding	No. of Shares	% holding
JSL Overseas Limited	NIL	0.00%	48,10,440	100.00%

(d) EQUITY SHARES RESERVED FOR ISSUE UNDER OPTIONS

For details of shares reserved for issue under the Employee Stock Option Scheme, 2010 of the company, please Refer note no. 44.

(e) No bonus, buy back, issue of shares other than in cash in last five years except about Share Capital Suspense Account read with note no 27.

Note No.	DESCRIPTION	(₹ in Lacs)	
		As at 31.03.2016	As at 31.03.2015
3	RESERVES AND SURPLUS		
(a)	CAPITAL REDEMPTION RESERVE	2,000.00	2,000.00
(b)	SECURITIES PREMIUM RESERVE		
	As per last account	42,550.72	1,01,063.35
	Less : Adjusted in terms of Composite Scheme of Arrangement	-	58,512.65
		42,550.72	42,550.70
(c)	EMPLOYEE STOCK OPTION OUTSTANDING		
	As per last account	386.30	466.82
	Less : Transferred during the Year (Refer Note No. 23)	134.55	80.52
		251.75	386.30
(d)	DEBENTURE REDEMPTION RESERVE		
	As per last account	5,918.75	6,106.25
	Less : Transferred during the Year	250.00	187.50
		5,668.75	5,918.75
(e)	FOREIGN CURRENCY TRANSLATION RESERVE	806.29	693.86
(f)	CENTRAL/STATE SUBSIDY RESERVE	39.27	39.27
(g)	AMALGAMATION RESERVE	121.55	121.55
(h)	FOREIGN CURRENCY MONETARY ITEM TRANSLATION DIFFERENCE ACCOUNT *	(2,866.52)	-
(i)	SURPLUS/(DEFICIT) IN STATEMENT OF PROFIT AND LOSS		
	As per Last Account	(73,531.77)	(95,674.31)
	Add : Profit/ (Loss) after Tax for the Year	(38,780.91)	22,307.94
	Less : Depreciation Adjusted to Retained Earnings	-	(352.90)
	Add : Debenture Redemption Reserve transferred	250.00	187.50
		(1,12,062.68)	(73,531.77)
	Less : Being Deficit, Set off from General Reserve	-	-
	Net Surplus/(Deficit) in the Statement of Profit and Loss	(1,12,062.68)	(73,531.77)
	TOTAL - RESERVES & SURPLUS	(63,490.86)	(21,821.34)

* Refer Note No. 27, on Foreign currency long term borrowings against which depreciable assets has been transferred to JUSL pursuant to the scheme.

(₹ in Lacs)

Note No.	DESCRIPTION	Non -Current Portion		Current Maturity	
		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
4	LONG-TERM BORROWINGS				
	SECURED				
	(a) DEBENTURES				
	Redeemable Non-Convertible Debentures	21,675.00	22,675.00	1,000.00	1,000.00
		21,675.00	22,675.00	1,000.00	1,000.00
	(b) TERM LOANS FROM BANKS				
	Rupee Term Loans	5,18,495.62	5,55,971.91	21,449.33	22,759.89
	Foreign Currency Loans	1,04,583.40	1,30,019.83	33,247.40	17,613.39
		6,23,079.02	6,85,991.74	54,696.73	40,373.28
	(c) FUNDED INTEREST TERM LOANS				
	From Banks	82,152.55	91,912.03	9,308.76	5,343.15
	From Others	5,420.41	5,899.41	477.89	314.37
		87,572.96	97,811.44	9,786.65	5,657.52
	TOTAL - SECURED	7,32,326.98	8,06,478.18	65,483.38	47,030.80
	UNSECURED				
	(d) PUBLIC FIXED DEPOSITS	-	545.21	491.89	1,533.47
	TOTAL - UNSECURED	-	545.21	491.89	1,533.47
	Less : Amount Disclosed under the head Other Current Liabilities			65,975.27	48,564.27
	TOTAL - LONG TERM BORROWINGS	7,32,326.98	8,07,023.39	-	-

Secured Borrowings

[read with Note no. 32]

- a) 9.75% *Redeemable Non-Convertible Debentures (*carrying floating rate of interest) of ₹ 10,00,000 each, balance amounting to ₹ 22,675.00 Lacs (₹ 23,675.00 Lacs) are redeemable in quarterly installments starting from ₹ 1,000.00 Lacs to ₹ 1,187.50 Lacs during 2018-19 to 2021-22, ₹ 812.50 Lacs each during 2017-18 and ₹ 250.00 Lacs each during 2016-17. Debentures are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of movable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished good, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- b) (i) Rupee Term Loans from banks amounting to ₹ 1,32,237.00 Lacs (₹ 1,97,105.09 Lacs) are repayable in quarterly installments of, ₹ 1,730.72 Lacs each during 2016-17, ₹ 5,624.84 Lacs each during 2017-18 and thereafter starting from ₹ 6,922.88 Lacs to ₹ 7,355.56 Lacs during 2018-19 to 2021-22. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (ii) Rupee Term Loans from banks amounting to ₹ 2,20,560.18 Lacs (₹ 2,65,503.41 Lacs) are repayable in quarterly installments of, ₹ 2,900.00 Lacs each during 2016-17, ₹ 8,700.00 Lacs each during 2017-18 and thereafter starting from ₹ 10,875.00 Lacs to ₹ 14,871.44 Lacs during 2018-19 to 2021-22. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (iii) Rupee Term Loans from banks amounting to ₹ 33,317.03 Lacs (₹ 49,108.75 Lacs) is repayable on 31st March, 2022. The loan is secured by second pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.

- (iv) Rupee Term Loans from banks amounting to ₹ 58,112.67 Lacs (₹ 67,014.55 Lacs) are repayable in quarterly installments of, ₹ 707.66 Lacs each during 2016-17, ₹ 2,299.90 Lacs each during 2017-18 and thereafter starting from ₹ 2,830.65 Lacs to ₹ 3,007.57 Lacs during 2018-19 to 2021-22. The loans are secured by second pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (v) Rupee Term Loans from banks amounting to ₹ 95,717.90 Lacs (₹ NIL) are repayable in quarterly installments of, ₹ 23.95 Lacs each during 2016-17, ₹ 47.90 Lacs each during 2017-18, and thereafter starting from ₹ 718.50 Lacs to ₹ 4,694.20 Lacs during 2018-19 to 2026-27. The loans are secured (charge created / to be created) by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (vi) Foreign Currency Loans from banks amounting to ₹ 7,381.42 Lacs (₹ 7,269.18 Lacs) are repayable in quarterly installments of, ₹ 81.11 Lacs each during 2016-17, ₹ 243.34 Lacs each during 2017-18 and thereafter starting from ₹ 304.18 Lacs to ₹ 446.13 Lacs during 2018-19 to 2021-22. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (vii) Foreign Currency Loans from banks amounting to ₹ 1,30,449.38 Lacs (₹ 1,39,268.95 Lacs) are repayable in structured installments of ₹ 32,922.94 Lacs in 2016-17, ₹ 24,847.50 Lacs in 2017-18 and ₹ 24,226.31 Lacs each during 2018-19 to 2020-21. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (viii) Foreign Currency Loan from DBS Bank amounting to ₹ 1,095.09 Lacs has been fully repaid during the year in accordance with the terms of the loan document. The charge in relation to said loan has also been satisfied during the year.
- c) (i) Funded Interest Term Loans (I) from banks amounting to ₹ 41,867.50 Lacs (₹ 43,730.62 Lacs) (including ₹ 3,511.10 Lacs (₹ 3,666.12 Lacs) from Financial Institutions) are repayable in quarterly installments of, ₹ 464.40 Lacs each during 2016-17, ₹ 1,509.30 Lacs each during 2017-18 and thereafter starting from ₹ 1,857.60 Lacs to ₹ 2,205.90 Lacs during 2018-19 to 2021-22. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (ii) Funded Interest Term Loans (II) from banks amounting to ₹ 55,492.11 Lacs (₹ 59,738.34 Lacs) (including ₹ 2,387.20 Lacs (₹ 2,547.66 Lacs) from Financial Institutions) are repayable in 6 quarterly installments of ₹ 1,982.26 Lacs each starting from 30th April 2016 till 31st July 2017 and thereafter quarterly installment of ₹ 3,807.87 Lacs each starting from 31st October 2017 and ending on 31st July 2020. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (a,b,c) i) Above Term Loans amounting to ₹ 6,67,360.99 Lacs (including Funded Interest Term Loan ₹ 97,359.61 Lacs, Debentures amounting to ₹ 22,675.00 Lacs) are also secured by additional securities as mentioned in Note No.32(A) (iii).
- ii) Additionally, borrowings continue to have security on the assets transferred to Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited in pursuant to Composite Scheme of Arrangement (Read with note no. 27).
- iii) Pursuant to receipt of part consideration (amount of ₹ 2,60,000.00 Lacs from Jindal Stainless (Hisar) Limited, the Company has prepaid the domestic long term debt (excluding FITL & Corporate Term Loan) by ₹ 1,18,493.00 Lacs (up to 31st March 2016) and also ₹ 1,41,507.00 Lacs till date to the lenders of JSL in line with the AMP proposal, as approved by CDR EG.
- iv) Foreign currency loan also secured by additional security as mentioned in Note no. 32(A)(iii)(c).

Unsecured Borrowings

Fixed deposits from public have a maturity period of 2 and 3 years from the date of deposits, as the case may be, and as per order dated May 06, 2015 issued by Company Law Board, New Delhi to the Company under Section 74(2) of the Companies Act, 2013, are repayable as and when due but not later than June 30, 2016.

(₹ in Lacs)

Note No.	DESCRIPTION	Deferred Tax Liability/Asset as at 31.03.2015	Charge/ (Credit) for the Year	Deferred Tax Liability/Asset as at 31.03.2016
5	DEFERRED TAX LIABILITY (NET)			
(a)	DEFERRED TAX LIABILITY			
	Difference between book & tax depreciation	1,08,250.46	(35,418.25)	72,832.21
	Total Deferred Tax Liability	1,08,250.46	(35,418.25)	72,832.21
(b)	DEFERRED TAX ASSETS			
	Disallowance under Section 43B	32,416.40	(1,871.37)	30,545.03
	Provision for doubtful debts & advances	1,185.40	311.91	1,497.31
	Provisions for Employee Benefit	259.74	(29.60)	230.14
	Provisions for MTM Losses & Diminution in Investments	578.65	(553.38)	25.27
	Brought forward loss/Unabsorbed Depreciation	73,810.27	(33,275.81)	40,534.46
	Total Deferred Tax Assets	1,08,250.46	(35,418.25)	72,832.21
	DEFERRED TAX LIABILITY (NET)	-	-	-

- considering the prudence and losses in the past years, no deferred tax assets (net) have been created.

- Refer Note no. 27 and 11

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
6	OTHER LONG TERM LIABILITIES		
	Security Deposits	850.00	850.00
	Interest accrued but not due on borrowings	-	51.19
	Creditors for Capital Expenditure	2,432.54	12,026.83
	Other Outstanding Liabilities *	4,509.65	7,979.15
	TOTAL - OTHER LONG TERM LIABILITIES	7,792.19	20,907.17

* payable to a bank in 14 monthly installments of ₹ 342.70 Lacs each (including interest).

(₹ in Lacs)

Note No.	DESCRIPTION	Long-Term		Short-Term	
		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
7	PROVISIONS				
	For Employee Benefits	612.64	520.22	52.35	230.29
	TOTAL - PROVISIONS	612.64	520.22	52.35	230.29

Note DESCRIPTION No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
8 SHORT TERM BORROWINGS		
SECURED		
(a) Working Capital Facilities from Bank *	1,10,867.04	1,84,763.88
(b) Buyer Credit in Foreign Currency - Against Working Capital *	75,252.07	48,550.23
TOTAL - SECURED	1,86,119.11	2,33,314.11
UNSECURED		
(c) Inter Corporate Deposits from Related Party	19,265.99	-
TOTAL - UNSECURED	19,265.99	-
TOTAL - SHORT TERM BORROWINGS	2,05,385.10	2,33,314.11

Secured Borrowings

[Read with Note no. 32 and 33]

- (a) Working Capital Facilities are secured by way of hypothecation and/or pledge of current assets namely finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable and by way of second charge in respect of other moveable and immoveable properties of the Company. Working Capital Facility is repayable on demand.
- (b) Buyer Credit Facility are secured by way of hypothecation and/or pledge of current assets namely finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable and by way of second charge in respect of other moveable and immoveable properties of the Company.

(a,b) Working Capital Facility from bank amounting to ₹ 1,06,518.07 Lacs (₹ 2,28,600.61 Lacs) and Working Capital Buyers Credit amounting to ₹ 90,063.33 (₹ 85,734.44 Lacs) are also secured by additional securities as mentioned in note no. 32 (A) (iii).

*Further Working Capital Facilities continue to have security on the assets transferred to Jindal Stainless (Hisar) Limited, Jindal United Steel Limited & Jindal Coke Limited in pursuant to Composite Scheme of Arrangement (Read with note no 27).

*Net of the amount of ₹ 7,063.00 Lacs (₹ 48,187.97 Lacs) of Working Capital Facilities and ₹ 23,235.21 Lacs (₹ 37,184.22 Lacs) of buyer credit has been allocated to Jindal Stainless (Hisar) Limited and ₹ 400.51 lacs (₹ Nil) of buyers credit has been allocated to JCL pursuant to Composite Scheme of Arrangement (read with note no. 27) pending confirmation from the respective banks.

- (c) Subject to compliance of conditions stipulated in the agreement.

Note DESCRIPTION No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
9 TRADE PAYABLES		
Trade Payables (including Acceptances)		
Dues to Micro and Small enterprises	6.76	6.53
Dues to other than Micro and Small enterprises	1,65,892.47	1,31,566.48
TOTAL TRADE PAYABLES	1,65,899.23	1,31,573.01

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
10	OTHER CURRENT LIABILITIES		
	Current maturities of Long term Borrowings	65,975.27	48,564.27
	Interest accrued but not due on borrowings	9,518.16	8,777.21
	Interest accrued and due on borrowings	10,201.01	3,774.62
	Advance from Customers	12,182.43	16,121.69
	Security Deposits from Agents/Dealers/Others	329.21	270.10
	Creditors for Capital Expenditure	9,980.32	9,505.90
	Other Outstanding Liabilities *	48,680.29	52,862.03
	Liability towards Investors Education and Protection Fund under Section 205C of the Companies Act, 1956 not due		
	Unpaid dividend	-	27.95
	Unpaid matured deposits and interest accrued thereon	172.16	73.09
	TOTAL - OTHER CURRENT LIABILITIES	1,57,038.85	1,39,976.86

* Includes statutory dues.

* Includes overdue amount of ₹ 1,713.50 Lacs (₹ 265.23 Lacs) (including interest of ₹ 354.96 Lacs (₹ 174.29 Lacs)) payable to a bank.

* Includes payable to a bank in 12 monthly installments of ₹ 342.70 Lacs each (including interest).

* Include ₹ NIL (₹ 22,672.34 Lacs) to Jindal Stainless (Hisar) Limited, ₹ 25.87 Lacs (₹ NIL) to Jindal Coke Limited & ₹ 6,515.43 Lacs (₹ NIL) to Jindal United Steel Limited payable due to implementation of Composite Scheme of Arrangement. (Refer note no 27).

(₹ in Lacs)

Note No.	DESCRIPTION	AS AT 01.04.2015	Trf in terms of Composite Scheme of Arrangement \$	GROSS BLOCK ADDITIONS	SALE/ ADJUSTMENT	AS AT 31.03.2016	AS AT 01.04.2015	DEPRECIATION AND AMORTISATION Trf in terms of Composite Scheme of Arrangement \$	DURING THE YEAR	TRF TO RETAINED EARNING ##	ON SALE/ ADJUSTMENT	AS AT 31.03.2016	AS AT 31.03.2015	NET BLOCK AS AT 31.03.2015
11	FIXED ASSETS													
A	TANGIBLE ASSETS													
	Lease Hold Land	6,899.06	-	2.38	-	6,901.44	553.44	-	80.07	-	-	633.51	6,267.93	6,345.62
	Free Hold Land * @	3,251.08	-	-	-	3,251.08	-	-	-	-	-	-	3,251.08	3,251.08
	Buildings ** @	1,12,250.55	25,583.01	702.58	-	87,370.12	16,684.09	3,775.41	4,386.02	-	-	17,294.70	70,075.42	95,566.46
	Plant and Machinery	7,90,249.51	2,71,290.61	20,837.42	350.42	5,39,545.90	1,68,226.96	41,661.26	18,490.59	-	203.27	1,44,853.02	3,94,692.88	6,22,022.55
	Electric Installation	14,924.71	12.99	6.63	-	14,918.35	5,591.40	3.36	618.90	-	-	6,206.94	8,711.41	9,333.31
	Vehicles	1,336.52	39.20	58.75	112.66	1,243.41	714.49	15.54	111.68	-	76.64	733.99	509.42	622.03
	Furniture and Fixtures	1,296.42	16.90	31.85	-	1,311.37	921.33	4.91	92.10	-	-	1,008.52	302.85	375.09
	Office Equipment	793.87	10.51	32.41	-	815.77	615.39	2.56	58.63	-	-	671.46	144.32	178.48
	Power Line and Bay Extension	1,211.87	-	-	-	1,211.87	903.59	-	22.62	-	-	926.21	285.66	308.28
	TOTAL TANGIBLE ASSETS	9,32,213.59	2,96,953.22	21,772.02	463.08	6,56,569.31	1,94,210.69	45,463.04	23,860.60	-	279.91	1,72,328.34	4,84,240.97	7,38,002.90
	PREVIOUS YEAR	12,86,709.80	3,57,413.53	9,314.41	6,397.09	9,32,213.59	3,44,898.29	1,87,937.77	38,831.23	352.90	1,933.96	1,94,210.69	7,38,002.90	
B	INTANGIBLE ASSETS ***													
	Computer Software	2,228.60	-	719.87	-	2,948.47	812.06	-	489.28	-	-	1,301.34	1,647.13	1,416.54
	TOTAL INTANGIBLE ASSETS	2,228.60	-	719.87	-	2,948.47	812.06	-	489.28	-	-	1,301.34	1,647.13	1,416.54
	PREVIOUS YEAR	3,597.78	1,369.18	-	-	2,228.60	1,646.57	1,257.94	423.43	-	-	812.06	1,416.54	
	CAPITAL WORK IN PROGRESS ****												5,420.31	13,732.47

NOTE

* Include ₹ 953.05 Lacs (₹ 953.05 Lacs) jointly owned with other body corporate with 50% share.

** Include ₹ 308.77 Lacs (₹ 308.77 Lacs) jointly owned with other body corporate with 50% share.

*** Intangible Assets are amortised as under:

Software 5 Years

**** Include Project Inventory ₹ 618.11 Lacs (₹ 1,680.02 Lacs).

\$ Refer note no. 27

Includes ₹ 8,275.14 Lacs (₹ 6,440.75 Lacs) on account of foreign exchange fluctuation on loan/liability including fluctuation relating to forward cover.

@ Title deeds of Free Hold Land and Building amounting to ₹ 1,346.10 Lacs and ₹ 21.70 Lacs respectively are pending to be transfer in the name of the company.

Includes Depreciation pertaining to the previous year ₹ 178.24 Lacs (₹ NIL).

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016			As at 31.03.2015		
		Nos.	Face Value (₹)	Amount	Nos.	Face Value (₹)	Amount
12	INVESTMENTS						
I	NON - CURRENT INVESTMENTS						
	LONG TERM INVESTMENTS - AT COST LESS PROVISION						
A	Equity Shares Fully Paid Up -Trade Unquoted						
	MJSJ Coal Limited ^	85,59,000	10	855.90	85,59,000	10	855.90
	JSL Energy Limited	1,000	10	0.10	1,000	10	0.10
	Arian Resources Corp. (formerly Golden Touch Resources Corporation)	1,11,102		179.59	1,11,102		179.59
	Jindal Syntfuels Limited \$	1,00,000	10	10.00	1,00,000	10	10.00
	TOTAL (A)			1,045.59			1,045.59
B	Equity Shares Fully Paid Up of Associate Company - Trade Unquoted						
	Jindal Stainless Corporate Management Services Private Limited	5,000	10	0.50	-	-	-
	TOTAL (B)			0.50			-
C	Equity Shares Fully Paid Up of Subsidiary Company - Trade Unquoted						
	PT. Jindal Stainless Indonesia @	1,24,99,900	USD 1	5,468.38	1,24,99,900	USD 1	5,468.38
	Jindal United Steel Limited (Wholly owned subsidiary)	50,000	10	5.00	50,000	10	5.00
	Jindal Coke Limited (Wholly owned subsidiary)	50,000	10	5.00	50,000	10	5.00
	Jindal Stainless UK Limited (Wholly owned subsidiary)	1,00,000	GBP 1	77.20	1,00,000	GBP 1	77.20
	Jindal Aceros Inoxidables S.L. (Wholly owned subsidiary)	20,000	EURO 1	13.59	20,000	EURO 1	13.59
	JSL Group Holdings Pte. Limited (Wholly owned subsidiary)	66,57,565	SGD 1	2,201.18	66,57,565	SGD 1	2,201.18
	Jindal Stainless FZE (Wholly owned subsidiary)	6	AED 1000000	723.80	6	AED 1000000	723.80
	Jindal Stainless Madencilik Sanayi Ve Ticaret A.S. #	-	-	-	44,99,700	YTL 1	1,601.60
	Iberjindal S.L.	6,50,000	EURO 1	426.36	6,50,000	EURO 1	426.36
	Less : Provision for diminution in value			(13.59)			(1,615.19)
	TOTAL (C)			8,906.92			8,906.92
D	0.01 % Non-Cummulative Compulsory Convertible Preference Shares Pending Allotment						
	In terms of Composite Scheme of Arrangement {(Refer note no. 27(3)(b))}						
	Jindal Coke Limited	2,60,00,000	10	2,600.00	-	-	-
	Jindal United Steel Limited	17,50,00,000	10	17,500.00	-	-	-
	TOTAL (D)			20,100.00			

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016			As at 31.03.2015		
		Nos.	Face Value (₹)	Amount	Nos.	Face Value (₹)	Amount
E	10 % Non-Cummulative Non Convertible Redeemable Preference Shares Pending Allotment						
	In terms of Composite Scheme of Arrangement {(Refer note no. 27(3)(b))}						
	Jindal Coke Limited	9,16,47,073	10	9,164.71	-	-	-
	Jindal United Steel Limited	8,76,73,311	10	8,767.33	-	-	-
	TOTAL (E)			17,932.04			
F	Govt./Semi Govt. Securities - Non Trade						
	8.57% Andhra Pradesh SDL 2020	2,20,000	100	222.48	2,20,000	100	222.48
	7.64% KSFC 2018	10	10,00,000	97.71	10	10,00,000	97.71
	7.50% Bank of India	-	-	-	4	10,00,000	40.00
	TOTAL (F)			320.19			360.19
	TOTAL NON CURRENT INVESTMENTS (A TO F)			48,305.24			10,312.70
II	CURRENT INVESTMENTS						
	(At lower of Cost and Fair Value)						
	Equity Shares Fully Paid Up - Non Trade Quoted						
	Hotel LeelaVentures Limited	90,000	2	73.61	90,000	2	73.61
	Central Bank of India	7,247	10	7.39	7,247	10	7.39
	Adani Ports and Special Economic Zone Limited	7,355	2	6.47	7,355	2	6.47
	Less : Provision for diminution in value			(59.42)			(56.82)
	TOTAL CURRENT INVESTMENTS			28.05			30.65
^	Investment in terms of agreement with Mahanadi Coalfield Limited & Others, as Investor.						
\$	Investment in terms of agreement with Jindal Steel & Power Limited & Others, as Investor.						
@	Undertaking for non disposing of Investment by way of Letter of Comfort given to banks against credit facilities/financial assistance availed by subsidiary.						
#	Written off during the year						
	Aggregate value of Current Investment			28.05			30.65
	Aggregate value of unquoted investment			48,305.24			10,312.70
	Aggregate value of quoted investment			28.05			30.65
	Market value of quoted investment			39.83			47.18

(₹ in Lacs)

Note No.	DESCRIPTION	Long-Term		Short-Term	
		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
13	LOANS AND ADVANCES				
	(Unsecured, Considered good unless otherwise stated)				
	Advance Recoverable in Cash or in kind or the value to be received (Net of provision) [Net of Provision of ₹ 3,704.83 Lacs (₹ 2,925.95 Lacs)]	32.82	-	12,018.08	12,500.49
	Capital Advances	1,953.60	4,700.92	15.78	-
	Security Deposits **	2,999.94	3,086.35	789.33	1,447.28
	Loans & Advances to Related Parties [Net of Provision of ₹ NIL (₹ 22.30 Lacs)]	1,656.25	1,562.38	610.57	529.10
	Amount receivable in term of Composite Scheme of Arrangement @	-	-	3,94,007.00	2,60,000.00
	Prepaid Taxes [Net of Provision of ₹ 13,311.30 Lacs (₹ 13,311.30 Lacs)]	-	-	4,539.92	4,432.79
	MAT Credit Entitlement *	5,767.03	6,832.78	-	-
	Balance with Excise and Sale tax Authorities	-	-	17,736.25	22,376.87
	TOTAL - LOANS AND ADVANCES	12,409.64	16,182.43	4,29,716.93	3,01,286.53

* The management is confident about the realisability of the same.

@ Refer note no. 27

** Includes related parties ₹ 300.00 Lacs (₹ 225.00 Lacs)

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
14	OTHER NON CURRENT ASSETS		
	Deposits with original maturity of more than 12 months	22.14	19.78
	Mines Development Expenses	588.61	-
	Others	352.50	-
	TOTAL - OTHER NON CURRENT ASSETS	963.25	19.78

(₹ in Lacs)

Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
15	INVENTORIES		
	(As taken, valued and certified by the Management)		
	(valued at lower of cost and net realizable value unless otherwise stated)		
	Raw Materials	32,201.94	52,888.60
	[Including material in Transit ₹ 15,794.56 Lacs (₹ 29,504.94 Lacs)]		
	Work in Progress	32,613.53	43,004.81
	Finished Goods	81,816.63	53,004.28
	Trading Goods	196.78	137.38
	Store and Spares	17,543.30	23,021.44
	[Including material in Transit ₹ 1,598.44 Lacs (₹ 3,990.57 Lacs)]		
	TOTAL - INVENTORIES	1,64,372.18	1,72,056.51

		(₹ in Lacs)	
Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
16	TRADE RECEIVABLE		
	(Unsecured, Considered good unless otherwise stated)		
(a)	EXCEEDING SIX MONTHS FROM THE DUE DATE OF PAYMENT		
	Unsecured, Considered good	15,329.82	18,422.25
	Doubtful	599.36	476.96
	Less : Provision for doubtful receivable	599.36	476.96
		15,329.82	18,422.25
(b)	OTHERS	76,916.47	77,257.06
	TOTAL - TRADE RECEIVABLE	92,246.29	95,679.31

		(₹ in Lacs)	
Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
17	CASH AND BANK BALANCES		
(a)	CASH AND CASH EQUIVALENTS		
	Balances with Banks	220.28	508.08
	Balances with Banks in Foreign Currency	25.91	15.01
	Bank Deposits with original maturity of less than three month *	1,404.73	-
	Unpaid dividend accounts	-	27.95
	Cheques in hand/Money in Transit	4,019.90	779.65
	Cash in Hand	2.92	3.38
	TOTAL CASH AND CASH EQUIVALENTS	5,673.74	1,334.07
(b)	OTHER BANK BALANCES		
	Bank Deposits with original maturity of more than three months but less than 12 months *	1,346.40	2,779.61
	Bank Deposits with original maturity of more than 12 months *	22.14	19.78
		1,368.54	2,799.39
	Less : Amount Disclosed under the head Other Non Current Assets	(22.14)	(19.78)
	TOTAL OTHER BANKS BALANCES	1,346.40	2,779.61
	TOTAL - CASH & BANK BALANCES	7,020.14	4,113.68

₹ 1,527.41 Lacs (₹ 1,437.28 Lacs) is under lien with Banks.

		(₹ in Lacs)	
Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
18	OTHER CURRENT ASSETS		
	(Unsecured, Considered good unless otherwise stated)		
	Interest accrued on Investment /Fixed Deposits	120.48	132.59
	Mines Development Expenses	294.30	-
	Others	73.94	-
	TOTAL OTHER CURRENT ASSETS	488.72	132.59

Note DESCRIPTION No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
19 REVENUE FROM OPERATIONS		
(a) SALE OF PRODUCTS		
Finished Goods	6,52,358.47	6,38,132.48
Trading Goods	35,662.50	16.50
Export Benefits	5,645.92	6,770.55
	6,93,666.89	6,44,919.53
(b) SALE OF SERVICES		
Job Charges received	13,329.70	6.69
	13,329.70	6.69
(c) OTHER OPERATING REVENUE		
Sale of Gases	129.00	229.99
Liability no longer required	86.41	402.46
Miscellaneous Income	88.66	395.00
	304.07	1,027.45
REVENUE FROM OPERATIONS (GROSS)	7,07,300.66	6,45,953.67
EXCISE DUTY ON SALES	(50,025.15)	(44,859.65)
REVENUE FROM OPERATIONS (NET)	6,57,275.51	6,01,094.02
DETAILS OF PRODUCT SOLD		
(i) FINISHED GOODS		
Hot Rolled Products	2,62,484.91	2,55,053.55
Cold Rolled Products	3,67,623.92	3,16,642.19
Ferro Alloys	11,031.15	19,239.74
Coke	-	28,463.37
Power	11,218.49	18,733.63
	6,52,358.47	6,38,132.48
(ii) TRADING GOODS		
Steel Scrap, Others	35,662.50	16.50
	35,662.50	16.50
TOTAL - SALE OF PRODUCTS	6,88,020.97	6,38,148.98

		(₹ in Lacs)	
Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
20	OTHER INCOME		
(a)	INTEREST INCOME ON		
	Long Term Investments	50.13	29.49
	Bank / Deposits	273.08	334.01
	Debtors	1,732.73	1,895.00
	[Net of Provision of ₹ 778.88 Lacs (₹ 753.98 Lacs)]		
		2,055.94	2,258.50
(b)	DIVIDEND INCOME FROM CURRENT INVESTMENT	0.16	-
(c)	NET GAIN/(LOSS) ON SALE OF CURRENT INVESTMENTS		
	Gain on Sale	-	0.37
	Reversal / (Loss) on Diminution	(2.60)	7.38
		(2.60)	7.75
(d)	NET GAIN/(LOSS) ON SALE OF FIXED ASSETS		
	Gain on Sale	0.48	2,553.08
	Loss on Sale	(5.56)	(101.37)
		(5.08)	2,451.71
(e)	OTHER NON-OPERATING INCOME (NET)	410.71	561.21
	TOTAL - OTHER INCOME	2,459.13	5,279.17

		(₹ in Lacs)	
Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
21	COST OF MATERIAL CONSUMED		
	Raw Material Consumed	3,88,842.97	3,94,506.01
	TOTAL COST OF MATERIAL CONSUMED	3,88,842.97	3,94,506.01
	DETAIL OF RAW-MATERIAL CONSUMED		
	Steel Scrap	1,83,380.73	1,90,371.66
	Ferro Alloys	1,46,163.45	1,19,087.12
	Copper Scrap	5,961.27	7,191.53
	Chrome Ore	31,536.20	36,249.64
	Coal/Coke	9,924.01	30,663.56
	Others	11,877.31	10,942.50
	TOTAL - DETAIL OF RAW-MATERIAL CONSUMED	3,88,842.97	3,94,506.01

CONSUMPTION OF RAW MATERIAL	31.03.2016		31.03.2015	
	% age	Amount	% age	Amount
Imported	68.12	2,64,895.14	75.23	2,96,803.00
Indigenous	31.88	1,23,947.83	24.77	97,703.02
TOTAL	100.00	3,88,842.97	100.00	3,94,506.01

Note DESCRIPTION No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
21A PURCHASE OF TRADING GOODS		
Steel Scrap, Others	35,740.24	-
TOTAL - PURCHASE OF TRADING GOODS	35,740.24	-

Note DESCRIPTION No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
22 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND TRADING GOODS		
OPENING STOCK		
Finished Goods	53,004.28	1,22,474.02
Work in Progress	43,004.81	76,872.41
Scrap	-	2,511.07
Trading Goods	137.38	178.46
TOTAL OPENING STOCK	96,146.47	2,02,035.96
Add : Trf with reference to Note No. 27(5)	3,877.81	-
Less : Trf in terms of Composite Scheme of Arrangement (Refer note no. 27(3))	1,068.68	85,042.64
	98,955.60	1,16,993.32
CLOSING STOCK		
Finished Goods	81,816.63	53,004.28
Work in Progress	32,613.53	43,004.81
Trading Goods	196.78	137.38
TOTAL CLOSING STOCK	1,14,626.94	96,146.47
Excise Duty on account of increase/(decrease) in Stock of Finished Products	3,235.29	(1,856.28)
TOTAL - CHANGES IN INVENTORIES	(12,436.05)	18,990.56

DETAILS OF INVENTORIES	31.03.2016	31.03.2015	01.04.2014
FINISHED GOODS			
Hot Rolled Products	30,297.79	17,597.29	41,998.76
Cold Rolled Products	46,042.70	30,816.78	67,017.59
Ferro Alloys	1,722.19	3,411.59	4,976.09
Others	3,753.95	1,178.62	8,481.58
TOTAL	81,816.63	53,004.28	1,22,474.02
WORK IN PROGRESS			
Hot Rolled Products	9,586.88	15,852.63	40,502.95
Ferro Alloys	12,917.88	16,991.72	23,094.27
Others	10,108.77	10,160.46	13,275.19
TOTAL	32,613.53	43,004.81	76,872.41
TRADING GOODS			
Steel Scrap, Others	196.78	137.38	178.46
TOTAL	196.78	137.38	178.46

		(₹ in Lacs)	
Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
23	EMPLOYEE BENEFITS EXPENSES (Read with note no. 44)		
	Salaries, Wages, Bonus and Other benefits	8,519.39	10,720.22
	Contribution to provident and other funds	389.63	498.21
	Expenses on Employee Stock Option Scheme [Refer Note No. 3(c)]	(134.55)	(80.52)
	Staff Welfare Expenses	416.96	425.10
	TOTAL - EMPLOYEE BENEFITS EXPENSES	9,191.43	11,563.01

		(₹ in Lacs)	
Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
24	FINANCE COSTS		
	Interest Expenses	96,749.97	86,921.46
	Other Borrowing Costs	3,775.79	4,659.87
	TOTAL - FINANCE COSTS	1,00,525.76	91,581.33

		(₹ in Lacs)	
Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
25	DEPRECIATION AND AMORTIZATION EXPENSES		
	Depreciation on Fixed Assets	23,860.60	38,831.23
	Amortization of Intangible assets	489.28	423.43
	TOTAL - DEPRECIATION AND AMORTIZATION EXPENSES	24,349.88	39,254.66

		(₹ in Lacs)	
Note No.	DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
26	OTHER EXPENSES		
(a)	MANUFACTURING EXPENSES		
	Consumption of Stores and Spare parts	36,372.88	31,126.34
	Power and Fuel	50,855.88	66,058.61
	Labour Processing & Transportation Charges	10,699.09	10,576.94
	Repairs to buildings	655.93	355.52
	Repairs to plant & machinery	1,362.72	1,333.33
	Job work expenses	38,432.09	439.55
	Other Manufacturing Expenses	13,283.17	6,788.33
		1,51,661.76	1,16,678.62

Note DESCRIPTION No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
(b) ADMINISTRATIVE EXPENSES		
Insurance	811.75	1,032.46
Rent	281.58	235.70
Lease Rent	-	1.80
Rates and Taxes	235.00	167.59
Legal and Professional	3,329.09	1,773.92
Postage, Telegram and Telephone	211.80	248.26
Printing & Stationary	187.72	252.20
Travelling & Conveyance	325.05	343.71
Director' Meeting Fees	8.92	15.70
Vehicle Upkeep and Maintenance	578.47	607.39
Auditor's Remuneration	32.98	37.48
Donation	15.81	9.52
Mine Development Expenditure w/off	129.00	-
Miscellaneous Expenses	1,113.19	1,186.81
	7,260.36	5,912.54
(c) SELLING EXPENSES		
Discount & Rebate	4,477.10	1,505.70
Freight & Forwarding Expenses	15,246.96	15,391.25
Commission on Sales	2,490.61	3,432.29
Other Selling Expenses	2,409.16	2,328.39
Provision for Doubtful Debts / Advances	122.40	301.57
Bad Debts	175.39	-
Advertisement & Publicity	104.60	83.48
	25,026.22	23,042.68
TOTAL - OTHER EXPENSES	1,83,948.34	1,45,633.84

CONSUMPTION OF STORES & SPARES	31.03.2016		31.03.2015	
	% age	Amount	% age	Amount
Imported	39.09	14,219.41	42.45	13,212.29
Indigenous	60.91	22,153.47	57.55	17,914.05
TOTAL	100.00	36,372.88	100.00	31,126.34

27. Composite Scheme of Arrangement

1. A Composite Scheme of Arrangement (here in after referred to as 'Scheme') amongst Jindal Stainless Limited (the Company/Transferor Company) and its three wholly owned subsidiaries namely Jindal Stainless (Hisar) limited (JSHL), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) under the provision of Sec 391-394 read with Sec 100-103 of the Companies Act, 1956 and other relevant provision of Companies Act, 1956 and / or Companies Act, 2013 has been sanctioned by the Hon'ble High Court of Punjab & Haryana, Chandigarh vide its Order dated 21st September, 2015, as amended vide order dated 12th October, 2015.

Section I and Section II of the Scheme became effective on 1st November, 2015, operative from the appointed date i.e. close of business hours before midnight of March 31, 2014.

Section III of the scheme comprising Transfer of the Business undertaking 2 (as defined in the scheme) of the Company comprising, inter-alia, of the Hot Strip Plant of the Company located at Odisha and vesting of the same in Jindal United Steel Limited (JUSL) on Going Concern basis by way of Slump Sale w.e.f. appointed date i.e. close of business hours before midnight of March 31, 2015 and Section IV of the Scheme comprising Transfer of the Business Undertaking 3 (as defined in the Scheme) of the Company comprising, inter-alia, of the Coke Oven Plant of the Company Located at Odisha and vesting of the same with Jindal Coke Limited (JCL) on Going Concern basis by way of Slump Sale w.e.f. appointed date i.e. close of business hours before midnight of March 31, 2015. Section III and section IV of the Scheme has become effective on 24th September, 2016 [i.e. on receipt of approvals from the Orissa Industrial Infrastructure Development Corporation (OIIDCO) for the transfer/grant of the right to use in the land on which Hot Strip (HSM Plant) & Coke Oven Plants are located to JUSL & JCL respectively as specified in the Scheme].

2. Pursuant to the Section I and Section II of the Scheme becoming effective:
 - a) Against amount of ₹ 36,618.67 Lacs, the company is required to issue and allot equity shares to JSHL at a price to be determined in accordance with chapter VII of SEBI (ICDR) regulations 2009, with the record date jointly to be decided by the board of directors of the Company and JSHL being considered as relevant date as specified in the Scheme. The board of the Company and JSHL have, in their respective meetings held on 06th November, 2015, fixed 21st November, 2015 as the record date. However, since the price worked out for issue of equity shares by the Company to JSHL, in terms of the provisions of chapter VII SEBI (ICDR) was not reflective of the actual price of the equity shares of the Company on Ex -JSHL basis, therefore the allotment of equity shares based on the aforesaid record date has not been pursued. Hence, pending allotment by the Company of the aforesaid equity shares to JSHL as on 31st March, 2016, the same has been shown as "Share Capital Suspense Account". Subsequent to the Balance Sheet date the company has allotted 16,82,84,309 nos. fully paid up equity shares of ₹ 2/ each @ ₹ 21.76 per share (including premium of ₹ 19.76 per share) on 3rd July 2016.
 - b) Out of ₹ 2,60,000.00 Lacs payable by JSHL, ₹ 1,18,493.00 Lacs has been received upto 31st March, 2016 and also balance amount of ₹ 1,41,507.00 Lacs has been received subsequent to balance sheet date.
 - c) In terms of the Scheme, all the business and activities of Demerged Undertakings and Business Undertaking 1 carried on by the Company on and after the appointed date, as stated above, are deemed to have been carried on behalf of JSHL. Accordingly, necessary effects had been given in the previous year accounts and in these accounts on the Scheme becoming effective (read with note no. 5 below).
3. Pursuant to the Section III and Section IV of the Scheme becoming effective:
 - a) Business undertaking 2 & Business undertaking 3 have been transferred to and vested in JUSL & JCL respectively with effect from the Appointed Date i.e. close of business hours before midnight of March 31, 2015 and the same has been given effect to in these accounts.
 - b) (i) Business Undertaking 2 has been transferred at a lump sum consideration of ₹ 2,41,267.33 Lacs; out of this ₹ 2,15,000.00 Lacs shall be paid by JUSL and against the balance amount of ₹ 26,267.33 Lacs, the JUSL is to issue & allot to the Company 17,50,00,000 nos. 0.01% non-cumulative compulsorily convertible preference shares having face value of ₹ 10 each and 8,76,73,311 nos. 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each as specified in the Scheme; AND (ii) Business undertaking 3 has been transferred at a lump sum consideration of ₹ 49,264.71 Lacs; out of this ₹ 37,500.00 Lacs shall be paid by JCL and against the balance amount of ₹ 11,764.71 Lacs, the JCL is to issue & allot to the Company 2,60,00,000 nos. 0.01% non-cumulative compulsorily convertible preference shares having face value of ₹ 10 each and 9,16,47,073 nos. 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each as specified in the Scheme. Pending allotment as stated above the same have been shown as "Investment- pending Allotment"
 - c) On transfer of Business Undertaking 2 & Business Undertaking 3, the differential between the book values of assets & liabilities transferred and the lump sum consideration received as stated above amounting to ₹ 36,259.75 Lacs has been credited in the Statement of Profit & Loss and included under Exceptional Item. (Note no. 30).

- d) In terms of the Scheme, all the business and activities of Business Undertaking 2 & Business Undertaking 3 carried on by the company on and after the appointed date, as stated above, are deemed to have been carried for and on behalf of JUSL & JCL respectively. Accordingly, necessary effects have been given in these accounts on the Scheme becoming effective.
4. The necessary steps and formalities in respect of transfer of the properties, licenses, approvals and investments in favor of JSHL, JUSL & JCL and modification of charges etc. are under implementation.
5. While according its approval for transfer/right to use of the land in the name of JUSL & JCL Government of Odisha, Department of Steel & Mines vide letter dated 16th August 2016, had put a condition that Section I & II of the Scheme will not be carried out in so far as the mining lease of the Company is concerned; accordingly transfer of the Mining Rights to Demerged Undertakings (as referred in the Scheme) (Demerged undertaking transferred to JSHL) is not been given effect, consequently :- (i) all mining activities in relation to the Mining Rights continue to be carried out by the company (JSL); and (ii) all assets (excluding fixed assets) and liabilities (including contingent liabilities) in relation to the Mining Rights continue to be recorded in the books of JSL; and (iii) all revenue and net profit: post 1st November 2015 on section I & II of the scheme becoming effective are recorded in the books of the company.
6. Post Section III of the Scheme becoming effective, the Company has entered into an agreement for Trolling of slabs got done from JUSL (Business Undertaking 2) effective from 1st April 2015, accordingly impact of the same amounting to ₹ 35,262.50 Lacs has been given under manufacturing expenses in these accounts.

7. (A) Pursuant to the Scheme the effects on the financial statements of operations carried out by the company for on behalf of JUSL & JCL post the said appointed date have been given in these accounts from the effective date (for the close of business hours before midnight of 31st March, 2015) are as summarised below :

Revenue Items Particulars (Post Appointed Period)	(₹ in Lacs) 2014-2015
Revenue	Nil
Expenses	Nil
Profit/(Loss) before exceptional and extraordinary items and tax	Nil
Exceptional items - Gain/(Loss)	36,259.75
Profit before Tax	36,259.75
Tax Expenses (including deferred tax)	Nil
Profit after Tax	36,259.75

- (B) As stated in note no. 1 above, the Section III and Section IV of the Scheme became effective on 24th September 2016, accordingly interest on amount receivable will be accounted for.

8. The financial statements of the Company for the year ended 31st March, 2016 were earlier approved by the Board of Directors at their meeting held on 28th May, 2016 on which the Statutory Auditors of the Company had issued their report dated 28th May, 2016. These financial statements have been reopened and revised to give effect to the Scheme as stated in note no. 1 & 3 herein above.
9. Current year's figures are not comparable with those of the previous year for the reasons as stated in note no. 1 & 3 herein above.

		(₹ in Lacs)	
A) Contingent Liabilities not provided for in respect of :		As at 31.03.2016	As at 31.03.2015
a)	Guarantee issued by bank on behalf of Company	17,093.48	6,528.22
b)	Letter of Credit	44,294.01	46,675.30
c)	Bills discounted with Banks	17,634.22	9,383.68
d) i)	Sale Tax/Entry Tax demands against which company preferred appeals.	8,947.31	9,224.78
ii)	Excise Duty/Custom/Service Tax Show Cause Notices/ Demands against which company has preferred appeals.	9,321.75	9,308.46
iii)	Income tax demands against which Company has preferred appeals.	4,682.36	4,502.39
e) i)	Claims and other liabilities against the company not acknowledged as debt.	6,429.99	4,879.72
ii)	Demand made by Dy. Director of Mines, Jajpur Road Circle, Orissa against which company has preferred appeal / disputed by the Company.	803.76	-

	As at 31.03.2016	(₹ in Lacs) As at 31.03.2015
B) i) Custom duty saved / to be saved on 31st March, 2016 (Bonds executed with custom authorities for import under EPCG Scheme Outstanding ₹ 310.70 Lacs (₹ 48,110.38 Lacs)).	82.06	16,424.62
ii) Custom Duty saved on material consumed imported under Advance License.	505.73	625.29
C) Letter of Comfort to banks against credit facilities/ financial assistance availed by subsidiaries.	14,602.38	46,644.18
D) Appeals in respect of certain assessments of Sales Tax / Income Tax are pending and additional tax liabilities/refunds, if any, are not determinable at this stage. Adjustments for the same will be made after the same are finally determined. In the opinion of management there will not be material liability on this account.		

(Read with Note No. 27)

29. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 1,378.06 Lacs (₹ 3,177.51 Lacs).
30. Exceptional items includes
- Gain/ (Loss) (net) of (₹ 4,082.46) Lacs (₹ 1,041.71 Lacs) on translation/settlement of foreign currency monetary items (including borrowing), gain / (loss) of (₹ 647.31 Lacs) {(₹ 57.22) Lacs} upon marked to market of derivatives contracts, gain/ (loss) of ₹ 1,560.46 Lacs (₹ 1,955.70 Lacs) on forward cover cancellation.
 - Provision for diminution in value of investment and advances ₹ NIL (₹ 1,637.49 Lacs) to Jindal Stainless Madencilik Sanayi VE Ticaret A.S., Turkey and Jindal Acerox Inoxidable S.L., Spain
 - Gain ₹ 36,259.75 Lacs (₹ 1,16,021.85 Lacs) pursuant to the Scheme.
 - Investment written off ₹ NIL (₹ 5.00 Lacs).
 - Foreign Currency Monetary Item Translation Difference Account- amortization expense of ₹ 377.65 Lacs (₹ Nil).
31. The Company had received a notice during the year 2012-13 from office of the Dy. Director of Mines, Jajpur Road Circle, Odisha (the Office) asking company to deposit in ₹ 8,540.27 Lacs with the department on account of cost price on mining of excess quantity of Chrome Ore over and above the approved quantity of mining plan/scheme. The company has disputed and challenged the same as demand made by the Office is incorrect, unjustified, and baseless and was without furnishing any supporting documents and/or providing any basis/reason for such demand. The case is pending before Revisional Authority of Mining tribunal, Govt. of India.
32. (A) Corporate Debt Restructuring
- Pursuant to the approval of reworked CDR package ("Rework Scheme") in September 2012 and execution of Amended & Restated Master Restructuring Agreement ("Amended MRA"), the long term financial obligations to the CDR lenders were reworked including reworking of repayment schedule, creation of Funded Interest Term Loan (FITL II) for certain facilities, adjustment in interest rates, etc. w.e.f. 31st March, 2012. Accordingly, interest has been accounted for based upon the terms of the Rework Scheme / confirmations received from the banks.
 - During the financial year 2014-15, CDR EG vide its letter dated December 26, 2014 has approved conversion of both FITL I & FITL II ("FITL") into equity / other instruments, on certain terms and conditions, within 30 days of effective date of the Asset Monetisation cum Business Reorganization Plan ("AMP") subject to compliance with applicable laws. As per the approval, ₹ 250 Crore has been proposed to be converted into equity and balance outstanding amount of FITL into 0.01% Cumulative Redeemable Preference Shares (CRPS) / Optionally Convertible Redeemable Preference Shares (OCRPS). Redemption of CRPS/OCRPS shall be by March 31, 2022 and the CDR lenders would have the right to convert CRPS/OCRPS into equity at any time after 5 years from the effective date of the AMP. Alternatively, the Company might redeem these CRPS/OCRPS along with all dues thereof including recompense before conversion option is exercised by the CDR lender.
 - The credit facilities / loans under Rework Scheme are/will also be secured by:-
 - Unconditional & irrevocable personal guarantee of CMD Mr. Ratan Jindal;
 - Unconditional & irrevocable corporate guarantee of promoter group companies in proportion to the number and to the extent of equity shares pledged or required to be pledged by each promoter group company;

- c. Unconditional & irrevocable corporate guarantee of Jindal Stainless (Hisar) Limited.
- d. (i) Pari-passu pledge of 10,54,17,065 nos. of equity shares held in the company by promoters. Creation of security over the additional shares allotted subsequent to March, 2016 (share allotted to JSHL pursuant to scheme referred in note no. 27 (2)(a)) is in process of being pledged with lenders; and (ii) pledge of shares of JCL & JUSL to be allotted to JSL /promoters (refer note no. 27) (will be pledged with lenders).
- e. All assets transferred to JSHL, JUSL and JCL pursuant to the Scheme; and
- f. Pledge and non-disposal undertaking for all investment of the Company in subsidiaries as listed below:
 - JSL Lifestyle Limited (and JSL Architecture Limited (since merged))*
 - JSL Logistics Limited *
 - PT. Jindal Stainless Indonesia
 - Jindal Stainless UK Limited
 - JSL Stainless FZE
 - JSL Group Holdings Pte. Limited
 - Jindal Stainless Madencilik Sanaye Ve Ticaret A.S.
 - Jindal Aceros Inoxidables S.L.
 - Iberjindal S.L.

* transferred to JSHL pursuant to the Scheme.
- g. Certain conditions, covenants and creation of security under the Rework Scheme, as the case may be, are in process of compliance/ waiver. Certain secured facilities from Banks are subject to confirmation and/or reconciliation.
- iv) The lenders have right to recompense as per the approval of reworked CDR package in accordance with applicable CDR guidelines.

(B) Restructuring of ECB Facilities

Besides reworking of its domestic term debt obligations as stated in note A above, the Company has also completed the restructuring of its debt obligations in relation to USD 250 million ECB facilities (outstanding of USD 196.88 million as on 31st March 2016) availed for the part financing of Odisha Phase II project and has executed requisite amendment agreements with all the ECB lenders on 29th March 2013. The revised terms inter-alia includes deferment of repayment schedule, increase in interest rates, etc. had been implemented on receipts of RBI approvals. Consent of certain ECB lenders to AMP is under discussion.

33. As on March 31, 2016, the overdue financial obligations to banks/financial institutions (30 in nos.) (23 in nos.) were ₹ 55,359.54 Lacs (₹ 40,144.56 Lacs) of which maximum overdue period was 61 days (59 days).
34. In view of losses, as at 31st March, 2016, the net worth of the Company have been eroded. However, keeping in view the improving business climate in the recent past giving optimism for the future, increase in the business volume and the expected full implementation of AMP [including conversion of Funded Interest Term Loan by the Lenders of the Company into Equity Shares / Cumulative Redeemable Preference Shares / Optionally Convertible Redeemable Preference Shares (refer note no. 32(A)(ii))], the management of the Company expects that the net worth of the Company will become positive and hence, the accounts have been prepared on a going concern basis.
35. The Company has made investment of ₹ 8.56 Crore (along with bank guarantee of ₹ 10.01 Crore) in MJSJ Coal Limited (MJSJ) and ₹ 0.10 Crore in Jindal Synfuels Limited (Jindal Synfuels), wherein JSL hold 9% and 10% stake respectively (both joint venture companies). The Hon'ble Supreme Court of India vide order dated 24.09.2014 has cancelled 214 out of 218 coal blocks allotted to various companies/entities, including the coal blocks allotted to MJSJ & Jindal Synfuels. No mining activity/production had commenced in these coal blocks, therefore cancellation of these coal blocks allotted to the MJSJ and Jindal Synfuels will not have any material impact on the current operations of the Company. The Company has filed review petition on 18.11.2014 challenging the order dated 24.09.2014 passed by Hon'ble Supreme Court and the matter is pending adjudication in respect of coal block allotted to MJSJ. After the enactment of the Coal Mines (Special Provisions) Act, 2015 dated 30th March, 2015 allowing compensation to the prior allottees in respect of land and mining infrastructure, the management does not anticipate any material variance between carrying value of assets in investee companies and the expected compensation.

36. (a) Company has filed Writ Petition (C) before the Hon'ble High Court of Orissa, challenging the order passed by the Dy. Commissioner of Commercial Tax, Jajpur for the period from 01/10/2006 to 30/09/2010, for payment of Entry Tax under the Odisha Entry Tax Act 1999 on the goods procured from outside the territory of India. The demand is on 2/3rd amount of Entry Tax on the goods imported from outside the territory of India on which the payment of 1/3rd amount of entry tax deposited as per the interim order of the Hon'ble Supreme Court. Considering the prudence, demand of entry tax have been fully provided for and pending final decision interest and penalty have been included under note no. 28(A)(d)(i) (Contingent Liability).

The Hon'ble Court has heard the matter and vide its interim order dated 14.03.2012, directed the company to deposit 50% of the amount of interest i.e. ₹ 1.08 crores by 25.03.2012 and granted stay for the balance amount of demand till disposal of the case. The company has deposited the amount within the permitted time and informed to the Hon'ble Court.

- (b) The Company had challenged the legality of Odisha Entry Tax Act 1999 in the Hon'ble Supreme Court of India. On 16.04.2010 the Entry tax matters of the states have been referred to a larger 9-judge Constitutional Bench of the Hon'ble Supreme Court of India. The Hon'ble 9 judge bench while holding the constitutional validity of entry tax, has, vide its Order dated 11th November 2016, referred the same to divisional/ regular benches for testing and determination of the Article 304 (a) of the constitution vis a vis state legislation and levy of entry tax on goods entering the landmass of India from another country. The liability in this regards have been provided. Interest/ penalty if any, will be accounted for as and when this is finally settled/ determined by the Regular Benches hearing the matters/where the appropriate proceedings are continuing. Pending decision, presently included under note no. 28(A)(d)(i) (Contingent Liability).
37. Due from Grid Corporation of Odisha Limited (Gridco) is of ₹ 10,530.58 Lacs (₹ 11,055.01 Lacs). The company had realized part of the overdue amount on receipt of the order of Odisha Electricity Regulatory Commission (OERC) in Case no. 106 of 2011 No. 4387 dated 17/11/2012. Delayed payment surcharge (Interest) on this have been accounted in terms of contractual obligation. The management is hopeful of recovery of due from Gridco.
38. The company has filed Writ Petition (C) before the Hon'ble High Court of Orissa, Cuttack challenging the order passed by the Jt Commissioner of Commercial Tax, Jajpur disallowing the issue of C Form for the procurement of plant and machinery for Captive Power Plant during the year 2005-06, 2006-07 & 2007-08. The Hon'ble Court heard the matter and passed interim order dated 14.03.2012, directing the company to deposit 25% out of total demanded amount of ₹ 3,305.92 Lacs. The company has deposited an amount of ₹ 826.47 Lacs within the permitted time and informed the Hon'ble Court. Pending final decision, no provision in this respect has been made in the books and the same is included in note no. 28(A)(d)(i) (Contingent Liability).
39. Based on the intimation received from supplier regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006, the required disclosure is given below * :

		(₹ In Lacs)	
S.No.	Particulars	As at 31.03.2016	As at 31.03.2015
1	Principal amount due outstanding	-	-
2	Interest due on (1) above and unpaid	-	-
3	Interest paid to the supplier	-	-
4	Payments made to the supplier beyond the appointed day during the year.	-	-
5	Interest due and payable for the period of delay	-	-
6	Interest accrued and remaining unpaid	-	-
7	Amount of further interest remaining due and payable in succeeding year	-	-

* to the extent information available with the company.

40. (A) Certain balances of trade receivable, loan & advances, trade payable and other liabilities are subject to confirmation and/or reconciliation.
- (B) Although the book value\ fair value of certain unquoted investments amounting to ₹ 8,275.51 Lacs (₹ 5,894.74 Lacs), as reflected in note no. 12, is lower than the cost or companies are having negative net worth, considering the strategic and long term nature of the investment, future prospectus and assets base of the investee company, such decline, in the opinion of the management, has been considered to be of temporary in nature and hence no provision for the same at this stage is considered necessary.
- The company has also given inter corporate deposit to its subsidiary companies amounting to ₹ 1,656.25 Lacs (₹ 1,562.38 Lacs) where the subsidiary companies has accumulated losses\negative net worth. In view of the long term involvement of the company, in the said companies no provision has been considered necessary.
- (C) In the opinion of board, assets have a realizable value, in the ordinary course of business at least equal to the amount at which they are stated.

41. In accordance with the provisions of "Accounting Standard-28 – Impairment of Assets", the company has made an assessment of the recoverable amount of assets based on higher of, the value in use considering its projected scale of operations, prevailing market conditions, future cash flows and future growth projections for domestic consumption and export of stainless steel items in general and estimated net selling price of the assets pertaining to its various Cash Generating Units and found recoverable amount of these assets to be higher as compared to carrying value of assets in its Financial Statements. Accordingly, management consider that there is no need for the provision on account of impairment of assets.

42. a) Derivative contracts entered into by the company and outstanding as on 31st March, 2016 for hedging currency risks:

							(₹ in Lacs)
Nature of Derivative	Type	As at 31.03.2016			As at 31.03.2015		
		No. of Contracts	Foreign Currency (Million)	Amount	No. of Contracts	Foreign Currency (Million)	Amount
Forward Covers							
USD/INR	Sale	49	64.497	42,729.12	43	63.495	39,681.30
EURO/USD	Sale	40	48.562	36,605.71	47	60.994	40,901.14
USD/INR	Buy	362	173.993	1,15,287.67	232	160.102	1,00,071.51
USD/INR(ECB)	Buy	12	6.500	4,306.90	-	-	-
Cross Currency Swap							
USD		-	-	-	3	15.000	6,793.50

Note: INR equivalent values have been calculated at the year end exchange rates (except in case of currency swaps) in INR to give an indicative value of the contracts in rupees. Actual hedges however may be in different currency denominations.

b) Foreign Currency exposure that are not hedged by derivative instruments or otherwise outstanding as on 31st March, 2016 is as under:

(₹ in Lacs)

Nature	As at 31.03.2016		As at 31.03.2015	
	Foreign Currency (Million)	Amount	Foreign Currency (Million)	Amount
Loan & Advance Recoverable				
USD	0.126	83.21	3.316	2,072.46
GBP	-	-	0.003	2.70
EURO	0.042	27.52	-	-
Loans				
USD	201.515	1,33,523.90	288.975	1,80,624.06
Due to Customer				
USD	0.412	272.93	12.510	7,819.34
EURO	9.926	7,482.01	6.963	4,670.75
Account Payable				
USD	69.947	46,347.00	12.204	7,628.17
EURO	9.353	7,053.42	18.278	12,260.95
GBP	0.001	1.00	-	-
JPY	0.593	3.49	-	-
CHF	0.300	206.83	-	-

43. a) During the year, the Company has recognized the following amounts in the Statement of Profit and Loss Account (refer note no. 23 & note no. 27)

Defined Contribution Plans

(₹ in Lacs)

For the year ended
31.03.2016

Employer's Contribution to Provident Fund	223.05
	(334.70)
Employer's Contribution to ESI	6.52
	(13.90)
Defined Benefit Plans	
Employer's Contribution to Provident Fund	155.07
	(221.91)

(₹ in Lacs)

	Gratuity	Leave Encashment
	Funded	Unfunded
Current service cost	101.90	(87.47)
	(130.06)	(121.53)
Interest cost	57.03	(39.82)
	(56.41)	(39.61)
Expected Return on Plan Assets	49.77	-
	((50.30))	(-)
Actuarial (gain)/loss	(21.77)	48.85
	(23.10)	(53.83)
Curtailment and settlement cost/ Credit	(289.16)	-
	(-)	(-)
Net Cost	(102.23)	176.15
	(159.27)	(214.97)
Actual Return on Plan Assets	28.00	N.A.
	(38.56)	N.A.

b) Change in Benefit Obligation

(₹ in Lacs)

	Gratuity	Leave Encashment
	Funded	Unfunded
Present value of obligation as at the beginning of the year	712.82	497.64
	(642.96)	(478.19)
Current service cost	101.90	87.47
	(130.06)	(121.53)
Interest cost	57.03	39.82
	(56.41)	(39.61)
Benefits paid	(39.15)	(81.97)
	((76.40))	((138.56))
Curtailment and Settlement cost	(289.16)	(203.88)
	(-)	(-)
Actuarial (gain)/loss	69.30	48.85
	(38.92)	(53.83)
Present value of obligation as at the end of year	612.73	387.94
	(791.95)	(554.61)

c) Change in Plan Assets :

	(₹ in Lacs)	
	Gratuity	Leave Encashment
	Funded	Unfunded
Fair value of plan assets as at the beginning of the year	596.06 (561.11)	- (-)
Expected return on plan assets	49.77 (50.30)	- (-)
Actuarial gain/(loss)	(21.77) (15.82)	- (-)
Employer contribution	- (45.22)	- (-)
Acquisition Adjustment	(249.23) (-)	- (-)
Benefits paid	(39.15) ((76.40))	- (-)
Fair value of plan assets as at the end of the year	335.68 (596.05)	- (-)
Liability recognized in Balance Sheet	(277.05) (195.90)	(387.94) (554.61)

d) Composition of plan assets as a percentage of total plan assets:

	Gratuity	
	₹ in Lacs	%
Insurer Managed Fund	335.68 (329.77)	100% (100%)
Total	335.68 (329.77)	100% (100%)

e) Summary of Results:

Gratuity					
Assets/ Liability	(₹ in Lacs)				
As on	31-03-2012	31-03-2013	31-03-2014	31-03-2015	31-03-2016
PBO (C)	235.52	327.8	406.32	791.95	579.07
Plan Assets		291.29	316.93	596.06	335.68
Surplus/(Deficit)	(235.52)	(36.51)	(89.39)	(195.89)	(243.39)
Experience on Actuarial Gain/(Loss) on PBO and Plan Assets					
On plan PBO	0.00	6.42	7.02	(5.60)	(59.70)
On Plan Assets	0.00	8.27	(2.04)	0.36	(21.77)

Leave Encashment					
Assets/ Liability					
As on	31-03-2012	31-03-2013	31-03-2014	31-03-2015	31-03-2016
PBO (C)	216.53	280.98	298.14	554.61	387.93
Plan Assets	0	0	0	0	0
Surplus/(Deficit)	(216.53)	(280.98)	(298.14)	(554.61)	(387.93)
Experience on actuarial Gain/(loss) on PBO and Plan Assets					
On Plan PBO-Total	(43.40)	0.66	(1.28)	(20.28)	(57.81)
On Plan Assets	0.00	0.00	0.00	0.00	0.00

f) The assumptions used to determine the benefit obligations are as follows:

	Gratuity	Leave Encashment
Discount rate	7.90%-8.00%	7.90%-8.00%
	(7.90%-8.00%)	(7.90%-8.00%)
Expected Rate of Return on Plan Assets	8.00%-8.35%	N.A.
	(8.75%-9.00%)	N.A.
Salary Escalation	5.25%-5.50%	5.25%-5.50%
	(5.25%-5.50%)	(5.25%-5.50%)
Mortality	Indian Assured Lives Mortality (2006-08) Ultimate	

The expected return on the plan assets is determined considering several applicable factors mainly the composition of plan assets held, assessed risk of assets management, historical results of returns on the plan assets and the policy for the management of plan assets management.

The estimates of future salary increase, considered in actuarial valuation, taking into account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The company is taking necessary steps for transfer of fund balance to the employee transferred to Jindal Stainless (Hisar) Limited, Jindal Coke Limited and Jindal United Steel Limited pursuant of the Scheme. (Refer note no. 27 herein above).

44. On 28th July, 2010, the Company granted 35,77,500 stock options to eligible employees of the Company, its subsidiaries including non executive directors (excluding Nominee Director), as per Employees Stock Option Scheme, 2010 (ESOP 2010). The exercise price of stock options is ₹ 75/- per share which would gradually vest over a maximum period of 4 years from the date of grant based on specified criteria, as may be decided by the Compensation Committee.

Salient features of the grants are as under:

Particulars	Grant I (granted on 28.7.2010)				
Vesting schedule	Options will vest from the date of grant based on the performance conditions mentioned below in the following ratio:				
	Vesting Schedule	On 28.07.2011 (Vest 1)	On 28.07.2012 (Vest 2)	On 28.07.2013 (Vest 3)	On 28.07.2014 (Vest 4)
	Eligibility*	0%	30%	30%	40%
	* Maximum percentage of Options that can vest				
Performance Conditions	Performance Matrix				
	Performance rating attained **		Percentage of options that would vest		
	A+		100%		
	A		75%		
	B		50%		
	** Based on achievement of the Annual Targets set by the management at the beginning of the year.				
Exercise period	Not more than 3 years from the date of vesting				

Pursuant to 1st vesting @ 30% of ESOP outstanding on 28th July, 2012, 5,34,771 ESOPs were vested to eligible employees based on performance rating and 1,50,000 fresh ESOPs were granted to the employees of the Company on 28th July, 2012. Pursuant to 2nd vesting @ 30% of ESOP outstanding on 28th July 2013, 4,26,024 ESOPs were vested to eligible employees based on performance rating. Pursuant to 3rd vesting @ 40% of ESOP outstanding on 28th July 2014, 5,60,625 ESOPs were vested to eligible employees based on performance rating including employees transferred pursuant to the Scheme (Refer note no. 27 herein above).

In terms of the Composite Scheme of Arrangement between the Company and others, as approved by the Hon'ble High Court of Punjab and Haryana, the employees engaged in Demerged Undertakings, Business Undertakings 1, 2 and 3 who were transferred as a part of the Scheme to Resulting Company i.e. Jindal Stainless (Hisar) Limited or Transferee Company 2 i.e. Jindal United Steel Limited or Transferee Company 3 i.e. Jindal Coke Limited, shall continue to remain entitled to exercise their rights to the stock options granted and vested but have not been exercised as on the Record Date. Further the Stock options granted by the Company to such employees which have been granted but have not vested as of the Effective Date 1 or Effective Date 2 (as defined in the scheme), as the case may be, shall lapse automatically without any further act on the part of the Company. Furthermore, the exercise price of the stock options, in respect of the employees engaged in the Demerged Undertakings and transferred to the Resulting Company i.e. JSHL shall be reduced in the same proportion as the assets of the Demerged Undertakings bear to the total assets of the Company immediately prior to the Appointed Date 1."

During the year ended on 31st March, 2016, 4,45,546 (3,29,754) stock options lapsed due to resignation, retirement and non-exercise of option by employees. No vested options were exercised by employees during the year. As on 31st March, 2016, 8,33,581 (12,79,127) ESOPs were in force.

45. The company has a regular programme of physical verification for its inventory. Further, during the year physical verification of significant part of inventory of finished goods and work in progress has been carried out by an independent firm of professionals and technical consultant and no material discrepancy were found.

46. Segment Reporting

- i) Information about Business Segment (for the year 2015-16)

Company operates in a Single Primary Segment (Business Segment) i.e. Stainless Steel products.

- ii) Secondary Segments (Geographical Segment)

(₹ in Lacs)			
Description	Within India	2015-16	
		Outside India	Total
1 Revenue from Sale/Services	5,07,099.91	2,00,025.68	7,07,125.59
	(4,41,494.45)	(2,03,431.77)	(6,44,926.22)
2 Segment Assets *	11,54,547.51	31,346.64	11,85,894.15
	(10,20,912.19)	(49,790.03)	(10,70,702.22)
3 Capital Expenditure incurred during the year *	14,179.73	-	14,179.73
	(10,454.56)	(-)	(10,454.56)

* The Company's operating facilities are located in India

47. Related Party Transactions

A List of Related Party & Relationship (As identified by the Management) in Accordance with AS-18 "Related Party Disclosures"

a) Subsidiary Companies :

1	PT. Jindal Stainless Indonesia	
2	Jindal Stainless UK Limited	
3	Jindal Stainless FZE	
4	Jindal Stainless Madencilik Sanayi Ve Ticaret Anonim Sirketi (Liquidated)	
5	Jindal Aceros Inoxidables S.L. (in process of Liquidation)	
6	JSL Group Holdings Pte. Limited	
7	Iber Jindal S.L.	
8	Jindal Stainless Italy Srl. (Subsidiary of Jindal Stainless UK Limited) (in process of Liquidation)	
9	JSL Ventures Pte. Limited (Subsidiary of JSL Group Holdings Pte. Limited) (in process of Liquidation)	
10	Jindal United Steel Limited	w.e.f. 01.12.2014
11	Jindal Coke Limited.	w.e.f. 02.12.2014
12	Jindal Stainless (Hisar) Limited	Became and ceased during previous year

b) Joint Ventures and Associates:

1	MJSJ Coal Limited
2	Jindal Synfuels Limited
3	Jindal Stainless Corporate Management Services Private Limited

c) Key Management Personnel :

1	Shri Ratan Jindal	Chairman & Managing Director
2	Shri Rajinder Prakash Jindal	Whole Time Director(Ceased to be WTD w.e.f. 31.01.2016)
3	Shri S. Bhattacharya	Whole Time Director (w.e.f. 06.11.2015)
4	Shri Raajesh Kumar Gupta	Company Secretary (w.e.f. 30.05.2015)
5	Shri Vipin Agarwal	Chief Financial Officer (from 30.05.2015 till 19.10.2015)
6	Shri Ashish Gupta	Chief Financial Officer (from 01.03.2016)
7	Shri Jitender Pal Verma	Ceased to be Chief Financial Officer (w.e.f. 31.03.2015)
8	Shri Jitender Kumar	Ceased to be Company Secretary (w.e.f. 31.03.2015)

d) Enterprises over which Key Management Personnel and their relatives exercise significant influence with whom transactions have been taken place during the year:

1	Jindal Steel & Power Limited
2	JSW Steel Limited
3	Jindal Saw Limited
4	Jindal Industries Limited
5	Nalwa Steel & Power Limited
6	Bir Plantation Private Limited
7	JSL Overseas Limited
8	JSL Overseas Holding Limited
9	JSW Ispat Steel Limited
10	Jindal System Private Limited
11	Pankaj Continental Limited
12	JSL Lifestyle Limited

B Transactions:

(₹ in Lacs)

Description	For the year ended 2015-16				For the year ended 2014-15			
	Subsidiary	Joint Venture & Associate	Key Management Personnels	Enterprises Controlled by Key Management Personnels & their Relatives	Subsidiary	Joint Venture & Associate	Key Management Personnels	Enterprises Controlled by Key Management Personnels & their Relatives
Purchase of Goods	7,045.94	-	-	1,328.47	517.00	-	-	422.02
PT.Jindal Stainless Indonesia	-	-	-	-	517.00	-	-	-
Jindal Steel & Power Limited *	-	-	-	1,217.10	-	-	-	373.23
Jindal Coke Limited	7,045.94							
Others	-	-	-	111.36	-	-	-	48.79
Job work Charges-Paid	35,262.50							
Jindal United steel Limited	35,262.50							
Sale of Goods	53,386.59	-	-	10,945.14	19,391.09	-	-	5,853.06
PT.Jindal Stainless Indonesia	36,734.65	-	-	-	18,637.86	-	-	-
Jindal Steel & Power Limited **	-	-	-	10,937.05	-	-	-	5,853.06
Iber Jindal S.L.	8,363.57				753.23	-	-	-
Jindal Coke Limited	1,442.91							
Jindal United Steel Limited	6,845.47							
Others	-	-	-	8.08	-	-	-	-
Quality Claim Received	-	-	-	-	-	-	-	-
PT.Jindal Stainless Indonesia	-	-	-	-	-	-	-	-
Jindal Stainless Steelway Limited	-	-	-	-	-	-	-	-
Jindal Steel & Power Limited*	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
Quality Claim Paid	1,164.33	-	-	-	-	-	-	-
PT.Jindal Stainless Indonesia	1,049.69	-	-	-	-	-	-	-
Iber Jindal S.L.	114.63	-	-	-	-	-	-	-
Rent Received	-	39.02	17.40	3.42	-	-	17.40	3.37
Shri Ratan Jindal—Vice Chairman & Managing Director	-	-	17.40	-	-	-	17.40	-
Jindal Stainless Corporate Management Services Private Limited	-	39.02	-	-	-	-	-	-
Jindal Saw Limited	-	-	-	3.42	-	-	-	3.37
Rent Paid	-	-	-	12.86	-	-	-	21.46
Pankaj Continental Limited	-			10.80				19.44
Others	-	-	-	2.06	-	-	-	2.02
Interest Received	35.62	-	-	239.41	34.93	-	-	67.59
JSL Lifestyle Limited	-	-	-	-	-	-	-	-
PT.Jindal Stainless Indonesia	35.62	-	-	-	34.93			
Jindal Steel & Power Limited	-	-	-	239.41	-	-	-	67.59
Green Delhi BQS Limited ***	-	-	-	-	-	-	-	-
Interest Paid	-	-	-	-	-	-	-	4.77
JSL Architecture Limited	-	-	-	-	-	-	-	-

(₹ in Lacs)

Description	For the year ended 2015-16				For the year ended 2014-15			
	Subsidiary	Joint Venture & Associate	Key Management Personnels	Enterprises Controlled by Key Management Personnels & their Relatives	Subsidiary	Joint Venture & Associate	Key Management Personnels	Enterprises Controlled by Key Management Personnels & their Relatives
JSW Steel Limited	-	-	-	-	-	-	-	-
Jindal Steel & Power Limited	-	-	-	-	-	-	-	4.77
Jindal Industries Limited	-	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	-	-
Commission on Sale paid	909.00	-	-	-	955.50	-	-	-
Jindal Stainless FZE	763.92	-	-	-	731.41	-	-	-
Jindal Stainless UK Limited	145.08	-	-	-	224.09	-	-	-
Consultancy Charges Paid	-	982.56	-	-	-	-	-	-
Jindal Stainless Corporate Management Services Private Limited	-	982.56	-	-	-	-	-	-
Sharing of Exp. Reimbursed/ to be Reimbursed	132.02	-	-	35.19	137.38	19.88	-	54.69
PT. Jindal Stainless Indonesia	119.95	-	-	-	123.66	-	-	-
Jindal Saw Limited	-	-	-	29.68	-	-	-	47.09
MJSJ Coal Limited	-	-	-	-	-	19.88	-	-
Jindal Coke Limited	-	-	-	-	-	-	-	-
Jindal United Steel Limited	-	-	-	-	-	-	-	-
Others	12.08	-	-	5.51	13.72	-	-	7.59
Sharing of Exp Recovered/ to be Recovered	3.73	9.84	-	122.04	-	-	-	113.93
Jindal Steel & Power Limited	-	-	-	19.35	-	-	-	59.78
Jindal Saw Limited	-	-	-	102.69	-	-	-	54.16
Jindal Stainless Corporate Management Services Private Limited	-	2.65	-	-	-	-	-	-
Others	3.73	7.19	-	-	-	-	-	-
Amount paid in respect of subsidiary	1.77	-	-	-	-	-	-	-
Receiving of Services (Remuneration paid)	-	-	287.90	-	-	-	299.67	-
Shri Ratan Jindal—Vice Chairman & Managing Director	-	-	-	-	-	-	-	-
Shri R P Jindal - Whole Time Director	-	-	33.24	-	-	-	34.15	-
Shri S. Bhattacharya - Whole Time Director	-	-	149.99	-	-	-	-	-
Shri Raajesh Kumar Gupta - Company Secretary	-	-	45.23	-	-	-	-	-
Shri Vipin Agarwal - Chief Financial Officer	-	-	53.41	-	-	-	-	-
Shri Ashish Gupta - Chief Financial Officer	-	-	6.03	-	-	-	-	-

(₹ in Lacs)

Description	For the year ended 2015-16				For the year ended 2014-15			
	Subsidiary	Joint Venture & Associate	Key Management Personnel	Enterprises Controlled by Key Management Personnel & their Relatives	Subsidiary	Joint Venture & Associate	Key Management Personnel	Enterprises Controlled by Key Management Personnel & their Relatives
Shri Jitender Pal Verma Chief Financial Officer	-	-	-	-	-	-	223.74	-
Shri Jitender Kumar - Company Secretary	-	-	-	-	-	-	41.78	-
Loans & Advances Given	-	-	-	75.00	-	0.15	-	-
MJSJ Coal Limited	-	-	-	-	-	0.15	-	-
Bir Plantation Private Limited	-	-	-	75.00	-	-	-	-
Equity Purchased	-	-	-	-	4.00	-	-	-
Jindal Stainless (Hisar) Limited	-	-	-	-	4.00	-	-	-
Conversion of CCC Preference Shares into Equity Shares	-	-	-	96.21	-	-	-	220.00
JSL Overseas Limited	-	-	-	96.21	-	-	-	220.00
Provision For Diminution In Value of Investment/Advance	-	-	-	-	1,637.49	-	-	-
Jindal Aceros Inoxidables S.L.	-	-	-	-	13.59	-	-	-
Jindal Stainless Madencilik Sanayi Ve Ticaret Anonim Sirketi	-	-	-	-	1,623.90	-	-	-
Investment made (Pursuant to Scheme of Arrangement)	38,032.04	-	-	-	-	-	-	-
0.01% Non Cumulative Compulsory Convertible Preference Shares Pending Allotment (Refer Note no. 27 (3))	-	-	-	-	-	-	-	-
Jindal Coke Limited	2,600.00	-	-	-	-	-	-	-
Jindal United Steel Limited	17,500.00	-	-	-	-	-	-	-
10% Non Cumulative Non Convertible Redeemable Preference Shares Pending Allotment (Refer Note no. 27 (3))	-	-	-	-	-	-	-	-
Jindal Coke Limited	9,164.71	-	-	-	-	-	-	-
Jindal United Steel Limited	8,767.33	-	-	-	-	-	-	-
Investment Written off	1,623.90	-	-	-	5.00	-	-	-
Jindal Stainless Madencilik Sanayi Ve Ticaret Anonim Sirketi	1,623.90	-	-	-	-	-	-	-
Jindal Stainless (Hisar) Limited	-	-	-	-	5.00	-	-	-
Outstanding Balance	-	-	-	-	-	-	-	-
Letter of Comfort - Closing balance	14,602.38	-	-	-	46,644.18	-	-	-
PT.Jindal Stainless Indonesia	14,602.38	-	-	-	46,644.18	-	-	-
Loans & Advances	2,266.82	-	-	300.00	2,091.48	-	-	225.00
PT.Jindal Stainless Indonesia \$	2,264.85	-	-	-	2,088.78	-	-	-
Pankaj Continental Limited	-	-	-	200.00	-	-	-	200.00
Bir Plantation Private Limited	-	-	-	100.00	-	-	-	25.00
Others	1.97	-	-	-	2.70	-	-	-

(₹ in Lacs)

Description	For the year ended 2015-16				For the year ended 2014-15			
	Subsidiary	Joint Venture & Associate	Key Management Personnels	Enterprises Controlled by Key Management Personnels & their Relatives	Subsidiary	Joint Venture & Associate	Key Management Personnels	Enterprises Controlled by Key Management Personnels & their Relatives
Receivables	2,66,904.09	395.76	-	4,720.56	9,252.14	-	-	2,654.36
PT.Jindal Stainless Indonesia	11,874.41	-	-	-	8,870.21	-	-	-
Iber Jindal S.L.	2,524.78	-	-	-	381.93	-	-	-
JSW Steel Limited	-	-	-	0.55	-	-	-	326.82
Jindal Steel & Power Limited	-	-	-	4,624.74	-	-	-	2,327.54
Amount Recoverable under Scheme- Jindal Coke Limited ***	37,500							
Amount Recoverable under Scheme- Jindal United Steel Limited ***	2,15,000							
Jindal Stainless Corporate Management Services Private Limited	-	338.02	-	-	-	-	-	-
Others	4.90	57.74	-	95.27	-	-	-	-
Payables	7,480.13	-	-	1,821.20	1,087.37	50.40	-	992.32
Jindal Stainless, FZE	763.92	-	-	-	886.87	-	-	-
Jindal Stainless, UK	169.51	-	-	-	195.10	-	-	-
Jindal Steel & Power Limited	-	-	-	824.16	-	-	-	73.22
Jindal Saw Limited	-	-	-	850.00	-	-	-	850.00
Jindal Coke Limited@	25.87							
JSW Steel Limited	-	-	-	93.04	-	-	-	-
Jindal United Steel Limited @	6,515.43	-	-	-				
Jindal United steel Limited								
Others	5.40	-	-	54.00	5.40	50.40	-	69.10

Note :-

Guarantee given by key management personnel for loan from banks/others. (refer Note no. 4 and 8)

* Includes Purchase of Amonia, Liquid Argon, Cement and MS Steel on arm length prices.

** Includes Sale of Chrome ore/Coke on arm length prices.

*** Does not include interest free security deposits of ₹ 25,000 Lacs & ₹ 12,500 Lacs from Jindal United Steel Limited and Jindal Coke Limited respectively as per Infrastructure sharing agreement executed on 05th May, 2015, which are yet to be received.

\$ Pursuant to regulation 34(3) of securities and exchange Board of India (Listing Obligation and Disclosure Requirements Regulation 2015, Loans and Advances in the nature of loans to Subsidiaries companies: Includes Subordinated Debts of ₹ 1,656.25 Lacs (₹ 1,562.38 Lacs) maximum balance outstanding for the year ₹ 1,656.25 Lacs (₹ 1,562.38 Lacs).

@ Pursuant to Implementation of the Scheme referred to in Note no. 27 (3). Further there are various transactions in all the Heads of Accounts which have been transferred / given effect pursuant to the scheme becoming effective, refer note no 27(3 & 4); which being voluminous have not been disclosed here in above.

48 Earning Per Share (EPS) computed in accordance with Accounting Standard 20 "Earning Per Share".

	For the Year ended 31.03.2016	For the Year ended 31.03.2015
Net Profit/(Loss) after Tax as per P & L A/c for basic EPS	(38,780.89)	22,307.94
Add : Interest Expenses on Potential equity shares (net of tax)	2,749.24	812.34
Net Profit/(Loss) after Tax as per P & L A/c for Diluted EPS	(36,031.65)	23,120.28
Weighted Average No. of Equity Shares for Basic EPS	22,88,59,085	21,84,79,115
Add : Weighted average of Potential equity shares converted during the year	23,26,360	78,95,890
Add : Weighted average of Potential equity shares outstanding as on 31st March, 2016 #	25,38,04,436	9,28,61,646
Weighted average No. of Equity Shares for Diluted EPS	48,49,89,881	31,92,36,651
Basic EPS Per Share (in ₹)	(16.95)	10.21
Diluted EPS Per Share (in ₹) *	(16.95)	7.24
Face Value Per Share (in ₹)	2.00	2.00

* In Current year, effect being antidilutive, hence ignored.

Refer note nos. 2 (b) (ii), 27 (2) (a) and 32 (ii).

49 (A) Auditors Remuneration includes the following

	For the Year ended 31.03.2016	For the Year ended 31.03.2015
(i) Payment to Auditors		
Audit Fee	17.64	33.60
Management/ Other Services	6.31	4.12
Certification Work	6.08	15.13
Out of Pocket expenses	1.95	5.46
	31.98	58.31
(ii) Payment to Branch Auditors		
Audit Fee	-	2.91
Management/ Other Services	-	0.40
Certification Work	-	11.01
Out of Pocket expenses	-	0.43
	-	14.75
(iii) Payment to Tax Auditors		
Tax Audit Fee	1.00	1.90
	1.00	1.90
Total	32.98	74.96

Included in the previous year ₹ 37.48 Lacs allocated to Jindal Stainless (Hisar) Limited pursuant to Composite Scheme of Arrangement (refer note no. 27)

(₹ in Lacs)

	For the Year ended 31.03.2016	For the Year ended 31.03.2015
(B) Payment to Cost Auditors #		
Audit Fee	1.18	3.31
Certification Work	-	-
Out of Pocket expenses	-	0.21
Total	1.18	3.52
# Included in the previous year ₹ 1.76 Lacs allocated to Jindal Stainless (Hisar) Limited pursuant to Composite Scheme of Arrangement (refer note no. 27)		
(C) Directors' Remuneration includes the following:		
Remuneration paid/payable to Whole Time Directors (WTDs) #		
Salary	179.10	247.43
Provident Fund	3.32	7.28
Monetary value of perquisites**	0.81	0.40
	183.23	255.11

** As per Income Tax valuation.

** Excluding Gratuity/leave encashment.

Included in the previous year ₹ 127.36 Lacs allocated to Jindal Stainless (Hisar) Limited pursuant to Composite Scheme of Arrangement (refer note no. 27)

(i) For Remuneration paid to a Whole Time Director/s (WTD):

(a) amounting to ₹ 16.20 Lacs, ₹ 18.11 Lacs, ₹ 358.98 Lacs and ₹ 220.97 Lacs for the years 2008-2009, 2009-2010, 2013-14, and 2014-15 respectively, the Company has already filed an application with the Ministry of Corporate Affairs seeking waiver of recovery of the excess remuneration paid and the said application is under consideration.

(b) For the year 2015-16 the company has filed application for approval of amounting to ₹ 149.99 Lacs.

50 Capital work-in-progress (CWIP) includes technical know-how and supervision fees, taxes, machinery under installation/in transit, pre-operative expenses and other assets under erection. Details of same are as under:-

	For the Year ended 31.03.2016	(₹ in Lacs) For the Year ended 31.03.2015
Description		
Opening balance brought forward	-	94.12
	-	94.12
Less: Capitalised during the year	-	94.12
Closing balance carried over	-	-

51

A. C.I.F. VALUE OF IMPORTS

Description	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
Raw Material	2,90,826.58	2,87,602.41
Stores & Spares	18,005.36	13,795.90
Capital Goods	2,781.66	-

B. EXPENDITURE IN FOREIGN CURRENCY

	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
i) Export Selling Expenses	2,969.25	3,659.28
ii) Interest	8,349.50	8,332.81
iii) Travelling	34.23	67.37
iv) Legal & Professional Expenses	708.26	63.65
v) Quality Claim	366.08	-
vi) Others	629.59	3,632.08

C. EARNINGS IN FOREIGN CURRENCY

F.O.B. value of export	1,90,845.30	1,91,159.53
Interest	39.58	34.93
Sale of Property	-	4,425.71
D. Remittance of dividend on equity shares	NIL	NIL

52 Previous years' figures have been re-arranged and regrouped wherever considered necessary.

53 Figures in bracket indicate previous year figures.

54 Note 1 to 54 are annexed to and form integral part of the Balance Sheet and Statement of Profit and Loss.

Signatures to Notes 1 to 54

AUDITOR'S REPORT

In terms of our report of even date annexed hereto

For LODHA & CO.
Chartered Accountants

For S.S KOTHARI MEHTA & CO.
Chartered Accountants

RATAN JINDAL
Chairman & Managing Director

S. BHATTACHARYA
Whole Time Director

(N.K. LODHA)
Partner
Membership No.85155
FRN 301051E

(SUNIL WAHAL)
Partner
Membership No.87294
FRN 000756N

ASHISH GUPTA
Chief Financial Officer

RAAJESH KUMAR GUPTA
Company Secretary

Place : New Delhi

Date : 23rd November, 2016

To the Members of JINDAL STAINLESS LIMITED

Report on the REVISED Consolidated Financial Statements

We have audited the accompanying REVISED Consolidated financial statements of JINDAL STAINLESS LIMITED (herein after referred to as "the Holding Company") and its subsidiaries ("the Holding Company & its subsidiaries" together referred as "the Group") and its associate, comprising of the REVISED Consolidated Balance Sheet as at 31st March 2016, the REVISED Consolidated statement of profit and loss, the REVISED Consolidated cash flow statement for the year then ended, and a summary of the significant accounting policies and other explanatory information in which impact of the Scheme (as stated in Note No. 27) have been incorporated (hereinafter referred to as "the REVISED Consolidated financial statements").

Management's Responsibility for the REVISED Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of the REVISED Consolidated financial statements in terms of the requirements of the Companies Act, 2013 (herein after referred as "the Act") that give a true and fair view of the REVISED Consolidated financial position, REVISED Consolidated financial performance and REVISED Consolidated cash flows of the Group and its associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group and its Associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its Associate and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the REVISED Consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on the REVISED Consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the Consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the Consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their report referred to in the other matter below, is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid REVISED Consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the Consolidated state of affairs of the Group, as at 31 March 2016, and their Consolidated Loss and their Consolidated cash flows for the year ended on that date.

Emphasis of Matters:

We draw attention to the following matters:

- a) Net worth of the company has been eroded as stated in note no. 32 of the REVISED financial statements. The company continues to prepare its accounts on a going concern basis for the reasons as stated in the said note;
- b) Pending necessary approvals for managerial remuneration as stated in Note no. 46 of the REVISED financial statements;
- c) Pending confirmations/reconciliation of balances of certain secured loans (read with Note No. 27), loans & advances, trade receivables, trade payables & other liabilities read with Note no. 30(A)(iii)(g) & 30(B) and 38(A) of the REVISED financial statements;
- d) MAT Credit entitlement, considered as good and fully realizable/ recoverable and no provision for diminution in value is considered necessary in the opinion of the management;
- e) Note no 33 of the REVISED financial statements wherein the company has made investment of ₹ 8.56 crore (along with bank guarantee of ₹ 10.01 Crore) and ₹ 0.10 Crore in MJSJ Coal Limited and Jindal Synfuels Limited respectively. The company continues to treat the investment as good and recoverable in view of the pending decision challenging the Order and other circumstances mentioned therein;
- f) Note 27 (5) of the REVISED financial statements regarding Mining Rights and effect of mining operations recorded in the financial statement of the Company for the reasons and as stated in said note.

Our opinion is not modified in respect of these matters.

Other Matters

- (a) We did not audit the financial statements of three subsidiaries, namely, P.T. Jindal Stainless Indonesia, Jindal Stainless FZE & Jindal Stainless UK Limited; whose financial statements reflect total assets of ₹ 71307.94 Lacs as at 31st March, 2016, total revenues of ₹ 91700.59 Lacs and net cash inflows of ₹ 196.14 Lacs for the year ended on that date, as considered in the REVISED Consolidated financial statements. We did not audit the financial statement of one associate, namely Jindal Stainless Corporate Management Services Pvt. Limited; in whose financial statements the Company's share of profit is ₹ 2.55 lacs for the year ended on 31st March, 2016. These financial statements have been audited by other auditors, whose reports have been furnished to us by the Management and our opinion on the REVISED Consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associate, is based solely on the report of the other auditors.
- (b) We have relied on the unaudited financial statements of subsidiary companies namely JSL Group Holding PTE Limited, Iberjindal S. L. and JSL Venture Pte limited; whose total assets of ₹ 15827.48 Lacs as at 31st March, 2016, total revenues of ₹ 18443.73 Lacs and net cash inflows of ₹ 150.78 Lacs for the year ended on that date, as considered in the REVISED Consolidated financial statements. These financial statements/ financial information are unaudited and have been furnished to us by the management and our opinion on the REVISED Consolidated financial statements, in so far as it relates to the amounts included and disclosure included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements/ financial information.

Our opinion on the REVISED Consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid REVISED Consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid REVISED Consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

- (c) The REVISED Consolidated balance sheet, the REVISED Consolidated statement of profit and loss, and the REVISED Consolidated cash flow statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the REVISED Consolidated financial statements.
- (d) In our opinion, the aforesaid REVISED Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2016 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditors of its subsidiary companies and associate company incorporated in India, none of the Directors of the Group and its Associate incorporated in India is disqualified as on 31 March 2016 from being appointed as a Director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group (Holding and Subsidiary Companies incorporated in India) the operating effectiveness of such controls, refer to our separate report in "Annexure- A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The REVISED Consolidated financial statements disclose the impact of pending litigations on the REVISED Consolidated financial position of the Group and its Associate- Refer Note 26,29,34 and 35 to the REVISED Consolidated financial statements.
 - ii. Provision has been made in the REVISED Consolidated financial statement, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long term contracts including derivatives contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the holding company and its subsidiaries companies, Associate Company incorporated in India.

For LODHA & CO.
Chartered Accountants
FRN: 301051E

(N.K. LODHA)
Partner
Membership No. 85155

For S.S. KOTHARI MEHTA & CO.
Chartered Accountants
FRN: 000756N

(SUNIL WAHAL)
Partner
Membership No. 87294

Place : New Delhi
Dated : 23rd November, 2016

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT ON REVISED CONSOLIDATED FINANCIAL STATEMENTS of JINDAL STAINLESS LIMITED

Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the REVISED Consolidated financial statements of the Company as of and for the year ended 31 March 2016, we have audited the internal financial controls over financial reporting of JINDAL STAINLESS LIMITED ("the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries (incorporated in India) together referred to as "the Group") which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Group's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Group's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Group; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the companies are being made only in accordance with authorizations of management and directors of the Group (Holding Company and its subsidiary companies, which are companies incorporated in India); and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For LODHA & CO.
Chartered Accountants
FRN: 301051E

(N.K. LODHA)
Partner
Membership No. 85155

For S.S. KOTHARI MEHTA & CO.
Chartered Accountants
FRN: 000756N

(SUNIL WAHAL)
Partner
Membership No. 87294

Place : New Delhi
Dated : 23rd November, 2016

		(₹ in Lacs)	
DESCRIPTION	NOTE NO	As at 31.03.2016	As at 31.03.2015
EQUITY AND LIABILITIES			
SHAREHOLDERS FUNDS			
Share Capital	2	4,623.71	4,623.71
Share Capital Suspense Account (Refer note no 27)		36,618.67	36,618.67
Reserves and Surplus	3	(55,939.24)	(21,381.61)
		(14,696.86)	19,860.77
MINORITY INTEREST		482.11	381.82
NON-CURRENT LIABILITIES			
Long-term borrowings	4	7,32,326.98	8,07,023.39
Other Long-term liabilities	6	7,792.19	20,907.17
Long - term provisions	7	1,112.90	818.25
		7,41,232.07	8,28,748.81
CURRENT LIABILITIES			
Short-term borrowings	8	2,36,436.57	2,73,234.66
Trade payables	9	1,77,749.77	1,37,906.46
Other current liabilities	10	1,58,602.48	1,41,477.74
Short-term provisions	7	52.35	230.29
		5,72,841.17	5,52,849.15
TOTAL		12,99,858.49	14,01,840.55
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	11		
Tangible assets		5,06,068.13	7,53,744.48
Intangible assets		1,647.64	1,417.56
Capital work-in-progress		6,999.07	14,449.84
Non-current investments	12	39,411.69	1,405.78
Deferred tax Assets (net)	5	972.65	1,031.50
Long-term loans and advances	13	16,512.66	16,481.35
Other non-current assets	14	963.25	19.78
		5,72,575.09	7,88,550.29
GOODWILL ON CONSOLIDATION		11.79	11.79
CURRENT ASSETS			
Current investments	12	28.06	30.64
Inventories	15	1,91,273.16	1,95,785.04
Trade receivables	16	93,895.49	1,08,460.13
Cash and Bank Balances	17	7,998.65	4,753.83
Short-term loans and advances	13	4,33,587.53	3,04,116.24
Other current assets	18	488.72	132.59
		7,27,271.61	6,13,278.47
INTER BRANCH ACCOUNT (JSHL)		-	-
TOTAL		12,99,858.49	14,01,840.55
Significant Accounting Policies	1		
Notes referred to above are an integral part of the financial statements			

AUDITOR'S REPORT

In terms of our report of even date annexed hereto

For LODHA & CO.
Chartered Accountants

(N.K. LODHA)
Partner
Membership No.85155
FRN 301051E

Place : New Delhi
Date : 23rd November, 2016

For S.S KOTHARI MEHTA & CO.
Chartered Accountants

(SUNIL WAHAL)
Partner
Membership No.87294
FRN 000756N

RATAN JINDAL
Chairman & Managing Director

ASHISH GUPTA
Chief Financial Officer

S. BHATTACHARYA
Whole Time Director

RAAJESH KUMAR GUPTA
Company Secretary

DESCRIPTION	NOTE NO	(₹ in Lacs)	
		For the Year ended 31.03.2016	For the Year ended 31.03.2015
INCOME			
Revenue from operations (Gross)	19	7,68,863.43	7,39,655.50
Less : Excise Duty on sales		50,025.15	44,859.65
Revenue from operations (Net)		7,18,838.28	6,94,795.85
Other income	20	2,485.61	5,416.04
TOTAL		7,21,323.89	7,00,211.89
EXPENSES			
Cost of materials consumed		4,32,410.48	4,62,437.10
Purchases of Trading Goods		35,740.24	-
Changes in inventories of finished goods, work in progress and Trading goods	21	(15,392.13)	23,554.05
Employee benefits expenses	22	13,523.31	15,947.96
Finance costs	23	1,02,899.69	94,248.86
Depreciation and amortization expense	24	26,119.29	41,111.45
Other expenses	25		
Manufacturing Expenses		1,59,560.26	1,24,246.12
Administrative Expenses		8,881.00	7,585.95
Selling expenses		26,947.28	24,184.03
TOTAL		7,90,689.42	7,93,315.52
Profit/(Loss) before exceptional and extraordinary items and tax		(69,365.53)	(93,103.63)
Exceptional items - Gain/(Loss)	36	32,110.29	1,18,415.56
Profit/ (Loss) before tax		(37,255.24)	25,311.93
Tax expense			
Provision for Current Tax		16.16	30.15
MAT Credit Entitlement / Reversal		1,065.75	-
Provision for Deferred Tax		141.93	115.80
Previous Year Taxation Adjustment		-	(144.61)
Profit/(Loss) before share in Associate and Minority Interest		(38,479.08)	25,310.59
Share of Profit/(Loss) from Associate		2.55	-
Share of Profit/(Loss) of Minority		(71.14)	(27.83)
Net Profit /(Loss) for the year		(38,547.67)	25,282.76
Earnings per share (in ₹)	44		
Basic		(16.84)	11.57
Diluted		(16.84)	8.17
Significant Accounting Policies	1		
Notes referred to above are an integral part of the financial statements			

AUDITOR'S REPORT

In terms of our report of even date annexed hereto

For LODHA & CO.
Chartered Accountants(N.K. LODHA)
Partner
Membership No.85155
FRN 301051EPlace : New Delhi
Date : 23rd November, 2016For S.S KOTHARI MEHTA & CO.
Chartered Accountants(SUNIL WAHAL)
Partner
Membership No.87294
FRN 000756NRATAN JINDAL
Chairman & Managing DirectorASHISH GUPTA
Chief Financial OfficerS. BHATTACHARYA
Whole Time DirectorRAAJESH KUMAR GUPTA
Company Secretary

(₹ in Lacs)

DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
A. Cash Inflow / (Outflow) from Operating Activities		
Net Profit/(Loss) Before Tax & Exceptional Items	(69,365.53)	(93,103.63)
Adjustment for:		
Depreciation/Amortisation	26,119.29	41,111.45
Provision for Doubtful Debts & Advance / Bad Debts	1,327.30	950.72
Previous Year Adjustments (Liability Written Back)	(166.78)	(402.46)
Mines Development Expenditure Written off	129.00	-
Expenses on Employee Stock Option Scheme	(134.55)	(80.52)
Finance Cost	1,02,899.70	94,248.86
Foreign Currency Fluctuation Arising on Consolidation	4.79	480.45
Interest Income	(2,043.15)	(2,277.60)
Dividend Income	(0.16)	-
Loss on Cessation /Liquidation/Disposal	(36.99)	9,483.31
(Profit) / Loss on Sale/Diminution of Investments (Net)	2.60	(7.75)
(Profit) / Loss on Sale/Discard of Fixed Assets (Net)	29.35	(2,449.11)
Operating Profit Before Working Capital Changes	58,764.87	47,953.72
Adjustment for:		
(Increase) / Decrease in Inventories	(9,589.45)	24,938.73
(Increase) / Decrease in Trade Receivables	12,701.86	(28,299.39)
(Increase) / Decrease in Loans & Advances	(5,518.97)	(5,803.42)
Increase / (Decrease) in Liabilities and Provisions	42,886.04	9,922.62
Cash Inflow from Operating Activities Before Exceptional Items	99,244.35	48,712.26
Exceptional items - Gain/(Loss)	(4,116.84)	2,393.71
Income Tax (Advance) / Refund / MAT Credit (Net)	1,387.06	4,278.55
Net Cash Inflow from Operating Activities	96,514.56	55,384.52
B. Cash Inflow / (Outflow) from Investing Activities		
Sale/Redemption/(purchase) of Investment (Net)	38.65	46.30
Amount Received in terms of Composite Scheme of Arrangement	1,18,493.00	-
Capital Expenditure	(17,294.80)	(5,873.55)
Sales Proceeds of Fixed Assets Sold	525.75	6,097.50
Dividend Received	0.16	-
Interest Received	2,055.26	2,168.50
Net Cash Outflow from Investing Activities	1,03,818.02	2,438.75

(₹ in Lacs)

DESCRIPTION	For the Year ended 31.03.2016	For the Year ended 31.03.2015
C. Cash Inflow / (Outflow) from Financing Activities		
Dividend Paid	(27.95)	(30.35)
Interest and Finance Charges Paid	(95,732.35)	(94,771.74)
Loan taken from related Party	19,265.99	-
Proceeds from / (Repayment of) Long Term Borrowings (net)	(65,048.49)	36,881.60
Proceeds from / (Repayment of) Short Term Borrowings (net)	(55,557.05)	-
Minority Interest	-	(125.60)
Net Cash Inflow from Financing Activities	(1,97,099.85)	(58,046.09)
Net Changes in Cash & Cash Equivalents	3,232.72	(222.82)
Cash & Cash Equivalents (Opening Balance)	4,773.61	7,556.75
Cash & Cash Equivalents in terms of Composite Scheme of Arrangement	-	(739.26)
Foreign Currency Translation gain/(loss) on Cash & Cash Equivalents	21.02	-
Cash & Cash Equivalents on Cessation of Subsidiary	(6.56)	(1,821.06)
Cash & Cash Equivalents (Closing Balance)	8,020.79	4,773.61
Notes :		
1) Cash and cash equivalents includes :-		
Cash, Cheques and Stamps in hand	4,030.03	790.72
Balance with Banks	3,969.74	3,982.89
Unrealised translation gain/(loss) on foreign Currency Balances	21.02	-
	8,020.79	4,773.61

- 2) Previous year's figures have been regrouped and rearranged wherever considered necessary.
- 3) The Composite Scheme of Arrangement does not involve any cash flow during the year, hence not been considered in above.(read with note no 27)

AUDITOR'S REPORT

In terms of our report of even date annexed hereto

For LODHA & CO.
Chartered AccountantsFor S.S KOTHARI MEHTA & CO.
Chartered AccountantsRATAN JINDAL
Chairman & Managing DirectorS. BHATTACHARYA
Whole Time Director(N.K. LODHA)
Partner
Membership No.85155
FRN 301051E(SUNIL WAHAL)
Partner
Membership No.87294
FRN 000756NASHISH GUPTA
Chief Financial OfficerRAAJESH KUMAR GUPTA
Company Secretary

Place : New Delhi

Date : 23rd November, 2016

NOTE NO – 1 SIGNIFICANT ACCOUNTING POLICIES

i) Basis of Preparation of Financial Statements:

Jindal Stainless Limited has prepared consolidated financial statements by consolidating its accounts with those of its following subsidiaries, as on 31.03.2016, to comply with the Generally Accepted Accounting Principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

Name Subsidiaries	Country of Incorporation	%Age Shareholding / Voting Power	
		31.03.2016	31.03.2015
PT. Jindal Stainless Indonesia	Indonesia	99.999%	99.999%
Jindal United Steel Limited (w.e.f 1.12.2014) (iv)	India	100.00%	100.00%
Jindal Coke Limited (w.e.f 2.12.2014) (iv)	India	100.00%	100.00%
Jindal Stainless UK Limited	UK	100.00%	100.00%
Jindal Stainless FZE	UAE	100.00%	100.00%
Jindal Stainless Italy Srl # (ii)	Italy*	100.00%	100.00%
JSL Group Holdings Pte. Limited	Singapore*	100.00%	100.00%
JSL Ventures Pte. Limited ##	Singapore*	100.00%	100.00%
JSL Europe S A ###	Switzerland*	0.00%	100.00%
JSL Minerals & Metals S A ####	Switzerland*	0.00%	100.00%
Jindal Stainless Madencilik Sanayi Ve Ticaret AS (iii)	Turkey*	0.00%	62.297%
Jindal Aceros Inoxidable S.L. (ii)	Spain*	100.00%	100.00%
Iberjindal S.L.	Spain*	65.00%	65.00%
Associates			
Jindal Corporate Management Service Private Limited	India	50.00%	

* Un-audited statements have been considered for the purpose of consolidation.

Step down Subsidiary of Jindal Stainless UK Limited.

Step down Subsidiary of JSL Group Holdings Pte Limited.

Step down Subsidiary of JSL Ventures Pte. Limited (ceased w.e.f. 05.01.2015)

Step down Subsidiary of JSL Europe SA (ceased w.e.f. 05.01.2015)

- ii) The Company has entered into MOU for disposal of its shareholding in Jindal Stainless Italy Srl and also in process of liquidating its investments held in Jindal Aceros Inoxidable S.L, Spain; accordingly their financial statements have not been consolidated.
- iii) Jindal Stainless Madencilik Sanayi Ve Ticaret AS has been Liquidated w.e.f. 02.12.2015 therefore its financial statements have not been consolidated.
- iv) As per AMP and other facts stated in Note no-32 the subsidiaries (a) Jindal Coke Limited and (b) Jindal United Steel Limited will not be continued with controlling interest (investment), accordingly these subsidiaries have been excluded from the consolidation.
- v) The Financial Statements of parent Company and its subsidiaries have been consolidated on line-by-line basis by adding together book value of like items of assets, liabilities, income and expenses after eliminating intra-group balances and intra- group transactions in accordance with Accounting Standard (AS) 21 (Consolidated Financial Statements).
- vi) Foreign Subsidiaries- Operations of Foreign Subsidiaries has been considered by management as non-integral; thus items of the assets and liabilities, both monetary and non-monetary, have been translated at the exchange rates prevailing at the end of the year and items of income and expenses have been translated at the average rate prevailing during the period. Resulting exchange differences arising on translation of said items have been transferred to Foreign Currency Translation Reserve Account.
- vii) In case of associates, where Company holds directly or indirectly through subsidiaries 20% or more equity or / and exercises significant influence, investments are accounted for by using equity method in accordance with Accounting Standard (AS) 23 – “Accounting for investments in associates in Consolidated Financial Statements”.
- viii) Since foreign subsidiaries are in same line of business which functions in different regulatory environment, certain policies such as in respect of depreciation/amortization, retirement benefits, preliminary expenditure etc. are different than the policies followed by the holding company. The notes on accounts and policies followed by subsidiaries and holding company are disclosed in their respective financial statements.
- ix) Figures pertaining to the subsidiary companies have been reclassified wherever necessary to bring them in line with Parent company's financial statements.

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
2 SHARE CAPITAL		
AUTHORISED		
380,000,000 (445,000,000) Equity Shares of ₹ 2/- each	7,600.00	8,900.00
NIL (30,000,000) 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each	-	600.00
170,000,000 (NIL) Preference Shares of ₹ 2/- each	3,400.00	-
	11,000.00	9,500.00
ISSUED, SUBSCRIBED AND PAID UP		
231,185,445 (226,375,005) Equity Shares of ₹ 2/-each fully paid up	4,623.71	4,527.50
NIL (4,810,440) 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each fully paid up	-	96.21
TOTAL - SHARE CAPITAL	4,623.71	4,623.71

(a) RECONCILIATION OF THE NUMBER OF SHARES OUTSTANDING AT THE BEGINNING AND AT THE END OF THE REPORTING YEAR

	EQUITY SHARES		PREFERENCE SHARES	
	31.03.2016 No. of Shares	31.03.2015 No. of Shares	31.03.2016 No. of Shares	31.03.2015 No. of Shares
Shares outstanding at the beginning of the Year	22,63,75,005	21,53,75,005	48,10,440	1,58,10,440
Shares issued during the Year				
On Conversion of 0.10% Cumulative Compulsory Convertible Preference Shares	48,10,440	1,10,00,000	(48,10,440)	(110,00,000)
On Issue of Shares on Preferential Basis	-	-	-	-
Shares outstanding at the end of the Year	23,11,85,445	22,63,75,005	-	48,10,440

3,759,213 (3,759,213) Equity shares of ₹ 2/- each fully paid up have been allotted to the holders of 2,060 (2,060) Foreign Currency Convertible Bonds of US \$ 5000/- each at predetermined (as per scheme) conversion rate of ₹ 119.872 each during the last five years.

(b) (i) TERMS/RIGHTS ATTACHED TO EQUITY SHARES

The company has only one class of equity shares having a par value of ₹ 2/- per share. Each shareholder is eligible for one vote per equity share held [other than the shares represented by Regulation S Global Depositary Shares (the "GDSs") issued by the Company whose voting rights are subject to certain conditions and procedure as prescribed under the Regulation S Deposit Agreement]. The company declares and pays dividends in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting and also has equal right in distribution of Profit/Surplus in proportions to the number of equity shares held by the shareholders.

As on 31st March 2016, 8,802,167 GDSs (8,802,167 GDSs) with 17,604,334 underlying equity shares (17,604,334 equity shares) were outstanding. Each GDS represents 2 underlying equity shares of the Company.

(b) (ii) CUMULATIVE COMPULSORY CONVERTIBLE PREFERENCE SHARES (CCCPS)

During the year 48,10,440 , 0.10% Cumulative Compulsory Convertible Preference Shares of ₹ 2/- each have been converted into 48,10,440 fully paid up Equity Shares of ₹ 2/- each.

- (c) (i) EQUITY SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER

NAME OF THE SHAREHOLDER	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% holding	No. of Shares	% holding
JSL Overseas Holding Limited	277,00,000	11.98%	277,00,000	12.24%
JSL Overseas Limited	265,60,440	11.49%	217,50,000	9.61%
Reliance Capital Trustee Co. Ltd- A/C Reliance Diversified Power Sector Fund	-		104,39,840	4.61%
Citigroup Global Markets Mauritius Private Ltd. Refer Note No. 27(2)(a)	119,04,232	5.15%	119,04,296	5.26%

- (c) (ii) PREFERENCE SHARES IN THE COMPANY HELD BY EACH SHAREHOLDER HOLDING MORE THAN 5% SHARES ARE AS UNDER

NAME OF THE SHAREHOLDER	As at 31.03.2016		As at 31.03.2015	
	No. of Shares	% holding	No. of Shares	% holding
JSL Overseas Limited	NIL	0.00%	48,10,440	100.00%

- (d) EQUITY SHARES RESERVED FOR ISSUE UNDER OPTIONS

For details of shares reserved for issue under the Employee Stock Option Scheme, 2010 of the company, please Refer note no. 39

- (e) No bonus, buy back, issue of shares other than in cash in last five years except about Share Capital Suspense read with Refer Note No. 27.

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
3 RESERVES AND SURPLUS		
(a) CAPITAL REDEMPTION RESERVE	2,000.00	2,000.00
(b) CURRENCY CONVERSION	(3,575.58)	(3,372.92)
(c) SECURITIES PREMIUM RESERVE		
As per last account	42,550.72	1,01,063.37
Less : Adjusted in terms of Composite Scheme of Arrangement	-	58,512.65
	42,550.72	42,550.72
(d) DEBENTURE REDEMPTION RESERVE		
As per last account	5,918.75	6,106.25
Less : Transferred during the year	250.00	187.50
	5,668.75	5,918.75
(e) EMPLOYEE STOCK OPTION OUTSTANDING		
As per last account	386.30	466.82
Less : Transferred during the Year (Refer Note No. 22)	134.55	80.52
	251.75	386.30
(f) FOREIGN CURRENCY TRANSLATION RESERVE	745.68	88.86
(g) CENTRAL/STATE SUBSIDY RESERVE	39.27	39.27
(h) AMALGAMATION RESERVE	121.56	121.56
(i) REVALUATION RESERVE	6,560.81	-
(j) FOREIGN CURRENCY MONETARY ITEM TRANSLATION DIFFERENCE*	(2,866.52)	-

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
(k) SURPLUS/(DEFICIT) IN STATEMENT OF PROFIT AND LOSS		
As per last account	(69,114.15)	(1,04,459.60)
Add : Profit/(Loss) after Tax for the year	(38,547.67)	25,282.76
Less : Depreciation Adjusted to Retained Earnings	(60.85)	(352.90)
Add:- Profit on Cessation/liquidation of Subsidiaries	36.99	10,228.09
Add : Debenture Redemption Reserve Written Back	250.00	187.50
NET PROFIT	(1,07,435.68)	(69,114.15)
Less : Transferred to General Reserve		-
Less : Being Deficit, Set off from General Reserve	-	-
Net Surplus/(Deficit) in the Statement of Profit and Loss	(1,07,435.68)	(69,114.15)
TOTAL - RESERVES & SURPLUS	(55,939.24)	(21,381.61)

* Refer Note No. 27 on Foreign currency long term borrowings against which depreciable assets has been transferred to JUSL pursuant to the scheme.

Note D E S C R I P T I O N No.	(₹ in Lacs)			
	Non -Current Portion		Current Maturity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
4 LONG-TERM BORROWINGS				
SECURED				
(a) DEBENTURES				
Redeemable Non-Convertible Debentures	21,675.00	22,675.00	1,000.00	1,000.00
	21,675.00	22,675.00	1,000.00	1,000.00
(b) TERM LOANS FROM BANKS				
Rupee Term Loans	5,18,495.62	5,55,971.91	21,449.33	22,759.89
Foreign Currency Loans	1,04,583.40	1,30,019.83	33,247.40	17,613.39
	6,23,079.02	6,85,991.74	54,696.73	40,373.28
(c) FUNDED INTEREST TERM LOANS				
From Banks	82,152.55	91,912.03	9,308.76	5,343.15
From Others	5,420.41	5,899.41	477.89	314.37
	87,572.96	97,811.44	9,786.65	5,657.52
TOTAL - SECURED	7,32,326.98	8,06,478.18	65,483.38	47,030.80
UNSECURED				
(d) PUBLIC FIXED DEPOSITS	-	545.21	491.89	1,533.47
TOTAL - UNSECURED	-	545.21	491.89	1,533.47
Less : Amount Disclosed under the head Other Current Liabilities			65,975.27	48,564.27
TOTAL - LONG TERM BORROWINGS	7,32,326.98	8,07,023.39	-	-

Secured Borrowings

[read with Note no. 30]

- a) 9.75% *Redeemable Non-Convertible Debentures (*carrying floating rate of interest) of ₹ 1,000,000 each, balance amounting to ₹ 22,675.00 Lacs (₹ 23,675.00 Lacs) are redeemable in quarterly installments starting from ₹ 1,000.00 Lacs to ₹ 1,187.50 Lacs during 2018-19 to 2021-22, ₹ 812.50 Lacs each during 2017-18 and ₹ 250.00 Lacs each during 2016-17. Debentures are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished good, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- b) (i) Rupee Term Loans from banks amounting to ₹ 1,32,237.00 Lacs (₹ 197,105.09 Lacs) are repayable in quarterly installments of ₹ 1,730.72 Lacs each during 2016-17, ₹ 5,624.84 Lacs each during 2017-18 and thereafter starting from ₹ 6,922.88 Lacs to ₹ 7,355.56 Lacs during 2018-19 to 2021-22. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (ii) Rupee Term Loans from banks amounting to ₹ 2,20,560.18 Lacs (₹ 2,65,503.41 Lacs) are repayable in quarterly installments of, ₹ 2,900.00 Lacs each during 2016-17, ₹ 8,700.00 Lacs each during 2017-18 and thereafter starting from ₹ 10,875.00 Lacs to ₹ 14,871.44 Lacs during 2018-19 to 2021-22. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (iii) Rupee Term Loans from banks amounting to ₹ 33,317.03 Lacs (₹ 49,108.75 Lacs) is repayable on 31st March, 2022. The loan is secured by second pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (iv) Rupee Term Loans from banks amounting to ₹ 58,112.67 Lacs (₹ 67,014.55 Lacs) are repayable in quarterly installments of, ₹ 707.66 Lacs each during 2016-17, ₹ 2,299.90 Lacs each during 2017-18 and there after starting from ₹ 2,830.65 Lacs to ₹ 3,007.57 Lacs during 2018-19 to 2021-22. The loans are secured by second pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (v) Rupee Term Loans from banks amounting to ₹ 95,717.90 Lacs (₹ NIL) are repayable in quarterly installments of, ₹ 23.95 Lacs each during 2016-17, ₹ 47.90 Lacs each during 2017-18, and thereafter starting from ₹ 718.50 Lacs to ₹ 4,694.20 Lacs during 2018-19 to 2026-27. The loans are secured (charge created / to be created) by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (vi) Foreign Currency Loans from banks amounting to ₹ 7,381.42 Lacs (₹ 7,269.18Lacs) are repayable in quarterly installments of, ₹ 81.11 Lacs each during 2016-17, ₹ 243.34 Lacs each during 2017-18 and there after starting from ₹ 304.18 Lacs to ₹ 446.13 Lacs during 2018-19 to 2021-22. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (vii) Foreign Currency Loans from banks amounting to ₹ 1,30,449.38 Lacs (₹ 139,268.95 Lacs) are repayable in structured installments of ₹ 32,922.94 Lacs in 2016-17, ₹ 24,847.50 Lacs in 2017-18 and ₹ 24,226.31 Lacs each during 2018-19 to 2020-21. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (viii) Foreign Currency Loan from DBS Bank amounting to ₹ 1,095.09 Lacs has been fully repaid during the year in accordance with the terms of the loan document. The charge in relation to said loan has also been satisfied during the year.
- c) (i) Funded Interest Term Loans (I) from banks amounting to ₹ 41,867.50 Lacs (₹ 43,730.62 Lacs) (including ₹ 3,511.10 Lacs (₹ 3,666.12 Lacs) from Financial Institutions) are repayable in quarterly installments of, ₹ 464.40 Lacs each during 2016-17, ₹ 1,509.30 Lacs each during 2017-18 and thereafter starting from ₹ 1,857.60 Lacs to ₹ 2,205.90 Lacs during 2018-19 to 2021-22. The

loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.

- (ii) Funded Interest Term Loans (II) from banks amounting to ₹ 55,492.11 Lacs (₹ 59,738.34 Lacs) (including ₹ 2,387.20 Lacs (₹ 2,547.66 Lacs) from Financial Institutions) are repayable in 6 quarterly installments of ₹ 1,982.26 Lacs each starting from 30th April 2016 till 31st July 2017 and thereafter quarterly installment of ₹ 3,807.87 Lacs each starting from 31st October 2017 and ending on 31st July 2020. The loans are secured by first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present & future and second pari-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts, bills receivable.
- (a,b,c) i) Above Term Loans amounting to ₹ 6,67,360.99 Lacs (including Funded Interest Term Loan ₹ 97,359.61 Lacs, Debentures amounting to ₹ 22,675.00 Lacs) are also secured by additional securities as mentioned in Note No. 30(A)(iii).
- ii) Additionally, borrowings continue to have security on the assets transferred to Jindal Stainless (Hisar) Limited, Jindal United Steel Limited and Jindal Coke Limited in pursuant to Composite Scheme of Arrangement (Read with note no 27).
- iii) Pursuant to receipt of part consideration (amount of ₹ 2,60,000.00 Lacs from Jindal Stainless (Hisar) Limited, the Company has prepaid the domestic long term debt (excluding FITL & Corporate Term Loan) by ₹ 1,18,493.00 Lacs (up to 31st March 2016) and also ₹ 1,41,507.00 Lacs till date to the lenders of JSL in line with the AMP proposal, as approved by CDR EG.
- iv) Foreign currency loan also secured by additional security as mentioned in Note no. 30(A)(iii)(c).

Unsecured Borrowings

- d) Fixed deposits from public have a maturity period of 2 and 3 years from the date of deposits, as the case may be, and as per order dated May 06, 2015 issued by Company Law Board, New Delhi to the Company under Section 74(2) of the Companies Act, 2013, are repayable as and when due but not later than June 30, 2016.

Note D E S C R I P T I O N No.	Deferred Tax Liability/Asset as at 31.03.2015	(₹ in Lacs)	
		Charge/ (Credit) for the Year	Deferred Tax Liability/Asset as at 31.03.2016
5 DEFERRED TAX LIABILITY /ASSETS (NET)			
(a) DEFERRED TAX LIABILITY			
Difference between book & tax depreciation	1,08,250.46	(35,418.25)	72,832.21
Total Deferred Tax Liability	1,08,250.46	(35,418.25)	72,832.21
(b) DEFERRED TAX ASSETS			
Disallowance under Section 43B	32,416.40	(1,871.36)	30,545.04
Provision for doubtful debts & advances	1,185.40	311.91	1,497.31
Provisions for Employee Benefits	259.73	(29.60)	230.13
Fiscal Loss *	881.38	(17.95)	863.43
Post Employment Benefit*	74.51	23.79	98.30
Disallowance under Income Tax*	76.09	(76.09)	-
Carry Forward Losses/Unabsorbed Depreciation	73,810.28	(33,275.82)	40,534.46
Provision for MTM Losses & Diminution in Investments	578.17	(541.98)	36.19
Total Deferred Tax Assets	1,09,281.96	(35,477.10)	73,804.86
DEFERRED TAX LIABILITY (NET)	(1,031.50)	58.85	(972.65)

* Relates to Foreign subsidiary and include on account of foreign currency fluctuation ₹ 62.80 lacs (₹ 23.25 Lacs) and ₹ 20.28 Lacs transfer to reserves.

- considering the prudence and losses in the past years, no deferred tax assets (net) have been created in Holding Company.

		(₹ in Lacs)	
Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
6	OTHER LONG TERM LIABILITIES		
	Creditors for Capital Expenditure	2,432.54	12,026.83
	Security Deposits	850.00	850.00
	Interest accrued but not due on borrowings	-	51.19
	Other Outstanding Liabilities *	4,509.65	7,979.15
	TOTAL - OTHER LONG TERM LIABILITIES	7,792.19	20,907.17

* payable to a bank in 14 monthly installments of ₹ 342.70 Lacs each (including interest)

		(₹ in Lacs)			
Note No.	DESCRIPTION	Long-Term		Short-Term	
		As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
7	PROVISIONS				
	For Employee Benefits	1,112.90	818.25	52.35	230.29
	TOTAL - PROVISIONS	1,112.90	818.25	52.35	230.29

		(₹ in Lacs)	
Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
8	SHORT TERM BORROWINGS		
	SECURED		
	(a) Working Capital Facilities from Bank *	1,10,867.04	2,24,684.43
	(b) Buyer Credit in Foreign Currency - Against Working Capital *	1,06,303.54	48,550.23
	TOTAL - SECURED	2,17,170.58	2,73,234.66
	UNSECURED		
	(c) Inter Corporate Deposits from Related Party	19,265.99	-
	TOTAL - UNSECURED	19,265.99	-
	TOTAL - SHORT TERM BORROWINGS	2,36,436.57	2,73,234.66

Secured Borrowings

[Read with Note no. 30 and 31]

- (a) Working Capital Facilities are secured by way of hypothecation and/or pledge of current assets namely finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable and by way of second charge in respect of other moveable and immoveable properties of the Company. Working Capital Facility is repayable on demand.
- Working capital facility amounting to ₹ 21,233.36 Lacs (₹ 23,165.71 Lacs), obtained by subsidiary PT. Jindal Stainless Indonesia is collateralized by fixed assets, inventories and letter of comfort/undertaking for non disposing of equity investment in PT. Jindal Stainless Indonesia by Holding Company and further ₹ 7,944.68 Lacs (₹ 15,766.49 Lacs) is collateralized by inventories and letter of comfort/undertaking for non disposing of equity investment in PT. Jindal Stainless Indonesia by Holding Company.
- (b) Buyer Credit Facility are secured by way of hypothecation and/or pledge of current assets namely finished goods, raw material, work in progress, consumable stores and spares, book debts, bill receivable and by way of second charge in respect of other moveable and immoveable properties of the Company.

(a,b) Working Capital facility from bank amounting to ₹ 1,06,518.07 Lacs (₹ 2,28,600.61 Lacs) and Working capital Buyers Credit amounting to ₹ 90,063.33 (₹ 85,734.44 Lacs) are also secured by additional securities as mentioned in note no. 30 (A) (iii).

* Further Working Capital Facilities continue to have security on the assets transferred to Jindal Stainless (Hisar) Ltd., Jindal United Steel Ltd., Jindal Coke Limited in pursuant to Composite Scheme of Arrangement (Read with note no 27).

* Net of amount of ₹ 7,063.00 Lacs (₹ 48,187.97 Lacs) of working capital facilities and ₹ 23,235.21 Lacs (₹ 37,184.22 Lacs) of buyer credit has been allocated to Jindal Stainless (Hisar) Limited and ₹ 400.51 Lacs (₹ Nil) of buyers credit has been allocated to JCL pursuant to Composite Scheme of Arrangement (read with note no. 27) pending confirmation from the respective banks.

(c) Subject to compliance of conditions stipulated in the agreement.

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
9 TRADE PAYABLES		
Trade Payables (including Acceptances)		
Dues to Micro and Small enterprises	6.76	6.53
Dues to other than Micro and Small enterprises	1,77,743.01	1,37,899.93
TOTAL TRADE PAYABLES	1,77,749.77	1,37,906.46

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
10 OTHER CURRENT LIABILITIES		
Current maturities of Long term Borrowings. (Note No. 4)	65,975.27	48,564.27
Interest accrued but not due on borrowings	9,518.16	8,777.21
Interest accrued and due on borrowings	10,201.01	3,774.62
Advance from Customers	12,991.77	16,969.27
Security Deposits from Agents/Dealers/Others	329.21	270.10
Creditors for capital expenditure	9,980.32	9,505.90
Other outstanding liabilities*	49,434.58	53,515.33
Liability towards Investors Education and Protection Fund under Section 205C of the Companies Act, 1956 not due		
Unpaid dividend	-	27.95
Unpaid matured deposits and interest accrued thereon	172.16	73.09
TOTAL - OTHER CURRENT LIABILITIES	1,58,602.48	1,41,477.74

* Includes statutory dues.

* Includes overdue amount of ₹ 1,713.50 Lacs (₹ 265.23 Lacs) (including interest of ₹ 354.96 Lacs (₹ 174.29 Lacs)) payable to a bank.

* Includes payable to a bank in 12 monthly installments of ₹ 342.70 Lacs each (including interest)

* Include (₹ Nil) (₹ 22,672.34 Lacs) payable to Jindal Stainless (Hisar) Limited, ₹ 25.87 Lacs (₹ Nil) to Jindal Coke Limited & ₹ 6,515.43 Lacs (₹ Nil) to Jindal United Steel Limited payable due to implementation of Composite Scheme of Arrangement. (Refer Note No. 27)

Note Description	GROSS BLOCK				DEPRECIATION AND AMORTISATION				NET BLOCK	
	AS AT 01.04.2015	Trf in terms of Composite Scheme of Arrangement \$	On Cessation of Subsidiary	SALE/ ADJUST- MENT ***	AS AT 31.03.2016	Trf in terms of Composite Scheme of Arrangement \$	On Cessation of Subsidiary	TRF TO THE RETAINED EARNING ##	AS AT 31.03.2016	AS AT 31.03.2015
11 FIXED ASSETS										
A TANGIBLE ASSETS										
Lease Hold Land@	6,967.57	-	-	2.38	6,969.95	621.93	-	80.07	702.00	6,345.64
Free Hold Land *@	5,191.95	-	-	6,499.79	11,869.38	-	-	-	-	11,869.38
Buildings **@	1,15,295.82	25,583.01	-	993.54	90,891.85	18,133.61	3,775.41	4,549.17	18,995.90	71,895.95
Plant and Machinery	8,20,300.27	2,71,290.61	-	21,300.20	5,71,457.07	1,86,251.37	41,661.26	20,056.28	1,65,543.65	4,05,913.42
Electric Installation	14,924.70	12.99	-	6.63	14,918.34	5,591.39	3.36	618.90	6,206.93	8,711.41
Vehicles	1,813.26	39.20	-	111.05	1,714.96	1,032.48	15.54	138.42	1,062.02	652.94
Furniture and Fixtures	1,296.42	16.90	-	31.85	1,311.37	921.34	4.91	92.10	1,008.53	302.84
Office equipment	1,808.13	10.51	-	49.57	1,906.26	1,609.80	2.56	71.90	1,737.68	168.58
Power Line and Bay Extension	1,211.87	-	-	-	1,211.87	903.59	-	22.62	926.21	285.66
TOTAL TANGIBLE ASSETS	9,68,809.99	2,96,953.22	-	28,995.01	7,02,251.05	2,15,065.51	45,463.04	25,629.47	1,96,182.92	5,06,068.13
PREVIOUS YEAR	13,42,804.50	3,57,413.53	20,927.24	9,407.43	5,061.17	9,68,809.99	3,70,019.60	6,887.55	40,687.69	352.90
B INTANGIBLE ASSETS										
Computer software	2,230.47	-	-	719.87	(0.15)	2,950.49	812.91	489.82	(0.12)	1,302.85
TOTAL INTANGIBLE ASSETS	2,230.47	-	-	719.87	(0.15)	2,950.49	812.91	489.82	(0.12)	1,302.85
PREVIOUS YEAR	9,711.90	1,369.18	5,332.29	-	779.95	2,230.47	5,161.00	3202.55	812.91	1,417.56
CAPITAL WORK IN PROGRESS ***										
									6,999.07	14,449.84

NOTE

* Include ₹ 953.05 Lacs (₹ 953.05 Lacs) jointly owned with other body corporate with 50% share.

** Include ₹ 308.77 Lacs (₹ 308.77 Lacs) jointly owned with other body corporate with 50% share.

*** Sales/adjustment in respect of Gross Block and Depreciation includes ₹ 2,271.20 Lacs (₹ 1,387.25 Lacs) and ₹ 1,267.87 Lacs (₹ 799.20 Lacs) respectively for adjustment of Foreign Exchange Fluctuation.

**** Include Project Inventory ₹ 618.11 Lacs (₹ 1,680.02 Lacs).

\$ Refer note no 27

Includes ₹ 8,275.14 Lacs (₹ 6,440.75 Lacs) on account of foreign exchange fluctuation on loan/liability including fluctuation relating to forward cover.

@ Title deeds of Free Hold Land and Building amounting to ₹ 1,346.10 lacs and ₹ 21.70 lacs respectively are pending transfer in the name of the company.

Includes Depreciation pertaining to the previous year ₹ 178.24 lacs (Previous year ₹ NIL).

(₹ in Lacs)

Note D E S C R I P T I O N No.	As at 31.03.2016			As at 31.03.2015		
	Nos.	Face Value	Amount	Nos.	Face Value	Amount
12 INVESTMENTS						
I NON - CURRENT INVESTMENTS						
LONG TERM INVESTMENTS - AT COST						
A Equity Shares Fully Paid Up -Trade Unquoted						
MJSJ Coal Limited ^	85,59,000	₹ 10	855.90	85,59,000	₹ 10	855.90
JSL Energy Limited	1,000	₹ 10	0.10	1,000	₹ 10	0.10
Arian Resources Corp. (formerly Golden Touch Resources Corporation)	1,11,102		179.59	1,11,102		179.59
Jindal Synfuels Limited \$	1,00,000	₹ 10	10.00	1,00,000	₹ 10	10.00
Jindal Stainless Italy Srl	1,000	€ 10	0.83			-
Jindal United Steel Limited - Subsidiary*	50,000	₹ 10	5.00			
Jindal Coke Limited - Subsidiary*	50,000	₹ 10	5.00			
TOTAL (A)			1,056.42			1,045.59
B Equity Shares Fully Paid Up of Associate Company - Trade - Unquoted						
Jindal Stainless Corporate Management Services Private Limited #			0.50	-	-	-
Share in Profit/(Loss) From Associate			2.55			-
TOTAL (B)			3.05			-
C 0.01 % Non-Cummulative Compulsory Convertible Preference Shares Pending Allotment						
in terms of Composite Scheme of Arrangement {Refer note no 27(3)(b)}						
Jindal Coke Limited	2,60,00,000	₹ 10	2,600.00	-	-	-
Jindal United Steel Limited	17,50,00,000	₹ 10	17,500.00	-	-	-
TOTAL (C)			20,100.00			
D 10 % Non-Cummulative Non Convertible Redeemable Preference Shares Pending Allotment						
in terms of Composite Scheme of Arrangement {Refer note no 27(3)(b)}						
Jindal Coke Limited	9,16,47,073	₹ 10	9,164.71			
Jindal United Steel Limited	8,76,73,311	₹ 10	8,767.33			
TOTAL (D)			17,932.04			
E Govt./Semi Govt. Securities - Non Trade						
8.57% Andhra Pradesh SDL 2020	2,20,000	₹ 100	222.48	2,20,000	₹ 100	222.48
7.64% KSFC 2018	10	₹ 10,00,000	97.71	10	₹ 10,00,000	97.71
7.50% Bank of India			-	4	₹ 10,00,000	40.00
TOTAL (E)			320.19			360.19
TOTAL NON CURRENT INVESTMENT (A to E)			39,411.69			1,405.78

(₹ in Lacs)

Note D E S C R I P T I O N No.	As at 31.03.2016			As at 31.03.2015		
	Nos.	Face Value	Amount	Nos.	Face Value	Amount
II CURRENT INVESTMENTS						
(At lower of Cost and Fair Value)						
D Equity Shares Fully Paid Up - Non Trade Quoted						
Hotel LeelaVentures Limited	90,000	₹ 2	73.61	90,000	₹ 2	73.60
Central Bank of India	7,247	₹ 10	7.39	7,247	₹ 10	7.39
Adani Ports and Special Economic Zone Limited	7,355	₹ 2	6.47	7,355	₹ 2	6.47
Less : Provision for diminution in value			(59.41)			(56.82)
TOTAL CURRENT INVESTMENT			28.06			30.64
* as per AMP and other facts stated in Note no-32 the subsidiaries (a) Jindal Coke Limited and (b) Jindal United Steel Limited will not be continued with controlling interest (investment), accordingly these subsidiaries have been excluded from the consolidation.						
^ Investment in terms of agreement with Mahanadi Coalfield Limited & Others,as Investor.						
\$ Investment in terms of agreement with Jindal Steel & Power Limited & Others,as Investor.						
# Includes ₹ 0.16 Lacs on Goodwill on Consolidation.						
Aggregate value of Current Investment			28.06			30.64
Aggregate value of unquoted investment			39,411.69			1,405.78
Aggregate value of quoted investment			28.05			30.64
Market value of quoted investment			39.83			47.18

(₹ in Lacs)

Note D E S C R I P T I O N No.	Long-Term		Short-Term	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
13 LOANS AND ADVANCES				
(Unsecured, Considered good unless otherwise stated)				
Advance Recoverable in Cash or in kind or the value to be received (net of provision) [Net of Provision of ₹ 3,704.84 Lacs (₹ 2,925.95 Lacs)]	5,217.23	1,364.90	15,501.98	13,410.42
Capital Advances	1,954.70	4,700.92	-	-
Security Deposits**	3,573.70	3,582.75	802.54	1,455.63
Loans & Advances to Body Corporate	-	-	-	62.49
Amount receivable in term of Composite Scheme of Arrangement @	-	-	3,94,007.00	2,60,000.00
Prepaid Taxes [Net of Provision of ₹ 13,327.46 Lacs (₹ 13,311.30 Lacs)]	-	-	5,539.76	6,810.83
MAT Credit Entitlement *	5,767.03	6,832.78	-	-
Balance with Excise and Sale tax Authorities	-	-	17,736.25	22,376.87
TOTAL - LOANS AND ADVANCES	16,512.66	16,481.35	4,33,587.53	3,04,116.24

* The management is confident about the realisability of the same.

@ Refer note no 27

** Includes related parties ₹ 300.00 Lacs (Previous year ₹ 225.00 Lacs)

Note DESCRIPTION No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
14 OTHER NON CURRENT ASSETS		
Deposits with original maturity of more than 12 months	22.14	19.78
Mines Development Expenses	588.61	-
Other	352.50	-
TOTAL - OTHER NON CURRENT ASSETS	963.25	19.78

Note DESCRIPTION No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
15 INVENTORIES		
(As taken, valued and certified by the Management)		
(valued at lower of cost and net realizable value unless otherwise stated)		
Raw Materials	32,201.94	52,888.60
[Including material in Transit ₹ 15,794.56 Lacs (₹ 29,504.94 Lacs)]		
Work in Progress	46,316.02	55,240.93
Finished Goods	89,416.36	59,114.30
Trading Goods	196.78	137.38
Store and Spares	23,142.06	28,403.83
[Including material in Transit ₹ 1,598.44 Lacs (₹ 3,990.57 Lacs)]		
TOTAL - INVENTORIES	1,91,273.16	1,95,785.04

Note DESCRIPTION No.	(₹ in Lacs)	
	As at 31.03.2016	As at 31.03.2015
16 TRADE RECEIVABLE		
(Unsecured, Considered good unless otherwise stated)		
(a) EXCEEDING SIX MONTHS FROM THE DUE DATE OF PAYMENT		
Unsecured, Considered good	17,451.55	18,617.88
Doubtful	714.98	507.54
Less : Provision for doubtful receivable	714.98	507.54
	17,451.55	18,617.88
(b) OTHERS	76,443.94	89,842.25
TOTAL - TRADE RECEIVABLE	93,895.49	1,08,460.13

		(₹ in Lacs)	
Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
17	CASH AND BANK BALANCES		
(a)	CASH AND CASH EQUIVALENTS		
	Balances with Banks	1,173.77	954.73
	Balances with Banks in Foreign Currency	43.72	200.82
	Bank Deposits with original maturity of less than three month *	1,404.73	-
	Unpaid dividend accounts	-	27.95
	Cheques in hand/Money in Transit	4,019.90	779.65
	Cash in Hand	10.13	11.07
	TOTAL CASH AND CASH EQUIVALENTS	6,652.25	1,974.22
(b)	OTHER BANK BALANCES		
	Bank Deposits with original maturity of more than three month but less than 12 months *	1,346.40	2,779.61
	Bank Deposits with original maturity of more than 12 months *	22.14	19.78
		1,368.54	2,799.39
	Less : Amount Disclosed under the head Other Non Current Assets	(22.14)	(19.78)
	TOTAL OTHER BANKS BALANCES	1,346.40	2,779.61
	TOTAL - CASH & BANK BALANCES	7,998.65	4,753.83
* ₹ 1,527.41 Lacs (₹ 1,437.28 Lacs) is under lien with Banks			

		(₹ in Lacs)	
Note No.	DESCRIPTION	As at 31.03.2016	As at 31.03.2015
18	OTHER CURRENT ASSETS		
	(Unsecured, Considered good unless otherwise stated)		
	Interest accrued on Investment /Fixed Deposits	120.48	132.59
	Mines Development Expenses	294.30	-
	Others	73.94	-
	TOTAL OTHER CURRENT ASSETS	488.72	132.59

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
19 REVENUE FROM OPERATIONS		
(a) SALE OF PRODUCTS		
Finished Goods	7,13,250.25	7,30,881.83
Trading Goods	35,662.50	16.50
Export Benefits	5,645.92	6,770.55
	7,54,558.67	7,37,668.88
(b) SALE OF SERVICES		
Job Charges	13,329.70	6.69
Commission received	470.01	697.01
	13,799.71	703.70
(c) OTHER OPERATING REVENUE		
Sale of Gases	129.00	229.98
Liability no longer required	86.41	402.46
Miscellaneous Income	289.64	650.48
	505.05	1,282.92
REVENUE FROM OPERATIONS (GROSS)	7,68,863.43	7,39,655.50

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
20 OTHER INCOME		
(a) INTEREST INCOME ON		
Long Term Investments	14.51	29.49
Others	295.91	353.11
Debtors	1,732.73	1,895.00
[Net of Provision of ₹ 778.88 Lacs (₹ 753.98 Lacs)]		
	2,043.15	2,277.60
(b) DIVIDEND INCOME FROM CURRENT INVESTMENT	0.16	-
(c) NET GAIN/(LOSS) ON SALE OF CURRENT INVESTMENTS		
Gain on Sale	-	0.37
Reversal / (Loss) on Dimunition	(2.60)	7.38
	(2.60)	7.75
(d) NET GAIN/(LOSS) ON SALE OF FIXED ASSETS		
Gain on Sale	0.48	2,551.33
Loss on Sale	(29.83)	(101.38)
Loss on Discard	-	(0.84)
	(29.35)	2,449.11
(e) OTHER NON-OPERATING INCOME (NET)	474.25	681.58
TOTAL - OTHER INCOME	2,485.61	5,416.04

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
21 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND TRADING GOODS		
OPENING STOCK		
Finished Goods	59,114.30	1,31,105.55
Work in Progress	55,240.93	1,00,702.89
Scrap	-	2,794.15
Trading Goods	137.38	178.46
TOTAL OPENING STOCK	1,14,492.61	2,34,781.05
Add : Trf with reference to Note No. 27(3)	3,877.81	
Less : Trf in terms of Composite Scheme of Arrangement (Refer note no 27]	1,068.68	85,042.64
Less : On Cessation of Subsidiary	-	9,835.47
	1,17,301.74	1,39,902.94
CLOSING STOCK		
Finished Goods	89,416.36	59,114.30
Work in Progress	46,316.02	55,240.93
Trading Goods	196.78	137.38
TOTAL CLOSING STOCK	1,35,929.16	1,14,492.61
Excise Duty on account of increase/(decrease) in Stock of Finished Products	3,235.29	(1,856.28)
TOTAL - CHANGES IN INVENTORIES	(15,392.13)	23,554.05

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
22 EMPLOYEE BENEFITS EXPENSES (read with note no. 39)		
Salaries, Wages, Bonus and Other benefits	12,546.13	14,768.47
Contribution to provident and other funds	389.63	498.21
Expenses on Employee Stock Option Scheme [Refer Note No. 3(e)]	(134.55)	(80.52)
Staff Welfare Expenses	722.10	761.80
TOTAL - EMPLOYEE BENEFITS EXPENSES	13,523.31	15,947.96

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
23 FINANCE COSTS		
Interest Expenses	98,456.72	89,123.14
Other Borrowing Costs	4,442.97	5,125.72
TOTAL - FINANCE COSTS	1,02,899.69	94,248.86

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
24 DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation on Fixed Assets	25,629.47	40,687.69
Amortization of Intangible assets	489.82	423.76
TOTAL - DEPRECIATION AND AMORTIZATION EXPENSES	26,119.29	41,111.45

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
25 OTHER EXPENSES		
(a) MANUFACTURING EXPENSES		
Consumption of Stores and Spare parts	40,440.06	35,141.35
Power and Fuel	54,193.87	69,245.38
Labour Processing & Transportation Charges	10,828.42	10,623.84
Repairs to buildings	687.85	405.55
Repairs to plant & machinery	1,400.90	1,364.87
Job work expenses	38,505.11	484.65
Other Manufacturing Expenses	13,504.05	6,980.48
	1,59,560.26	1,24,246.12
(b) ADMINISTRATIVE EXPENSES		
Insurance	971.10	1,182.01
Rent	445.58	247.19
Lease Rent	376.65	400.47
Rates and Taxes	255.22	191.08
Legal and Professional	3,470.02	1,960.70
Postage, Telegram and Telephone	263.81	293.72
Printing & Stationary	205.97	271.30
Travelling & Conveyance	408.05	452.55
Director' Meeting Fees	8.92	15.70
Vehicle Upkeep and Maintenance	650.52	680.19
Auditor's Remuneration	38.03	43.00
Donation	15.96	10.34
Miscellaneous Expenses	1,642.17	1,837.70
Mine Development Expenditure w/off	129.00	-
	8,881.00	7,585.95

Note D E S C R I P T I O N No.	(₹ in Lacs)	
	For the Year ended 31.03.2016	For the Year ended 31.03.2015
(c) SELLING EXPENSES		
Other Selling Expenses	2,409.16	2,328.39
Discount & Rebate	4,920.04	1,505.70
Freight & Forwarding Expenses	17,222.54	17,419.33
Commission on Sales	1,742.37	2,623.80
Provision for Doubtful Debts/Advances	204.83	184.88
Bad Debts	343.59	35.52
Advertisement & Publicity	104.75	86.41
	26,947.28	24,184.03
TOTAL - OTHER EXPENSES	1,95,388.54	1,56,016.10

26. A Contingent Liabilities not provided for in respect of :

		(₹ in Lacs)	
		As at 31.03.2016	As at 31.03.2015
a) i)	Guarantee issued by bank on behalf of Company	17,093.48	6,739.51
	ii) Letter of Credit	44,294.01	46,675.30
b)	Bills discounted with Banks	17,634.22	9,383.68
c) i)	Sale Tax/Entry Tax demands against which company preferred appeals.	8,947.31	9,224.78
	ii) Excise Duty/Custom/Service Tax Show Cause Notices/ Demands against which company has preferred appeals.	9,321.75	9,308.46
	iii) Income tax demands against which Company has preferred appeals.	4,682.36	4,502.39
d) i)	Claims and other liabilities against the company not acknowledged as debt.	6,429.99	4,879.72
	ii) Demand made by Dy. Director of Mines, Jajpur Road Circle, Orissa against which company has preferred appeal.	803.76	-
e) i)	Custom duty saved / to be saved on 31st March (Bonds executed with custom authorities for import under EPCG Scheme Outstanding ₹ 310.70 Lacs (P.Y ₹ 48,110.38 Lacs)).	82.06	16,424.62
	ii) Advance licenses not executed.	505.73	625.29
f)	Appeals in respect of certain assessments of Sales Tax / Income Tax are pending and additional tax liabilities/refunds, if any, are not determinable at this stage. Adjustments for the same will be made after the same are finally determined. In the opinion of management there will not be material liability on this account.		

27. Composite Scheme of Arrangement

1. A Composite Scheme of Arrangement (here in after referred to as 'Scheme') amongst Jindal Stainless Limited (the Company/Transferor Company) and its three wholly owned subsidiaries namely Jindal Stainless (Hisar) limited (JSHL), Jindal United Steel Limited (JUSL) and Jindal Coke Limited (JCL) under the provision of Sec 391-394 read with Sec 100-103 of the Companies Act, 1956 and other relevant provision of Companies Act, 1956 and / or Companies Act, 2013 has been sanctioned by the Hon'ble High Court of Punjab & Haryana, Chandigarh vide its Order dated 21st September 2015, modified by order dated 12th October, 2015.

Section I and Section II of the Scheme became effective on 1st November, 2015, operative from the appointed date i.e. close of business hours before midnight of March 31, 2014.

Section III of the scheme comprising Transfer of the Business undertaking 2 (as defined in the scheme) of the Company comprising, inter-alia, of the Hot Strip Plant of the Company located at Odisha and vesting of the same in Jindal United Steel Limited (JUSL) on Going Concern basis by way of Slump Sale w.e.f. appointed date i.e. close of business hours before midnight of March 31, 2015 and Section IV of the Scheme comprising Transfer of the Business Undertaking 3 (as defined in the Scheme) of the Company comprising, inter-alia,

of the Coke Oven Plant of the Company Located at Odisha and vesting of the same with Jindal Coke Limited (JCL) on Going Concern basis by way of Slump Sale w.e.f. appointed date i.e. close of business hours before midnight of March 31, 2015. Section III and section IV of the Scheme has become effective on 24th September 2016 [i.e. on receipt of approvals from the Orissa Industrial Infrastructure Development Corporation (OIIDCO) for the transfer/grant of the right to use in the land on which Hot Strip (HSM Plant) & Coke Oven Plants are located to JUSL & JCL respectively as specified in the Scheme].

2. Pursuant to the Section I and Section II of the Scheme becoming effective:
 - a) Against amount of ₹ 36,618.67 Lacs, the company is required to issue and allot equity shares to JSHL at a price to be determined in accordance with chapter VII of SEBI (ICDR) regulations 2009, with the record date jointly to be decided by the board of directors of the Company and JSHL being considered as relevant date as specified in the Scheme. The board of the Company and JSHL have, in their respective meetings held on 06th November, 2015, fixed 21st November, 2015 as the record date. However, since the price worked out for issue of equity shares by the Company to JSHL, in terms of the provisions of chapter VII SEBI (ICDR) was not reflective of the actual price of the equity shares of the Company on Ex -JSHL basis, therefore the allotment of equity shares based on the afore said record date has not been pursued. Hence, pending allotment by the Company of the aforesaid equity shares to JSHL as on 31st March, 2016, the same has been shown as "Share Capital Suspense Account". Subsequent to the Balance Sheet date the company has allotted 16,82,84,309 nos. fully paid up equity shares of ₹ 2 each @ ₹ 21.76 per share (including premium of ₹ 19.76 per share) on 3rd July 2016.
 - b) Out of ₹ 2,60,000.00 lacs payable by JSHL, ₹ 1,18,493.00 lacs has been received up to 31st March 2016 and also balance amount of ₹ 1,41,507.00 lacs has been received subsequent to balance sheet date.
 - c) In terms of the Scheme, all the business and activities of Demerged Undertakings and Business Undertaking 1 carried on by the Company on and after the appointed date, as stated above, are deemed to have been carried on behalf of JSHL. Accordingly, necessary effects had been given in the previous year accounts and in these accounts on the Scheme becoming effective (read with note no. 5 below).
3. Pursuant to the Section III and Section IV of the Scheme becoming effective:
 - a) Business undertaking 2 & Business undertaking 3 have been transferred to and vested in JUSL & JCL respectively with effect from the appointed date i.e. close of business hours before midnight of March 31, 2015 and the same has been given effect to in these accounts.
 - b) (i) Business Undertaking 2 has been transferred at a lump sum consideration of ₹ 2,41,267.33 Lacs out of this ₹ 2,15,000.00 lacs shall be paid by JUSL and against the balance amount of ₹ 26,267.33 Lacs, the JUSL has to issue & allot to the Company 17,50,00,000 nos. 0.01% non-cumulative compulsorily convertible preference shares having face value of ₹ 10 each and 8,76,73,311 nos. 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each as specified in the Scheme; and (ii) Business undertaking 3 has been transferred at a lump sum consideration of ₹ 49,264.71 Lacs out of this ₹ 37,500.00 lacs shall be paid by JCL and against the balance amount of ₹ 11,764.71 Lacs, the JCL has to issue & allot to the Company 2,60,00,000 nos. 0.01% non-cumulative compulsorily convertible preference shares having face value of ₹ 10 each and 9,16,47,073 nos. 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each as specified in the Scheme. Pending allotment as stated above the same have been shown as "Investment- pending Allotment".
 - c) On transfer of Business Undertaking 2 & Business Undertaking 3, the differential between the book values of assets & liabilities transferred and the lump sum consideration received as stated above amounting to ₹ 36,259.75 Lacs has been credited in the Statement of profit & loss and included under Exceptional Item. (Note no. 36).
 - d) In terms of the Scheme, all the business and activities of Business Undertaking 2 & Business Undertaking 3 carried on by the company on and after the appointed date, as stated above, are deemed to have been carried for and on behalf of JUSL & JCL respectively. Accordingly, necessary effects have been given in these accounts on the Scheme becoming effective.
4. The necessary steps and formalities in respect of transfer of the properties, licenses, approvals and investments in favor of JSHL, JUSL & JCL and modification of charges etc. are under implementation.
5. While according its approval for transfer/right to use of the land in the name of JUSL & JCL Government of Odisha, Department of Steel & Mines vide letter dated 16th August 2016, had put a condition that Section I & II of the Scheme will not be carried out in so far as the mining lease of the Company is concerned; accordingly transfer of the Mining Rights to Demerged Undertakings (as referred in the Scheme) (Demerged undertaking transferred to JSHL) is not been given effect, consequently :- (i) all mining activities in relation to the Mining Rights continue to be carried out by the company (JSL) ; and (ii) all assets (excluding fixed assets) and liabilities (including contingent liabilities) in relation to the Mining Rights continue to be recorded in the books of JSL; and (iii) all revenue and net profit: post 1st November 2015 on section I & II of the scheme becoming effective are recorded in the books of the company.
6. Post Section III of the scheme becoming effective, the Company has entered into an agreement for troling of slabs got done from (Business Undertaking 2) effective from 1st April 2015, accordingly impact of the same amounting to ₹ 35,262.50 lacs has been given under manufacturing expenses in these accounts.

7. A. Pursuant to the Scheme the effects on the financial statements of operations carried out by the company for on behalf of JUSL & JCL post the said appointed date have been given in these accounts from the effective date (for the close of business hours before midnight of 31st March, 2015) are as summarized below :

Revenue Items	(₹ in Lacs)
Particulars (post Appointed period)	2014-2015
Revenue	Nil
Expenses	Nil
Profit/(Loss) before exceptional and extraordinary items and tax	Nil
Exceptional items - Gain/(Loss)	36,259.75
Profit before Tax	36,259.75
Tax Expenses (including deferred tax)	Nil
Profit after Tax	36,259.75

- B. As stated in note no. 1 above, the Section III and Section IV of the Scheme became effective on 24th September 2016, accordingly interest on amount receivable will be accounted for.
8. The financial statements of the Company for the year ended 31st March, 2016 were earlier approved by the Board of Directors at their meeting held on 28th May, 2016 on which the Statutory Auditors of the Company had issued their report dated 28th May, 2016. These financial statements have been reopened and revised to give effect to the Scheme as stated in note 1 & 3 herein above.
9. Current year's figures are not comparable with those of the previous year for the reasons as stated in note 1 & 3 herein above.
28. Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 1,378.06 Lacs (₹ 3,177.51 Lacs).
29. The Company had received a notice during the year 2012-13 from office of the Dy. Director of Mines, Jaipur Road Circle, Odisha (the Office) asking company to deposit in ₹ 8,540.27 Lacs with the department on account of cost price on mining of excess quantity of Chrome Ore over and above the approved quantity of mining plan/scheme. The company has disputed and challenged the same as demand made by the Office is incorrect, unjustified, baseless and was without furnishing any supporting documents and/or providing any basis/reason for such demand. The case is pending before Revisional Authority of Mining tribunal, Govt. of India.
30. (A) Corporate Debt Restructuring
- Pursuant to the approval of reworked CDR package ("Rework Scheme") in September 2012 and execution of Amended & Restated Master Restructuring Agreement ("Amended MRA"), the long term financial obligations to the CDR lenders were reworked including reworking of repayment schedule, creation of Funded Interest Term Loan (FITL II) for certain facilities, adjustment in interest rates, etc. w.e.f. 31st March, 2012. Accordingly, interest has been accounted for based upon the terms of the Rework Scheme / confirmations received from the banks.
 - During the financial year 2014-15, CDR EG vide its letter dated December 26, 2014 has approved conversion of both FITL I & FITL II ("FITL") into equity / other instruments, on certain terms and conditions, within 30 days of effective date of the Asset Monetisation cum Business Reorganization Plan ("AMP") subject to compliance with applicable laws. As per the approval, ₹ 250 Crore has been proposed to be converted into equity and balance outstanding amount of FITL into 0.01% Cumulative Redeemable Preference Shares (CRPS) / Optionally Convertible Redeemable Preference Shares (OCRPS). Redemption of CRPS/OCRPS shall be by March 31, 2022 and the CDR lenders would have the right to convert CRPS/OCRPS into equity at any time after 5 years from the effective date of the AMP. Alternatively, the Company might redeem these CRPS/OCRPS along with all dues thereof including recompense before conversion option is exercised by the CDR lender.
 - The credit facilities / loans under Rework Scheme are/will also be secured by:
 - Unconditional & irrevocable personal guarantee of CMD Mr. Ratan Jindal;
 - Unconditional & irrevocable corporate guarantee of promoter group companies in proportion to the number and to the extent of equity shares pledged or required to be pledged by each promoter group company;
 - Unconditional & irrevocable corporate guarantee of Jindal Stainless (Hisar) Limited.
 - (i) Pari-passu pledge of 10,54,17,065 nos. of equity shares held in the company by promoters. Creation of security over the additional shares allotted subsequent to March, 2016 (share allotted to JSHL pursuant to scheme referred in note no 27 (2)(a)) is in process of being pledged with lenders; and (ii) pledge of shares of JCL & JUSL to be allotted to JSL/promoters (refer Note No.27) (will be pledged with lenders).
 - All assets transferred to JSHL, JUSL and JCL pursuant to the Scheme; and

- f. Pledge and non-disposal undertaking for all investment of the Company in subsidiaries as listed below:
- JSL Lifestyle Limited (and JSL Architecture Limited since merged)*
 - JSL Logistics Limited *
 - PT. Jindal Stainless Indonesia
 - Jindal Stainless UK Limited
 - JSL Stainless FZE
 - JSL Group Holdings Pte. Limited
 - Jindal Stainless Madencilik Sanaye Ve Ticaret A.S.
 - Jindal Aceros Inoxidables S.L.
 - Iberjindal S.L.
- * transferred to JSHL pursuant to the Scheme.
- g. Certain conditions, covenants and creation of security under the Rework Scheme, as the case may be, are in process of compliance/waiver. Certain secured facilities from Banks are subject to confirmation and/or reconciliation.
- iv) The lenders have right to recompense as per the approval of reworked CDR package in accordance with applicable CDR guidelines.
- (B) Restructuring of ECB Facilities
- Besides reworking of its domestic term debt obligations as stated in note A above, the Company has also completed the restructuring of its debt obligations in relation to USD 250 million ECB facilities (outstanding of USD 196.88 million as on 31st March 2016) availed for the part financing of Odisha Phase II project and has executed requisite amendment agreements with all the ECB lenders on 29th March 2013. The revised terms inter-alia includes deferment of repayment schedule, increase in interest rates, etc. had been implemented on receipts of RBI approvals. Consent of certain ECB lenders to AMP is under discussion.
31. As on March 31, 2016, the overdue financial obligations to banks/financial institutions (30 in nos.) (23 in nos.) were ₹ 55,359.54 Lacs (₹ 40,144.56 Lacs) of which maximum overdue period was 61 days (59 days).
32. In view of losses, as at 31st March, 2016, the net worth of the Company have been eroded. However, keeping in view the improving business climate in the recent past giving optimism for the future, increase in the business volume and the expected full implementation of AMP [including conversion of Funded Interest Term Loan by the Lenders of the Company into Equity Shares / Cumulative Redeemable Preference Shares / Optionally Convertible Redeemable Preference Shares (refer note no. 30(A)(ii))], the management of the Company expects that the net worth of the Company will become positive and hence, the accounts have been prepared on a going concern basis.
33. The Company has made investment of ₹ 8.56 Crore (along with bank guarantee of ₹ 10.01 Crore) in MJSJ Coal Limited (MJSJ) and ₹ 0.10 Crore in Jindal Synfuels Limited (Jindal Synfuels), wherein JSL hold 9% and 10% stake respectively (both joint venture companies). The Hon'ble Supreme Court of India vide order dated 24.09.2014 has cancelled 214 out of 218 coal blocks allotted to various companies/entities, including the coal blocks allotted to MJSJ & Jindal Synfuels. No mining activity/production had commenced in these coal blocks, therefore cancellation of these coal blocks allotted to the MJSJ and Jindal Synfuels will not have any material impact on the current operations of the Company. The Company has filed review petition on 18.11.2014 challenging the order dated 24.09.2014 passed by Hon'ble Supreme Court and the matter is pending adjudication in respect of coal block allotted to MJSJ. After the enactment of the Coal Mines (Special Provisions) Act, 2015 dated 30th March 2015 allowing compensation to the prior allottees in respect of land and mining infrastructure, the management does not anticipate any material variance between carrying value of assets in investee companies and the expected compensation.
34. The company has filed Writ Petition (C) before the Hon'ble High Court of Orissa, Cuttack challenging the order passed by the Jt Commissioner of Commercial Tax, Jajpur disallowing the issue of C Form for the procurement of plant and machinery for Captive Power Plant during the year 2005-06, 2006-07 & 2007-08. The Hon'ble Court heard the matter and passed interim order dated 14.03.2012, directing the company to deposit 25% out of total demanded amount of ₹ 3,305.92 Lacs. The company has deposited an amount of ₹ 826.47 Lacs within the permitted time and informed the Hon'ble Court. Pending final decision, no provision in this respect has been made in the books and the same is included in note no. 26(A)(c)(i) (Contingent Liability).
- 35 (a) Company has filed Writ Petition (C) before the Hon'ble High Court of Orissa, challenging the order passed by the Dy. Commissioner of Commercial Tax, Jajpur for the period from 01/10/2006 to 30/09/2010, for payment of Entry Tax under the Orissa Entry Tax Act 1999 on the goods procured from outside the territory of India. The demand is on 2/3rd amount of Entry Tax on the goods imported from outside the territory of India on which the payment of 1/3rd amount of entry tax deposited as per the interim order of the Hon'ble Supreme Court. Considering the prudence, demand of entry tax have been fully provided for and pending final decision interest and penalty have been included under note no. 26(A)(c)(i) (Contingent Liability).
- The Hon'ble Court has heard the matter and vide its interim order dated 14.03.2012, directed the company to deposit 50% of the amount of interest i.e. ₹ 1.08 crores by 25.03.2012 and granted stay for the balance amount of demand till disposal of the case. The company has deposited the amount within the permitted time and informed to the Hon'ble Court.

- (b) The Company had challenged the legality of Orissa Entry Tax Act 1999 in the Hon'ble Supreme Court of India. On 16.04.2010 the Entry tax matters of the states have been referred to a larger 9-judges Constitutional Bench of the Supreme Court of India. The 9 judge bench while holding the constitutional validity of entry tax, has, vide its Order dated 11th November 2016, referred the same to divisional/ regular benches for testing and determination of the Article 304 (a) of the constitution vis-a-vis state legislation and left open levy of entry tax on goods entering the landmass of India from another country. The liability in this regards have been provided. Interest/ penalty if any, will be accounted for as and when this is finally settled/ determined by the Regular Benches hearing the matters/where the appropriate proceedings are continuing presently included under note no. 26(A)(c)(i) (Contingent Liability).
36. Exceptional items includes
- Gain/(Loss) (net) of ₹ (4,715.16) Lacs (₹ 500.23 Lacs) on translation/settlement of foreign currency monetary items (including borrowing), gain / (loss) of ₹ (647.31) Lacs (₹ (57.22) Lacs) upon marked to market of derivatives contracts, gain/(loss) of ₹ 1,623.26 Lacs (₹ 1,955.70 Lacs) on forward cover cancellation.
 - Provision for diminution in value of investment and advances ₹ 32.61 Lacs (₹ (1,637.49 Lacs) to Jindal Stainless Madencilik Sanayi VE Ticaret A.S., Turkey and Jindal Acerox Inoxidable S.L., Spain.
 - Gain ₹ 36,259.75 Lacs pursuant to the scheme pertaining to financial year 2014-15 ₹ 1,16,021.85 Lacs pursuant to the scheme pertaining to the financial year 2013-14.
 - Investment written off ₹ Nil (₹ 5.00 Lacs).
 - Foreign currency monetary item translation difference account amortization expense of ₹ 377.64 lacs (₹ Nil).
37. Due from Grid Corporation of Orissa Limited (Gridco) is of ₹ 10,530.58 Lacs (₹ 11,055.01 Lacs). The company had realized part of the overdue amount on receipt of the order of Orissa Electricity Regulatory Commission (OERC) in Case no. 106 of 2011 No. 4387 dated 17/ 11/2012. Delayed payment surcharge (Interest) on this have been accounted in terms of contractual obligation. The management is hopeful of recovery of due from Gridco.
38. (A) Certain balances of trade receivable, loan & advances, trade payable and other liabilities are subject to confirmation and/or reconciliation.
- (B) Although the book value/ fair value of certain unquoted investments amounting to ₹ 179.59 Lacs (₹ 179.59 Lacs), as reflected in Note no 12, is lower than the cost or companies are having negative net worth, considering the strategic and long term nature of the investment, future prospectus and assets base of the investee company, such decline, in the opinion of the management, has been considered to be of temporary in nature and hence no provision for the same at this stage is considered necessary.
- (C) In the opinion of board, assets have a realizable value, in the ordinary course of business at least equal to the amount at which they are stated.
- (D) The company has a regular programme of physical verification for its inventory. Further, during the year physical verification of significant part of inventory of finished goods and work in progress has been carried out by an independent firm of professionals and technical consultant and no material discrepancy were found.
39. On 28th July, 2010, the Company granted 35,77,500 stock options to eligible employees of the Company, its subsidiaries including non-executive directors (excluding Nominee Director), as per Employees Stock Option Scheme, 2010 (ESOP 2010). The exercise price of stock options is ₹ 75/- per share which would gradually vest over a maximum period of 4 years from the date of grant based on specified criteria, as may be decided by the Compensation Committee.

Salient features of the grants are as under:

Particulars		Grant I (granted on 28.7.2010)			
Vesting schedule	Options will vest from the date of grant based on the performance conditions mentioned below in the following ratio:				
	Vesting Schedule	On 28.07.2011 (Vest 1)	On 28.07.2012 (Vest 2)	On 28.07.2013 (Vest 3)	On 28.07.2014 (Vest 4)
	Eligibility*	0%	30%	30%	40%
* Maximum percentage of Options that can vest					
Performance	Performance Matrix				
Conditions	Performance rating attained **	Percentage of options that would vest			
	A +	100%			
	A	75%			
	B	50%			
** Based on achievement of the Annual Targets set by the management at the beginning of the year.					
Exercise period	Not more than 3 years from the date of vesting				

Pursuant to 1st vesting @ 30% of ESOP outstanding on 28th July, 2012, 5,34,771 ESOPs were vested to eligible employees based on performance rating and 1,50,000 fresh ESOPs were granted to the employees of the Company on 28th July, 2012. Pursuant to 2nd vesting @ 30% of ESOP outstanding on 28th July 2013, 4,26,024 ESOPs were vested to eligible employees based on performance rating. Pursuant to 3rd vesting @ 40% of ESOP outstanding on 28th July 2014, 5,60,625 ESOPs were vested to eligible employees based on performance rating including employees transferred pursuant to the Scheme (Refer note no 27 herein above).

In terms of the Composite Scheme of Arrangement between the Company and others, as approved by the Hon'ble High Court of Punjab and Haryana, the employees engaged in Demerged Undertakings, Business Undertakings 1, 2 and 3 who were transferred as a part of the Scheme to Resulting Company i.e. Jindal Stainless (Hisar) Limited or Transferee Company 2 i.e. Jindal United Steel Limited or Transferee Company 3 i.e. Jindal Coke Limited, shall continue to remain entitled to exercise their rights to the stock options granted and vested but have not been exercised as on the Record Date. Further the Stock options granted by the Company to such employees which have been granted but have not vested as of the Effective Date 1 or Effective Date 2 (as defined in the scheme), as the case may be, shall lapse automatically without any further act on the part of the Company. Furthermore, the exercise price of the stock options, in respect of the employees engaged in the Demerged Undertakings and transferred to the Resulting Company i.e. JSHL shall be reduced in the same proportion as the assets of the Demerged Undertakings bear to the total assets of the Company immediately prior to the Appointed Date 1.

During the year ended on 31st March, 2016, 4,45,546 (329,754) stock options lapsed due to resignation, retirement and non-exercise of option by employees. No vested options were exercised by employees during the year. As on 31st March, 2016, 8,33,581 (12,79,127) ESOPs were in force.

40. a) In the year 2008, the company (Jindal Stainless Ltd.) and PT Antam (Persero) Tbk, Indonesia had entered into Joint Venture agreement (50:50) to establish integrated stainless steel facilities in Indonesia and for that purpose initial equity contribution of USD 45,00,000 was remitted to JSL Venture Pte. Ltd. (JSL-V) through JSL Group Holding Pte. Ltd., Singapore. Pending utilization and because in 2008 Joint Venture was in the initial stage of project report preparation, initial Equity Contribution by JSL Venture Pte. Ltd. of USD 45,00,000 was parked with PT Jindal Stainless Indonesia (PTJSI, a subsidiary company in Indonesia). As the JV was abandoned in 2010 between PT Antam (Persero) Tbk, Indonesia and the company on account of certain issues, JSL venture Pte. Ltd. had knocked off the equity liability against loan receivable from PTJSI. Further, as per the MOU dated 31st March, 2011 signed between JSL-V and PTJSI, the above USD 45,00,000 had been converted into an arrangement as cumulative Non-Convertible 0.01% subordinate un-secured term loan due in January, 2061, pending necessary approval. During the year JSL-V have decided to reduce its paid up capital from S\$68,38,211 to S\$4,27,961 (represented by sole shareholder holding 68,38,211 no. ordinary shares) and to distribute and transfer loan of USD 45,00,000 receivable from PTJSI to its sole shareholder and holding company JSL group Holding Pvt Ltd. (a wholly owned subsidiary of the company).
 - b) Further in addition to above unsecured loan from the company (Jindal Stainless Ltd.) to PTJSI of USD 25,00,000 for purchase of assets from PT Maspion Stainless Steel Indonesia is outstanding till date where there is no terms of definite repayment.
 - c) In PT Jindal Stainless, Indonesia with effect from January 1, 2012, it applied PSAK number 10 (revised 2010) "The Effects of Changes in Foreign Exchange Rates", which describes how to include foreign operations in the financial statements of an entity and translate financial statements into a presentation currency. The company considers the primary indicators and other indicators in determining its functional currency. The Company determined that its Company's functional currency is the US Dollar and decided that the presentation currency for the financial statements is the US Dollar. In relation to such change in the presentation currency, the statements of financial position as of March 31, 2012 and April 1, 2011/March 31, 2011 and the statements of comprehensive income, changes in equity and cash flows for the year ended March 31, 2012 were restated and presented using the US Dollar as the presentation currency.
41. Subsidiary company PTJSI had entered into a joint venture agreement with following two partners for activities of production, mining and trading of chrome and smelting in Vietnam with invested capital of USD 1,80,00,000 and charter capital of USD 54,00,000. Such co-operation activities are under suspension since 2008 on account of slowdown in economic activities. Till 31st March 2016 PTJSI has contributed USD 16,06,000 and the same is disclosed as investment advance, pending allotment of shares and receipt of confirmation. As the financial statement till 31st March 2016 are not available with the PTJSI no disclosure as per Accounting Standard 27 on "Financial Reporting of Interest in Joint Ventures", except as stated below as given;
 - a) Name of JV Company - Jindal - Nong Cong Ferro - Chrome Limited Company
 - b) Country Name - Vietnam
 - c) Joint venture partners & share of capital contribution as proposed (as per agreement pending for registration)

Sr. No.	Name of the JV partners	% of capital to be contributed	Proposed Capital Commitment (Amount in US \$)
1	PT Jindal Stainless India	80%	43,20,000
2	Nong Cong Joint Stock Company Trading (Vietnam)	10%	5,40,000
3	LM Camus Engineering Corporation Company (Philippines)	10%	5,40,000
	Total	100%	54,00,000

42 Segment Reporting

- i) Information about Business Segment for the year 2015-16
Company operates in a Single Primary Segment (Business Segment) i.e. Stainless Steel products.
- ii) Secondary Segments (Geographical Segment)

(₹ in Lacs)

Description	2015-16		Total
	Within India	Outside India	
1 Revenue from Sale/Services	5,06,970.91	2,61,387.47	7,68,358.38
	(4,41,494.45)	(2,96,878.13)	(7,38,372.58)
2 Segment Assets	9,05,235.09	1,07,260.73	10,12,495.82
	(10,12,062.89)	(1,15,028.25)	(11,27,091.14)
3 Capital Expenditure incurred during the year	17,423.91	1,444.34	18,868.25
	(10,455.81)	(516.16)	(10,971.97)

43 Related Party Transactions

- A List of Related Party & Relationship (As identified by the Management)-In accordance with AS-18 "Related Party Disclosure"

a) Key Management Personnel :

1	Shri Ratan Jindal	Chairman & Managing Director
		Managing Director in Jindal stainless FZE
		Managing Director in Jindal Stainless UK Limited
2	Shri Jitender Pal Verma	Chief Financial Officer (up to 31.03.2015)
3	Shri Rajinder Prakash Jindal	Whole Time Director (Ceased to be WTD w.e.f. 31.01.2016)
4	Shri P.K. Mehra	Director, Jindal Stainless UK Limited
5	Shri R. Garg	Director, Jindal Stainless UK Limited
6	Shri Jitendra Kumar	Ceased to be Company Secretary (w.e.f. 31.03.2015)
7	Shri Aditya Goel	Director IberJindal S.L.
8	Shri Kapa Biedialuente	Director IberJindal S.L.
9	Shri S. Bhattacharya	Whole Time Director w.e.f.06.11.2015
10	Shri Raajesh Kumar Gupta	Company Secretary (w.e.f. 30.05.2015)
11	Shri Vipin Agarwal	Chief Financial Officer (from 30.05.2015 till 19.10.2015)
12	Shri Ashish Gupta	Chief Financial Officer (from 01.03.2016)
13	Jenny Quek	Director, JSL Group Holding Pte Ltd
14	Shri Jitender Kumar	Ceased to be Company Secretary (w.e.f. 31.03.2015)

b) Subsidiary

1	Jindal Coke Ltd.
2	Jindal United Steel Ltd.

c) Enterprises over which Key Management Personnel and their relatives exercise significant influence with whom transactions have been taken place during the year:

1	Jindal Steel & Power Limited
2	JSW Steel Limited
3	Jindal Saw Limited
4	Jindal Industries Limited
5	Nalwa Steel & Power Limited
6	Bir Plantation Private Limited
7	JSL Overseas Holding Limited (formerly Jindal Overseas Holding Limited)
8	JSL Overseas Limited
9	JSW Ispat Steel Limited
10	Jindal System Private Limited
11	Pankaj Continental Limited
12	JSL Lifestyle Limited
13	Ardour Noble Ltd

d) Joint Venture

1	MJSJ Coal Limited
2	Jindal Synfuel Limited

e) Associate

1	Jindal Stainless Corporate Management Services Private Limited
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B Transactions:

Description	(₹ in Lacs)				(₹ in Lacs)			
	Subsidiaries not Consolidated Considering Temporary in Nature	Joint Venture Associate Company	Key Management Personnel	Enterprises Controlled by Key Management Personnel & their Relatives	Subsidiaries not Consolidated Considering Temporary in Nature	Joint Venture Associate Company	Key Management Personnel	Enterprises Controlled by Key Management Personnel & their Relatives
Purchase of Goods	7,045.94	-	-	1,328.46	-	-	-	422.02
Jindal Steel & Power Limited*	-	-	-	1,217.10	-	-	-	373.23
Jindal Coke Limited	7,045.94	-	-	-	-	-	-	-
Others	-	-	-	111.36	-	-	-	48.79
Job work Charges-Paid	35,262.50	-	-	-	-	-	-	-
Jindal United steel Limited	35,262.50	-	-	-	-	-	-	-
Sale of Goods	8,288.38	-	-	10,945.13	-	-	-	5,853.06
Jindal Steel & Power Limited **	-	-	-	10,937.05	-	-	-	5,853.06
Jindal Coke Limited	1,442.91	-	-	-	-	-	-	-
Jindal United Steel Limited	6,845.47	-	-	-	-	-	-	-
Others	-	-	-	8.08	-	-	-	-
Rent Received	-	39.02	17.40	3.42	-	-	17.40	3.37
Shri Ratan Jindal-Vice Chairman & Managing Director	-	-	17.40	-	-	-	17.40	-
Jindal Stainless Corporate Management Services Private Limited	-	39.02	-	-	-	-	-	-
Jindal Saw Limited	-	-	-	3.42	-	-	-	3.37
Rent Paid	-	-	-	12.86	-	-	-	21.46
Pankaj Continental Limited	-	-	-	10.80	-	-	-	19.44
Others	-	-	-	2.06	-	-	-	2.02
Interest Received	-	-	-	239.41	-	-	-	67.59
Jindal Steel & Power Limited	-	-	-	239.41	-	-	-	67.59
Interest Paid	-	-	-	-	-	-	-	4.77
Jindal Steel & Power Limited	-	-	-	-	-	-	-	4.77
Consultancy Charges Paid	-	982.56	-	-	-	-	-	-
Jindal Stainless Corporate Management Services Private Limited	-	982.56	-	-	-	-	-	-
Conversion of CCC preference Shares into Equity Shares	-	-	-	96.21	-	-	-	220.00
JSL Overseas Ltd	-	-	-	96.21	-	-	-	220.00
Sharing of Exp. Reimbursed/ to be Reimbursed	-	-	-	35.19	-	19.88	-	54.69
Jindal Saw Limited	-	-	-	29.68	-	-	-	47.09
MJSJ Coal Limited	-	-	-	-	-	19.88	-	-
Others	-	-	-	5.51	-	-	-	7.59
Sharing of Exp Recovered/ to be Recovered	-	9.84	-	122.04	-	-	-	113.94
Jindal Steel & Power Limited	-	-	-	19.35	-	-	-	59.78
Jindal Saw Limited	-	-	-	102.69	-	-	-	54.16
Jindal Stainless Corporate Management Services Private Limited	-	2.65	-	-	-	-	-	-
Others	-	7.19	-	-	-	-	-	-
Receiving of Services (Remuneration paid)	-	-	1,341.37	-	-	-	1,574.43	-
Shri Ratan Jindal - Vice Chairman & Managing Director	-	-	1,003.22	-	-	-	1,227.74	-
Shri R P Jindal - Whole Time Director	-	-	33.24	-	-	-	34.15	-
Shri S. Bhattacharya - Whole Time Director	-	-	149.99	-	-	-	-	-
Shri Raajesh Kumar Gupta - Company Secretary	-	-	45.23	-	-	-	-	-
Shri Vipin Agarwal - Chief Financial Officer	-	-	53.41	-	-	-	-	-

Description	(₹ in Lacs)				(₹ in Lacs)			
	2015-16				2014-15			
	Subsidiaries not Consolidated Considering Temporary in Nature	Joint Venture Associate Company	Key Management Personnel	Enterprises Controlled by Key Management Personnel & their Relatives	Subsidiaries not Consolidated Considering Temporary in Nature	Joint Venture Associate Company	Key Management Personnel	Enterprises Controlled by Key Management Personnel & their Relatives
Shri Abhuyuday Jindal - Relative of KMP	-	-	18.76	-	-	-	17.50	-
Shri P. K. Mehra - Director	-	-	29.53	-	-	-	29.52	-
Shri Ashish Gupta - Chief Financial Officer	-	-	6.03	-	-	-	-	-
Shri Jitender Kumar - Company Secretary	-	-	-	-	-	-	41.78	-
Shri Jitender Pal Verma - Chief Financial Officer	-	-	-	-	-	-	223.74	-
Jenny Quek - Director	-	-	1.96	-	-	-	-	-
Loans & Advances Given	-	-	-	75.00	-	0.15	-	-
MJSJ Coal Limited	-	-	-	-	-	0.15	-	-
Bir Plantation Private Limited	-	-	-	75.00	-	-	-	-
Outstanding Balance	-	-	-	-	-	-	-	-
Investment made (Pursuant to Scheme of Arrangement)	38,032.04	-	-	-	-	-	-	-
0.01% Non Cumulative Compulsory Convertible Preference Shares Pending Allotment (Refer Note no. 27 (3))								
Jindal Coke Limited	2,600.00	-	-	-	-	-	-	-
Jindal United Steel Limited	17,500.00	-	-	-	-	-	-	-
10% Non Cumulative Non Convertible Redeemable Preference Shares Pending Allotment (Refer Note no 27 (3))								
Jindal Coke Limited	9,164.71	-	-	-	-	-	-	-
Jindal United Steel Limited	8,767.33	-	-	-	-	-	-	-
Loans & Advances	-	-	-	300.00	-	-	-	225.00
Bir Plantation Private Limited	-	-	-	100.00	-	-	-	25.00
Pankaj Continental Limited	-	-	-	200.00	-	-	-	200.00
Receivables	2,52,500.00	395.76	-	4,720.56	-	-	-	2,654.36
JSW Steel Limited	-	-	-	0.55	-	-	-	326.82
Jindal Steel & Power Limited	-	-	-	4,624.74	-	-	-	2,327.54
Jindal Stainless Corporate Management Services Private Limited	-	338.02	-	-	-	-	-	-
Amount Recoverable under Scheme- Jindal Coke Limited ***	37,500.00	-	-	-	-	-	-	-
Amount Recoverable under Scheme - Jindal United Steel Limited ***	2,15,000.00	-	-	-	-	-	-	-
Others	-	57.74	-	95.27	-	-	-	-
Payables	6,541.30	-	-	1,821.20	-	50.40	-	992.32
Jindal Steel & Power Limited	-	-	-	824.16	-	-	-	73.22
Jindal Coke Limited@	25.87	-	-	-	-	-	-	-
Jindal United Steel Limited @	6,515.43	-	-	-	-	-	-	-
Jindal Saw Limited	-	-	-	850.00	-	-	-	850.00
JSW Steel Limited	-	-	-	93.04	-	-	-	-
Others	-	-	-	54.00	-	50.40	-	69.10

Note :-

Guarantee given by key management personnel for loan from banks/others. (refer Note no. 4 and 8).

* Includes Purchase of Amonia, Liquid Argon, Cement and MS Steel on arm length prices.

** Includes Sale of Chrome ore/Coke on arm length prices.

*** Does not include interest free security deposits of ₹ 25,000 lacs & ₹ 12,500 lacs from Jindal United Steel Limited and Jindal Coke Limited respectively as per Infrastructure sharing agreement executed on 05th May,2015 , which are yet to be received.

@ Pursuant to Implementation of the Scheme referred to in Note no. 27 (3) . Further there are various transctions in all the Heads of Accounts which have been transfereed / given effect persuant to the scheme becoming effective , refer note no 27(3 & 4) ; which being voluminous have not been disclosed here in above .

44 Earning Per Share (EPS) computed in accordance with Accounting Standard 20 "Earning Per Share".

(₹ in Lacs)

	For the Year ended 31.03.2016	For the Year ended 31.03.2015
Net Profit/(Loss) after Tax as per P & L A/c for basic EPS	(38,547.67)	25,282.76
Add : Interest Expenses on potential equity shares (net of tax)	2,749.24	812.34
Net Profit/(Loss) after Tax as per P & L A/c for diluted EPS	(35,798.43)	26,095.10
Weighted Average No. of Equity Shares for Basic EPS	22,88,59,085	21,84,79,115
Add : Weighted average of Potential equity shares converted during the year	23,26,360	78,95,890
Add : Weighted average of Potential equity shares outstanding as on 31st March, 2016 #	25,38,04,436	9,28,61,646
Weighted average No. of Equity Shares for Diluted EPS	48,49,89,881	31,92,36,651
Basic EPS Per Share (in ₹)	(16.84)	11.57
Diluted EPS Per Share (in ₹) *	(16.84)	8.17
Face Value Per Share (in ₹)	2.00	2.00

* In Current year, effect being antidilutive, hence ignored.

Refer note nos. 27 (2) (a) and 30 (A) (ii).

45 Additional Information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as Subsidiary.

(₹ in Lacs)

Name of the Entity	Net Assets (Total Assets minus Total Liabilities)		Share in Profit /Loss	
	As % of consolidated net assets	Amount	As % of consolidated Profit or Loss	Amount
Parent Company				
Jindal Stainless Limited	151.26	(22,248.48)	100.60	(38,780.87)
Subsidiaries				
Foreign	-	-	-	-
PT. Jindal Stainless Indonesia	(77.19)	11,353.97	(0.18)	69.80
Jindal Stainless UK Limited	(1.75)	257.62	0.06	(23.42)
Jindal Stainless FZE	(10.96)	1,611.97	0.68	(261.58)
JSL Group Holdings Pte Limited	(19.41)	2,854.59	0.01	(1.93)
JSL Venture Pte. Limited	(20.25)	2,978.76	0.01	(4.33)
Iberjindal S.L	(5.60)	823.79	(0.53)	203.27
Minority Interest in all Subsidiaries	3.28	(482.11)	0.18	(71.14)
Associates				
Jindal Stainless Corporate Management Services Pvt Ltd.	(0.02)	2.89	(0.01)	2.55
Consolidation Adjustments/Elimination	80.64	(11,861.65)	(0.83)	319.98
Total	100	(14,708.65)	100	(38,547.67)

Note

- Joint Ventures (a) MJSJ Coal Limited and (b) Jindal Synfuels Limited have been excluded from consolidation, as group does not have any control thereto as Investment in terms of agreement as Investor, being 9% and 10% respectively.
- The Company has entered into MOU for disposal of its shareholding in Jindal Stainless Italy Srl and in process of liquidating its investments held in Jindal Acerox Inoxidable S.L, Spain; accordingly their financial statements have not been consolidated.
- Jindal Stainless Madencilik Sanaye Ve Ticaret AS has been Liquidated w.e.f. 02.12.2015 therefore its financial statements have not been consolidated.
- As per AMP and other facts stated in Note no. 32 the subsidiaries (a) Jindal Coke Limited and (b) Jindal United Steel Limited will not be continued with controlling interest (investment), accordingly these subsidiaries have been excluded from the consolidation.

46 For Remuneration paid to a Whole Time Director/s (WTD):

- amounting to ₹ 16.20 Lacs, ₹ 18.11 Lacs, ₹ 358.98 Lacs and ₹ 220.97 Lacs for the years 2008-2009, 2009-2010, 2013-14, and 2014-15 respectively, the Company has already filed an application with the Ministry of Corporate Affairs seeking waiver of recovery of the excess remuneration paid and the said application is under consideration.
- For the year 2015-16 the company has filed application for approval of amounting to ₹ 149.99 lacs.

47 Note 1 to 47 are annexed to and form integral part of the Balance Sheet and Statement of Profit & Loss.

FORM AOC-1 (Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES

Name of the Subsidiary	Reporting Period	Reporting Currency and Exchange Rate	Share Capital	Reserve & Surplus	Total Assets	Total Liabilities	Investment	Turnover	Profit/ (Loss) before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	(₹ in Lacs) % of Share holding
PT. Jindal Stainless Indonesia	31-Mar-16	USD= ₹ 66.25	8,281.25	3,072.72	66,929.51	57,575.54	-	90,310.77	109.29	67.49	41.80	-	99.999%
Jindal Stainless UK Limited	31-Mar-16	GBP= ₹ 95.12	95.12	162.50	265.07	7.45	0.83	211.56	(21.12)	2.30	(23.42)	-	100.000%
Jindal Stainless FZE	31-Mar-16	AED= ₹ 18.03	1,082.04	529.93	2,113.35	501.38	-	1,178.26	(261.58)	-	(261.58)	-	100.000%
JSL Group Holdings Pte Limited	31-Mar-16	USD= ₹ 66.25	2,981.25	(126.66)	2,992.21	137.62	2,989.79	-	(1.93)	-	(1.93)	-	100.000%
JSL Ventures Pte Limited	31-Mar-16	USD= ₹ 66.25	3,071.35	(92.59)	2,998.52	19.76	-	-	(4.33)	-	(4.33)	-	100.000%
Iberjindal S.L	31-Dec-15	EURO= ₹ 75.38	753.79	69.99	9,836.76	9,012.97	-	18,443.73	291.57	88.30	203.27	-	65.000%

Name of Associate	Latest audited Balance Sheet Date	Shares of Associate held by the company on the year end			Profit/Loss for the year			Description of how there is significant influence	Reason why the Associate is not consolidated
		No.	Amount of Investment in Associate not consolidated	Extent of Holding%	Net worth attributable to shareholding as per latest audited Balance Sheet	Considered in Consolidation	Not Considered in Consolidation		
Jindal Stainless Corporate Management Services Private Limited	31 March, 2016	5000	0.50	50%	3.05	2.55	2.55	% Holding	NA

Note

- Joint Ventures (a) MJSJ Coal Limited and (b) Jindal Syntfuels Limited have been excluded from consolidation, as group does not have any control thereto as Investment in terms of agreement as Investor , being 9% and 10% respectively.
- The Company has entered into MOU for disposal of its shareholding in Jindal Stainless Italy Srl and in process of liquidating its investments held in Jindal Acerox Inoxidable S.L, Spain; accordingly their financial statements have not been consolidated.
- Jindal Stainless Madencilik Sanaye Ve Ticaret AS has been Liquidated w.e.f. 02.12.2015 therefore its financial statements have not been consolidated.
- As per AMP and other facts stated in Note no. 32 the subsidiaries (a) Jindal Coke Limited and (b) Jindal United Steel Limited will not be continued with controlling interest (investment), accordingly these subsidiaries have been excluded from the consolidation.

PLACE : New Delhi
DATE : 23rd November, 2016

RATAN JINDAL
Chairman & Managing Director

S. BHATTACHARYA
Whole Time Director

ASHISH GUPTA
Chief Financial Officer

RAAJESH KUMAR GUPTA
Company Secretary

Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India

Phone No. (01662) 222471-83, Fax No. (01662) 220499

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

Email Id. for Investors: investorcare@jindalstainless.com

Website: www.jindalstainless.com

E-COMMUNICATION REGISTRATION FORM

To,

Link Intime India Private Limited
(Unit: Jindal Stainless Limited)
44, Community Center, 2nd Floor
Naraina Industrial Area, Phase I, Near PVR,
Naraina, New Delhi - 110028
Phone No.: (011) 41410592/93/94
Fax No.: (011) 41410591
Email : delhi@linkintime.co.in

Green initiative on Corporate Governance

I/we hereby exercise my/our option to receive all communications from the Company such as Notice of General Meeting, Explanatory Statement, Audited Financial Statements, Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. in electronic mode pursuant to the "Green Initiative in Corporate Governance" taken by the Ministry of Corporate Affairs vide circular no. 17/2011 dated 21st April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No./ DP ID & Client ID No.:

Name of 1st Registered Holder:

Name of Joint Holder(s), if any :

Registered Address of the Sole/1st Registered Holder :

No. of Shares held :

E-mail ID (to be registered) :

Date :

Signature :

Notes:

- 1) On registration, all communications will be sent to the e-mail ID registered.
- 2) Shareholders are requested to keep the Company's Registrar – Link Intime India Pvt. Ltd. informed as and when there is any change in the e-mail address.

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

CIN: L26922HR1980PLC010901

Name of the Company: Jindal Stainless Limited

Registered office: O.P. Jindal Marg, Hisar – 125005, Haryana

Name of the member(s):	
Registered address:	
Email Id.:	
Folio No. / Client Id:	
DP Id.:	

I / We, being the member(s) ofshares of the above name company, hereby appoint

1. Name: , Address:

Email Id.: Signature: , or failing him

2. Name: , Address:

Email Id.: Signature: , or failing him

3. Name: , Address:

Email Id.: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 36th Annual General Meeting of the Company, to be held on the 30th day of December, 2016 at 12.00 noon at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125 005, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolution	For	Against
1.	To adopt Standalone and Consolidated Financial Statements of the Company including Report of Board of Directors and Auditors.		
2.	To appoint a Director in place of Mr. Subrata Bhattacharya (DIN: 03050155), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify appointment of M/s Lodha & Co., Chartered Accountants and M/s. S.S. Kothari Mehta & Co., Chartered Accountants as Joint Statutory Auditors of the Company and to fix their remuneration.		
4.	Appointment of Mr. T.S. Bhattacharya as an Independent Director.		
5.	Ratification of payment of remuneration to M/s Ramanath Iyer & Co., Cost Accountants, as Cost Auditors of the Company.		
6.	Authority to enter into material related party contracts / arrangements / transactions.		

Signed this day of, 2016

.....
Signature of shareholder

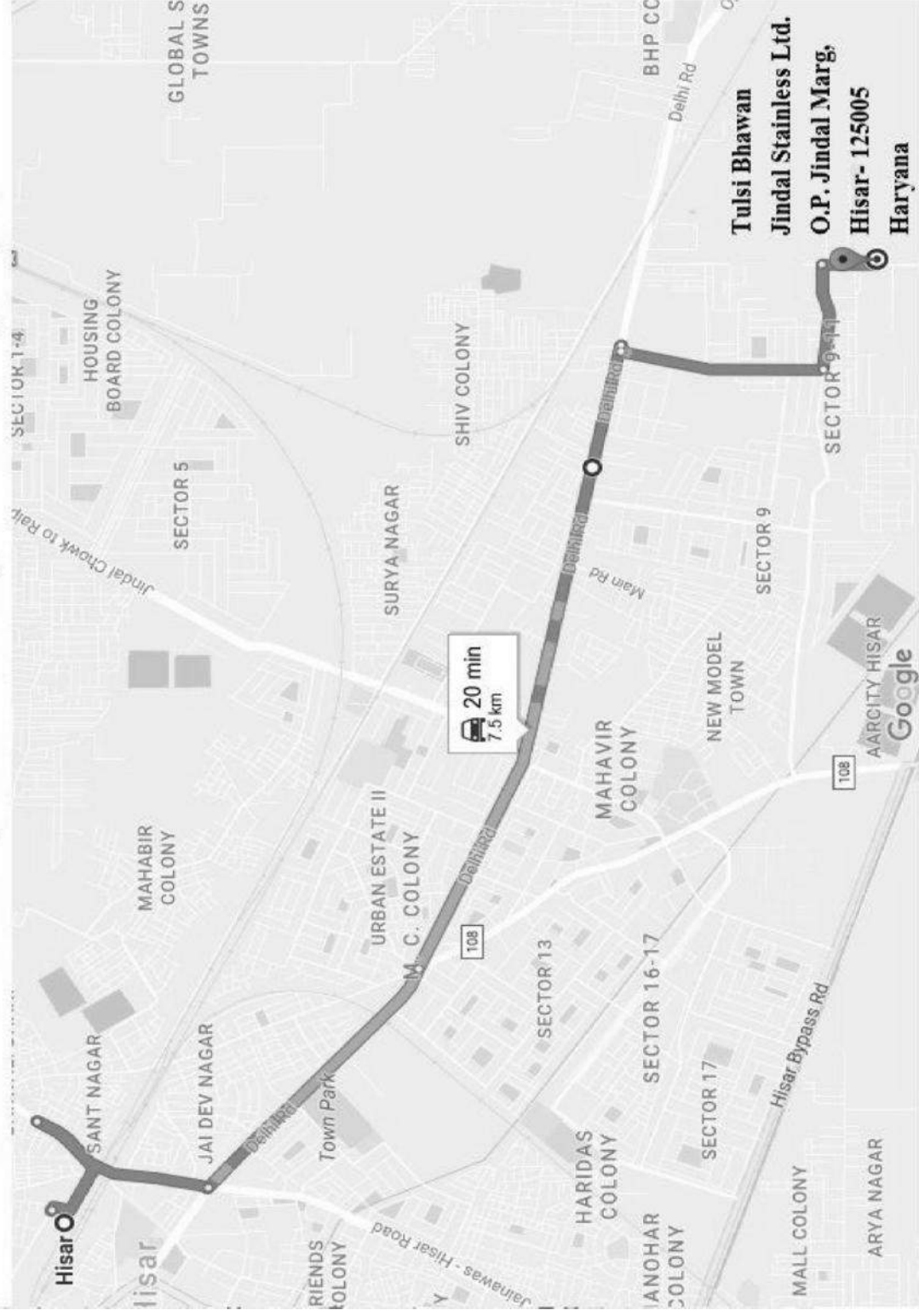
.....
Signature of Proxy holder(s)

Affix Revenue
Stamp

Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. This form of Proxy, to be effective should be duly completed deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

Venue of the Annual General Meeting
Jindal Stainless Limited, O.P. Jindal Marg, Hisar- 125005, Haryana





CORPORATE SOCIAL RESPONSIBILITY

Corporate Social Responsibility (CSR) is the strategic approach toward sustainable community development and the key to inclusive growth. With that as a focus, JSL's Corporate Vision is "To be admired as a Socially Responsible Corporate and a Sustained Value Creator for all its Stakeholders".

Aligned to its vision, JSL through its Foundation has a wide range of social development programmes initiated near its Corporate Head office, Plant locations and factories with the aim of empowering communities and bringing succour to their woes. In addition, efforts are being made to get the employees sensitized on social issues and get them engaged in community work through volunteering programmes. This has given all stakeholders i.e. the employees; the community and others in the supply chain an opportunity to get connected with each other, especially in the immediate operational space. Jindal Stainless Limited has established links with various National/International CSR initiatives and stressed upon participatory approach of program development and design.

Promotion of Education – Mission Education Project (MEP)

Coaching Centre

A new initiative of imparting coaching to 5th standard students in four schools started this year. The centre has been operating from Jindal Institute of Industrial Training building since June 2015. The aim of the centre is to coach students for qualifying in the entrance examinations into various government run high-end schools like Eklavya Residential Model Schools, Narvodaya Vidyalayas, and other government run residential schools.

Bridge Course Education Centres

We run four bridge course education centres for the tribal and other children between the age group of four to eight years. The students are engaged in a joyful learning atmosphere with adequate learning materials provided. The parents of children and other community members are very supportive and encourage the children by volunteering their time and other means.

Mainstreaming students from Bridge Course Education Centres

76 students from all bridge course education centres have been mainstreamed to nearby government primary schools over the past year and their progress is being regularly monitored. Out of 76 children mainstreamed, 12 have been admitted in residential schools at Jajpur and Dhenkanal districts. As per the feedback received from the schools the children mainstreamed earlier from the bridge course centres are doing well in their studies.

Computer Education Centres

Two computer education centres are functioning at Gulam Rasul High School and Budhraj High School.

Village Library

A total of 5200 readers visited the village library at Hudisahi Community Centre, 4097 visited Bainsipur and 1278 readers visited the mobile library centres, with new books added each year to the library.

Employment Enhancing Vocational Skills

Courses such as Business Process Outsourcing, Computer Hardware, Summer IT Course, Industrial Electrical are offered at Jindal Institute of Industrial Training (JIIT). A total of 358 students are enrolled at JIIT in different courses.

Electrical Course

15 students enrolled themselves in the seven months course on Industrial Electrical. The courses covered are motor winding, house and industrial wiring, transformer, induction motor, etc. As part of their practical classes, students repaired various sizes of motors inside the plant at Central Growth Shop and they were taken to various sites inside the plant locations, such as motor winding shop, SMS pump house and so on. They were put through various processes on different types of PVC pipe wiring on the working board controlled by separate MBC circuits, master switch and three auxiliary switch connections. Besides these, they were trained on calling bell operations connected with three rooms with indicator and single switch. They were also given practical training on various cables like H.T cable, L.T. cable, etc. and in fact they even started earning money by undertaking various job works like repairing ceiling fans, house wiring, etc.

Women Empowerment and Livelihood Promotion

This year, 170 women SHGs were promoted / adopted by the CSR team with 2002 women members.

Mushroom Cultivation by Women SHGs



Mushroom cultivation is organized in seven phases in the villages involving the women SHG members. A consolidated income of Rs. 2,32,078/- was earned by the women in seven phases in different villages. This is the longest duration of mushroom cultivation facilitated by the CSR team.

Sahaja Sanitary Napkin Making Unit Inaugurated

Sanitary Napkin Making Unit for the Women SHGs at Trijanga village was inaugurated on 17th November 2015. The SHG members demonstrated different stages of napkin making and also prepared some napkin pads in the presence of the guests. The Sanitary Napkin Unit led to employment of 8-10 rural women directly and some others indirectly through marketing, etc. Subsequently, this unit got registered with District Industries Centre (DIC), Cuttack as a micro-enterprise model.

Poultry Farming

This year the CSR Department introduced Rainbow Rooster variety of poultry birds amongst the community with technical guidance from local animal resources development department. A total of 1161 chicks were arranged from the government approved poultry farm from Bhadrak which were distributed amongst 85 beneficiaries from 13 CSR villages. The poor women are provided with nets that opt for at least twenty numbers of birds. The required immunization of the birds is carried out by the community organizers and SHG members in consultation with veterinary officers. Rainbow rooster variety is better than the Vanraj variety as per the animal resources department.

Tailoring Training Centres



Six tailoring training centres are running at different locations. 171 girls/women were trained from these centres. In the review meeting with the tailoring instructors, the training curriculum was revised with weekly training plans for six months. The tailoring centres have been catering to the skill upgradation of the poor village girls and many of the girls have taken it up as their additional / main occupation.

Skill Training on 'Repair and Maintenance of Sewing Machines'

A skill training programme on 'Repair and Maintenance of Sewing Machines' for the girls of ASMITA production centre and for all the tailoring trainers was organized at Jindal Institute of Industrial Training (JIIT) from 5th to 7th August, 2015. A total of 18 girls participated in the training and were richly benefitted.

ASMITA Production Centre

Earth Goods Foundation, a specialized technical organization was assigned with the flagship program of JSL Foundation called Project 'ASMITA'. The purpose of project ASMITA is to establish a sustainable and successful SHG managed production centre that would provide employment to women in Jajpur and enable them to be financially secure. The aim is to create the brand 'ASMITA' that represents artisanal textiles and heritage craft based products made by women from economically constrained backgrounds.

The SHG operates under the brand name of ASMITA so that their work and products are known in the market. This year, the ASMITA Production Centre was given work order to supply 254 pair of uniforms for 127 students of Child Friendly Education Centres running under CSR department. Besides, ASMITA has been getting job work orders from the local schools, JP handloom and Fab India etc.

Health Care

CSR Department has been looking after the community health



care by organizing health camps in and around the periphery of JSL plant everyday with a doctor, pharmacist and one assistant. They are covering 14 villages every week as per the health camp schedule. This year, a total of 8946 patients visited the static clinic and mobile clinic in 382 health camps in the JSL periphery.

Awareness on TB and Lung diseases in Manpur Cluster

The Manpur cluster which is the most vulnerable to TB and Lung diseases due to coal dust has been taken up for creating awareness on preventive measures for eradication of the disease. The CSR department has been focusing on all the hamlets of Manpur.

Awareness programme on TB and lung diseases were organized besides the regular health camps in the villages involving the ASHA and Anganwadi workers in collaboration with the local CHC of Danagadi. The community leaders like the Panchayat members, women SHGs, children and school teachers were involved during the awareness campaign in the village.

JSL Dental Care Centre

The dental clinic is functioning at the Community Health Centre (CHC), Danagadi and Maria Bhawan, Duburi. The clinic functions from 8.30 AM to 1.30 PM on every Saturdays.

Others

Agriculture Development

The CSR department has taken the Solar Photovoltaic Irrigation Project in three villages. The farmers clubs are mobilized to open bank accounts in the local banks and start saving for the project towards farmer's contributions.

Environment Sustainability



This year, the CSR team distributed 2000 fruit bearing saplings to 400 households of Kharadi and Balungabandi villages and also distributed around 10,000 saplings to schools and colleges in Danagadi block for greenery in Kalinganagar.

Swachh Bharat Abhiyan

Six Stainless Steel Modular Toilets were installed at the Community Health Centre at Danagadi, Budhraj and Manpur High Schools. The students and teachers are using these toilets. But the patients coming from various remote villages are yet to be educated by the hospital authorities regarding the use of the toilets. The Medical officer has been sensitized and issued a letter regarding this.



AMITABH AKHAURI

Group CHRO

Nurturing Stainless Leaders

Being the largest producer of Stainless Steel in the country, we have an even bigger responsibility of grooming talent for this business. At Jindal Stainless, it is our primary responsibility to nurture and grow talent which can meet the ever-growing demand of this wonder metal. We are near doubling our capacity in next couple of years and it becomes imperative that we have more leaders to keep pace with the challenge. Regular intake of fresh engineers and diploma holders every year keeps the talent pipeline going. "Catch them young and watch them grow" is the mantra we follow. Barring few, who move out to meet their academic goals, the young talent are nurtured and given proper learning forums such as on-the-job (shop floor) responsibility, job rotation with different work responsibility, structured classroom training, etc. We carve, chisel and polish the raw talent delivered to us from the technical and management institutions and make them the future leaders of the Stainless world. Giving honest recognition for their work achievements helps them feel appreciated and enhance their job satisfaction. The challenge is of meeting the aspirations of the young talent which generally has more tilt towards 'software' businesses. The grooming and nurturing becomes more serious when these talents reach the mid-level of the management hierarchy. We ensure that they are further exposed to the tone and texture of the leadership role. Some

of these leaders with customer interface roles get the feel of the real time market scenario and at times its idiosyncrasy also. Natural qualities are fundamental to leadership. However tailor-made extensive leadership training programs are organized which include learning labs, action learning projects, interaction with the apex leadership team, personal coaching, visit to other plants to see the best practices, etc. When we review future leaders for our business we want to be sure that they share the same core values of our organization and are also passionate to be associated with it. Inclusion of many of these young talents to the business excellence initiatives of the company helps them grow as fine leaders and also as a fine gentlemen. Promoting from within fosters a meritocratic culture, where employees understand that with the right qualities and behaviours they can rise up the ladder of the company. It is more beneficial to recruit internally rather than externally because it smoothen the transition between roles and increases employee engagement and retention. Effective employee engagement cultivates greater levels of innovation, increased commitment from employees and ultimately, better leaders that help us gain competitive advantage.

Jindal Stainless Limited

Highlights 2015-16 (Stand-alone)

Pre-Scheme
 Part-Scheme
 Post-Scheme

Key Highlights 2015-16

disha operations:

Average capacity utilization up from 56% to 75%

Substantial improvement in EBIDTA to ₹520 crore, up by 71%

Revenue from operations (Gross) (₹crore)

2011-12 8,498

2012-13 11,122

2013-14 12,967

2014-15 6,459

2015-16[#] 7,365

2015-16 7,073

Growth over previous year: 10% (based on Post-Scheme figures)

Stainless Steel Melting Production (Tons)

2011-12 805,271

2012-13 1,032,611

2013-14 1,135,259

2014-15 448,478

2015-16 603,863

Growth over previous year: 35% (based on Post-Scheme figures)

EBIDTA* (₹crore)

2011-12 904

2012-13 615

2013-14 880

2014-15 304

2015-16[#] 639

2015-16 520

*excluding other non-operational income

EBIDTA/Net Sales (%)

2011-12 11.5%

2012-13 6.0%

2013-14 7.4%

2014-15 5.1%

2015-16[#] 9.3%

2015-16 7.9%

#Only for comparison purpose.

Part Scheme: Post implementation of Section I and II of the Composite Scheme of Arrangement.

Post Scheme: Post implementation of all Sections (I - IV) of the Composite Scheme of Arrangement.

REGISTERED OFFICE

O.P. Jindal Marg
Hisar - 125 005 (Haryana) India
Phone : 01662 - 222471 - 83
Fax : 01662 - 220476, 220499
Email : info@jindalstainless.com
Email for Investors : investorcare@jindalstainless.com

CORPORATE OFFICE

JINDAL CENTRE
12, Bhikaiji Cama Place,
New Delhi - 110066, India
Phone: +91 - 011 - 26188345 - 60
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Email: info@jindalsteel.com

MANUFACTURING FACILITIES

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INDONESIA

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www.jslstainless.com

Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Regd. Office: O.P. Jindal Marg, Hisar – 125 005 (Haryana), India

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

Email Id. for Investors: investorcare@jindalstainless.com

Website: www.jslstainless.com

Attendance Slip

Sr. No.

Registered Folio / DP ID & Client ID :
Name and address of the Shareholder :
No. of shares held :

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company at its Registered Office at O. P. Jindal Marg, Hisar –125005 (Haryana) on Friday, the 30th day of December, 2016 at 12.00 noon.

Signature of Shareholder / Proxy Present:

Notes:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.
3. Each equity share of the Company carries one vote.
4. Please read carefully the instructions before exercising the vote.

ELECTRONIC VOTING PARTICULARS

EVSN (E Voting Sequence Number)	USER ID	* Sequence No.

* Applicable to those members who have not updated their PAN with the Company / Depository Participant