



10<sup>th</sup> August, 2019

BSE Limited  
1st Floor, New Trading Ring,  
Rotunda Building, P J Towers,  
Dalal Street, Fort,  
Mumbai – 400 001  
[corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)  
Security Code No.: 532508

National Stock Exchange of India Ltd.  
Exchange Plaza, 5th Floor,  
Plot no. C/1, G Block  
Bandra-Kurla Complex, Bandra(E),  
Mumbai-400051  
[emlist@nse.co.in](mailto:emlist@nse.co.in)  
Security Code No. : JSL

**Sub.: Submission of Notice of Annual General Meeting (“AGM”) and Annual Report 2018-19 of Jindal Stainless Limited**

Dear Sir(s),

This is to inform you that the 39<sup>th</sup> AGM of Jindal Stainless Limited (“**the Company**”) is scheduled to be held on Wednesday, 4<sup>th</sup> September, 2019 at 12:00 Noon at registered office of the Company. Pursuant to Regulation 29, 30 and 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), please find attached herewith Annual Report 2018-19 along with the Notice convening 39<sup>th</sup> AGM of the Company.

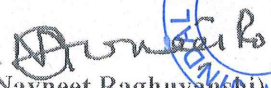
Further, in terms of Section 108 of the Companies Act, 2013 read with relevant rules thereof and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members remote e-voting facility, which would enable the shareholders to cast their vote electronically.

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. 28<sup>th</sup> August, 2019 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 1<sup>st</sup> September, 2019 from 9.00 a.m. and will end on 3<sup>rd</sup> September, 2019 at 5:00 p.m. The e-voting module shall be disabled by CDSL thereafter. Once the vote on a resolution is cast, shareholder will not be allowed to change it subsequently.

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

Thanking you,  
Yours Faithfully,  
For Jindal Stainless Limited

  
(Navneet Raghuvanshi)  
Company Secretary

CC: Luxembourg Stock Exchange  
P.O. Box 165, L- 2011,  
Luxembourg.

Enclosed as above

**Jindal Stainless Ltd.**

**CIN:** L26922HR1980PLC010901

**Corporate Office:** Jindal Centre, 12 Bhikaiji Cama Place, New Delhi - 110066, India

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

**T:** +91 11 26188345, 41462000, 61462000 **F:** +91 11 41659169 **E:** [info@jindalstainless.com](mailto:info@jindalstainless.com)

**Website:** [www.jindalstainless.com](http://www.jindalstainless.com), [www.jslstainless.com](http://www.jslstainless.com)

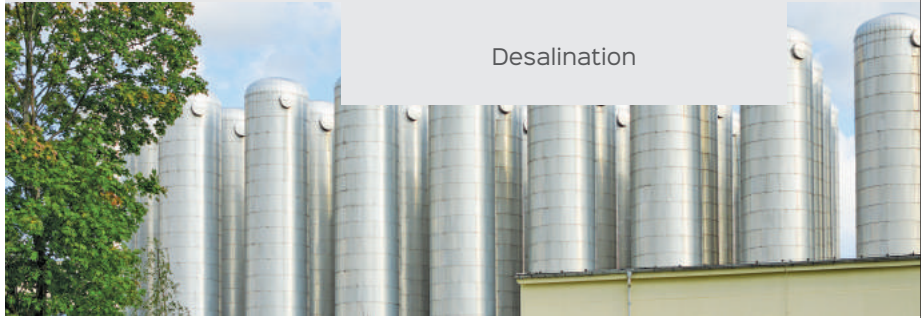




Paper Pulp



Desalination



Petrochemical



Sugar Manufacturing



Timeless.  
Stainless.

Oil & Gas



Annual Report 2018-19 | Jindal Stainless Limited

Nuclear Reactors



# FOUNDING PRINCIPLES



Shri OP Jindal

August 7, 1930 - March 31, 2005  
Founder - OP Jindal Group

It all started with a young man who refused to take 'No' for an answer. Shri OP Jindal's legacy is testimony to the relentless sacrifices he made to achieve the vision of making India a country that stands tall with pride and courage.

The journey that started in 1952 from a humble bucket-manufacturing unit in Liluah now stands tall in front of us in the form of a USD \$22 billion empire.

Industrialist, Philanthropist, Politician and Leader, Shri OP Jindal donned many hats in his illustrious career, but a

lesser known fact about him is that he always dreamt of being a wrestler in his young days.

Built on the strong foundations of a 'people-first' model, Shri OP Jindal made sure that people come before profits. "If we work hard and be good to people around, we will surely succeed," is something that he was often found saying.

This is why, at Jindal Stainless Limited, we take pride in carrying forward the industrial empire of a visionary who dared to dream.





Smt. Savitri Devi Jindal  
Chairperson Emeritus

**“Coming together is a beginning,  
keeping together is progress, and  
working together is success...”**

Our CSR initiatives have always gone an extra mile, 'Beyond Business'. Since the inception of our company, we have always focused on relationship-based approach. All of this would not have been possible without the support of all our stakeholders, employees and the people associated with us at the grass-roots level. I am also glad to share that this year, the Company responded promptly to distress calls of those affected by the devastating floods in Kerala, thereby resonating with our overarching vision statement of 'Improving Lives.'

The steady growth of 'Project

Asmita' with the opening of a boutique managed by community women has given a voice to the rural women as it showcases their prowess in entrepreneurial development. Such case studies and stories need to be shared and replicated across geographies. This project, with a small number of women, has trained other women in various technical processes; from sourcing and product design to product development and marketing. Such empowering projects are great indicators of the robust community governance structure that has been successfully implemented.

'Project Sahaj', managed by a self help group, is a mini sanitary napkin manufacturing unit and it is a definitive example of a mechanism that caters to women's needs, creates awareness regarding the taboo topic and shares good health and hygiene practices in the community. It is part of JSL's efforts to end period poverty in the Jajpur district of Odisha.

Towards education and health care, JSL has opened up non-formal education centres for children from marginalized sections of society. Towards health, JSL has various mobile clinics and programs addressing societal issues such as female feticide. A well designed HIV and AIDS program has been extremely beneficial especially to the trucker community. To invest in the future of our society, the CSR wing has also enabled computer literacy programs and tuition centres for the economically-developing sections of our society.

The protection of our environment will remain a crucial concern area for which we plan on taking resolute all-year-round stances. We will continue to work with fortitude towards our targets and with our core value system firmly in place to pursue the larger agenda of helping people through stainless solutions. We have always believed in creating a legacy that will strengthen people from door-to-door and will empower them to achieve their dreams. At JSL, we commit to proactively respond to the expectations of all those who surround us and have displayed constant faith in all our endeavors.



## CHAIRMAN SPEAKS

**Ratan Jindal**

Chairman & Managing Director

Dear Shareholders,

As the Indian economy exhibited steady growth in FY19, our country held its ground as the second largest producer and consumer of stainless steel in the world, with the domestic stainless steel industry growing faster than the GDP growth rate. I am happy to share that Jindal Stainless Limited (JSL) maintained its leadership status in the Indian stainless steel industry and successfully steered the path for innovation. With a passionately progressive approach to business and through concerted efforts for increasing volumes while maintaining an upward trend in quality, your Company has set a strong foundation to shape the future.

The demand for stainless steel is expected to grow at a consistent CAGR of 8-10% over the next five years. With the government's ambitious plans for modernising infrastructure, the stainless steel industry received a huge fillip; major demand drivers being sectors like Architecture, Buildings, and Construction (ABC), Automobiles, Railways, and Transport (ART), process industries like oil & gas, and consumer durables. Despite a strained external trade environment, JSL continued to serve the growing domestic demand from the aforementioned sectors, along with other important applications like pipes & tubes, hollowware, lift and elevators, food processing, and specialized and duplex grades of stainless steel.

Your Company is in the process of increasing the melting capacity from 0.8 MT to 1.1 MT through de-bottlenecking and process balancing. The increase in capacity will result in an annual production increase of 10-12% over the next 2 years. The marketing initiatives of JSL will also be focused around booming segments like Pipe & Tube, and efforts are underway to launch a co-branding scheme with the MoU customers in this segment. This brand-building initiative will serve as a key differentiator for JSL and enable enhanced value creation in the supply chain. Your Company's sector-focused approach, robust marketing and sales plans, digitized and optimized production efficiencies, and heightened emphasis on customer service will catalyse unwavering growth in the future as well.

In the wake of newly emerging business challenges, internal restructuring has been done to sharpen the key focus areas for the future. Going forward, on the planning front, a centralised team will serve as the knowledge bank and think tank of the Company and will be responsible for the research and rigour needed to find customised solutions for customers. Coming to the sales front, the domestic sales team will make further concerted efforts for development of new stainless steel applications through conversion from other materials and development of new markets. Given stainless steel's resistance to corrosion

even under extreme conditions, high strength-to-weight ratio and lower lifecycle cost than other metals, it is the perfect material to build the future-ready infrastructure of our country.

The stainless steel industry is deeply entangled in the dynamics of the global economy. This creates unique challenges for our country as India reels under the pressure of becoming a soft target with a high potential market for dumping of stainless steel products. Free Trade Agreements (FTAs) with countries like Korea and Japan, and AFTA (agreement with ASEAN countries like Indonesia) encumber the growth of the domestic industry due to trade imbalances arising from the onslaught of imports. Chinese manufacturers are negating the effects of trade remedial measures imposed by our government, like Anti-Dumping Duty (ADD) and Countervailing Duty on stainless steel flat products, by re-routing their material through ASEAN countries.

The stainless steel industry also continues to bear the burden of high input costs mainly due to an import custom duty of 2.5% on key raw materials like Ferro-Nickel and stainless steel scrap, both of which are unavailable domestically. Given the contemporary protectionist sentiment across world economies, we urge the government to monitor the situation and act cautiously in order to safeguard the interests of the domestic manufacturing sector. Abolishing the import duty on key raw materials, imposing further protection measures like ADD, along with increasing the import duty on stainless steel finished products at 12.5%, are the need of the hour when other nations are guarding their own turfs. Active support from the government will not only provide a level playing field to the domestic players and reduce India's trade deficit, but also bring alive the 'Make in India' vision, further improving the job scenario in the domestic manufacturing sector.

Your Company is resolute on its commitment to uplift and support communities and stakeholders through CSR endeavours in the areas of agriculture, education, women empowerment, gender equality and health care. As we continue this journey to create long-term value for every stakeholder, I thank all shareholders, board of directors, customers, bankers, investors and employees, for reposing your trust in the Company. I look forward to your valuable support in strengthening the steely resolve for many more years to come.

Dear Shareholders,

In its pursuit of excellence in the manufacturing industry, Jindal Stainless Limited (JSL) continues to lead by example through its operational proficiency, high quality standards and strategic investments in innovative technology. The globally upward trajectory of stainless steel consumption, with the highest growth rate amongst metals, provides the necessary thrust to the domestic stainless steel industry. I am proud to share that your Company supplied stainless steel to the revolutionary 'Train 18', which will contribute to the 'Make in India' mandate in a significant way.

JSL registered a Profit after Tax (PAT) of Rs. 139 crore (standalone). The annual sales volume and net revenue (standalone) also increased to 8,52,479 MT and Rs. 12,585 crore respectively, despite the pressure on margins exerted by subsidized imports. In a noteworthy development, the consortium of CDR (Corporate Debt Restructuring) lenders agreed to allow CDR exit for your Company with effect from March 31, 2019, subject to requisite approvals from their respective competent authorities.

Another milestone in affixing JSL's position as a value-generator was receiving the 'IND BBB' rating issued by India Ratings and Research, a 100% owned subsidiary of Fitch Group. This rating reinforces the company's creditworthiness and is a reflection of higher operating performance and significant debt reduction achieved through implementation of an efficient Asset Monetisation Plan (AMP).

In a constant endeavour to synergise industry and academia for mutual enhancement of both, your Company collaborated with IIT Roorkee to institutionalize an elective course on stainless steel and advanced carbon special steel. This is a significant milestone for not just for JSL, but the entire stainless steel industry, as this program directly impacts the future decision makers of the country. The program is being cascaded to other reputed colleges as well. We are confident that this move will positively affect public safety, environment sustainability, and economic costs in India in the long run.

Automation and Artificial Intelligence are writing the new code of work. Being early adopters of latest technology in the industry, your Company held its leadership status in the digital-manufacturing ecosystem by introducing SAP BW/4 HANA - one of the world's fastest data warehousing



## FROM THE MANAGING DIRECTOR'S DESK

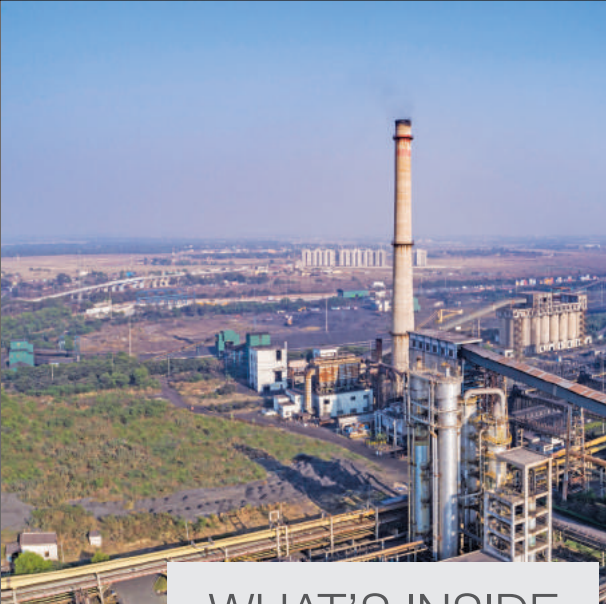
**Abhyuday Jindal**  
Managing Director

and reporting systems. This enabled us to report and plan using current, historical, and external data sources simultaneously from various applications, making real-time decisions more effective. HR processes also became IT-enabled to enhance focus on employee lifecycle management, learning and development, and social collaboration through SAP's Success Factors platform. These developments complimented the company's process-led innovations and at the same time, eliminated inaccuracies that emanate from manual interference.

This wave of digitization worked in tandem with JSL's renewed thrust on customer relationship management. Your Company adopted SAP's futuristic model of working through the Hybris e-commerce module and C4C (Cloud for Customer), thereby setting a precedent for other enterprises in the industry to emulate. Cross-functional teams were introduced to establish a stronger connect with customers through zonal and sector-wise customer meets. These meets were conducted regularly to delineate the needs of the customers, evolve holistic 360-degree solutions for them and predict future industry trends. Going forward, even JSL's marketing efforts will fortify the regional and sector-wise focus.

The future holds bright possibilities for your Company. Partnering in the progress and modernisation of infrastructure in the north-eastern part of the country, your Company plans to strengthen the warehouse base in the eastern states of Odisha, West Bengal and Chhattisgarh. Your Company is also in the process of gradually ramping-up production. In the next five years, JSL aims to increase supplies in the automobile segment, following the implementation of BS VI norms in 2020.

Your Company has continuously actualized its industrial goals while empowering communities at work and beyond. From augmenting incomes of farmers to providing healthcare to remote communities in Odisha, societal value creation is the bedrock of JSL's business strategy and your Company endeavours to remain a responsible citizen of this 'Global Village'. I am thankful for the continued trust of our customers, partners, shareholders, suppliers, bankers, investors and other stakeholders who have partnered with us. I would especially like to thank our passionate employees for their commitment and drive for taking on new challenges fearlessly towards achieving our overarching vision of 'Improving Lives through Trustworthy and Innovative Stainless Solutions.'



## WHAT'S INSIDE

### CORPORATE OVERVIEW

Chairperson's Address	02
From the Managing Director's Desk	03
Performance Highlights	04

### STATUTORY REPORTS

Notice for AGM	06
Directors Report	29
Corporate Governance Report	64
Management Discussion & Analysis	84

### FINANCIAL REPORTS

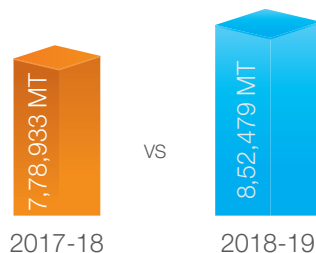
Independent Auditor's Report	102
Balance Sheet	113
P&L Statements	116
Cash Flow Statements	121
Notes to Financial Statements	123
Consolidated Financial Statements	187



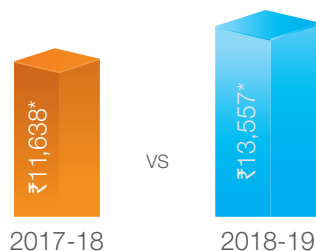
## PERFORMANCE HIGHLIGHTS

FY 2018-19

SALES VOLUME 9%



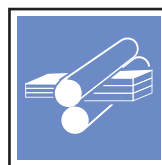
NET REVENUE FROM OPERATIONS 16%  
\*In ₹ crore (Consolidated)



## INFRASTRUCTURE & FACILITIES



STAINLESS  
STEEL MELTING  
CAPACITY  
8,00,000 TPA



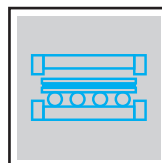
COLD ROLLED  
ANNEALING  
PICKLING LINE  
4,50,000 TPA



FERRO ALLOYS  
2,50,000 TPA



CAPTIVE POWER  
PLANT  
264 MW



MILL PLATE  
ANNEALING &  
PICKLING  
1,00,000 TPA



RAW MATERIAL  
HANDLING SYSTEM  
12,50,000 TPA



**Chairperson Emeritus**

Mrs. Savitri Devi Jindal

**Chairman and Managing Director**

Mr. Ratan Jindal

**Managing Director**

Mr. Abhyuday Jindal

**Whole Time Director**

Mr. Tarun Kumar Khulbe

**Directors**

Mr. Suman Jyoti Khaitan

Mr. T.S. Bhattacharya

Ms. Bhaswati Mukherjee

Mr. Gautam Kanjilal (Nominee Director)

Mr. Jayaram Easwaran

**Chief Financial Officer**

Mr. Anurag Mantri

**Company Secretary**

Mr. Navneet Raghuvanshi

**Working Capital Bankers**

Axis Bank

Bank of Baroda

Canara Bank

ICICI Bank

Punjab National Bank

State Bank of India

Standard Chartered Bank

**Statutory Auditors**

M/s. Walker Chandiok & Co. LLP

**Secretarial Auditors**

M/s. Vinod Kothari & Co.

Practicing Company Secretaries

**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.: 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 **39<sup>th</sup> Annual General Meeting (“AGM”)** of Members of **Jindal Stainless Limited** will be held on **Wednesday, the 4<sup>th</sup> day of September, 2019 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 31<sup>st</sup> March, 2019, 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 31<sup>st</sup> March, 2019 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. Abhyuday Jindal (DIN: 07290474), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTIONS:

#### 3. AS A SPECIAL RESOLUTION:

##### RE-APPOINTMENT OF MR. RATAN JINDAL (DIN: 00054026) AS CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 (“the Act”) the Rules made thereunder read with Schedule V to the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and subject to all requisite consents and approvals including that of Central Government, the consent of the Members of the Company be and is hereby accorded to re-appointment Mr. Ratan Jindal (DIN: 00054026) as Chairman and Managing Director of the Company, for a period of three years with effect from 1<sup>st</sup> April, 2019 at remuneration and other terms and conditions as mentioned below::

1. Period of appointment: 3 years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2022.
2. Remuneration:
  - (a) **Annual Fixed Pay** (inclusive of basic salary, perquisites and allowances): Upto Rs. 12 Crore (Rupees Twelve Crore only) per annum, payable on monthly basis.
  - (b) **Retirement / Other benefits:** Gratuity, provident fund, leave encashment and other benefits as per the applicable policies and rules of the Company.
  - (c) **Commission:** To be paid periodically after approval of quarterly results of the Company by the Board, as may be determined by the Board of Directors of the Company and/or Nomination and Remuneration Committee of Directors of the Company within the overall limit as provided under the Act.
  - (d) Any other perquisites / benefits / allowances as may be determined by the Board of Directors and/or Nomination and Remuneration Committee of Directors, within the overall limits of remuneration specified in this resolution.
3. The annual remuneration payable to Mr. Ratan Jindal shall not exceed Rs. 15 Crore or 4% of the net profits of the Company computed in accordance with Section 198 of the Act, whichever is higher. Provided that the total remuneration payable to all the Executive Directors, including Mr. Ratan Jindal shall not exceed 10% of the net profits so computed for that year.
4. Mr. Ratan Jindal shall be entitled to reimbursement of all expenses incurred by him while performing his duties and such reimbursement will not form part of his remuneration.

5. The premium paid by the Company for Directors & Officers' Liability Insurance will not be treated as part of the remuneration payable to Mr. Ratan Jindal, in terms of Section 197(13) of the Act.
6. Being an Executive Director, Mr. Jindal shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof.
7. He shall be liable to retire by rotation. However, retirement by rotation and re-appointment shall not be deemed to be a break in service as Chairman and Managing Director.

**RESOLVED FURTHER THAT** in the event of inadequacy or absence of profits under Section 197 of the Act in any financial year or years, the remuneration as approved herein be paid as minimum remuneration to Mr. Ratan Jindal, subject to receipt of requisite approvals under the Act;

**RESOLVED FURTHER THAT** the Board of Directors and/or Nomination and Remuneration Committee of Directors be and is hereby authorized to vary and/or revise the remuneration of Mr. Ratan Jindal, within the aforesaid limits and settle any question or difficulty in connection therewith and incidental thereto."

#### 4. AS AN ORDINARY RESOLUTION:

##### **RATIFICATION OF REMUNERATION TO BE PAID TO M/S RAMANATH IYER & CO., COST ACCOUNTANTS, AS COST AUDITORS OF THE COMPANY, FOR THE FINANCIAL YEAR 2019-20**

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹ 1,92,500/- (Rupees One Lakh Ninety Two Thousand and Five Hundred only) fixed by the Board of Directors of the Company, payable to M/s Ramanath Iyer & Co., (Firm Registration No. 000019), Cost Accountants, as Cost Auditors, appointed by the Board of Directors of the Company on the recommendation of the Audit Committee for conducting audit of cost accounting records of the Company for the Financial Year 2019-20, 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."

#### 5. AS AN ORDINARY RESOLUTION:

##### **AUTHORITY TO ENTER INTO MATERIAL RELATED PARTY CONTRACTS / ARRANGEMENTS / TRANSACTIONS**

**"RESOLVED THAT** pursuant to the provisions of Sections 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 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Members of the Company be and is hereby accorded to the Board of Directors, to enter into one or more contracts / arrangements / transactions with the following related parties for the amounts stated hereunder:

S. No.	Name of the Related Party	Upto Amount (In ₹ Crores)
1.	Jindal Stainless (Hisar) Limited ("JSHL")	2,200
2.	Jindal Stainless Steelway Limited ("JSSL")	1,435

during the Financial Year 2019-20 on such terms and conditions as may be mutually agreed upon between the Company and JSHL and JSSL.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide upon the nature and value of the products, goods, materials or services etc. to be transacted with JSHL/JSSL within the aforesaid limits.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors / one or more Directors or Officers of the Company and to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

#### 6. AS A SPECIAL RESOLUTION

##### **RE-APPOINTMENT OF MR. SUMAN JYOTI KHAITAN (DIN: 00023370) AS AN INDEPENDENT DIRECTOR FOR A SECOND TERM OF THREE CONSECUTIVE YEARS**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and all other applicable provisions, if any, and Schedule IV of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, as may be amended from time to time and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") Mr. Suman Jyoti Khaitan (DIN: 00023370), who has declared that he meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Regulations, and who is eligible for re-appointment for a second term under the provisions of the Act and in respect of whom the Company has received a notice in writing from a Member of the Company proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby re-appointed as an Independent Non-Executive Director of the Company, whose term shall not be subject to retire by rotation, to hold office for a further term of 3 (three) consecutive years, w.e.f. 22<sup>nd</sup> September, 2019."

## 7. AS A ORDINARY RESOLUTION

### APPOINTMENT OF MR. JAYARAM EASWARAN (DIN: 02241192) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, Mr. Jayaram Easwaran (DIN: 02241192), who was appointed as an Additional Director (Independent) w.e.f. 5<sup>th</sup> August, 2019 by the Board of Directors upon identification by the Nomination and Remuneration Committee ("the Committee") of the Company after satisfying the criteria laid by the Committee, and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of an Independent Director be and is hereby appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a period of three (3) consecutive years with effect from 5<sup>th</sup> August, 2019."

## 8. AS A SPECIAL RESOLUTION

### ISSUE OF 80,12,940 EQUITY SHARES ON A PREFERENTIAL BASIS:

**"RESOLVED THAT** pursuant to the provisions of Sections 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) ("the Act"); the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time ("ICDR Regulations"); the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") and any other rules / regulations / guidelines, if any, prescribed by the Securities and Exchange Board of India ("SEBI"), Reserve Bank of India ("RBI"), Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder, Listing Agreement with the Stock Exchanges where the equity shares of the Company are listed ("Stock Exchanges") and/or any other statutory / regulatory authority; and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot on preferential basis 80,12,940 (Eighty Lakh Twelve Thousand Nine Hundred Forty) equity shares of the Company of the face value of Rs. 2 (Rupees Two) each ("Equity Shares") at a price of Rs. 35.65 (Rupees Thirty Five and Sixty Five Paise only) which includes a premium of Rs. 33.65 (Rupees Thirty Three and Sixty Five Paise only) per Equity Share aggregating to Rs. 28,56,61,311/- (Rupees Twenty Eight Crore Fifty Six Lakh Sixty One Thousand Three Hundred and Eleven only) to JSL Limited ("Investor"), an entity which belong to the Promoter Group

### RESOLVED FURTHER THAT

- in terms of the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of Equity Shares as mentioned above shall be Monday, August 5, 2019, being the date 30 (thirty) days prior to the date of this Annual General Meeting;
- the Equity Shares to be created, offered, issued and allotted pursuant to this resolution shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- all Equity Shares issued pursuant to this resolution shall rank pari passu inter-se and with the then existing equity shares of the Company in all respects, including dividend; and
- The Equity Shares allotted on a preferential basis shall be subject to conditions prescribed under the ICDR Regulations including the following:
  - The Investor shall be required to bring in 100% of the consideration for the Equity Shares to be allotted on or before the date of allotment thereof;
  - All Equity Shares to be allotted to the Investors shall be in dematerialised form;
  - The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investor;
  - The Equity Shares shall be locked in as per the provisions of the ICDR Regulations relating to preferential issue;
  - The Equity Shares so offered, issued and allotted will be listed and traded on the stock exchanges where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be; and
  - The Equity Shares shall be issued and allotted by the Company to the Investor within a period of 15 (Fifteen) days from the date of passing of the shareholders' resolution provided that where any approval or permission by any regulatory authority or the Central Government for the allotment of the Equity Shares is pending as on the date of the shareholders' resolution, the period of 15 (Fifteen) days shall be counted from the date of approval or permission, as the case may be.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Act, the consent of the Members of the Company be and is hereby accorded for the issuance of a private placement letter and application form in respect of the Equity Shares to be subscribed by the Investor, in the form and manner prescribed under the applicable provisions of the Act and the Rules and Regulations thereunder.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable in regard to the offer, issue and allotment of



the Equity Shares, to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of Equity Shares, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Equity Shares proposed to be allotted to the Investor, be listed on the BSE Limited and the National Stock Exchange of India Limited, and that the Board be and is hereby authorised to make the necessary applications and to take all other steps as may be necessary for the listing of the Equity Shares proposed to be allotted to the Investor and for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted to the Investor's demat account.

**RESOLVED FURTHER THAT** the Common Seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in accordance with the provisions of Articles of Association of the Company.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded to authorize Sub Committee of Board to do all acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the above and for matters connected therewith or incidental thereto including but not limited to engage / appoint depositories, registrars, bankers, and such other consultants and advisors to the issue and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required, and as permitted by law and to delegate all or any of its powers herein conferred to any director(s) and / or officer(s) and / or any person associated with the Company."

## 9. AS A SPECIAL RESOLUTION

### **AUTHORITY TO RAISE FUNDS UP TO AN AGGREGATE AMOUNT OF RS. 1,200 CRORE (RUPEES TWELVE HUNDRED CRORE) BY ISSUE OF FRESH SECURITIES OF THE COMPANY.**

"**RESOLVED THAT** pursuant to Sections 41, 42, 55 and 62 other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Issue of Global Depository Receipts) Rules, 2014, the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listing agreements entered into with the respective stock exchanges where the shares of the Company are listed ("Stock Exchanges"), the Depository Receipts Scheme, 2014, the Consolidated Foreign Direct Investment Policy, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India from time to time, and other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued from time to time by competent authorities (including any amendment thereto or re-enactment thereof), and receipt of the necessary approvals, consents, permissions and/or sanctions from appropriate statutory, regulatory or other authorities, if any, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions and/or sanctions, which may be agreed by the board of directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee(s) of the Board), and subject to the provisions of the Memorandum of Association and Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, either in India and / or in the course of one or more international offering(s) in one or more foreign markets, equity shares of the Company with a face value of Rs. 2/- (Rupees Two) each (the "**Equity Shares**"), preference shares of the Company (cumulative or non-cumulative, participating or non-participating, convertible or non-convertible) with face value of Rs. 2/- (Rupees Two) each ("Preference Shares" and together with Equity Shares, "Shares"), other securities of the Company convertible into, exchangeable with or linked to the Shares, Global Depository Receipts, American Depository Receipts, (all of which are hereinafter collectively referred to as the "**Securities**"), in one or more tranches, whether denominated in Indian Rupee or in foreign currency, at par or at premium, through public and/or private offerings including without limitation through a qualified institutions placement (in accordance with Chapter VI of the ICDR Regulations) ("**QIP**"), or any combination thereof, through the issue of prospectus and/or placement document and/or other permissible/requisite offer document to any eligible person(s), including but not limited to qualified institutional buyers (as defined in the ICDR Regulations) ("**QIBs**"), foreign/ Indian resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternative investment funds, foreign institutional investors, foreign portfolio investors, Indian and/or bilateral and/or multilateral financial institutions, non-resident Indians, stabilizing agents, state industrial development corporations, insurance companies, provident funds, pension funds and/or any other categories of investors whether or not such investors are members of the Company (collectively referred to as the "**Investors**"), on such terms as may be decided by the Board at its discretion and permitted under applicable laws and regulations for an aggregate amount not exceeding Rs. 1,200 Crore (Rupees Twelve Hundred Crore) or equivalent thereof in any foreign currency, inclusive of such premium as may be fixed on such Securities at such a time or times with or without a green shoe option in such manner and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead manager(s) and/or underwriter(s) and/or other advisor(s) for such issue ("**Proposed Issue**").

**RESOLVED FURTHER THAT** the relevant date on the basis of which price of the Securities or the resultant Shares shall be determined shall be as specified under the applicable laws, and subject to applicable laws, in case of (i) issuance of ADRs / GDRs, it shall be the date of the meeting in which the Board decides to open the proposed issue of Securities; (ii) in case of a qualified institutions placement of Equity Shares or convertible Securities, it shall be the date of the meeting in which the Board decides to open the proposed issue; and (iii) in any other case, shall be determined in accordance with applicable law as amended from time to time.

**RESOLVED FURTHER THAT** consent of the Members of the Company be and is hereby accorded to enter into any arrangement with any agency or body for issue and/ or allotment of the Securities in registered or bearer form with such features and attributes as are prevalent in international capital markets or domestic markets (as applicable) for instruments of this nature and to provide for the tradability or free

transferability thereof as per the international practices or domestic practices (as applicable) and regulations, and under the forms and practices prevalent in the international markets /or the domestic markets (as applicable), as the case may be, and the Securities issued in foreign markets shall be deemed to have been made abroad and/or in the international market and/or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms as are provided in issue of Securities of such nature, internationally and / or in India, including but not limited to, conditions in relation to payment of premium on redemption, prepayment and variation of the conversion price of the Securities and terms relating to surrender of the Securities for the purposes of cancellation against receipt of the corresponding number of underlying equity shares.

**RESOLVED FURTHER THAT** the Company be and is hereby authorised to issue and allot such number of Equity Shares as may be required to be issued and allotted for the issue or conversion of the Securities allotted pursuant to the Proposed Issue or as may be necessary in accordance with the terms of the offering, all such Equity Shares being pari passu with the then existing Equity Shares of the Company in all respects.

**RESOLVED FURTHER THAT** the Sub Committee of Board of Directors be and is hereby authorised to undertake the following in relation to the Proposed Issue: decide the relevant date for the opening of the Proposed Issue in accordance with the ICDR Regulations, or any other applicable regulations/guidelines prescribed by the Securities and Exchange Board of India, the Ministry of Finance, the Reserve Bank of India, the Government of India, through their various departments, or any other regulator, as the case may be; determine the form and manner of the Proposed Issue, the class of Investors to whom the Securities are to be issued and allotted, number of Securities to be allotted in each tranche and the number of tranches; decide the pricing and terms of the Securities under the Proposed Issue, and all other related matters, as per applicable laws, regulations or guidelines; appoint, in its absolute discretion, managers (including lead managers), investment bankers, merchant bankers, underwriters, guarantors, financial and/or legal advisors, depositories, custodians, principal paying/transfer/conversion agents, listing agents, registrars, trustees and all other agencies, whether in India or abroad ("Advisors") as may be required to give effect to the above resolutions and enter into or execute (including any amendment or supplement thereto) all such agreements/ arrangements/ MoUs/ documents with any such Advisor, in connection with the Proposed Issue; finalise in consultation with the Advisors, approve (including amend, vary or modify, as may be considered desirable or expedient), and issue the preliminary placement document/ placement document/ draft letter of offer/ letter of offer/ prospectus(es)/ offer document(s), and any amendments and supplements thereto and the final offer documents and to submit to any applicable government and regulatory authorities, institutions or bodies, as may be required, in relation to the Proposed Issue; negotiate, finalise and execute (including any amendment or supplement thereto) the purchase/underwriting agreement(s), the trust deed(s), the indenture(s), the Master/Global securities, letters of allotment, listing application, engagement letter(s), memoranda of understanding, escrow agreement, and any other agreements or documents, as may be necessary in connection with the Proposed Issue (including amend, vary or modify the same, as may be considered desirable or expedient), in accordance with all applicable laws, rules, regulations and guidelines; seek, if required, the consent of the Company's lenders, and other parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the Proposed Issue; seek the listing of the Securities on any Indian or foreign stock exchange(s), submit the listing application to such stock exchange(s) and take all actions that may be necessary in connection with obtaining such listing; open one or more bank accounts in the name of the Company in Indian currency or foreign currency(ies) with such bank or banks in India and/or such foreign countries as may be required in connection with the Proposed Issue; do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in regard to the Proposed Issue; give or authorize the giving by the concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and authorize any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the Proposed Issue.

**RESOLVED FURTHER THAT**, in terms of Chapter VI of the ICDR Regulations, the allotment of the Eligible Securities, shall be completed within 12 (twelve) months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.

**RESOLVED FURTHER THAT** Mr. Tarun Khulbe, Whole-time Director, Mr. Anurag Mantri, Chief Financial Officer, Mr. Navneet Raghuvanshi, Company Secretary, be and are hereby severally authorised to sign, execute and deliver on behalf of the Company, all documents, deeds, applications, returns, forms, agreements and writings in relation to the Proposed Issue and to do all acts and deeds for this purpose as may be considered necessary or desirable by the Board of Directors or the Sub Committee in connection with the Proposed Issue."

By order of the Board  
For Jindal Stainless Ltd.

Registered Office:  
O.P. Jindal Marg  
Hisar – 125 005, Haryana.  
August 08, 2019

Navneet Raghuvanshi  
Company Secretary  
Membership No. A14657

## NOTES:

1. At the 37th AGM, Walker Chandio & Co. LLP (Firm Regn. No. 001076N/N500013) were appointed as Statutory Auditors of the Company for a term of five years until the conclusion of 42<sup>nd</sup> AGM of the Company.  
  
The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.
2. 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 and Secretarial Standard on General Meetings ("SS-2") of the persons seeking re-appointment / appointment as Directors under Item No. 2, 3, 6 & 7 of the Notice, are also attached. The Company has received relevant disclosures / consents from the Directors seeking re-appointment / appointment.
3. **A member entitled to attend and vote at the AGM 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.
4. The Attendance Slip and Proxy Form with clear instructions for filling, stamping, signing and / or depositing the Proxy Form are enclosed.
5. 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 AGM.
6. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send to the Company / Link Intime India Private Limited, Company's Registrar and Share Transfer Agent ('Registrar'), in advance, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.
7. Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from August 23, 2019 to August 24, 2019 (both days inclusive) for the purpose of 39<sup>th</sup> AGM of the Company.
8. Route map and details of prominent land mark of the venue of meeting is annexed with this Notice.
9. The Securities and Exchange Board of India ('SEBI') has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
10. **SEBI has also mandated that requests for effecting transfer of securities (except transmission or transposition of securities) shall not be processed after March 31, 2019, unless the securities are held in dematerialized form. Hence, the Members holding shares in physical form are requested to convert their holdings to dematerialized form to at the earliest.**
11. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of AGM is being sent to the members who have registered email ids, through email and to all other members by Regd. Post. Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar. Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.
12. All documents referred to in the accompanying Notice and the Explanatory Statement are open to inspection by the members at the registered office and corporate office of the Company on all working days up to the date of AGM between 11.00 AM and 5.00 PM.
13. The business of the meeting may be transacted by the members through remote electronic voting system. Members who do not have access to remote e-voting facility have the option to request for physical copy of the Ballot Form by sending an e-mail to [investorcare@jindalstainless.com](mailto:investorcare@jindalstainless.com) by mentioning their Folio / DP ID and Client ID No or download from Company's website [www.jslstainless.com](http://www.jslstainless.com). However, the duly completed Ballot Form should reach the registered office of the Company not later than 3<sup>rd</sup> day of September, 2019 (5.00 p.m.). A Member can opt for only one mode of voting i.e. either through remote e-voting or by Ballot. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.



14. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date 28<sup>th</sup> August, 2019 and as per the Register of Members of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
15. In case of joint holders attending the Meeting, only the Member whose name appears first will be entitled to vote.
16. Any Member, who has already exercised his votes through remote E-voting, may attend the Meeting but is prohibited to vote at the meeting and his vote, if any, cast at the meeting shall be treated as invalid.
17. At the end of the discussion of the resolution on which voting is to be held at the AGM, the Chairman shall with the assistance of the Scrutinizer allow voting for all those Members who are present but have not cast their vote electronically using the remote E-voting facility.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

### ITEM NO. 3

Mr. Ratan Jindal's tenure as Chairman and Managing Director of the Company had expired on 31<sup>st</sup> March, 2019. Considering the valuable contribution of Mr. Ratan Jindal during his tenure as Chairman and Managing Director of the Company, the Board of Directors at its meeting held on 6<sup>th</sup> February, 2019, upon the recommendation of the Nomination and Remuneration Committee of the Directors had approved the re-appointment of Mr. Ratan Jindal as the Chairman and Managing Director of the Company for a period of three years commencing from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2022, subject to the requisite approvals including from the Members. His term as Director will be subject to retirement by rotation.

Mr. Ratan Jindal is not disqualified from being appointed as a Chairman and Managing Director in terms of Section 196 of the Companies Act, 2013 (**"the Act"**) and has given his consent to act as Chairman and Managing Director. Mr. Ratan Jindal is also not debarred from holding the office of a director by virtue of any SEBI Order or any other authority.

Pursuant to the provisions of Part I of Schedule V to the Act, approval of the Central Government is required for appointment of a Managing/Whole-time Director if he is not a resident of India. Further, in terms of Regulation 17 (6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Regulations"**), the remuneration payable to Executive Directors shall be subject to the approval of the shareholders by Special Resolution in General Meeting, if:

- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity;

The members are requested to note that Mr. Ratan Jindal did not draw any remuneration from the Company during the last financial year.

Since, Mr. Ratan Jindal is the promoter of the Company, therefore approval of the members is being sought for payment of remuneration to him as Chairman and Managing Director of the Company, by way of special resolution, in compliance with the SEBI Regulations. Further, since Mr. Jindal is a non-resident Indian, his appointment as Chairman and Managing Director will be subject to the approval of the Central Government.

The information as required under second proviso of Section II (B) of Part II of the Schedule V to the Act and Secretarial Standard-2 is provided under the head 'Additional Information'.

In compliance with the provisions of Section 197 of the Act, the terms of remuneration specified in the resolution are placed before the Members in the general meeting for their approval.

There is no contract of service in writing with Mr. Ratan Jindal. The terms set out in the resolution may be treated in compliance of Section 190 of the Act.

Your Directors recommend the resolution set out at Item No. 3 as a Special Resolution to the Members for their approval.

Mr. Ratan Jindal is interested in the resolution set out at Item No. 3 of this notice. Mr. Abhyuday Jindal, being related to Mr. Ratan Jindal may be deemed to be interested in the said resolution. The other relatives of Mr. Ratan Jindal may be deemed to be interested in the said resolution of this notice to the extent of their shareholding interest in the Company. Save and except the above, none of the other Directors/Key Managerial personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above referred resolution.

**ITEM NO. 4**

Pursuant to Section 148 of the Companies Act 2013 read with the Companies (Cost Records and Audit) Rules, 2014 as amended and 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 20<sup>th</sup> May, 2019, on the basis of recommendation of the Audit Committee appointed M/s. Ramanath Iyer & Co., Cost Accountants, as Cost Auditors to conduct audit of cost records of the Company for the financial year 2019-20 and subject to ratification by Members, fixed their remuneration at ₹ 1,92,500/- (Rupees One Lakh Ninety Two Thousand and Five Hundred only).

Your Directors recommend the resolution set out at Item No. 4 as an Ordinary Resolution to the Members for their approval.

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

**ITEM NO. 5**

The Company in the ordinary course of its business and on arm's length basis, enters into transactions for sale / purchase of goods / services/ allocating common corporate expenditure with Jindal Stainless (Hisar) Limited ("JSHL") and Jindal Stainless Steelway Limited ("JSSL").

JSHL is 'Related Party' of the Company in terms of the provisions of Section 2(76) of the Companies Act, 2013 ("the Act") and JSSL is 'Related Party' of the Company in terms of the provisions of Indian Accounting Standards ("IND-AS").

The value of the transactions proposed, which will be on an arm's length basis, are based on the Company's estimated transaction value for the financial year 2019-20, arrived at on the basis of the value of transactions with such related parties during the financial year 2018-19.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") provides that all material related party transactions shall require approval of the shareholders through Ordinary Resolution. The explanation to Regulation 23 (1) of the SEBI Regulations 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, in terms of first proviso to Section 188 of the Act 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 Members of the Company. The above mentioned contracts between the Company and the 'Related Parties' are likely to exceed the thresholds of materiality limits as defined under the SEBI Regulations / Act / Rules and the Policy on dealing with Related Party Transactions of the Company during the financial year 2019-20.

Your Directors recommend the resolution set out at Item No. 5 as an Ordinary Resolution to the Members for their approval.

Mr. Ratan Jindal, Chairman of Jindal Stainless (Hisar) Limited and Mr. Abhyuday Jindal who is Managing Director in Jindal Stainless (Hisar) Limited along with their relatives are interested in the resolution as set out at Item No. 5 of this notice to the extent of their shareholding interest, in the Company and the referred 'Related Parties'.

The other Directors/ key managerial personnel of the Company/ their relatives are, not concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding interest, if any, in the Company / referred Related Parties.

**ITEM NO. 6**

Mr. Suman Jyoti Khaitan (DIN: 00023370) was appointed as Non-executive Independent Director of the Company with effect from 22<sup>nd</sup> September, 2014, for a term of five years, as approved by the Shareholders of the Company. Accordingly, Mr. Suman Jyoti Khaitan will complete his first term as an Independent Director of the Company on 21<sup>st</sup> September, 2019.

In view of his performance in the present term and contribution to the Board of the Company, it is felt that his continued association would be of immense benefit to the Company. As per recommendation of the Nomination and Remuneration Committee of the Board based on skills, rich experience, knowledge, continued valuable contribution made by Mr. Suman Jyoti Khaitan and outcome of performance evaluation of the Independent Directors, the Board of Directors of the Company at their meeting held on 5<sup>th</sup> August, 2019, re-appointed Mr. Suman Jyoti Khaitan, as a Non-Executive Independent Director of the Company for second term of 3 (three) consecutive years, w.e.f. 22<sup>nd</sup> September, 2019, subject to the approval of members of the Company by way of a special resolution. Mr. Suman Jyoti Khaitan shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013 ("the Act").

The Company has received a declaration from Mr. Suman Jyoti Khaitan confirming the criteria of independence as prescribed under Section 149(6) of the Act and under the Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"). Mr. Suman Jyoti Khaitan is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Act & SEBI Regulations and is independent of the management. In terms of Section 160 of the Act, the Company has received a notice in writing from a Member proposing the candidature of Mr. Suman Jyoti Khaitan for re-appointment as an Independent Non-Executive Director of the Company. A copy of the draft letter for re-appointment of Mr. Suman Jyoti Khaitan setting out the terms and conditions of re-appointment is available for inspection without any fee by the members at the Registered Office of the Company, till the date of AGM. The details as required under SEBI Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India are mentioned under the head 'Additional Information'.

In terms of provisions of Section 149(10), an independent Director shall be eligible for re-appointment for second tenure with the approval of members by passing a special resolution.

Your Directors recommend the resolution set out at Item No. 6 as a Special Resolution to the Members for their approval.

Except Mr. Suman Jyoti Khaitan, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

#### ITEM NO. 7

As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") where the listed entity has an Executive Chairperson, at least half of the Board of Directors shall comprise of Independent Directors. Consequent to resignation of Dr. Rajeev Oberoi from the Directorship of the Company w.e.f. 2<sup>nd</sup> July, 2019, the number of Independent Directors was reduced to less than half of the total number of Directors. Accordingly, the Board of Directors on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 5<sup>th</sup> August, 2019, have appointed Mr. Jayaram Easwaran as an Additional Director (Independent) of the Company not liable to retire by rotation, to hold office for a period of three consecutive years till 4<sup>th</sup> August, 2022, subject to consent by the Members of the Company at the ensuing Annual General Meeting ("AGM"). In terms of provisions of Section 161(1) of the Companies Act, 2013 ("the Act"), he will hold office up to the date of this AGM. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member proposing Mr. Easwaran's candidature for the office of Director.

The Company has received a declaration from Mr. Jayaram Easwaran confirming the criteria of independence as prescribed under Section 149(8) of the Act and under the Regulation 16(B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 ("SEBI Regulation") Mr. Jayaram Easwaran is not disqualified from being appointed as Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfils the conditions specified under the Act & SEBI Regulations and is independent of the Management. In terms of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Jayaram Easwaran for appointment as an Independent Non-Executive Director of the Company. A copy of the letter of appointment of Mr. Jayaram Easwaran setting out the terms of conditions of appointment is available for inspection without any fees by the members at the Registered Office of the Company, till the date of AGM. The details required under SEBI Regulation & Secretarial Standard – 2 issued by The Institute of Company Secretaries of India are mentioned under the head "Additional Information".

Your Directors recommend the resolution set out at Item No. 7 as an Ordinary Resolution to the Members for their approval.

Save and except Mr. Jayaram Easwaran and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel, and their relatives, are in any way, concerned or interested, in the said resolution. The resolution as set out in item No. 7 of this Notice is accordingly commended for your approval by the Board.

#### ITEM NO. 8

The Company had issued 14,28,30,637 Optionally Convertible Redeemable Preference Shares ("OCRPS") at a price of Rs. 39.10 (including premium of Rs. 37.10) per share to the lenders aggregating to Rs. 559 Cr (including premium of i.e. Rs. 37.10 per OCRPS aggregating to Rs.529.90 Cr) pursuant to provisions of the Conversion cum Subscription Agreement dated May 18, 2017, executed amongst lenders (with exposure in Funded Interest Term Loan (I&I)) and the Company. The aforesaid issuance of OCRPS to the lenders was approved by the Members at an Extra Ordinary General Meeting of the Company held on 11<sup>th</sup> February, 2017.

As per the terms of the OCRPS, these are redeemable at the option of the Company, anytime upto 31<sup>st</sup> October 2020. If these are not redeemed by then, the lenders have an option to convert these into equal number of equity shares of the Company anytime upto 31<sup>st</sup> March 2022. If neither of these options are exercised, these are redeemable in April 2022. If redeemed, the Company shall be obligated to pay and recompense amount upto the date of redemption.

As per Section 55 (2) (a) of the Companies Act, 2013 ("the Act"), the redemption of OCRPS could be made out of the profits of the Company which would otherwise be available for dividend or out of proceeds of a fresh issue of shares made for the purposes of such redemption. Further, as per provisions of Section 55(2)(d) of the Act, the balance in security premium could be utilized towards payment of premium on OCRPS.

Since, the Company does not have distributable profits, it would require issuance of equity share capital to provide for funds to redeem the face value of OCRPS. The Company is also contemplating to raise secured debt to augment its cash flows so as to assist in discharge of payment of premium on the OCRPS.

The redemption of OCRPS would assist in reducing the exposure of existing lenders in the Company and will restrict the possible increase in the number of equity shares upon conversion of OCRPS.

Accordingly, the Board of Directors in its meeting held on 5<sup>th</sup> August, 2019 has therefore approved to offer, issue and allot 80,12,940 equity shares of the Company, having a face value of Rs. 2/- (Rupees Two only) each ("Equity Shares") at a price of Rs. 35.65 (Rupees Thirty Five and Sixty Five Paise only) including premium of Rs. 33.65 (Rupees Thirty Three and Sixty Five Paise only) per equity share aggregating to Rs. 28,56,61,311 (Rupees Twenty Eight Crore Fifty Six Lakh Sixty One Thousand Three Hundred and Eleven only) ("Equity Shares"), on a preferential basis to JSL Limited, one of the promoter group entity for which the approval of the Members is being sought.



As per, Sections 42 and 62(1)(c) of the Act and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR Regulations"), a listed issuer may make a preferential issue of specified securities, if a special resolution has been passed by its shareholders.

Your Directors recommend the resolution set out at Item No. 8 as a Special Resolution to the Members for their approval.

Mr. Ratan Jindal, Chairman and Managing Director and Mr. Abhyuday Jindal, Managing Director and their relatives being part of the promoter/promoter group are concerned or interested in the above referred resolution to the extent of their shareholding interest in the Company and the Investor. The other Directors / key managerial personnel of the Company or their relatives are not concerned or interested, financially or otherwise, in the above referred resolution, except to the extent of their shareholding interest, if any, in the Company.

In terms of the provisions of the Act and ICDR Regulations, other relevant disclosures / details are given below:

**a. Objects of the Preferential Issue:**

The Company shall utilize the proceeds from the preferential issue for redemption of OCRPS.

**b. Type of security offered and the number of security offered:**

80,12,940 Equity Shares of face value Rs. 2/- (Rupees Two only) each ranking pari-passu in all respects with the existing fully paid up equity shares of the Company by way of preferential allotment to the Investor.

**c. Proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:**

JSL Limited, a promoter group entity ("Investor") will subscribe to the offer. No other promoters, directors or key management personnel of the Company will subscribe to the offer.

**d. Equity Shareholding Pattern before and after the Preferential Issue:**

Sr. No.	Category	Pre-issue shareholding		Post-issue shareholding	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters' holding				
1	Indian				
	Individual	38,70,416	0.808	38,70,416	0.794
	Bodies corporate	23,96,21,145	50.002	24,76,34,085	50.824
	Others	600	0.00	600	0.000
	Sub-total	24,34,92,161	50.810	251,505,101	51.619
2	Foreign promoters	6,22,65,461	12.993	6,22,65,461	12.779
	<b>sub-total (A)</b>	<b>30,57,57,622</b>	<b>63.803</b>	<b>313,770,562</b>	<b>64.398</b>
B	Non-promoters' holding				
1	Institutional investors	9,55,83,167	19.946	95,583,167	19.617
2	Non-institution				
	Corporate bodies	1,22,98,568	2.566	1,22,98,568	2.524
	Directors and relatives*	44,076	0.009	44,076	0.009
	Indian public	4,03,69,615	8.424	4,03,69,615	8.285
	Others (including NRIs)	75,64,278	1.578	75,64,278	1.552
	<b>sub-total (B)</b>	<b>15,58,59,704</b>	<b>32.524</b>	<b>15,58,59,704</b>	<b>31.989</b>
C	Shares held by Custodian for GDRs & ADRs				
1	<b>Promoter &amp; Promoter Group</b>	<b>1,67,34,984</b>	<b>3.492</b>	<b>1,67,34,984</b>	<b>3.435</b>
2	<b>Public</b>	<b>8,69,350</b>	<b>0.181</b>	<b>8,69,350</b>	<b>0.178</b>
	<b>sub-total (C)</b>	<b>1,76,04,334</b>	<b>3.674</b>	<b>1,76,04,334</b>	<b>3.613</b>
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>47,92,21,660</b>	<b>100.000</b>	<b>48,72,34,600</b>	<b>100.000</b>

\* Shareholding of Mr. Ratan Jindal, Chairman and Managing Director and Mr. Abhyuday Jindal, Managing Director of the Company is included in above point A – 'Promoters holding'.

**Note:**

1. The pre issue shareholding pattern of the Company is as on Relevant Date.
2. The above mentioned pre and post issue shareholding pattern of the Company is on a fully diluted basis.

e) **Proposed time within which the allotment shall be completed:**

The Equity Shares shall be allotted within a period of 15 days or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

f) **Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees; the percentage of post preferential issue that may be held by them and change in control, if any, in the Company, consequent to the preferential issue.**

The identity of the natural persons who are the ultimate beneficial owners of the Equity Shares and/or who ultimately control the Investor in terms of SEBI Circular No. CIR/MIRSD/2/2013 dated 24<sup>th</sup> January, 2013, the percentage of post preferential issue capital that may be held by them is as per the following table. Further, there shall be no change in management or control of the Company pursuant to the aforesaid issue of Equity Shares. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the Shareholding Pattern pursuant to the aforesaid issue of Equity Shares.

Sr. No.	Investor	Natural person who are the ultimate beneficial owners / who controls the Investor/ (in terms of SEBI CIR/MIRSD/2/2013 dated January 24, 2013)	Pre issue shareholding*		No. of shares proposed to be allotted	Post issue shareholding	
			No. of shares	%age		No. of shares	%age
1	JSL Limited	<p>Body Corporate</p> <p>99.96% shareholding of JSL Limited is owned by Heritage Trust.</p> <p>Vistra ITCL (India) Limited is the Corporate Trustee of the Trust and Ms. Deepika Jindal is the settlor.</p> <p>Ms. Navita Satyadev Yadav, Mr. Rajendra Kashyap, Mr. Gopalakrishnan Balakrishna, Mr. Debabrata Sarkar and Mr. Jonathon Michael Clifton are the Directors of the Corporate Trustee.</p> <p>Heritage Trust is a discretionary trust with Mr. Abhyuday Jindal and Ms. Urvi Jindal as the beneficiaries.</p>	Nil	Nil	80,12,940	80,12,940	1.64

*\*As per the Register of Members of the Company as on Relevant Date.*

f) **Undertaking by the Company**

Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms of the provisions of the ICDR Regulations.

g) **Lock-in**

The Equity Shares to be so allotted and entire pre-preferential allotment shareholding of the Investor will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the ICDR Regulations.

h) **Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.**

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

i) **Relevant Date**

The "Relevant Date" for the preferential issue, as per the ICDR Regulations for the determination of minimum price for the issue and allotment of equity shares as mentioned above shall be Monday, 5<sup>th</sup> August, 2019, being the date 30 (thirty) days prior to the date of this Annual General Meeting (i.e. September 4, 2019).

**j) Pricing of Preferential Issue**

The equity shares of the Company are listed and frequently traded on BSE Limited and the National Stock Exchange of India Limited. The price of equity shares to be issued is fixed at Rs. 35.65/- per Equity Share, which consists of Rs. 2/- per value and Rs. 33.65/- premium per equity share, determined in accordance with the provisions of ICDR Regulations.

**k) The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them**

The allotment is proposed to be made to JSL Limited, Promoter group entity. The percentage of post preferential allotment capital held by the Company is 1.64%.

**l) The change in control, if any, in the company that would occur consequent to the preferential offer:**

There shall be no change in management or control of the Company pursuant to the aforesaid issue of equity shares. However, voting rights exercised by the existing shareholders of the Company will change in accordance with the change in the shareholding pattern pursuant to the aforesaid issue of equity shares.

**m) The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made by the Company.

**n) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not Applicable

**o) Auditor's Certificate**

A certificate from Walker Chandio & Co. LLP, Statutory Auditors of the Company, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of ICDR Regulations, will be placed before the Annual General Meeting of the Members of the Company.

**ITEM NO. 9**

The Board at its meeting held on 5<sup>th</sup> August, 2019 decided to seek approval of the members of the Company by way of a special resolution for raising of funds upto an amount of Rs. 1,200 Crore (Rupees Twelve Hundred Crore) (including premium) by way of various domestic / international offerings, including QIP and/or ADRs, GDRs offerings, etc. and/or as may be permitted under applicable laws, from time to time.

If these funds are raised, they will be used for capital expenditure, working capital purpose, repayment of debt and general corporate purposes.

Accordingly, the resolution at item no. 9 is an enabling resolution which seeks to empower the Board to offer, issue and allot, equity shares of the Company with a face value of Rs. 2/- (Rupees Two only) each (the "Equity Shares"), preference shares of the Company (cumulative or non-cumulative, participating or non-participating, convertible or non-convertible) with face value of Rs. 2/- (Rupees Two only) each, other securities of the Company convertible into, exchangeable with or linked to Equity Shares, GDRs, ADRs, (all of which are hereinafter collectively referred to as the "Securities"), through various domestic/ international offerings including QIP, etc., in one or more tranches.

In case of an issuance of Securities to qualified institutional buyers (as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, including any amendment thereto or re-enactment thereof ("ICDR Regulations")), whether or not such investors are existing members of the Company, through a QIP under Chapter VI of the ICDR Regulations, the final price at which the Securities will be offered will be subject to response of the investors and prevailing market conditions, and will be computed in accordance with the relevant provisions of the ICDR Regulations.

Additionally, the Company may offer a discount, if any, not more than 5% (or any other discount in accordance with the ICDR Regulations) on the price calculated in accordance with ICDR Regulations. In relation to issuance of any Securities which are convertible into Equity Shares (including premium and / or discount thereon), the conversion shall also be in accordance with Foreign Exchange Management Act, 1999 including any amendment thereto or re-enactment thereof, and the rules and regulations made thereunder, including the pricing norms stipulated by the Reserve Bank of India and/or the Government of India and / or any other applicable laws for the time being in force.

The number and/or price of Securities that may be issued through a QIP shall be appropriately adjusted in accordance with the ICDR Regulations for corporate actions such as an issue of Equity Shares by way of capitalization of profits or stock split or reclassification of Equity Shares, etc. as specified in the ICDR Regulations. The Securities issued by way of a QIP shall not be eligible to be sold by the allottees for a period of one year from the date of allotment, except on a recognized stock exchange or as may be permitted from time to time by the ICDR Regulations or other applicable laws.

The Securities allotted through QIP shall be allotted on a fully paid basis and the aggregate of all QIPs made by the Company in the same financial year shall not exceed 5 (five) times the net worth of the Company as per the audited balance sheet of the previous financial year.

The detailed terms and conditions for the domestic/international offerings will be determined in consultation with the lead managers, merchant bankers, global business coordinators, book runners, guarantors, consultants, advisors, underwriters and/or such other intermediaries such as custodians, depositories, escrow bankers, lawyers, registrars, trustees, professionals as may be appointed by the Company for the issue/offer considering the prevailing market conditions and other relevant factors.

The issue/ allotment / conversion would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors, into Equity Shares would be subject to the applicable foreign investment limits in the Company under applicable laws.

The said resolution seeks to give powers to the Board to issue Securities in one or more tranche or tranches, at such time or times, and to such person(s) including institutions, incorporated bodies and / or individuals or otherwise as the Board may in its absolute discretion deem fit.

Section 62(1) (a) of the Companies Act, 2013 ("the Act") provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company in the manner laid down therein unless the members by way of a special resolution in a general meeting decide otherwise. Since the special resolution proposed in this Notice may result in the issue of Equity Shares of the Company to persons other than existing members of the Company, consent of the Members is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the listing agreements executed by the Company with the stock exchanges where the Equity Shares of the Company are listed. This special resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing members of the Company.

Accordingly, the consent of the members is being sought pursuant to the provisions of Sections 41, 42, 55 and 62(1) (c) and all other applicable provisions, if any, of the Act, and any other applicable laws authorizing the Board to issue Equity Shares/ Securities, as stated in the resolution, which may result in issuance of further Securities of the Company to persons other than the existing members of the Company in accordance with the terms and nature of the Equity Shares / Securities.

The special resolution, if passed, will have the effect of allowing the Board to issue and allot Securities to the investors and the Board or a committee thereof will have the power to decide the date of opening of the issue.

Your Directors recommend the resolution set out at Item No. 9 as a Special Resolution to the Members for their approval.

The directors or key managerial personnel of the Company or their relatives may be deemed to be concerned or interested in the proposed resolution to the extent of Securities that may be subscribed by the companies / institutions in which they are directors or members. Save as aforesaid, none of the directors, key managerial personnel or their relatives is, in any way, concerned or interested in this resolution.

**Information required under the Companies Act, 2013 read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014 (for the Item No. 5 of this Notice):**

Sl. No.	Particulars	Information	
1.	Name of the related party	Jindal Stainless (Hisar) Limited ("JSHL")	Jindal Stainless Steelway Limited ("JSSL")
2.	Name of the director or key managerial personnel who is related	Mr. Ratan Jindal, Chairman and Managing Director of the Company is also the Non- Executive Chairman of JSHL. Mr. Abhyuday Jindal, Managing Director of the Company is also Managing Director of JSHL.	No Director/ KMP is related
3.	Nature of relationship	The Company is an Associate Company of JSHL. JSHL is an investing company of the Company as per Section 2(76)(viii)(C) of the Act. Mr. Ratan Jindal, Chairman and Managing Director of the Company is also Non-executive Chairman of JSHL. Mr. Abhyuday Jindal, Managing Director of the Company is also Managing Director of JSHL. Mr. Ratan Jindal and Mr. Abhyuday Jindal hold along with their relatives and entities controlled by them more than 2% (two percent) of the paid- up share capital of JSHL.	JSSL is a 'Related Party' of the Company as per IND-AS.
4.	Nature, material terms, monetary value and particulars of the contractor arrangement	As specified in the resolution at item no. 5	
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	The transaction will be/were at arm's length basis and in the ordinary course of business	



## ADDITIONAL INFORMATION

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 for Item Nos. 2, 3, 6 & 7:

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

Name of Director	Mr. Abhyuday Jindal
DIN	07290474
Brief Resume	<p>A Boston University graduate in Economics and Business Management. Mr. Abhyuday Jindal has a wide ranging experience in the areas of the project management, supply chain systems and strategic &amp; general management.</p> <p>Mr. Abhyuday Jindal started his career with the JSW Group. There, he played a prominent role in the stake acquisition of Ispat Industries and the post acquisition integration of JSW and Ispat. He then moved on to the Boston Consulting Group, where he managed project consultancy for diverse industries, including cement, steel, wind turbines and auto components.</p> <p>Having gained a deep understanding of the industrial manufacturing arena, Mr. Abhyuday Jindal entered the USD 3 billion Jindal Stainless Group as a Management Trainee. Driven by the ambition to go beyond the ordinary, Mr. Abhyuday Jindal took multiple strides in improving supply chain and operational efficiencies. Today, he is shaping the Company into a far more dynamic, responsive, predictive and solution-based organization. Currently, he is also the Managing Director of Jindal Stainless (Hisar) Limited.</p> <p>Strongly rooted in the Indian soil, Mr. Abhyuday Jindal's community-centric transformational approach has led to the development and sustenance of several empowerment initiatives in and around the Company's production facilities. His signature style has endeared him further among employees. He personifies open and participative management, a consistent culture of dialogue and feedback, and a relentless march towards continuous improvement.</p> <p>Mr. Jindal also serves as the Vice President of the Infrastructure Industry and Logistics Federation of India, endeavoring to forge stronger and wider public-private partnerships.</p>
Date of Birth (Age in years)	4 <sup>th</sup> April, 1989 (30 years)
Qualification	Boston University graduate in Economics and Business Management
Experience and expertise in specific functional area	Business management
Terms and conditions of appointment	The present resolution seeks approval of the Members for re-appointment of Mr. Abhyuday Jindal as a Director liable to retire by rotation. Please note that the terms and conditions of appointment and remuneration to be paid to Mr. Abhyuday Jindal have already been approved by the members at the 38 <sup>th</sup> AGM held on 27 <sup>th</sup> September, 2018
Details of remuneration and remuneration last drawn	Mr. Abhyuday Jindal didn't draw any remuneration from the Company during the last financial year.
Date on which first appointed on the Board	9 <sup>th</sup> August, 2017 (as Non-Executive Vice-Chairman)
Details of shareholding in the Company	As on March 31, 2019, Mr. Abhyuday Jindal holds 23,47,180 equity shares in the Company
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Mr. Abhyuday Jindal is the son of Mr. Ratan Jindal, Chairman and Managing Director of the Company. He is not related to any other Director/ KMP.
Number of Board Meetings attended during the year 2018-19	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of company	Directorships held	Committee Membership	Committee Chairmanship
Listed company	Jindal Stainless (Hisar) Limited	Stakeholders' Relationship Committee	Sub Committee, Share Transfer Committee; and Risk Management Committee

<b>Name of Director</b>	Mr. Suman Jyoti Khaitan	Mr. Jayaram Easwaran
<b>DIN</b>	00023370	02241192
<b>Brief Resume</b>	<p>Mr. Suman Jyoti Khaitan is a practicing advocate in India since 1985 and is the founder and Managing Partner of law firms Suman Khaitan &amp; Co. and Khaitan &amp; Partners, both full service law firms based at New Delhi, India and having associates in all important cities in India. He has wide experience in diverse fields of practice including arbitration, aviation, banking, bankruptcy &amp; insolvency, business restructuring, competition, family settlements, infrastructure, insurance, intellectual property, litigation, overseas investments &amp; acquisitions, power, real estate, schemes of amalgamations, demergers, takeovers and hive-offs, tax planning, telecom and trusts.</p> <p>Mr. Khaitan is a member of leading Chambers of Commerce including CII, FICCI, ASSOCHAM, PHDCCI and ICC India. He was the President of PHDCCI during the year 2013. He continues to be a member of the Managing Committee of ASSOCHAM for more than 20 years and is currently the Chair of the National Council on Legal Affairs &amp; Regulatory Reforms of Assocham. He is also a member of Managing Committee of ICC India and Confederation of Indian Bar, Indian Council of Arbitration, International Centre for Alternative Dispute Resolution and Society of Indian Law Firms.</p> <p>He is also a member of Supreme Court Bar Association, Supreme Court Advocates-on-Record Association, Delhi High Court Bar Association, Incorporated Law Society, Kolkata, Indian Law Institute and International Bar Association.</p> <p>He is also a member of Rotary Club of Delhi Premier District 3011.</p> <p>He is regularly invited by the electronic media and before parliamentary committees to give his views, representations and proposals on important legal and social issues.</p> <p>He is also regularly invited as a speaker in Seminars and Conferences organized by leading chambers of commerce and bar associations on important legal and social issues.</p> <p>He also serves as an independent legal director on board of listed companies.</p>	<p>Mr. Jayaram Easwaran is an alumnus of the Indian Institute of Management-Bangalore (IIM-B), and has over three decades of experience at leadership levels across functions in global corporates.</p> <p>Some of these include:</p> <ul style="list-style-type: none"> <li>• Head Corporate Marketing of the EICHER group.</li> <li>• Sr. Vice President HR at Sutherland Global Services, head quartered in Rochester USA and having 23000 people globally.</li> <li>• VP Corporate Planning and Communications and Leadership team member at Aricent Inc. (erstwhile Hughes Software Systems), a leading global player in telecom software.</li> <li>• Executive VP Business Development and Marketing, Oil &amp; Gas, at Punj Lloyd Ltd.</li> <li>• VP- HR at Tality India, a part of Tality Inc. the world's largest independent chip design and product outsourcing company head quartered in San Jose, USA and having 15 development center's globally.</li> <li>• Jt. MD and CEO at Maadhyam Advertising.</li> </ul> <p>He is a well-known management consultant and a prolific speaker at various forums.</p> <p>Mr. Easwaran was also a member of the team from Eicher that won the 1st prize of the Young Manager's Competition by Business India and AIMA.</p> <p>Mr. Easwaran is also the author of 'Inside the C-Suite' published by Harper Collins, amongst the world's largest publishers. Within 10 days of it's publication in December 2018, the book was placed at number eight by Nielsen's in their weekly ranking of non fiction books in India.</p>
<b>Date of Birth (Age in years)</b>	9/02/1959 (60 years)	23/12/1952 (66 years)
<b>Qualification</b>	Mr. Suman Jyoti Khaitan is graduate in Economics and Law	Alumnus of the Indian Institute of Management-Bangalore
<b>Experience and expertise in specific functional area</b>	Mr. Suman Jyoti Khaitan has more than 30 year's of experience in the legal field	Mr. Jayaram Easwaran Khaitan has over 30 years of experience at leadership levels across functions in global corporates.
<b>Terms and conditions of appointment</b>	Mr. Suman Jyoti Khaitan is eligible to be reappointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) years w.e.f. 22 <sup>nd</sup> September, 2019, subject to the approval of the	Mr. Jayaram Easwaran Khaitan is eligible to be appointed as an Independent Director of the Company, not liable to retire by rotation, for a period of 3 (three) years w.e.f. 5 <sup>th</sup> August,

	Members of the Company.	2019, subject to the approval of the Members of the Company.
Justification of choosing the appointee as Independent Director	Please refer Item No. 6 of the Explanatory Statement.	Please refer Item No. 7 of the Explanatory Statement.
Remuneration last drawn	NIL	NIL
Remuneration sought to be paid	Mr. Suman Jyoti Khaitan will be paid sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013.	Mr. Jayaram Easwaran will be paid sitting fee and reimbursement of expenses for attending the Board / Committee meetings, as provided under the provisions of Companies Act, 2013
Date on which first appointed on the Board	Appointed as Independent Director as per the provisions of the Companies Act, 2013 w.e.f. 22 <sup>nd</sup> September, 2014.	Appointed as Independent Director as per the provisions of the Companies Act, 2013 w.e.f. 5 <sup>th</sup> August 2019.
Details of shareholding in the Company	NIL	NIL
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	None	None
Number of Board Meetings attended during the year 2018-19	4	Not Applicable as appointed on the Board w.e.f 5 <sup>th</sup> August 2019
Details of Directorships / Committee Chairmanship and Memberships in other companies	Indo Rama Synthetics (India) Limited Oriental Carbon & Chemicals Limited Gopi Nursery Private Limited Indo Rama Synthetics (India) Limited <ul style="list-style-type: none"> <li>Member of Audit Committee and Nomination &amp; Remuneration Committee</li> </ul> Oriental Carbon & Chemicals Limited <ul style="list-style-type: none"> <li>Member of Audit Committee and Stakeholders Relationship Committee</li> <li>Chairman of CSR Committee</li> </ul>	Casa Blanka Consulting Private limited

Name of Director	Mr. Ratan Jindal
DIN	00054026
Brief Resume	<p>A commerce graduate and alumnus of the Wharton School of Management, Mr. Ratan Jindal is the Chairman and Managing Director of Jindal Stainless Limited.</p> <p>Known for his technical proficiency and intimate knowledge of customers and markets, Mr. Ratan Jindal is synonymous with stainless steel in India. As a vanguard of innovation in stainless steel industry, his focus has not only been on producing world class stainless steel products but also on promoting the usage of stainless steel in myriad applications. His vision for the Company is to improve the lives of people by producing and promoting a metal that is corrosion resistant, durable, infinitely recyclable and inherently stainless.</p> <p>Under his leadership, the Company has made a complete turnaround which is evident both in operational and financial success of the Company. Having the financial performance of the Company better than the projections as per the approved Corporate Debt Restructuring ("CDR") package, the consortium of CDR lenders have agreed to allow CDR exit for the Company with effect from March 31, 2019, subject to requisite approvals from their respective competent authorities.</p> <p>Social commitments remain as central to Mr. Ratan Jindal's businesses as they were to the founder of the Jindal Group, Shri O.P. Jindal. Established by the group, the 600-bedded multi-specialty charitable hospital, the famed VDJ School (VDJS) and the O.P. Jindal Modern School in Hisar (Haryana, India) stand testimony to this commitment. The Company undertakes several initiatives at the plant level to empower local communities through self-reliance. The interventions include technical &amp; vocational training, micro-financing &amp; livelihood generation, tailoring, farming &amp; poultry training, and environment conservation drives. True to his sportsman spirit, Mr. Ratan Jindal is a keen golfer, and takes avid interest in tennis and cricket.</p>

Date of Birth (Age in years)	31 <sup>st</sup> July, 1961 (58 years)
Qualification	Commerce graduate and alumnus of the Wharton School of Management
Experience and expertise in specific functional area	Business management
Terms and conditions of re-appointment	Please refer resolution at Item no. 3 for details
Details of remuneration and remuneration last drawn	Mr. Ratan Jindal didn't draw any remuneration from the Company during the last financial year.
Date on which first appointed on the Board	23 <sup>rd</sup> July, 2003
Details of shareholding in the Company	As on 31 <sup>st</sup> March, 2019, Mr. Ratan Jindal holds 74,24,148 equity shares of the Company.
Relationship with other Directors/Key Managerial Personnel ("KMP") (if any)	Father of Mr. Abhyuday Jindal, Managing Director of the Company. He is not related to any other Director/ KMP.
Number of Board Meetings attended during the year 2018-19	4
Details of Directorships / Committee Chairmanship and Memberships in other companies	As detailed herein below

Type of company	Directorships held	Committee Membership	Committee Chairmanship
Listed company	Jindal Stainless (Hisar) Limited	Nomination and Remuneration Committee	-
Unlisted public limited company	Sonabheel Tea Limited	-	-
	Jindal Coke Limited	-	Nomination and Remuneration Committee
	Jindal United Steel Limited	-	Nomination and Remuneration Committee
	Om Project Consultants and Engineers Limited	-	-
Private Limited company	Jindal Industries Private Limited	-	-
Foreign company	Jindal Stainless FZE	-	-
	JSL Group Holdings Pte. Limited	-	-
	Jindal Stainless Mauritius Limited	-	-



Additional Information in accordance with the provisions of Schedule V to the Companies Act, 2013 read with rule 6 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended) in relation to the resolution at item no. 3 are as under:

Sr. No.	Description	Remarks
I	<b>General Information</b>	
1	Nature of Industry	Your Company is engaged in manufacturing of Stainless Steel
2	Date or expected date of commencement of commercial production	Your Company is already in commercial production
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial performance based on given indicators	During the year ended 31 <sup>st</sup> March, 2019, Gross Revenue from operations of your Company on standalone basis was 12,585.01 Crore. Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortisation (EBITDA) on standalone basis stood at ₹ 1,135.94 Crore. The detailed balance sheet, profit & loss account and other financial statement forms part of the Annual Report 2018-19.
5	Foreign investments or collaborators, if any.	There are no foreign collaborators in your Company. Total shareholding of NRIs, foreign institutional investors, non- resident Indians etc. as on 31 <sup>st</sup> March, 2019 stands approx 28.04%.
II	<b>Information about Appointee</b>	<b>Mr. Ratan Jindal</b>
1	Background details, Recognition or awards	<p>A commerce graduate and alumnus of the Wharton School of Management, Mr. Ratan Jindal is the Chairman and Managing Director of Jindal Stainless Limited.</p> <p>Known for his technical proficiency and intimate knowledge of customers and markets, Mr. Ratan Jindal is synonymous with stainless steel in India. As a vanguard of innovation in stainless steel industry, his focus has not only been on producing world class stainless steel products but also on promoting the usage of stainless steel in myriad applications. His vision for the Company is to improve the lives of people by producing and promoting a metal that is corrosion resistant, durable, infinitely recyclable and inherently stainless.</p> <p>Under his leadership, the Company has made a complete turnaround which is evident both in operational and financial success of the Company. Having the financial performance of the Company better than the projections as per the approved Corporate Debt Restructuring ("CDR") package, the consortium of CDR lenders have agreed to allow CDR exit for the Company with effect from March 31, 2019, subject to requisite approvals from their respective competent authorities.</p> <p>Social commitments remain as central to Mr. Ratan Jindal's businesses as they were to the founder of the Jindal Group, Shri O.P. Jindal. Established by the group, the 600-bedded multi-specialty charitable hospital, the famed VDJ School (VDJS) and the O.P. Jindal Modern School in Hisar (Haryana, India) stand testimony to this commitment. The Company undertakes several initiatives at the plant level to empower local communities through self- reliance. The interventions include technical &amp; vocational training, micro- financing &amp; livelihood generation, tailoring, farming &amp; poultry training, and environment conservation drives. True to his sportsman spirit, Mr. Ratan Jindal is a keen golfer, and takes avid interest in tennis and cricket.</p>
2	Past remuneration	Mr. Ratan Jindal didn't draw any remuneration from the Company during the last financial year.
4	Job Profile and his suitability	Mr. Ratan Jindal is the Chairman & Managing Director of the Company. Under his able leadership, the Company has made a complete turnaround which is evident both in operational and financial success of the Company. He has been entrusted with powers to manage and lead the Company. Taking into account Mr. Jindal's qualifications, his experience and the responsibilities shouldered by him, the Board considers his appointment to be in the best interests of the Company.

5	Remuneration proposed	The details of remuneration proposed to be paid to Mr. Ratan Jindal have been provided at Resolution No. 3 of this Notice forming part of the Annual Report 2018-19.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The proposed remuneration of Mr. Ratan Jindal was determined by the Nomination and Remuneration Committee after perusal of remuneration of managerial persons in the steel industry and other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Ratan Jindal.
7	Pecuniary relationship directly or indirectly with the Company	<p>Besides the remuneration proposed herein, Mr. Ratan Jindal does not have, directly or indirectly, any material pecuniary relationship with the Company.</p> <p>Mr. Ratan Jindal has received remuneration of Rs. 1395.08 Lakh from Jindal Stainless FZE, a subsidiary of the Company for the financial year 2018-19 for the services rendered by him in the capacity of its Managing Director. This remuneration doesn't include remuneration accrued and not paid to Mr. Ratan Jindal.</p>
8	Relationship with the managerial personnel, if any.	Mr. Ratan Jindal is father of Mr. Abhyuday Jindal, Managing Director of the Company. No other Director or the key Managerial Personnel of the Company is a "relative" of Mr. Ratan Jindal, as defined under section 2(77) of the Act.
III	<b>Other Information</b>	
1	Reasons for loss or inadequate profits	The Company has been on a growth path and has been earning profits since the last three years. However, during earlier years, the operations of the Company had come under strain due to various external factors resulting in losses. On account of accumulated losses for previous years and despite the Company having profits during the financial year 2018-19, the profits computed under Section 198 of the Act for the purpose of payment of managerial remuneration are inadequate.
2	Steps taken or proposed to be taken for improvement	<p>For the Financial Year ended 31<sup>st</sup> March, 2019, the Company has net profits of ₹ Rs 139.04 Crore indicating that the Company has set itself on a strong and sustainable growth journey. Having performed better than the projections as per the approved CDR package, the Company has initiated negotiations with the CDR Lenders for exit from the CDR Scheme. In November, 2018, the Company has received a rating of "IND BBB" from Fitch's India Rating and Research, reflecting improvement in creditworthiness of the Company and its reflection of higher operating performance, improved EBITA and significant debt reduction.</p> <p>Earlier, in June, 2018 CARE has upgrade the company's rating from "BB+" to "BBB-".</p>
3	Expected increase in productivity and profit in measurable terms	In the competitive environment, it is difficult to estimate the revenue/profits in measurable terms. As mentioned above, the Company is taking various efforts to increase its productivity and the management is confident of increase in revenue and profits in coming years. The Company is already on the road to sustainable growth.
<b>Parameters for consideration of remuneration</b>		
1	The financial and operating performance of the company during the three preceding financial years	The detailed balance sheet, profit & loss account and other financial statement formed part of the Annual Reports for the respective financial years which are available on the website of the Company at <a href="http://www.jslstainless.com">www.jslstainless.com</a> .
2	The relationship between remuneration and performance	Please refer to the details provided in point 4 below.
3	Whether remuneration policy for directors differs from remuneration policy for other employees and if so, an explanation for the difference.	The Company has a separate Remuneration Policy for Board of Directors, Key Managerial Personnel and Senior Management. The Board on the recommendation of the Nomination and Remuneration Committee reviews and approves the remuneration payable to the Directors within the overall limits approved by the shareholders of the Company.

4	The principle of proportionality of remuneration within the company, ideally by a rating methodology which compares the remuneration of directors to that of other directors on the board who receives remuneration and employees or executives of the company.	<p>During his tenure as the Chairman and Managing Director of the Company, the Company has made a turnaround which is evident both in operational and financial success of the Company.</p> <p>Under his leadership, the Company has made a complete turnaround which is evident both in operational and financial success of the Company. Having the financial performance of the Company better than the projections as per the approved Corporate Debt Restructuring ("CDR") package, the consortium of CDR lenders have agreed to allow CDR exit for the Company with effect from March 31, 2019, subject to requisite approvals from their respective competent authorities. Under his leadership, the Company's rating has upgrade from CARE, 'from BB+ to BBB-', reflecting Company's improved profitability, strengthening balance sheet, and sustained operational progress.</p> <p>Please note that the proposed remuneration paid to Mr. Ratan Jindal is in line with the Nomination and Remuneration Policy of the Company and has been approved by the Nomination and Remuneration Committee considering the fact that he is highly experienced and manages the affairs of the Company under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth and performance of the Company. He has extensive experience in the stainless steel industry. He is actively involved in international markets, business strategy and business development functions of the Company.</p>
5	The securities held by the director, including options and details of the shares pledged, if any as at the end of the March 31, 2019.	Mr. Ratan Jindal holds 74,24,148 unencumbered equity shares of Rs. 2 each as on March 31, 2019.

By order of the Board  
For Jindal Stainless Ltd.

Navneet Raghuvanshi  
Company Secretary  
Membership No. A14657

Registered Office:  
O.P. Jindal Marg  
Hisar – 125 005, Haryana.  
August 08, 2019

## 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 remote 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 39<sup>th</sup> AGM of the Company to be held on Wednesday, the 4<sup>th</sup> day of September, 2019. 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. Sandeep Garg, Advocate, as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner. The list of shareholders/ beneficial owners shall be reckoned on the equity shares as on 28<sup>th</sup> August, 2019.

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

- (i) The remote e-voting period begins on September 1, 2019 at 9.00 a.m. and ends on September 3, 2019 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 28<sup>th</sup> August, 2019, 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](http://www.evotingindia.com).
- (iv) Click on "Shareholders/Members"
- (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](http://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:
- (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 '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](http://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](mailto: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](mailto: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 dispatch of the Notice and holding shares as on the cut-off date i.e. 28<sup>th</sup> August, 2019 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) as well as to the Secretarial Department of the Company at O.P. Jindal Marg, Hisar or email at [investorcare@jindalstainless.com](mailto:investorcare@jindalstainless.com).

#### FOR ATTENTION OF SHAREHOLDERS

1. The register of members and share transfer books of the Company will remain closed from Friday, 23<sup>rd</sup> August, 2019 to Saturday, 24<sup>th</sup> August, 2019 (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 AGM.
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 the Secretarial Department of the Company 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.

**13. Mandatory updating of PAN and Bank details against your physical holding**

The Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/DOP1/CIR/P/2018/73 dated 20<sup>th</sup> April, 2018, mandated that the companies through their Registrar and Transfer Agents ("RTA") should take special efforts for collecting copies of PAN and bank account details for the security of the holders holding securities in physical form. Those security holders whose folio(s) do not have complete details relating to their PAN and Bank Account, or where there is any change in the bank account details provided earlier, have to compulsorily furnish the details to RTA/ Company for registration /updating.

You are therefore requested to submit the following to update the records:

- KYC Format duly filled in and signed by all the shareholders.
- Self-attested copy of Pan Card of all the shareholders.
- Cancelled Cheque leaf with name (If name is not printed, self-attested copy of the pass book showing the name of the account holder) of the first holder.
- Address proof (self-attested Aadhaar-card) of the first holder.
- Any change in the name of the holders.

*Note: You are requested to ignore this communication if you have already updated you details with RTA / Company.*

## DIRECTOR'S REPORT

TO

### THE MEMBERS,

Your Directors have pleasure in presenting the 39<sup>th</sup> Annual Report on the business and operations of your Company together with the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2019.

### FINANCIAL RESULTS

Your Company's performance for the financial year ended 31<sup>st</sup> March, 2019 is summarized below:

(₹ in Crore)

Sl. No.	Particulars	For the financial year ended (Standalone)		For the financial year ended (Consolidated)	
		31.03.2019	31.03.2018	31.03.2019	31.03.2018
I	Revenue from operations	12,585.01	10,963.67	13,557.33	11,816.86
II	Other income	27.58	45.41	32.61	45.08
III	Total income	12,612.59	11,009.08	13,589.94	11,861.94
IV	Total expenses	12,398.24	10,527.21	13,381.13	11,362.61
V	EBITDA	1135.94	1,280.93	1164.57	1,340.34
VI	Profit before exceptional items, tax and share of net profit of investments accounted for using equity method	214.35	481.87	208.81	499.33
VII	Share of profits from associates	-	-	12.23	15.77
VIII	Profit before exceptional items and tax	214.35	481.87	221.04	515.10
IX	Exceptional items	6.31	1.37	0.67	4.44
X	Profit after exceptional items but before tax	220.66	483.24	221.71	519.54
XI	Tax expense	81.62	164.97	76.60	174.04
XII	Profit for the year	139.04	318.27	145.11	345.50
XIII	Total other comprehensive income	(0.40)	(0.57)	(2.44)	15.58
XIV	Total comprehensive income for the year (comprising profit and other comprehensive income for the year)	138.64	317.70	142.67	361.08

### FINANCIAL HIGHLIGHTS

During the year, the revenue from operations of your Company on standalone basis has increased to ₹ 12,585.01 Crore as compared to ₹ 10,963.67 Crore during previous financial year 2017-18, despite the pressure on margins exerted by subsidized imports. However, EBITDA margins continued to be under pressure due to various factors. The Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortization (EBITDA) on standalone basis stood at ₹ 1,135.94 Crore as compared to ₹ 1,280.93 Crore during previous year. The Net profit on standalone basis stood at ₹ 139.04 Crore as compared to a net profit of ₹ 318.27 Crore during previous year.

Further, during the year, the consolidated revenue from operations of your Company has increased to ₹ 13,557.33 Crore as compared to ₹ 11,816.86 Crore during previous financial year 2017-18. Consolidated Profit before other income, Finance Cost, Depreciation, Exceptional Items, Tax & Amortization (EBITDA) stood at ₹ 1,164.57 Crore as compared to ₹ 1,340.34 Crore during previous year. The Net profit on consolidated basis stood at ₹ 145.11 Crore.

During the year under review your Company continued to record growth in total income which has increased by ~ 14% and stood at ₹ 12,612.59 Crore on standalone basis and ₹ 13,589.94 Crore on consolidated basis.

## CERTIFICATIONS AND QUALITY STANDARDS

Your Company is certified for various management system certifications comprising of Quality Management System (ISO 9001:2015), Environment Management System (ISO 14001:2015) and Occupational Health & Safety Management System (BS OHSAS 18001:2007). The certifications have successfully been upgraded to the latest versions and the unit is in receipt of these certificates. The Company has also successfully obtained Energy Management System certification (as per ISO 50001:2011).

All the testing laboratories (comprising of Materials, Steel Melt Shop, Coal Testing and Mechanical Testing) of the Company have adopted laboratory management system and are currently National Accreditation Board of Testing and Calibration Laboratory (NABL) Accredited as single laboratory "Central Laboratory & Technical Services" as per ISO/IEC 17025:2017. NABL has strengthened its overall technical competency which has resulted in becoming world class laboratory with acceptance of its test results worldwide.

The Company is re-certified as per Construction Product Regulation (CE Marking) with incorporation of ferritic & duplex grades of stainless steel with validity of certificate till December 2023. This will further enhance Company's preference as certified manufacturer of stainless steel for construction field in the European market with 14 grades covered under the scope of CE marking. The Company has also undergone re-certification process as per Pressure Equipment Directive AD/ PED and is re-certified with incorporation of ferritic & duplex grades of stainless steel with validity of certificate until January 2022. The PEMEX certification for oil and gas sector is valid until Sept 2019. Your Company continues to hold DNV GL Approval for Marine Application and Approval from Bureau Veritas as per Marine & Offshore General Conditions.

Your Company has 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.

Your Company has obtained ISI mark/ BIS certification for various grades of Stainless Steel and has recently Up / BIS license from IS 6911:1992 to IS 6911:2017. Inclusion of gr-5 (Low Nickel Austenite) & gr-6 (Duplex) grades in the existing license as per IS 6911:2017 (Stainless steel plate, sheet and strips). Implementation of amendment-2 of IS 6911:2017 by incorporating approximately 83 nos. of grades in various group. This has enabled us as preferred stainless steel manufacturer with BIS license. Other BIS licenses availed includes the license per IS 5522: 2014 (Stainless Steel Sheets and Strips for Utensils) and IS 15997:2012 (Low Nickel Austenitic Stainless Steel and Strip for Utensils and Kitchen Appliances).

Your Company also holds JIS Mark Certification as per JIS (Japanese Industrial Standard) JIS G 4304, JIS G 4305 and JIS G 4312 requirements for stainless steel products. This has enabled the Company to sell stainless steel products in Japan and East Asian countries.

## REVISION IN CREDIT RATING

In November, 2018, your Company received a rating of "IND BBB" from Fitch's India Ratings and Research, reflecting improvement in creditworthiness of the Company and its reflection of higher operating performance, improved EBITA, and significant debt reduction.

Earlier in June, 2018, CARE had upgraded your Company's credit rating from 'CARE BB+' to 'CARE BBB-'.

## EXIT FROM CORPORATE DEBT RESTRUCTURING MECHANISM

The Company has become eligible for exit from Corporate Debt Restructuring (CDR) Scheme, basis the superior financial performance for the last two financial years. In a noteworthy development, the consortium of CDR lenders agreed to allow CDR exit for your Company with effect from 31<sup>st</sup> March, 2019, subject to requisite approvals from their respective competent authorities.

## DIVIDEND & TRANSFER TO RESERVES

In terms of the Dividend Distribution Policy of the Company and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), equity shareholders of the Company may expect dividend if the Company is having surplus funds and after taking into consideration the relevant internal and external factors as mentioned in the said Policy. Accordingly, considering the cash position, fund requirements for growth of business of your Company and agreement with the Lenders, the Board of Directors has not recommended any dividend for the financial year ended 31<sup>st</sup> March, 2019. Further, no amount is proposed to be transferred to the reserves of your Company. The Dividend Distribution Policy is available on Company's website at the following link:

[http://www.jslstainless.com/pdf/JSL-Dividend-Distribution-Policy\\_482018\\_R.pdf](http://www.jslstainless.com/pdf/JSL-Dividend-Distribution-Policy_482018_R.pdf)

## SHARE CAPITAL

As on 31<sup>st</sup> March, 2019, the paid up share capital of your Company was ₹ 124,41,04,594 divided into 47,92,21,660 equity shares of ₹ 2 each and 14,28,30,637 Optionally Convertible Redeemable Preference Shares having face value of ₹ 2 each ("OCRPS"). The Company has not made any allotment of securities during the year under review.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as required under the SEBI LODR forms part of this Director's Report.



## TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

During the year under review, your Company has transferred unclaimed and unpaid amounts of fixed deposits aggregating to ₹ 2,32,952/- to Investor Education and Protection Fund.

## INFORMATION TECHNOLOGY

Your Company is on a growth path as an early adopter of technology. We have IT enabled our HR processes, focusing on employee lifecycle management, learning and development and social collaboration using SAP's Success Factor platform. We have ensured implementation of standard business process and adequate controls through implementation of SAP system in our subsidiaries. We have successfully migrated to the new generation data warehouse platform of BW 4/ HANA with high stability, performance & modern interface that has significantly improved management and operational reporting. We have also setup a standardized data governance mechanism to maintain and improve master data management in the SAP system. We have also launched a digital e-commerce platform for auctioning of materials to our customers.

Also in this journey our procurement processes have been streamlined for recorded level based procurement controls for optimum inventory management, implemented Nickel and Molybdenum exposure management through SAP based reporting and monitoring of Nickel and Molybdenum stocks, which is helping in forecasting and control of expenditure procurement costs.

## CONSOLIDATED FINANCIAL STATEMENTS

In accordance with the Companies Act, 2013 ("the Act"), SEBI LODR and Ind-AS 110 on Consolidated Financial Statements read with Ind-AS-28 on investments in Associates and Ind-AS-31 on interests in Joint Ventures, the Audited Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2019 are provided in the Annual Report.

## SUBSIDIARY COMPANIES / JOINT VENTURES / ASSOCIATE COMPANIES

As on the date of this Report, your Company has 5 direct subsidiaries, namely (i) Jindal Stainless FZE, Dubai; (ii) PT Jindal Stainless Indonesia; (iii) JSL Group Holdings Pte. Ltd., Singapore; (iv) Iberjindal S.L., Spain and (v) Jindal Stainless Park Limited (Incorporated as a wholly-owned subsidiary). During the financial year ended 31<sup>st</sup> March, 2019, Jindal Stainless UK Limited, a subsidiary of the Company was dissolved on December 11, 2018

Your Company also has three associate companies namely, Jindal United Steel Limited, Jindal Coke Limited and Jindal Stainless Corporate Management Services Pvt. Ltd. Further, your Company is an associate company of Jindal Stainless (Hisar) Limited. In terms of the provisions of Section 136 of the Act, the standalone financial statements of the Company, consolidated financial statements of the Company, along with other relevant documents and separate audited accounts of the subsidiaries, are available on the website of the Company, at the link:

<http://www.jslstainless.com/financialstatements.html>

The members, if they desire, may write to the Secretarial Department of the Company at O.P. Jindal Marg, Hisar – 125005 (Haryana) to obtain the copy of the financial statements of the subsidiary companies. A statement containing the salient features of the financial statement of the subsidiaries and associate companies in the prescribed Form AOC - 1 is attached along with financial statements. 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(6) of SEBI LODR, which is available at the website of the Company at the link:

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

As on 31<sup>st</sup> March, 2019, there were no material subsidiaries of the Company.

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

The tenure of Mr. Ratan Jindal as Chairman and Managing Director of the Company expired on 31<sup>st</sup> March, 2019. Under his leadership, the Company has made a complete turnaround which is evident both in operational and financial success of the Company. Considering the valuable contribution of Mr. Ratan Jindal and the fact that under his leadership, the Company has made a complete turnaround, the Board re-appointed Mr. Jindal as Chairman and Managing Director of the Company, subject to approval of the members at the ensuing Annual General Meeting (AGM) for a period of three years commencing from 1<sup>st</sup> April, 2019 till 31<sup>st</sup> March, 2022.

The Board appointed Mr. Abhyuday Jindal as the Managing Director and Key Managerial Personnel of the Company w.e.f. 25<sup>th</sup> April, 2018 for a period of three years. Prior to his appointment as the Managing Director, Mr. Abhyuday Jindal was Non-Executive Vice-Chairman of your Company. Further, the Board had inducted Mr. Tarun Kumar Khulbe as an Additional Director on the Board of w.e.f. 15<sup>th</sup> May, 2018 and appointed him as Whole Time Director and Key Managerial Personnel of the Company w.e.f. the said date for a period of three years. The resolutions for appointment of Mr. Abhyuday Jindal as Managing Director, Mr. Tarun Kumar Khulbe as a Whole Time Director and Dr. Rajeev Uberoi (who was appointed as an Additional Director w.e.f. February 9, 2018) as an Independent Director, were passed by the Members at the 38<sup>th</sup> AGM.

Mr. Subrata Bhattacharya had ceased to be Whole Time Director w.e.f. 15<sup>th</sup> May, 2018 and Mr. Sunil Yadav had ceased to be the Company Secretary and Compliance Officer of your Company w.e.f. 25<sup>th</sup> April, 2018. The Board of Directors had appointed Mr. Navneet Raghuvanshi as the Company Secretary and Compliance Officer of your Company w.e.f. 25<sup>th</sup> April, 2018. The Board has also designated him as the Key Managerial Personnel (KMP) of your Company.

Mr. Abhyuday Jindal, as a Director retires by rotation at the ensuing AGM under the provisions of the Act, and being eligible, offers himself for re-appointment.

Brief resumes of the abovementioned Directors being appointed / re-appointed, 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 Act, and Regulation 16 of SEBI LODR. The Independent Directors have also confirmed that they have complied with Company's Code of Conduct for Board Members and Senior Management. Further, all the Directors have also confirmed that they are not debarred to act as a Director by virtue of any SEBI order.

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

<http://www.jslstainless.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf>

## **BOARD EVALUATION**

An annual performance evaluation of all Directors, the Committees of the Board 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**

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

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

## **FIXED DEPOSITS**

Your Company had stopped accepting / renewing deposits from 1<sup>st</sup> April, 2014. In compliance of the CLB Order, your Company has repaid the entire outstanding deposits on 30<sup>th</sup> June, 2016. As on 31<sup>st</sup> March, 2019, your Company had total outstanding unclaimed deposits of ₹ 23,44,056.

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

1. Accepted during the year: Nil
2. Remained unpaid or unclaimed as at the end of the year due to pending clearance of cheques including interest: ₹ 23,44,056 (unclaimed)
3. 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: - no default has been made and hence these details are not applicable.
  1. at the beginning of the year: Not Applicable
  2. maximum during the year: Not Applicable
  3. at the end of the year: Not Applicable
4. 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 - I** 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 Directors' Report, which forms part of this Annual 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 Rules are provided in the Directors' Report, which forms part of this Annual Report.

Having regard to the provisions of the second 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 Secretarial Department of the Company and the same will be furnished on request.

## STATUTORY AUDITORS AND AUDITORS' REPORT

Walker Chandio & Co. LLP, Chartered Accountants, Statutory Auditors of the Company, were appointed by the Shareholders at the 37<sup>th</sup> Annual General Meeting of the Company held on 26<sup>th</sup> September, 2017, for a period of five consecutive years until the conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company. The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 1833(E) dated May 7, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item will not be included in the Notice of the ensuing Annual General meeting of the Company. The Statutory Auditors have confirmed that they are not disqualified from continuing as Auditors 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. During the year under review, the Statutory Auditors have not reported any incident related to fraud to the Audit Committee or the Board under section 142 (12) of the Act.

## COST AUDITORS

In accordance with the provisions of Section 148 of the Act, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is required to get its cost accounting records audited by a Cost Auditor. The Board has appointed M/s. Ramanath Iyer & Co., Cost Accountants, for this purpose for FY 2019-20. The Company maintains cost records as specified under Section 148 of the Act and gets them audited. The Cost Audit Report for the FY 2018-19 does not contain any qualification, reservation or adverse remark.

The remuneration payable to the Cost Auditors for the Financial Year 2019-20 shall be placed for ratification by members at the ensuing Annual General Meeting in terms of Section 148 of the Act 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 2018-19. In terms of Regulation 25A of SEBI LODR, the Secretarial Audit Report for the Financial Year ended March 31, 2019 is annexed herewith as **Annexure - II** to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## RISK MANAGEMENT

Though the Regulation 21 of the SEBI LODR, as amended, is not applicable to the Company, it has voluntarily constituted a Risk Management Committee which has been entrusted inter alia with the following functions: (a) Framing of Risk Management Plan and Policy; (b) Overseeing implementation / Monitoring of Risk Management Plan and Policy; (c) Identifying emerging risks and reviewing risk mitigation strategies; and (d) Formulating a cyber security plan and overseeing its implementation. Your Company has laid down procedures to inform Board members about risk assessment and minimization strategy. The Board doesn't foresee any immediate risk when threatens the existence of the Company.

## INTERNAL FINANCIAL CONTROLS

Your 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.

## AUDIT COMMITTEE

As on March 31 2019, of the Audit Committee comprised of the following four Directors out of which three were Independent Directors:

Sl. No.	Name	Status	Category
1	Mr. Suman Jyoti Khaitan	Chairman	Independent Director
2	Mr. T. S. Bhattacharya	Member	Independent Director
3	Dr. Rajeev Uberoi <sup>1</sup>	Member	Independent Director
4	Mr. Gautam Kanjilal	Member	Nominee Director, Non-Independent

1 Dr. Rajeev Uberoi was inducted as a Member of the Audit Committee w.e.f. 25th April, 2018.

All the recommendations made by the Audit Committee during the financial year 2018-19 were accepted by the Board. The details of meetings held during the year under review and attendance of committee members at the said meetings have been provided in the Corporate Governance Report, which forms part of the Annual Report.

## CORPORATE SOCIAL RESPONSIBILITY

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

Though the Company is not mandated under Section 135 of the Act, to incur expenditure on CSR, for the financial year 2018-19 but being guided by the vision and philosophy of its Founder Late Shri. O. P. Jindal, your Company has planned interventions in the field of education & vocational training, integrated health care, women empowerment, social projects, rural infrastructure development, environment sustainability & sports. The Disclosure as per Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed to this Report at **Annexure-III**.

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

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

As on March 31 2019, the Corporate Social Responsibility Committee comprised of the following three Directors out of which one was Independent Director:

Sl. No.	Name	Status	Category
1	Mr. Ratan Jindal	Chairman	Executive, Non Independent
2	Mr. T. S. Bhattacharya	Member	Non-Executive, Independent
3	Mr. Tarun Kumar Khulbe <sup>1</sup>	Member	Executive, Non Independent

1 Mr. Tarun Kumar Khulbe was inducted as a Member w.e.f. 15<sup>th</sup> May, 2018. Mr. Subrata Bhattacharya ceased to be a Director and consequently a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

## BUSINESS RESPONSIBILITY REPORT

In terms of the provisions of Regulation 34 of SEBI LODR, top five hundred listed entities based on market capitalization as on 31st March of every financial year is required to prepare and present a Business Responsibility Report ('BRR') in the prescribed format to the shareholder. Since the Company does not fall in this category as on March 31, 2019, this regulation is not applicable to the Company

## POLICY ON PREVENTION OF SEXUAL HARASSMENT

Your 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 women 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 31<sup>st</sup> March, 2019, no complaints were received pertaining to sexual harassment.

Further, in terms of the provisions of the SEBI LODR the disclosures in relations to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the financial year ended on March 31, 2019, are as under:

- Number of complaints filed during the financial year: NIL
- Number of complaints disposed of during the financial year: NIL
- Number of complaints pending as on end of the financial year: NIL

#### STOCK EXCHANGES WHERE THE SHARES ARE LISTED

National Stock Exchange of India Ltd., ("NSE")	BSE Ltd.
Exchange Plaza, 5th Floor, Plot No. C/1,	Phiroze Jeejeebhoy Towers,
G – Block, Bandra-Kurla Complex,	Dalal Street,
Bandra (E), Mumbai – 400 051	Mumbai – 400 001

The annual listing fee was paid to both the Stock Exchanges. No shares of your Company were delisted during the Financial Year 2018-19. The Global Depository Shares ("GDS") are listed on Luxembourg Stock Exchange.

#### EXTRACT OF ANNUAL RETURN

The extract of annual return in Form MGT-9 in terms of the provisions of Section 92 (3) of the Companies Act, 2013 is annexed herewith as **Annexure IV** and is also posted on the website of your Company which can be accessed at the link:

<https://jslstainless.com/AnnualReports.html>

#### NUMBER OF BOARD MEETINGS

The Board of Directors met 4 (four) times during the financial year ended on 31<sup>st</sup> March, 2019. 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(10) of the Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI LODR, your 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 your Company's code of conduct or ethics policy and to ensure that whistleblower is protected. The Whistle Blower Policy is posted on the website of your Company and can be accessed at the link:

<http://jslstainless.com/pdf/WB%20Policy.pdf>

#### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS BY THE COMPANY UNDER SECTION 186 OF THE COMPANIES ACT, 2013 ("THE ACT")

The particulars of loans, guarantees and investments by your Company under Section 186 of the Act are stated in Notes to Accounts, forming part of the Annual Report.

#### CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

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 approval of the Audit Committee under omnibus approval route and / or under specific agenda before entering into such transactions.

Particulars of contracts or arrangements entered into by your 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 – V** to this Report.

Your Directors draw attention of the members to notes to the financial statements which inter-alia set out related party disclosures. The Policy on materiality of related parties transactions and dealing with related parties as approved by the Board may be accessed on your Company's website at the link:

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



In terms of Regulation 23 of the SEBI LODR, approval of the members for all material related party transactions will be taken at the ensuing AGM. The details pertaining to transaction with person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the Company is mentioned in the Standalone Financial Statement.

#### **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 31<sup>st</sup> March, 2019.

#### **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Nomination and Remuneration Committee (NRC) considers the best remuneration practice in the industry and while fixing the appropriate remuneration package and for administering the long-term incentive plans. Further, the compensation and packages of the Directors, key Managerial Personnel, Senior Management and other employees is designed in terms of remuneration policy framed by the NRC.

The remuneration policy of your company can be viewed at the following link:

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

#### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting financial position of your Company have occurred between the end of the financial year of the Company to which Financial Statements relate and the date of this Report.

#### **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 2018-19 there was no such significant material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### **SECRETARIAL STANDARDS**

The Directors state that applicable Secretarial Standards, i.e., SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings', respectively, have been duly followed by the Company.

#### **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 31<sup>st</sup> March, 2019 and of the profit 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 the SEBI LODR, form part of the 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: May 20, 2019

Abhyuday Jindal  
Managing Director  
DIN: 07290474

Tarun Kumar Khulbe  
Wholetime Director  
DIN: 07302532

Corporate Profil

Statutory Reports

Financial Reports

## ANNEXURE I 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

##### ➤ Process Optimization:

- Specific Power consumption in Ladle Refining Furnace (LRF) has been reduced to 18 KWh/MT by reducing ladle holding time (flow rate of ladle purging is reduced) & controlling the opening % at Ladle refining furnace with the saving of 1776740 KWh Electrical Energy & cost of about 1.07 Cr.
- LPG consumption has been decreased at Caster section which is mainly used for Tundish & Sen preheating by following the below mentioned steps.
  - (a) Early replacement of worn-out Tundish covers to prevent heat losses.
  - (b) By reducing the chances of overheating by monitoring the Tundish temperature with the use of pyrometer. (Monitoring is usually done by Pyrometer regularly against a temperature of 1150+/-20 deg C.)
  - (c) It has successfully saved thermal energy of 630866841 Kcal and cost of 0.08Cr.

##### ➤ Increasing capacity of Transformer at Electric Arc Furnace-1:

- Capacity of 50MVA transformer which had been used at Electric Arc Furnace (EAF-1) has been increased to 120MVA (nearly 2.4 times).
- By achieving the capacity, specific power consumption at EAF on liquid metal has been reduced from 440 KWh/MT to 400 KWh/MT.
- On QP: it has been reduced to ever lowest 346 KWh/MT (From the last best figure 384 KWh/MT) by increasing productivity. It also leads to saving of nearly 26760740 Kcal of Energy with monetary saving of nearly 6.056 Cr.

##### ➤ Installation of MV Drive for AOD ID Fans:

- Auxiliary power consumption has been reduced by 2 KWh/T by installing MV drive leading to verified savings of 1.99 Cr with the saving of 3330000 KWh of electrical energy.

##### ➤ Installation of Intelligent Flow controller for Compressed Air:

- Flow controller has been installed with the investment of 3.5 Lakhs for compressed air which leads to the monetary saving of 23.97 Lakhs by saving electrical energy of 399600 KWh.

#### 2. Captive Power Plant Energy Conservation

##### ➤ Modification in Mill 2B & 2D for reduction in Specific Power Consumption of Mill:

- Bed height of Coal Mill was optimized & decreased to 80 mm from 100 mm and Throat gap (Airport Gap) was reduced to 80 mm from 90 mm.
- Air Restriction Gap was reduced to 6 mm from 12 to 18 mm.
- Classifiers of Mills were adjusted accordingly to maintain the required fineness.
- These modification resulted in reduction in specific power consumption & increased throughput of the mill.
- Annual Energy Savings of 129805 kWh financial saving of Rs.14.34 Lakhs per annum was achieved with an Investment of Rs. 2.5 Lakhs.

##### ➤ Installation of VFD in DMCCW Pump-2C:

- Reduction of Energy consumption by controlling the speed of DM cooling water Pump according to the cooling water flow requirement.
- We had to run the DM Cooling water pump with its discharge V/V in throttled condition to avoid the overloading of the Motor. After installing the VFD we are running the Pump with its Discharge V/V in fully open condition which led to
  - (a) Substantial reduction in throttling loss.
  - (b) Operating the Pump without overloading the Motor.
- Annual Energy Savings of 175392 kWh was achieved with financial saving of Rs.10.52 lakhs per annum with an investment of around Rs. 4.15 Lakhs.

- **Process Optimization for system efficiency enhancement by reduction of Aux steam consumption in soot blowing of boiler:**
  - Process of cleaning of ash & soot deposited on water walls of radiant heat transfer zone was optimized.
  - Duration & frequency of cleaning of ash & soot deposited on water walls i.e radiant heat transfer zone (first pass) of boiler was optimized taking under consideration various boiler parameters like spray, metal temp etc.
  - Annual high pressure, high temperature steam Savings of 1980 ton was achieved with financial saving of Rs.39.6 Lakhs per annum.
- **Reduction in Auxiliary Power Consumption by 2 compressors operation:**
  - Retrofitting of Valves in the igniter cooling & Air line process modification to reduce compressed air consumption.
  - Regenerative type air drier operation optimization & various leakage point identification & rectification.
  - Completion of activities resulted in 2 Compressor operation during normal plant operation instead of 3 compressors.
  - Annualized energy saving potential of 1,089,000 KWh with annualized saving of Rs.59.89 Lakhs.

### 3. Ferro Alloy Plant Energy Conservation

- **Waste Heat Recovery:**
  - Utilizing waste heat out of flue gases generated from 60 MVA furnaces by passing through WHRB & generating steam which is supplied to CRM.
- **Process Optimization:**
  - Stabilization of Briquette production with respect to quality & quantity able to use 100% Briquettes in furnace.
  - Modification in furnaces design & preventive maintenance.
  - Above two facilitated us to reduce the furnaces at higher loads & reduced the specific power consumption
  - Achieved business Results in reduction of Furnace Specific Power for H C Ferro Chrome totalizing to an extent of 1, 77, 15,717 kWh per annum leading to a cost saving of Rs. 10.6 Crores
- **Reduction in Aux Energy Consumption through Optimal operation of Compressor**
  - Previously two compressors of 300 KW motor rating used to be in service in order to supply air for operation of equipments in Ferro Alloys Complex.
  - 3 no's of 37KW compressor were installed at different location of Ferro Alloys and were in idle condition.
  - It was decided to relocate them to Compressor area.
  - After shifting of Compressor and installation of Drier, air requirement and operation of compressors are being continuously monitored.
  - Annual Energy Savings of 1095000 KWh was achieved with financial saving of Rs. 65.70 Lakhs per annum with investment of Rs 13.50 Lakhs.

### 4. Cold Rolling Mill Energy Conservation

- **Installation of Capacitor Bank of capacity 3.24MVAR in CAPL area:**
  - To improve the PF to unity as well as reduction in energy consumption by 10% with the installation of a 3.24 MVAR capacitor bank.
  - Power factor of CAPL was nearly equal to 0.93. After installing the capacitor bank the power factor is almost maintained to 0.99.
  - Verified annual energy saving after implantation of capacitor bank is 572.533 KVA with a monetary benefit of Rs. 12.8 Lakhs due to improvement in Power Factor in last 9 months with an investment of Rs 12.49 lakhs.

### 5. Plant wide LED Replacement Project Executed by EnMS Cell:

- **Installation of LED lights:**
  - Conventional Light Fittings were replaced by Energy Efficient LED fittings.
  - Highlights of this project is
    - (a) Project executed under ESCO Mode where entire investment of Rs. 423.88 Lakhs is done by the vendor.
    - (b) Re-payment will be done in 24 EMI out of the savings achieved after completion of the project.
    - (c) 70% of the installation completed till the end of FY 2018-19 with an annual Energy saving potential of 2749777 kWh & Monetary benefit of 164.98 Lakhs.

**Note:** 1. Cost of Power is considered Rs. 6 /kWh  
2. Cost of LPG is considered Rs. 40 /Kg

## TECHNOLOGY ABSORPTION

### FORM OF DISCLOSURE OF PARTICULARS WITH RESPECT TO TECHNOLOGY ABSORPTION

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

Development of new products:

- a. Successful Development of new grades at JSL, Jajpur unit during the financial year 2018-19 includes niobium stabilized austenitic stainless steel 347, corrosion resistant grade 316L/EN1.4404 with %Mo 2.5 min.
- b. Successful development and Hot rolling of defense Grade - JD-1 to 5/5.5/6 mm.

2) Developmental achievements & Process Improvement:

- I. Development of Hairline Finish in Grade – 441.
- II. Improvement in surface quality in stabilized grade – 439.
- III. Hot rolling of slabs of high nitrogen steel grade to 3/4/6 mm in width <1300 mm.
- IV. Process route optimization and approval for supplying grade – 304/441/J4 in lifts and elevator segment.
- V. Establishment of Z-Mill – BA route for low nickel austenitic stainless steel grades for Holloware segment.
- VI. Successful supply of Grade – 439 through N1-2B route for optimization of mechanical properties for Auto segment.
- VII. Development of Grade – 441 for pump segment through CRAP route.
- VIII. Improvement in surface quality in grade JT by modifying hot rolling process variables.
- IX. Improvement in surface/edge quality in grade 410S/410DB.

3) Cost Reduction:

- a. Processing of 316L slabs in as-cast condition in width <1300 mm.
- b. Improvement of productivity in 300 series/JT grades at HAPL.

4) Benefits derived:

- a. Value addition of Grade – 441, HL finish–new application.

5) Research & Development activities:

- a. Industry-academia collaboration with IIT BBS to develop process technology & resolve technical issues as well as to gain a global recognition for leading stainless steel producer. Interaction with other reputed institutes IIT Chennai, IIT KGP, IMMT BBSR, and IIT Kanpur has also been carried out as an initiative for collaboration.
- b. Stand alone R&D testing facilities have been initiated for Salt spray test, Crevice/pitting corrosion test, Stress corrosion testing setup, R-bar evaluation etc. Facilities enhancement plan has been made by placing procurement order for Deep draw ability test equipment, Muffle furnace, Potentiostat, Thermocalc, Minitab, LECO. Use of BCG analytical tool & Vegam platform for defect correlation with process parameters.
- c. **Expenditure on R&D:**

	(₹ in Lakhs)
Capital	308
Revenue	45
Total	353
Total R&D expenditure as percentage of turnover	0.03

## AWARDS AND RECOGNITION

In pursuit business excellence, your company has undertaken various initiatives under operational excellence drive such as quality circle, work place management(5S) and participation in various awards and recognition scheme with focus of people development through training, awareness and participation specifically from grass root level, lower and middle management personnel.

### 7<sup>th</sup> Annual Manufacturing Today Awards -2018:

Your company has received 7th Annual Manufacturing Today Awards 2018 for the 'Excellence in Training & Skill Development 2018 (Large) Category' on 21st September 2018 in function held in Mumbai.

**Exceed Award -2018:**

The company has bagged 'Exceed Award-2018' in PLATINUM category for "Training Excellence in HR" in steel sector.

**17<sup>th</sup> Greentech Safety Platinum Award -2018:**

Your company has received 17<sup>th</sup> Annual Genentech Safety PLATINUM Award-2018 in Metal & Mining Sector for the FY 2018-19 for outstanding achievement in Safety Management.

**18<sup>th</sup> Annual Greentech Environment Gold Award -2018:**

The company has bagged the prestigious "18<sup>th</sup> Annual Green-tech Environment Gold Award – 2018" in Metal & Mining Sector.

**APEX INDIA Environment Excellence Award -2018:**

Your company has also received the Apex India Environment Excellence Award 2018 in Gold category for its contribution in environment excellence. The award was received on 18<sup>th</sup> February 2019 at New Delhi.

**Gold Award in CCQC-2018:**

Your Company participated in CCQC (Chapter Convention on Quality Concepts) with total 13 QC teams at Rungta College of Engineering and Technology, Raipur (organized by QCFI, Bhilai Chapter) and Rourkela Institute of Management Studies (organized by QCFI, Rourkela Chapter) on 8<sup>th</sup> & 9<sup>th</sup> September 2018 and on 22<sup>nd</sup> & 23<sup>rd</sup> September 2018 and have won 12 Gold Awards for their case study presentation.

**Par Excellence Award in NCQC -2018:**

Your Company participated in National Convention on Quality Concepts (NCQC) 2018 with 12 Quality Circle teams held at Gwalior (organized by QCFI) from 20<sup>th</sup> to 23<sup>rd</sup> December 2018 and have won '12 Par Excellence' Awards.

**Gold Awards at International Convention on Quality Control Circles (ICQCC) 2018:**

Your company has bagged two Gold (highest category) awards in International Convention on Quality Control Circles (ICQCC) 2018 at Singapore held during 22<sup>nd</sup> to 24<sup>th</sup> October 2018.

**First Position in 31<sup>st</sup> State level CII QC Competition 2018:**

Your company participated in '31<sup>st</sup> CII State level Quality Circle Competition' held on 7<sup>th</sup> December, 2018 at Bhubaneswar and adjudged as Winner, securing FIRST position in the state level competition.

**A. Cold Rolling Mill****i. Efforts made, in brief, towards technological absorption, adaptation and innovation:**

Jajpur CRM plant comprises the latest technology from Europe, any and every increase in yield or decrease in consumables has a large effect on the carbon foot print & also cost to the Company. Being one of the leading producers of the SS in the country & even with the state-of-the-art technology and equipment's we have made continual efforts to further reduce wastages and improve beyond the designed capabilities.

CRM has also been continually making efforts in making out maximum from the existing resource like:

- Capacity enhancement of CGPL by installation of new coilers with increased Load capacity of 28 MT and Seam welder to make it continuous.
- Successfully tapped difficult market segment where aesthetic is critical for most of the OEMs like OTIS, MITSUBISHI, JOHNSON, WITTUR and also samples approval pending from HITACHI, FUJITEC, KONE, ThyssenKrupp.
- Installation of Lamiflex machine to pack low weight coils and reduce packing cost.
- Indigenous manufacturing and installation of Pressure pad at HBA line to remove dust particles & Paper winder to recover ILP at HBA Line.
- Replacing Neolyte pickling cover with SS (earlier PP material) to improve safety productivity at CAPL.
- Introduced PVC with JSL logo to improve brand name of JSL.
- In-house grinding arrangement for scale breaker and tension leveler rolls



**I. Benefits derived as a result of the above efforts:**

The overall benefits from the initiatives taken are apparent. To name some:

- Increase in productivity of CGPL line leading to ever highest net production in the month of March'19.
- Reduction in overall packing cost by 14%.
- Increased FG production in FY'18-19 wrt FY'17-18

**II. Awards:**

- Two teams (Team Udyogi & Team Creation) were awarded with Gold at National level in NCQC.
- One team "Parivartan" was awarded Gold at international level in ICQCC.

**B. Steel Melting Shop**

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

Outstanding efforts have been made towards reduction of both conversion cost and raw material cost with the aid of improvement of operating practices which led to decline of costs incurred for refractory, power, fuel and electrode and use of cheaper raw materials.

In addition to the achievements, efforts towards conservation of energy have been commendable. Liquid Chrome usage has been introduced in transfer ladle alongside EAF with 40% increase in Liquid Cr consumption. An induction furnace is started intended to run on inadvertent power only. Average per day inadvertent power saving is 5 MW.

Parallel to the production, the commitment towards environment and safety has also 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 in comparison to the previous years.

New grades like JD1, UNS 2205, HNS, 321H were produced which added new dimension stainless steel market segment.

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

- Efforts towards continual improvement have resulted in **capacity utilization** of plant.
- **Specific power consumption** was reduced in EAF from 440 KWh/T to 400 KWh/T on liquid metal & from 384 KWh/T to 346 KWh/T on QP.
- **Electrode consumption** was reduced from 3.2 Kg/T to 2.90 Kg/T.
- **AOD Process times** were reduced from 90mins to 72mins in 409L grade & from 85 mins to 74mins in 304L grade respectively. **Flux consumption** was also reduced from 120Kg/T to 105Kg/T.
- **Lowest Ever specific power consumption (10.97 KWh/T) was achieved at LRF.**
- **Casting speed of 409L grade was increased from 0.92 to 1.12 ppm** with the use of Tundish Gas Diffuser (TGD) by minimizing the number of slowdowns. Coming to the quality, **slab shape of 400 series was controlled** by using 04 foot rollers.
- **New vertical burner was fabricated & erected near E 7.1 column with dual firing burner of COG & LPG** for reducing delay of ladle handling. Also Lance manipulator was interchanged between EAF2 to EAF1 to produce more no of heats at EAF1.
- **Installation of Compressed Air lines for dome sealing** instead of nitrogen from compressor **by saving cost up to 4.21 Lakhs per month.**
- **Hopper Heater system is installed** for bunker no.3 of spar briquetting at LRF to reduce the moisture content in Spar **thereby enhancing the slab quality at caster.**

**C. Ferro Alloys**

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

- Modification & design changes in Briquetting plant increased the production capacity.
- Modifications done in Metal recovery plant increased the processing capacity of slag.

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

- Reduction in HCFC specific power to 3,525 kWh compared to previous year 3,613kWh.

## D. Captive Power Plant

Captive Power Plant (2X125MW) generated lesser units of power as compared to last F.Y. This is due to saving of inadvertent power flow of the grid.

### Efforts made:

- In house modification in Bowl Mill /pulveriser 2B & 2D for reduction in Specific Power Consumption of Mill and increase in Mill throughput. Annualized savings of Rs 14.34 Lakhs.
- VVFD Installation in DM Cooling water Pump 2C for reduction of Power Consumption @ 600 Kwh/ day. Annualized savings of Rs 10.52 Lakhs.
- Igniters cooling & Air line process modification for 02 Air Compressor Operation in place of 03 air compressors during normal plant operation. Annualized savings of Rs 59.89 Lakhs.
- Process Optimization for system efficiency enhancement by reducing Aux. steam consumption for soot blowing system of boiler. Annualized savings of Rs 39.6 Lakhs.
- Operation cost reduction of Ash handling plant compressor by retrofitting of lube oil with synthetic oil, Enhanced compressor efficiency, Low cost & more usable time. Annualized savings of Rs 4.77 Lakhs.

### Future action plan:

- Condenser Cycle & cooling tower Performance enhancement by replacement of CT Fan fills & provision of additional header in CT Cell & adopting autoclaved partition wall provision.
- Ceramic Liner & Air canon blasting mechanism Modification in feeder outlet pipe for enhancing coal flow ability.
- VFD for Seal Air Fan for energy savings.
- Electronic step control in FD fan blade pitch in place of pneumatic.
- Coal Flow ability enhancement through quenching of chemicals during rainy season.

### CRMHS (Central Raw material handling system)

#### Efforts made:

- Installation of J12C2 conveyor which will be the standby feeding conveyor for Captive Power Plant.
- Alternative feeding arrangement at Conveyor J6C-1 for reduction of demurrage charges / maintains stable bunker level during rake unloading.

#### Benefits derived as a result of the above efforts

- Reduce the risk of single conveyor feeding to CPP and ensure redundant conveyor line for continuous coal feeding.
- Reduce Raked demurrage Charges Rs. 18 Lakhs during the FY-18-19.

#### Future action plan:

Ring Granulator Crusher to be installed in conveyor J2C1 discharge.

#### Benefits derived as a result of the above efforts

- The rake unloading circuit is separated from coal feeding circuit.
- Maximum utilization of truck tipplers to reduce manual unloading & saving the coal unloading / feeding cost by Rs 40/MT.
- The generation cost of power reduced due to lower coal handling cost (Avg. 1.2p/Unit).
- The environmental impact due to fugitive dust emission has reduced.

### MRSS (Main Receiving Substation)

#### Efforts made:

- In house PLC based Demand controller automation & electrode raise logic development for maximizing utilization of generated power.
- Integration of key plant load status (SMS EAFs & FeCr SAFs) in Energy Management System portal for better monitoring and effective power management.

#### Benefits derived as a result of the above efforts

- Total Inadvertent power reduced by 50 MU over previous year.
- Total Inadvertent power reduced to 3% of total net generation from 6% in previous year.

#### Future action plan:

- Composite Islanding and Load management system implementation for improving power plant and balance load survival during grid islanding.
- Communication system automation for reducing inadvertent power flow to grid.

#### E. Railway Siding

##### I. Efforts made & benefits derived, in brief, towards technological absorption, adaptation and innovation:

- JSL awarded as AEO- 2 Tier Status holder from Department of Revenue , Ministry of Finance, New Delhi

AEO-2 tier certification benefited significantly in terms of time and cost reductions through its provisions such as Direct Port Delivery, Direct Port Entry, hassle free customs clearances and deferment in payment of import duties. Furthermore, efforts taken to increase exim traffic by rail as well as several steps taken to increase re-use of import containers for exports has resulted in significant savings in the land logistics costs of exim cargo.

- Update on Inland Container Depot setup

All government clearances and statutory approvals to establish a rail-linked ICD has been obtained, and the ICD is likely to become operational by quarter I. This shall help in safeguarding against potential exim containers demurrage charges, and expedite customs clearances. The ICD shall be available for public use and shall facilitate LCL consolidation. For JSL the ICD shall generate additional revenue on the volumes handled by them.

- Update on Railway Siding

Railway Siding at JSL was converted to a Private Freight Terminal during the year, thereby enabling multiple users to operate at the siding and its leveraging for additional revenue. Significant increase in cost effective multimodal handling of bulk, FG and exim cargoes has been achieved.

Foreign Exchange Earnings & Outgo	2018-19 (₹ in Crore)
Foreign Exchange Earnings	2,374.76
Foreign Exchange Outgo	4,887.81

## ANNEXTURE – II TO DIRECTORS REPORT

### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

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

To,  
The Members,  
Jindal Stainless Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the 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 conduct/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 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 audit period, covering the financial year ended on March 31, 2019 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, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

1. 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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
  - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - e. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - f. 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 and confirmed by the management, that is to say:
  - a. Mines Act, 1952 read with Mines Rules, 1955;
  - b. Mines and Minerals (Development and Regulation) Act, 1957 and Mineral Conservation and Development Rules, 1985;
  - c. Mines Vocational Training Rules, 1966;
  - d. Metalliferous Mines Regulations, 1961.
  - e. Mines Rescue Rules, 1985;
  - f. Mining Leases (Modification of Terms) Rules, 1956.
  - g. Payment of Wages Act, 1936 and Payment of Wages (Mines) Rules, 1956;
  - h. The Payment of Undisbursed Wages (Mines) Rules, 1989;
  - i. The Iron Ore Mines Manganese Ore Mines and Chrome Ore Mines Labour Welfare Fund Rules, 1978;
  - j. Iron Ore Mines Manganese Ore Mines and Chrome Ore Mines Labor Welfare Fund Act, 1976;
  - k. Orissa Minerals (Prevention of Theft, Smuggling & Illegal Mining and Regulation of Possession, Storage, Trading and Transportation) Rules, 2007 along with OMPTS Amendment Rules, 2015;
  - l. Orissa Minor Mineral Concession Rules, 2004;
  - m. Collection of Statistics Act, 2008;

We have also examined compliance with the applicable clauses of the Secretarial Standards 1, 2 and 3 issued by the Institute of Company Secretaries of India;

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

**Management Responsibility:**

1. 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;
2. 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;
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company;
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
5. 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;
6. 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.

**Recommendations as a matter of best practice:**

In the course of our audit, we have made certain recommendations for good corporate practices to the compliance team, for its necessary consideration and implementation by 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 and Committee 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** 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 undertaken any specific event/action that can have a major bearing on the company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For M/s Vinod Kothari & Company  
Company Secretaries in Practice**

Arun Kumar Maitra  
Partner  
Membership No: A3010  
CP No.: 14490

Date: May 17, 2019  
Place: Kolkata

**ANNEXURE I**  
**LIST OF DOCUMENTS**

1. Corporate Matters
- 1.1 Minutes books of the following Committees were provided in original
  - 1.1.1 Board Meeting
  - 1.1.2 Audit Committee
  - 1.1.3 Nomination and Remuneration Committee
  - 1.1.4 Stakeholders Relationship Committee
  - 1.1.5 Corporate Social Responsibility Committee;
  - 1.1.6 Risk Management Committee;
  - 1.1.7 Sub –Committee of Board of directors meeting
  - 1.1.8 Annual General Meeting and Extra Ordinary General Meeting
  - 1.1.9 Separate Meeting of Independent Directors;
- 1.2 Annual Report 2017-18
- 1.3 Memorandum and Articles of Association
- 1.4 Disclosures under Act, 2013 and Listing Regulations;
- 1.5 Policies framed under Act, 2013 and Listing Regulations;
- 1.6 Documents pertaining to Listing Regulations compliance
- 1.7 Forms and returns filed with the ROC and RBI
- 1.8 Checklists duly filled for specific laws
- 1.9 Register maintained under Act, 2013
- 1.10 Disclosures under SEBI (Prohibition of Insider Trading) Regulations, 2015
- 1.11 Disclosures under SEBI (Substantial Acquisition & Shares Takeover) Regulations, 2011.

Corporate Profile

Statutory Reports

Financial Reports



**ANNEXURE – III 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://jislstainless.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. Tarun Kumar Khulbe – Member<sup>s</sup>

*<sup>s</sup>Mr. Tarun Kumar Khulbe was appointed as a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018. Mr. S. Bhattacharya ceased to be Director and consequently Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.*

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) Total amount spent voluntarily in the financial year: ₹ 2,31,76,533#
- (d) Manner in which the amount spent during the financial year is provided below.
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 the Company.
- \* 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 average net profits during the preceding three financial years, hence the average net profit has been shown as NIL.
- # The Company was not required to spend on CSR as per provisions of Section 135 of the Companies Act, 2013 read with relevant rules thereof. However, the Company has voluntarily spent amount of ₹ 2,31,76,533 during Financial Year. 2018-19, hence the same is disclosed in this report.

CSR project or activity indentified	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 spent on the project or programs sub-heads (in Rs.)	Cumulative expenditure upto the reporting period \$ (in Rs.)	Amount spent: Direct or through implementing agency
<b>Promotion of Education &amp; Skill Training:</b> Digital Equaliser Programme, Early Childhood Education and Care Student to Scholar Programme; Village Library Subject teachers for Budhraja High School; Computer Education in High Schools; Deskit school bags for children; SKill Training - for local Youths in IT, Tractor Driving Course for women, Beauty & Wellness, Sewing, advance electrical, Special Education to hearing impaired and Sports Education Project.	Promotion of Education and Skill Development	Danagadi, Sukinda and Korei Blocks of Jajpur District of Odisha	76,63,383	76,63,383	Both directly and through implementing agency
<b>Promoting Gender Equality and Women Empowerment:</b> Women Self help Groups; Sanjivane Programme : Livelihood Promotion Activities (food processing, ASMITA Boutique, ASMITA Production centre, Sahaja Sanitary Napkin etc.); Tailoring Training Centres, Boutique centres, Farm income generating activities such as diary, goater, sheepery, poultry, mushroom cultivation etc. are promoted; Create awareness on women's health and nutrition; Grassic Design project running at Antia village to promote traditional art & craft.	Women Empowerment and Gender Equality	Danagadi, Sukinda, and Dharamsala Blocks of Jajpur District, Odisha	42,94,574	42,94,574	Both directly and through implementing agency
<b>Integrated Health Care:</b> Static and Mobile Health Clinics with free dispense of medicines; Dental Care Units at Nadiabhanga, Kaliapani and CHC, Danagadi; Malaria Control Programme, Awareness on different other health issues	Promoting health care including preventive health care and awareness	Danagadi and Sukinda Blocks of Jajpur District of Odisha	41,13,328	41,13,328	Both directly and through implementing agency
<b>Rural Development Projects:</b> Farmers development project Renovation of Farmers incubation centre, Safe Drinking Project in schools, Solar water system for Agriculture Development Project	Rural Development Projects	Danagadi, Sukinda and Korei Blocks of Jajpur District of Odisha and also Cuttack and Khurda Districts	66,85,827	66,85,827	Both directly and through implementing agency
<b>Administration &amp; Misc expenses</b>	Admin Overhead	Danagadi,	4,19,420	4,19,420	Direct
		<b>TOTAL</b>	<b>2,31,76,533</b>	<b>2,31,76,533</b>	

\$ Though the Company has been voluntarily spending on CSR initiatives for several years, for the purpose of computing cumulative expenditure, amount incurred during the financial year 2016-17 (when the Company was first required to publish the report on CSR), has been added to the CSR expenditure incurred during the year 2018-19.

# ANNEXURE IV TO DIRECTORS REPORT

## Form No. MGT-9 EXTRACT OF ANNUAL RETURN as on the financial year ended on 31<sup>st</sup> March, 2019

[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	29 <sup>th</sup> 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 Noble Heights, 1 <sup>st</sup> Floor, Plot No. NH2, C1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 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 FZE, Dubai Jebel Ali Free Zone, Dubai, United Arab Emirates	N.A.	Subsidiary	100.00	2(87)(ii)
2	PT Jindal Stainless Indonesia Kawasan Industri, Masplon, VI Desa Sukomulyo Manyar Gresik 61151, Indonesia	N.A.	Subsidiary	99.99	2(87)(ii)
3	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)
5	Iberjindal S.L., Spain Ctra. Cordoba – Malaga, km 80'800, 14900 Lucena (Cordoba) Espana	N.A.	Subsidiary	65.00	2(87)(ii)
6	Jindal Stainless Park Limited Plot No. 649, Kalinga Nagar Industrial Complex, P.O. Danagadi, Jaipur, Odisha - 755026	U45202OR2019PLC030345	Subsidiary	100.00	2(87)(ii)
7	Jindal United Steel Limited O.P. Jindal Marg, Hisar – 125005, Haryana	U28113HR2014PLC053875	Associate	26.00	2(6)
8	Jindal Coke Limited O.P. Jindal Marg, Hisar – 125005, Haryana	U23101HR2014PLC053884	Associate	26.00	2(6)
9	Jindal Stainless Corporate Management Services Pvt. Ltd. Jindal Center, 12, Bhikaiji Cama Place, New Delhi	U74140HR2013PTC049340	Associate	50.00	2(6)

#### 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 – 1 <sup>st</sup> April, 2018 (Face value of ₹ 2/- each)				No. of Shares held at the end of the year – 31 <sup>st</sup> March, 2019 (Face value of ₹ 2/- each)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	670,267		670,267	0.14	2,963,969	-	2,963,969	0.62	0.48
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Government	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	239,621,145	-	239,621,145	50.00	239,621,145		239,621,145	50.00	0.00
e. Banks / FI	-	-	-	-	-	-	-	-	-
f. Any Other	600	-	600	0.00	600	-	600	0.00	0.00
Sub-total (A) (1)	240,292,012	-	240,292,012	50.14	242,585,714	-	242,585,714	50.62	0.48
(2) Foreign									
a. NRIs – Individuals	7,500,873	-	7,500,873	1.57	7,532,171	-	7,532,171	1.57	0.00
b. Other – Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	54,260,440	-	54,260,440	11.32	54,260,440	-	54,260,440	11.32	0.00
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	61,761,313	-	61,761,313	12.89	61,792,611	-	61,792,611	12.89	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	302,053,325	-	302,053,325	63.03	304,378,325	-	304,378,325	63.51	0.48
B. Public Shareholding									
(1) Institutions									
a. Mutual Funds	15,365	14,300	29,665	0.01	15,451	14,300	29,751	0.01	0.00
b. Banks / FI	60,495,143	22,640	60,517,783	12.63	43,812,036	22,640	43,834,676	9.15	(3.48)
c. Central Govt.	-	-	-	-	-	-	-	-	-
d. State Govt.(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	538,755	-	538,755	0.11	-	-	-	-	(0.11)
g. FIIs/ Foreign Portfolio Investors	53,496,192	13,520	53,509,712	11.17	52,543,806		52,543,806	10.96	(0.21)
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Any Others	-	-	-	-	658,401	13,520	671,921	0.14	0.14
Sub-total (B) (1)	114,545,455	50,460	114,595,915	23.91	97,029,694	50,460	97,080,154	20.26	(3.66)

Category of Shareholders	No. of Shares held at the beginning of the year – 1 <sup>st</sup> April, 2018 (Face value of ₹ 2/- each)				No. of Shares held at the end of the year – 31 <sup>st</sup> March, 2019 (Face value of ₹ 2/- each)				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>(2) Non- Institutions</b>									
a. Bodies Corp.									
(i) Indian	15,926,659	61,091	15,987,750	3.34	12,664,230	61,091	12,725,321	2.66	(0.68)
(ii) Overseas	-	1,690	1,690	0.00	-	1,690	1,690	0.00	-
b. Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	20,324,607	2,647,426	22,972,033	4.79	30,667,478	2,457,216	33,124,694	6.91	2.12
(ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	2,783,503	-	2,783,503	0.58	7,100,980	-	7,100,980	1.48	0.9
(iii) Others	2,635,960	587,150	3,223,110	0.67	6,673,112	533,050	7,206,162	1.50	0.83
<b>Sub-total (B) (2)</b>	<b>41,670,189</b>	<b>3,297,357</b>	<b>44,968,086</b>	<b>9.38</b>	<b>57,105,800</b>	<b>3,053,047</b>	<b>60,158,847</b>	<b>12.55</b>	<b>3.18</b>
<b>Total shareholding of Public (B) = (B)(1)+(B)(2)</b>	<b>156,215,644</b>	<b>3,347,817</b>	<b>159,564,001</b>	<b>33.30</b>	<b>154,135,494</b>	<b>31,03,507</b>	<b>157,239,001</b>	<b>32.81</b>	<b>(0.48)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
Promoter & Promoter Group	16,734,984	-	16,734,984	3.49	16,734,984	-	16,734,984	3.49	0.00
Public	869,350	-	869,350	0.18	869,350	-	869,350	0.18	0.00
<b>Grand Total (A)+(B)+(C)</b>	<b>475,873,303</b>	<b>3,347,817</b>	<b>479,221,660</b>	<b>100</b>	<b>476,118,153</b>	<b>31,03,507</b>	<b>479,221,660</b>	<b>100</b>	<b>0.00</b>

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year – 1 <sup>st</sup> April, 2018 (Face value of ₹ 2/- each)			Shareholding at the end of the year – 31 <sup>st</sup> March, 2019 (Face value of ₹ 2/- each)			
		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	% change in share holding during the year
1	Abhinandan Investments Limited	811,350	0.17	0.17	811,350	0.17	0.17	0.00
2	Abhyuday Jindal	22,180	0.01	-	2,347,180	0.49	-	0.48
3	Arti Jindal	14,390	0.01	-	14,390	-	-	(0.01)
4	Colarado Trading Co Ltd	2,074,930	0.43	0.42	2,074,930	0.43	0.42	0.00
5	Deepika Jindal	69,265	0.01	-	69,265	0.01	-	0.00
6	Ever Plus Securities & Finance Limited	1,157,835	0.24	0.24	1,157,835	0.24	0.24	0.00
7	Gagan Trading Company Limited	2,454,295	0.51	0.51	2,454,295	0.51	0.51	0.00
8	Goswamis Credits & Investments Limited	877,795	0.18	0.13	877,795	0.18	0.13	0.0
9	Hexa Securities & Finance Co Ltd	4,931,175	1.03	1.03	4,931,175	1.03	1.03	0.00
10	Jindal Equipment Leasing and Consultancy Services Limited	5,735,555	1.20	1.20	5,735,555	1.20	1.20	0.00
11	JSW Holdings Limited	460,720	0.10	0.10	460,720	0.10	0.10	0.00
12	Nalwa Sons Investments Limited	347,945	0.07	0.07	347,945	0.07	0.07	0.00
13	Kamal Kishore Bhartia	3,550	0.00	-	3,550	0.00	-	0.00
14	Manjula Finances Ltd	1,012,080	0.21	0.21	1,012,080	0.21	0.21	0.00
15	Mansarover Investments Limited	3,797,210	0.79	0.79	3,797,210	0.79	0.79	0.00
16	Meredith Traders Pvt Ltd	422,210	0.09	0.09	422,210	0.09	0.09	0.00
17	Nalwa Engineering Co Ltd	747,290	0.16	0.16	747,290	0.16	0.16	0.0
18	Nalwa Investment Limited	1,707,110	0.36	0.36	1,707,110	0.36	0.36	0.00
19	Naveen Jindal	12,768	0.00	-	12,768	0.00	-	0.00
20	Naveen Jindal HUF	107,860	0.02	-	107,860	0.02	-	0.00
21	Parth Jindal	27,575	0.01	-	27,575	0.01	-	0.00
22	Prithvi Raj Jindal	31,298	0.01	-	31,298	0.01	-	0.00
23	P R Jindal HUF	58,290	0.01	-	58,290	0.01	-	0.00
24	Ratan Jindal	7,424,148	1.55	-	7,424,148	1.55	-	0.00
25	R K Jindal & Sons HUF	13,940	0.00	-	13,940	0.00	-	0.00
26	Renuka Financial Services Ltd	886,620	0.19	0.18	886,620	0.19	0.18	0.00
27	Rohit Tower Building Ltd	31,200	0.01	0.01	31,200	0.01	0.01	0.00
29	S K Jindal and Sons HUF	33,330	0.01	-	33,330	0.01	-	0.00
30	Sangita Jindal	94,658	0.02	-	94,658	0.02	-	0.00
31	Sarika Jhunjhunwala	76,725	0.02	-	76,725	0.02	-	0.00
32	Saroj Bhartia	40	0.00	-	40	0.00	-	0.00
33	Savitri Devi Jindal	88,573	0.02	-	88,573	0.02	-	0.00
34	Seema Jajodia	900	0.00	-	900	0.00	-	0.00
35	Sminu Jindal	43,875	0.01	-	43,875	0.01	-	0.00
36	Stainless Investments Limited	1,442,895	0.30	0.30	1,442,895	0.30	0.30	0.00
37	Sun Investments Pvt. Limited	9,296,780	1.94	1.94	9,296,780	1.94	1.94	0.00
38	Tanvi Shete	11,995	0.00	-	11,995	0.00	-	0.00
39	Tarini Jindal Handa	12,000	0.00	-	12,000	0.00	-	0.00
40	Tripti Jindal	12,175	0.00	-	12,175	0.00	-	0.00
41	Urvi Jindal	11,605	0.00	-	11,605	0.00	-	0.00
42	Vrindavan Services Private Limited	4,946,705	1.03	1.03	4,946,705	1.03	1.03	0.00
43	JSL Overseas Holdings Limited\$	54,260,440	11.32	11.18	54,260,440	11.32	11.18	0.00
45	Jindal Strips Limited	5,314,090	1.11	1.11	5,314,090	1.11	1.11	0.00
46	Siddeshwari Tradex Private Limited	2,755,890	0.58	0.58	2,755,890	0.58	0.58	0.00
47	Jindal Rex Exploration Private Limited	929,730	0.19	0.19	929,730	0.19	0.19	0.00



Sl. No.	Shareholder's Name	Shareholding at the beginning of the year – 1 <sup>st</sup> April, 2018 (Face value of ₹ 2/- each)			Shareholding at the end of the year – 31 <sup>st</sup> March, 2019 (Face value of ₹ 2/- each)			
		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	% change in share holding during the year
48	Jindal Stainless (Hisar) Limited	168,284,309	35.12	35.12	168,284,309	35.12	35.12	0.00
49	Jindal Coke Limited	6,920	0.00	-	6,920	0.00	-	0.00
50	Jindal United Steel Limited	6,920	0.00	-	6,920	0.00	-	0.00
51	Virtuous Tradecorp Private Limited	19,181,586	4.00	-	19,181,586	4.00	-	0.00
52	Sajjan Jindal (as a trustee for Sajjan Jindal Family Trust)	100	0.00	-	100	0.00	-	0.00
53	Sajjan Jindal (as a trustee for Sajjan Jindal Lineage Trust)	100	0.00	-	100	0.00	-	0.00
54	Sajjan Jindal (as a trustee for Sangita Jindal Family Trust)	100	0.00	-	100	0.00	-	0.00
55	Sajjan Jindal (as a trustee for Tarini Jindal Family Trust)	100	0.00	-	100	0.00	-	0.00
56	Sajjan Jindal (as a trustee for Tanvi Jindal Family Trust)	100	0.00	-	100	0.00	-	0.00
57	Sajjan Jindal (as a trustee for Parth Jindal Family Trust)	100	0.00	-	100	0.00	-	0.00
	Total	302,053,325	63.03	57.11	30,43,78,325	63.51	57.11	0.48

Note-1

\$ JSL Overseas Holdings Limited also holds 8,367,492 GDS representing 16,734,984 Equity shares of Rs.2/- each.

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

Sr. No.	Name of Shareholder	As on 1.4.2018		As on 31.3.2019		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 of issue of share/ disposed off	No of shares disposed off	No of shares acquired /issue	No. of shares at the end of the year
1	Abhinandan Investments Limited	811,350	0.17	811,350	0.17	-	-	-	811,350
2	Abhyuday Jindal*	22,180	0.01	2,347,180	0.49	-	-	-	2,347,180
3	Arti Jindal	14,390	0.01	14,390	0.00	-	-	-	14,390
4	Colarado Trading Co Ltd	2,074,930	0.43	2,074,930	0.43	-	-	-	2,074,930
5	Deepika Jindal	69,265	0.01	69,265	0.01	-	-	-	69,265
6	Ever Plus Securities & Finance Limited	1,157,835	0.24	1,157,835	0.24	-	-	-	1,157,835
7	Gagan Trading Company Limited	2,454,295	0.51	2,454,295	0.51	-	-	-	2,454,295
8	Goswamis Credits & Investments Limited	877,795	0.18	877,795	0.18	-	-	-	877,795
9	Hexa Securities & Finance Co Ltd	4,931,175	1.03	4,931,175	1.03	-	-	-	4,931,175
10	Jindal Equipment Leasing and Consultancy Services Limited	5,735,555	1.20	5,735,555	1.20	-	-	-	5,735,555
11	JSW Holdings Limited	460,720	0.10	460,720	0.10	-	-	-	460,720
12	Nalwa Sons Investments Limited	347,945	0.07	347,945	0.07	-	-	-	347,945
13	Kamal Kishore Bhartia	3,550	0.00	3,550	0.00	-	-	-	3,550
14	Manjula Finances Ltd	1,012,080	0.21	1,012,080	0.21	-	-	-	1,012,080
15	Mansarover Investments Limited	3,797,210	0.79	3,797,210	0.79	-	-	-	3,797,210

\* Refer table under Note No. 1.

Sr. No.	Name of Shareholder	As on 1.4.2018		As on 31.3.2019		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 of issue of share/ disposed off	No of shares disposed off	No of shares acquired /issue	No. of shares at the end of the year
16	Meredith Traders Pvt Ltd	422,210	0.09	422,210	0.09	-	-	-	422,210
17	Nalwa Engineering Co Ltd	747,290	0.16	747,290	0.16	-	-	-	747,290
18	Nalwa Investment Ltd	1,707,110	0.36	1,707,110	0.36	-	-	-	1,707,110
19	Naveen Jindal	12,768	0.00	12,768	0.00	-	-	-	12,768
20	Naveen Jindal HUF	107,860	0.02	107,860	0.02	-	-	-	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	0.01	58,290	0.01	-	-	-	58,290
24	Ratan Jindal	7,424,148	1.55	7,424,148	1.55	-	-	-	7,424,148
25	R K Jindal & Sons HUF	13,940	0.00	13,940	0.00	-	-	-	13,940
26	Renuka Financial Services Ltd	886,620	0.19	886,620	0.19	-	-	-	886,620
27	Rohit Tower Building Ltd	31,200	0.01	31,200	0.01	-	-	-	31,200
28	S K Jindal and Sons HUF	33,330	0.01	33,330	0.01	-	-	-	33,330
29	Sangita Jindal	94,658	0.02	94,658	0.02	-	-	-	94,658
30	Sarika Jhunjhunwala	76,725	0.02	76,725	0.02	-	-	-	76,725
31	Saroj Bhartia	40	0.00	40	0.00	-	-	-	40
32	Savitri Devi Jindal	88,573	0.02	88,573	0.02	-	-	-	88,573
33	Seema Jajodia	900	0.00	900	0.00	-	-	-	900
34	Sminu Jindal	43,875	0.01	43,875	0.01	-	-	-	43,875
35	Stainless Investments Limited	1,442,895	0.30	1,442,895	0.30	-	-	-	1,442,895
36	Sun Investments Pvt. Limited	9,296,780	1.94	9,296,780	1.94	-	-	-	9,296,780
37	Tanvi Shete	11,995	0.00	11,995	0.00	-	-	-	11,995
38	Tarini Jindal Handa	12,000	0.00	12,000	0.00	-	-	-	12,000
39	Tripti Jindal	12,175	0.00	12,175	0.00	-	-	-	12,175
40	Urvi Jindal	11,605	0.00	11,605	0.00	-	-	-	11,605
41	Vrindavan Services Private Limited	4,946,705	1.03	4,946,705	1.03	-	-	-	4,946,705
42	JSL Overseas Holdings Limited\$	54,260,440	11.32	54,260,440	11.32	-	-	-	54,260,440
43	Jindal Strips Limited	5,314,090	1.11	5,314,090	1.11	-	-	-	5,314,090
44	Siddeshwari Tradex Private Limited	2,755,890	0.58	2,755,890	0.58	-	-	-	2,755,890
46	Jindal Rex Exploration Private Limited	929,730	0.19	929,730	0.19	-	-	-	929,730
47	Jindal Stainless (Hisar) Limited	168,284,309	35.12	168,284,309	35.12	-	-	-	168,284,309
48	Jindal Coke Limited	6,920	0.00	6,920	0.00	-	-	-	6,920
49	Jindal United Steel Limited	6,920	0.00	6,920	0.00	-	-	-	6,920
50	Virtuous Tradecorp Private Limited	19,181,586	4.00	19,181,586	4.00	-	-	-	19,181,586
51	Saijan Jindal (as a trustee for Saijan Jindal Family Trust)	100	0.00	100	0.00	-	-	-	100
52	Saijan Jindal (as a trustee for Saijan Jindal Lineage Trust)	100	0.00	100	0.00	-	-	-	100
53	Saijan Jindal (as a trustee for Sangita Jindal Family Trust)	100	0.00	100	0.00	-	-	-	100
54	Saijan Jindal (as a trustee for Tarini Jindal Family Trust)	100	0.00	100	0.00	-	-	-	100
55	Saijan Jindal (as a trustee for Tanvi Jindal Family Trust)	100	0.00	100	0.00	-	-	-	100
56	Saijan Jindal (as a trustee for Parth Jindal Family Trust)	100	0.00	100	0.00	-	-	-	100
		302,053,325	63.03	304,378,325	63.51				

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

Sr. No.	Name of Shareholder	As on 1.4.2018		As on 31.3.2019		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	Elm Park Fund Limited	19,726,392	4.12	19,726,392	4.12	-	-	-	19,726,392
2	Hypnos Fund Limited	19,401,711	4.05	19,333,711	4.03	20.04.2018	38,000	-	19,333,711
						24.08.2018	30,000	-	
3	State Bank of India	23,811,594	4.97	13,056,541	2.72	02.11.2018	77,632	-	13,055,686
						09.11.2018	160,000	-	
						16.11.2018	105,622	-	
						23.11.2018	1,695,050	-	
						30.11.2018	964,791	-	
						07.12.2018	190,203	-	
						14.12.2018	1,487,361	-	
						21.12.2018	1,402,300	-	
						28.12.2018	20,766	-	
						31.12.2018	64,136	-	
						04.01.2019	1,662,953	-	
						11.01.2019	296,672	-	
						18.01.2019	409,507	-	
						25.01.2019	278,825	-	
						01.02.2019	507,439	-	
						08.02.2019	1,150,513	-	
						15.03.2019	28,000	-	
						22.03.2019	50,000	-	
						29.03.2019	202,583	-	
4	Punjab National Bank	8,859,335	1.85	8,059,872	1.68	07.09.2018	84,062	-	8,059,872
						14.09.2018	15,000	-	
						21.09.2018	301,529	-	
						29.09.2018	105,000	-	
						19.10.2018	35,000	-	
						16.11.2018	258,872	-	
5	India Max Investment Fund Limited	3,957,980	0.83	3,997,980	0.83	31.08.2018	-	5,000	3,997,980
						07.09.2018	-	5,000	
						19.10.2018	-	30,000	
6	Albula Investment Fund Ltd	3,609,070	0.75	3,609,070	0.75	-	-	-	3,609,070
7	IDBI Bank Ltd.	3,196,930	0.67	3,196,930	0.67	-	-	-	3,196,930
8	Bank of Baroda	3,158,567	0.66	3,158,567	0.66	-	-	-	3,158,567
9	Elara India Opportunities Fund Limited	2,755,000	0.57	2,755,000	0.57	-	-	-	2,755,000
10	Allahabad Bank, IFB, New Delhi	2,537,084	0.53	2,537,084	0.53	-	-	-	
11	Canara Bank, Mumbai	3,057,358	0.64	2,503,650	0.52	10.08.2018	13,708	-	2,537,084
						17.08.2018	30,000	-	
						24.08.2018	10,000	-	
						07.09.2018	37,900	-	
						14.09.2018	52,100	-	
						21.09.2018	156,292	-	
						29.09.2018	53,708	-	
						12.10.2018	20,000	-	

Sr. No.	Name of Shareholder	As on 1.4.2018		As on 31.3.2019		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
12	Sal Real Estates Pvt. Ltd	3,122,634	0.65	472,171	0.10	06.04.2018	12,000	-	472,171
						13.04.2018	320,000	-	
						27.04.2018	50,000	-	
						11.05.2018	304,000	-	
						18.05.2018	254,000	-	
						25.05.2018	85,563	-	
						01.06.2018	-	106,822	
						15.06.2018	-	26,000	
						30.06.2018	272,424	-	
						06.07.2018	777,045	-	
						13.07.2018	-	144,000	
						20.07.2018	-	15,000	
						27.07.2018	50,000	-	
						10.08.2018	-	64,500	
						29.09.2018	1,004,853	-	
						05.10.2018	-	189500	
						26.10.2018	200,000	-	
						30.11.2018	-	232,000	
						07.12.2018	200,000	-	
						21.12.2018	32,000	-	
						31.12.2018	-	12,500	
						04.01.2019	10,900	-	
						25.01.2019	-	132,000	

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Name of Shareholder	As on 01.04.2018		As on 31.03.2019		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	1.55	74,24,148	1.55	-	-	-	74,24,148
2	Mr. Abhyuday Jindal	22,180	0.00	23,47,180	0.49	-	-	-	23,47,180
3	Mr. Gautam Kanjilal	-	-	-	-	-	-	-	-
4	Mr. Suman Jyoti Khaitan	-	-	-	-	-	-	-	-
5	Mr. T.S. Bhattacharya	10,000	0.00	10,000	0.00	-	-	-	10,000
6	Mr. Subrata Bhattacharya*	10	0.00	10	0.00	-	-	-	10
7	Ms. Bhaswati Mukherjee*	-	-	-	-	-	-	-	-
8	Dr. Rajeev Uberoi *	-	-	-	-	-	-	-	-
9	Mr. Anurag Mantri	-	-	11,676	0.00	-	-	-	11,676
10	Mr. Sunil Yadav*	-	-	790	0.00	-	-	-	-
11	Mr. Navneet Raghuvanshi	-	-	-	-	-	-	-	-

\* Mr. Subrata Bhattacharya ceased to be Director w.e.f. from 15<sup>th</sup> May, 2018. Mr. Sunil Yadav ceased to be the Company Secretary w.e.f. 25<sup>th</sup> April, 2018. Mr. Navneet Raghuvanshi has been appointed as the Company Secretary w.e.f. 25<sup>th</sup> April, 2018.

\* Refer table mentioned under Note No. 1

**Note :**

**1. Details of shares acquired/disposed by Mr. Abhyuday Jindal**

Date	No. of shares disposed off	No. of shares acquired
10-Dec-18	-	30,000
11-Dec-18	-	13,000
12-Dec-18	-	15,000
13-Dec-18	-	34,000
14-Dec-18	-	43,000
17-Dec-18	-	15,000
18-Dec-18	-	35,000
19-Dec-18	-	28,000
20-Dec-18	-	20,000
21-Dec-18	-	20,000
24-Dec-18	-	23,500
26-Dec-18	-	25,000
27-Dec-18	-	5,569
28-Dec-18	-	13,000
31-Dec-18	-	12,031
1-Jan-19	-	12,000
2-Jan-19	-	22,000
3-Jan-19	-	17,900
4-Jan-19	-	10,000
7-Jan-19	-	8,000
8-Jan-19	-	20,000
9-Jan-19	-	30,000
10-Jan-19	-	2,000
14-Jan-19	-	30,656
15-Jan-19	-	29,344
16-Jan-19	-	30,000
17-Jan-19	-	32,000
18-Jan-19	-	19,000
22-Jan-19	-	30,000
23-Jan-19	-	35,000
11-Feb-19	-	100,000
12-Feb-19	-	100,000
13-Feb-19	-	50,000
14-Feb-19	-	65,000

Date	No. of shares disposed off	No. of shares acquired
15-Feb-19	-	100,000
18-Feb-19	-	100,000
19-Feb-19	-	100,000
20-Feb-19	-	100,000
21-Feb-19	-	79,846
22-Feb-19	-	50,154
25-Feb-19	-	15,000
26-Feb-19	-	55,000
27-Feb-19	-	60,000
1-Mar-19	-	60,000
8-Mar-19	-	25,000
13-Mar-19	-	70,000
14-Mar-19	-	100,000
15-Mar-19	-	50,000
18-Mar-19	-	70,000
19-Mar-19	-	50,000
20-Mar-19	-	40,000
22-Mar-19	-	60,000
25-Mar-19	-	50,000
26-Mar-19	-	50,000
27-Mar-19	-	65,000
<b>Total</b>		<b>2,325,000</b>

## V. INDEBTEDNESS

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

(Amount in ₹ in Crore)

Particulars	Secured Loans excluding deposits	Unsecured Loans	0.01% Optionally Convertible Redeemable Preference Shares	Working Capital	Total Indebtedness
<b>Indebtedness at the beginning of the financial year – 1<sup>st</sup> April, 2018</b>					
(i) Principal Amount	2,456.80	900	606.50	765.54	4,728.84
(ii) Interest due but not paid	0.24	-	-	-	0.24
(iii) Interest accrued but not due	16.07	-	-	-	16.07
<b>Total (i+ii+iii)</b>	<b>2,473.11</b>	<b>900</b>	<b>606.50</b>	<b>765.54</b>	<b>4,745.15</b>
<b>Change in Indebtedness during the financial year</b>					
(i) Addition	(82.05)	-	(88.42)	-	(170.47)
(ii) Reduction	406.97	-	-	292.57	699.54
Net Change	324.92	-	(88.42)	292.57	529.07
<b>Indebtedness at the end of the financial year – 31<sup>st</sup> March, 2019</b>					
(i) Principal Amount	2,049.83	900	694.92	472.97	4,117.72
(ii) Interest due but not paid	81.00	-	-	-	81.00
(iii) Interest accrued but not due	17.36	-	-	-	17.36
<b>Total (i+ii+iii)</b>	<b>2,148.19</b>	<b>900</b>	<b>694.92</b>	<b>472.97</b>	<b>4,216.08</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(Amount in ₹ Lakhs)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager			Total Amount
1.	Gross Salary	Mr. Ratan Jindal (CMD)*	Mr. Tarun Kumar Khulbe (WTD)**	Mr. Subrata Bhattacharya (WTD)**	
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	NIL	117.98	39.01	156.99
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	NIL	3.04	0.48	3.52
	(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	NIL	NIL	NIL	NIL
	- as % of profit	NIL	NIL	NIL	NIL
	- others, specify	NIL	NIL	NIL	NIL
5.	Others (Provident Fund)	NIL	4.36	0.90	5.26
	<b>Total (A)</b>	<b>NIL</b>	<b>125.38</b>	<b>40.39</b>	<b>165.77</b>
	Ceiling as per the Act **	NIL	NIL		NIL

\* Mr. Ratan Jindal has received salary of Rs. 1395.08 Lakhs from Jindal Stainless FZE, subsidiary of the Company during the financial year 2018-19. This remuneration doesn't include remuneration accrued and not paid to Mr. Ratan Jindal.

\*\* Mr. Subrata Bhattacharya ceased to be Director of the Company w.e.f. 15<sup>th</sup> May, 2018. Mr. Tarun Kumar Khulbe was appointed as Wholetime Director w.e.f. 15<sup>th</sup> May, 2018.



## B. REMUNERATION TO OTHER DIRECTORS

### 1. Independent Directors

(₹ in Lakhs)

Particulars of Remuneration	Name of Directors				Total Amount
	Mr. Suman Jyoti Khaitan	Mr. T.S. Bhattacharya	Ms. Bhaswati Mukherjee 2	Dr. Rajeev Uberoi 2	
Fee for attending board /committee meetings	5.20	2.60	4.00	4.60	16.40
Commission	-	-	-	-	-
Others, please specify	-	-	-	-	-
<b>Total (1)</b>	<b>5.20</b>	<b>2.60</b>	<b>4.00</b>	<b>4.60</b>	<b>16.40</b>

### 2. Other Non-Executive Directors

(₹ in Lakhs)

Other Non-Executive Directors	Mr. Gautam Kanjilal	Total Amount
Fee for attending board committee meetings	4.80	4.80
Commission	-	-
Others, please specify	-	-
<b>Total (2)</b>	<b>4.80</b>	<b>4.80</b>
Total Managerial Remuneration (A+B)		
Overall Ceiling as per the Act	N.A.	N.A.

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

Sl. No.	Particulars of Remuneration	Key managerial Personnel			
		Mr. Anurag Mantri (CFO)	Mr. Navneet Raghuvanshi (CS)	Mr. Sunil Yadav (ex-CS) 1	Total (in ₹ Lakhs)
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	193.30	54.07	4.58	251.95
	(b) Value of perquisites u/s 17(2) of Income-tax Act, 1961	3.01	5.35	0.33	8.69
	(c) Profits in lieu of salary u/s 17(3) of Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others (Provident Fund)	6.25	2.18	0.08	8.51
	<b>Total</b>	<b>202.56</b>	<b>61.60</b>	<b>4.99</b>	<b>269.15</b>

1 Mr. Sunil Yadav ceased to be the Company Secretary of the Company w.e.f. 25<sup>th</sup> April, 2018. Mr. Navneet Raghuvanshi has been appointed as the Company Secretary w.e.f. 25<sup>th</sup> April, 2018.

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)
<b>A. COMPANY</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>B. DIRECTORS</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL				
Punishment	NIL				
Compounding	NIL				

## ANNEXURE V 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	<b>NIL</b> (All contract or arrangement 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	<b>Jindal Stainless (Hisar) Limited</b> <i>(Jindal Stainless (Hisar) Limited is a public limited company in which two Directors of the Company are also directors and hold more than 2% of its paid up share capital).</i>
(b)	Nature of contracts/ arrangements/ transactions	Sale, purchase or supply of materials and services, Cash Flow Support as per Asset Management Plan, etc.
(c)	Duration of the contracts/ arrangements/ transactions	April, 2018 to March, 2019
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Sale, purchase or supply of materials and services, Cash Flow Support etc. amounting to approx. Rs. 1,853 Crore.
(e)	Date(s) of approval by the Board, if any	July 17, 2018
(f)	Amount paid as advances, if any	-

## REPORT ON CORPORATE GOVERNANCE

In accordance with Regulation 34(3) read with Schedule V to 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/Company") 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 establish 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 has an optimum combination of Executive and Non-Executive Directors, in conformity with Regulation 17 of the SEBI LODR. As at 31<sup>st</sup> March, 2019, the Board of your Company consisted of eight Directors, out of which four are Non-Executive Independent Directors including one Woman Director.

Details with respect to size and composition of Board of Directors are given hereunder:

Category	Name of Directors
Promoter Directors	Mr. Ratan Jindal, Chairman and Managing Director <sup>1</sup> Mr. Abhyuday Jindal, Managing Director <sup>2</sup>
Whole-time Director	Mr. Tarun Kumar Khulbe <sup>3</sup>
Independent Non-executive Directors	Mr. Suman Jyoti Khaitan Mr. T.S. Bhattacharya Ms. Bhaswati Mukherjee Dr. Rajeev Uberoi
Nominee Director – State Bank of India (Lender)	Mr. Gautam Kanjilal

1 Mr. Ratan Jindal was re-appointed as Chairman and Managing Director of the Company for a period of three years w.e.f. 1<sup>st</sup> April, 2019

2 Mr. Abhyuday Jindal was appointed as Managing Director w.e.f. 25<sup>th</sup> April, 2018. Earlier he was Non-Executive Vice -Chairman of the Company w.e.f. 9<sup>th</sup> August, 2017. The shareholders has approved the appointment of Mr. Abhyuday Jindal in its AGM held on 27<sup>th</sup> September, 2018.

3 Mr. Tarun Kumar Khulbe who was appointed by the Board of Directors as the Whole Time Director w.e.f. 15<sup>th</sup> May, 2018. The shareholders has approved the appointment of Mr. Tarun Kumar Khulbe in its AGM held on 27<sup>th</sup> September, 2018.

# Mr. Subrata Bhattacharya ceased to be the Whole Time Director w.e.f. 15<sup>th</sup> May, 2018.

## (ii) Independent Directors

The Company has received declarations as stipulated under Section 149(7) of the Companies Act, 2013 ("the Act") and Regulation 16 of the SEBI LODR from the Independent Directors confirming that:

- They are independent, and
- They are not disqualified.

The Independent Directors in its meeting held on May 20, 2019 had confirmed that they fulfill the conditions specified in the SEBI LODR/ the Act and they are independent to the management. Further, in terms of Regulation 25(8) of SEBI LODR, the Independent Directors have also confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Further, no independent Director resigned during the year under review.

Your Company had also issued formal appointment letters to 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://jislstainless.com/pdf/Terms%20&%20conditions%20of%20Appointment%20of%20Independent%20Directors.pdf>

## (iii) Board Meetings

During the financial year 2018-19, four Board meetings were held on 25<sup>th</sup> April, 2018, 17<sup>th</sup> July, 2018, 26<sup>th</sup> October, 2018 and 6<sup>th</sup> February, 2019. The gap between any two consecutive meetings was within the limit prescribed under the Act. The necessary quorum was present during all the meetings.

## (iv) Attendance of Directors, 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 public companies as on 31<sup>st</sup> March, 2019 are given below:

Name of Director	No. of Board Meetings attended	Attendance at last AGM	No. of Directorships held in other companies <sup>4</sup>	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 <sup>1</sup>	4	Yes	5	Nil	N.A.
Mr. Abhyuday Jindal <sup>1</sup>	4	No	1	1(M)	N.A.
Mr. Gautam Kanjilal	4	Yes	4	2(M), 3(C)	-
Mr. Suman Jyoti Khaitan	4	No	3	3(M), 2(C)	-
Mr. T.S. Bhattacharya	2	No	6	5(M), 1(C)	10,000
Ms. Bhaswati Mukherjee	4	No	2	Nil	-
Dr. Rajeev Uberoi	4	No	7	1(M)	-
Mr. Tarun Kumar Khulbe <sup>2</sup>	2	Yes	Nil	Nil	N.A.
Mr. Subrata Bhattacharya <sup>3</sup>	1	No	Nil	Nil	N.A.

- No Director is related to any other Director on the Board except Mr. Ratan Jindal and Mr. Abhyuday Jindal, who are father and son respectively. Mr. Abhyuday Jindal was appointed as Non-Executive Vice Chairman w.e.f. 9<sup>th</sup> August, 2017 and was subsequently appointed as the Managing Director w.e.f. 25<sup>th</sup> April, 2018 and Mr. Ratan Jindal was re-appointed as Chairman and Managing Director for a period of three years w.e.f. 1<sup>st</sup> April, 2019.*
- Mr. Tarun Kumar Khulbe was inducted as an Additional Director and appointed as Wholtime Director of the Company by the Board of Directors w.e.f. 15<sup>th</sup> May, 2018 and subsequently the shareholders of the Company in its meeting held on 27<sup>th</sup> September, 2018 had appointed Mr. Khulbe as a Wholtime Director w.e.f. 15<sup>th</sup> May, 2018.*
- Mr. Subrata Bhattacharya ceased to be Wholtime Director w.e.f. 15<sup>th</sup> May, 2018*
- Directorships do not include directorships in foreign companies, private limited companies and companies under Section 8 of the Act. N.A. Not Applicable*

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 Act. In terms of the regulations of SEBI LODR, none of the Directors of the Company:

- i. holds Directorship in more than eight listed entities, and;
- ii. are member in more than 10 committees or acting as a Chairperson of more than 5 committees across all listed entities.

Further, for the purpose of determining the limit of the Board Committee, chairpersonship and membership of the Audit Committee and the Stakeholders' Relationship Committee alone has been considered as per Regulation 26 (1) (b) of SEBI LODR.

Also, none of the Independent Directors of the Company:

- i. serves as an Independent Director in more than seven listed companies, and;
- ii. acts as a whole-time Director in any listed entity

**Names of the listed entities where the Directors of the Company are Directors, are mentioned hereunder:**

S. No.	Name of Directors	Number of Directorship	Name of Listed entity	Category of Directorship in other Listed entity
1	Mr. Ratan Jindal	1	Jindal Stainless (Hisar) Limited	Non-Executive Director
2	Mr. Abhyuday Jindal	1	Jindal Stainless (Hisar) Limited	Executive- Director
3	Mr. Gautam Kanjilal	2	Shalimar Paints Limited Optimus Infracom Limited	Non-Executive Independent Director
4	Mr. Suman Jyoti Khaitan	2	Indo Rama Synthetics (India) Limited Oriental Carbon & Chemicals Limited	Non-Executive Independent Director
5	Mr. T.S. Bhattacharya	4	Uflex Limited Surya Roshni Limited Arshiya Limited Nandan Denim Limited	Non-Executive Independent Director
6	Ms. Bhaswati Mukherjee	1	JK Lakshmi Cement Limited	Non-Executive Independent Director
7	Dr. Rajeev Uberoi	NIL	NIL	N.A.
8	Mr. Tarun Kumar Khulbe	NIL	NIL	N.A.

**(v) Board Meetings, Its Committee Meetings and Procedure thereof:**

**A. Scheduling and selection of agenda items for Board/ Committee Meetings**

- (i) The Board meets at least once in a quarter to review the financial 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, risk management, performance of subsidiaries and the major business segments and operations of the Company, while considering the results of the Company.
- (v) The Company Secretary, in consultation with the Chairman and Managing Director / Whole Time Director and other concerned persons in the senior management, finalizes the agenda papers for the Board / Committee meetings.

## B. Distribution of Board Agenda

- (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 possible 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 all other directors present at the meeting, additional or supplementary item(s) in the agenda are taken up for discussion and consideration. Sensitive 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. The Directors are requested to share their comments/ inputs within 7 days of circulation of draft minutes. Thereafter, the minutes of the proceedings of meeting are entered in the minutes book within thirty days from the conclusion of the meeting and signed by the Chairman of the next Board / Committee Meeting. Further, the signed and certified true copy of the minutes of the meetings are circulated to all the Directors within 15 days of signing of the minutes.

## 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. Action Taken Report on the decisions taken during a Board meeting is placed at the next Board Meeting.

## E. Compliance

In exercise of the powers conferred by Section 11, sub section (2) of section 11A and Section 30 of the Securities and Exchange Board of India Act, 1992 read with Section 31 of the Securities Contracts (Regulation) Act, 1956 had made amendments into the provisions of SEBI LODR vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, dated May 9, 2018. Hereinafter, SEBI (Listing Obligations and Disclosure Requirements), 2015 and SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018 will be collectively referred as SEBI LODR. The Company is in compliance of the applicable provisions of the SEBI LODR including compliance with Corporate Governance requirements.

F. During the period under review, the Board has accepted all the recommendations made by the Committees of Directors.

Further, the certificates relating to compliance of applicable provisions of law, signed by the Heads of the Departments 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 makes presentations periodically to familiarize the Independent Directors with the nature of the industry, business model, 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 the following link:

<https://jslstainless.com/pdf/DETAILS%20OF%20FAMILIARIZATION%20%20PROGRAMMES%20IMPARTED%20TO%20INDEPENDENT%20DIRECTORS%20JSL.pdf>

(vi) **Desired skill/ expertise/ competence of the Board of Directors**

The Board in its meeting held on May 20, 2019 had identified & found available the following skills/expertise/competencies within the Board as a whole:

S. No.	Areas of Core Skills/Expertise/Competence
1.	Project management
2.	Supply Chain Management
3.	Strategic & General Management
4.	Credit Management & Forex
5.	Project Finance & Debt Syndication
6.	Economics
7.	Administrative Reforms
8.	Law
9.	Corporate Governance
10.	Sales & marketing
11.	Global Business
12.	Technology
13.	Merger & Amalgamation
14.	Human Resource

(vii) **Independent Directors' meeting**

In accordance with the provisions of Schedule IV (Code for Independent Directors) to the Act, and Regulation 25 of the SEBI LODR, a meeting of the Independent Directors of the Company was held on 17<sup>th</sup> July, 2018, without the presence of Non-Independent Directors and representatives of the management. All the Independent Directors except Mr. T.S. Bhattacharya were present at the meeting. The Independent Directors *inter-alia*, reviewed the performance of non-independent directors, Chairman and the Board of Directors as a whole, for the financial year 2018-19, taking into account the views of the Executive and Non- Executive Directors. The Independent Directors also evaluated the quality, content and timeliness of flow of information between the company management and the Board and its member that is necessary for the Board to effectively and reasonably perform its duties.

(viii) **Evaluation of Board Effectiveness**

1. In terms of the provisions of the Act, and Regulation 19 of the SEBI LODR which *inter-alia* set forth formulation of criteria of evaluation of Independent Directors and the Board of Directors, the Board of Directors upon the 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 of the Board were carried out for the financial year ended 31<sup>st</sup> March, 2019.
2. 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 fulfil 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. 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.



### 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 7 (seven) committees of the Board viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee, Share Transfer Committee, Sub-Committee and Risk Management Committee.

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

Particulars	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Corporate Social Responsibility Committee	Risk Management Committee	Sub-Committee
Meetings Held	4	4	4	1	1	14
Members' Attendance*						
Mr. Ratan Jindal <sup>1</sup>	N.A.	3	1	1	N.A.	3
Mr. Abhyuday Jindal <sup>2</sup>	N.A.	N.A.	3	N.A.	1	11
Mr. Tarun Kumar Khulbe <sup>2</sup>	N.A.	N.A.	3	N.A.	1	10
Mr. Subrata Bhattacharya <sup>3</sup>	N.A.	N.A.	1	1	N.A.	3
Mr. Gautam Kanjilal	4	N.A.	N.A.	N.A.	N.A.	N.A.
Mr. Suman Jyoti Khaitan	4	4	4	N.A.	N.A.	5
Mr. T. S. Bhattacharya	2	2	N.A.	1	N.A.	N.A.
Dr. Rajeev Uberoi <sup>4</sup>	3	N.A.	N.A.	N.A.	1	N.A.

1 Mr. Ratan Jindal ceased to be the member of Stakeholders Relationship Committee and Sub Committee w.e.f. 15<sup>th</sup> May, 2018

2 Mr. Abhyuday Jindal and Mr. Tarun Kumar Khulbe were inducted as member of the Sub Committee w.e.f. 15<sup>th</sup> May, 2018.

3 Mr. Subrata Bhattacharya ceased to be a Wholetime Director w.e.f. 15<sup>th</sup> May, 2018 and consequently members of Stakeholders Relationship Committee and Corporate Social Responsibility Committee.

4 Dr. Rajeev Uberoi was inducted as the member of the Audit Committee w.e.f. 25<sup>th</sup> April, 2018.

\* Dr. Rajeev Uberoi was inducted as a Member of the Risk Management Committee w.e.f. 17<sup>th</sup> July, 2018.

\* Mr. Abhyuday Jindal was appointed as Chairman of the Share Transfer Committee and Sub Committee and Member of Stakeholders' Relationship Committee w.e.f. 15<sup>th</sup> May, 2018.

\* Mr. Tarun Kumar Khulbe was inducted as a Member of the Corporate Social Responsibility Committee, Stakeholders' Relationship Committee, Share Transfer Committee and Sub Committee w.e.f. 15<sup>th</sup> May, 2018.

\* The Risk Management Committee was constituted w.e.f. 17<sup>th</sup> July, 2018.

#### (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 Act, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI LODR. The composition of the Audit Committee as on March 31, 2019 is as under:

Name of Director	Category	Status
Mr. Suman Jyoti Khaitan	Independent Director	Chairman
Mr. T. S. Bhattacharya	Independent Director	Member
Dr. Rajeev Uberoi <sup>1</sup>	Independent Director	Member
Mr. Gautam Kanjilal	Nominee Director, Non-Independent	Member

<sup>1</sup> Dr. Rajeev Uberoi was inducted as a member of the Audit Committee w.e.f. 25<sup>th</sup> April, 2018.

## Meetings:

The Audit Committee met four times during the financial year 2018-19 on 25<sup>th</sup> April, 2018, 17<sup>th</sup> July, 2018, 26<sup>th</sup> October, 2018 and 06<sup>th</sup> February, 2019. Requisite quorum was present during all meetings.

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 along with integrity and quality of financial reporting. The Committee oversees the work carried out in the financial reporting process by the management, the Statutory Auditor, 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 Act and Regulation 19 of the SEBI LODR. The composition of the NRC as on March 31, 2019 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 and Managing Director, Non Independent	Member

## Meetings:

During the financial year ended 31<sup>st</sup> March, 2019, four meetings of the Nomination and Remuneration Committee were held on 25<sup>th</sup> April, 2018; 17<sup>th</sup> July, 2018; 26<sup>th</sup> October, 2018 and 6<sup>th</sup> February, 2019. 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 including remuneration payable to the senior management, recommend to the Board for their appointment and carry out evaluation of every director's performance. The Company Secretary acts a Secretary to the Committee

### Performance Evaluation Criteria for Independent Directors:

The policy framework for nomination, election and performance review of Independent Directors is duly approved by the Board of Directors upon the recommendation of the NRC. The performance of the Independent Directors is being evaluated by the entire Board, except for the director being evaluated. A brief description of the performance evaluation of the same is mentioned elsewhere in the Directors' Report.

## (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 Act and Regulation 20 of the SEBI LODR. The composition of the Stakeholders' Relationship Committee as on 31<sup>st</sup> March, 2019 is as under:

Name of Director*	Category	Status
Mr. Suman Jyoti Khaitan	Independent Director	Chairman
Mr. Abhyuday Jindal <sup>1</sup>	Managing Director, Non-Independent	Member
Mr. Tarun Kumar Khulbe <sup>1</sup>	Whole Time Director, Non-Independent	Member

<sup>1</sup> Mr. Tarun Kumar Khulbe and Mr. Abhyuday Jindal were inducted as Members w.e.f. 15<sup>th</sup> May, 2018.

\* Mr. Subrata Bhattacharya ceased to be a Director and consequently member of the Committee w.e.f. 15<sup>th</sup> May, 2018. Mr. Ratan Jindal ceased to be a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

## Meetings:

Four meetings of the Committee were held during the financial year ended 31<sup>st</sup> March, 2019 on 25<sup>th</sup> April, 2018, 17<sup>th</sup> July, 2018, 26<sup>th</sup> October, 2018 and 6<sup>th</sup> February, 2019. Requisite quorum was present during all meetings.

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

Pursuant to the SEBI LODR, Mr. Navneet Raghuvanshi, Company Secretary acts as a Compliance Officer, who monitors the share transfer process and liaised with the Authorities such as SEBI, Stock Exchanges and 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 the shareholders within the prescribed time.

The details of the investors compliant received and resolved during the financial year 2018-19 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing balance; if any
1	7	8	0

The Company has appointed Registrar & 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.

#### (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 Act, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee consists of three Directors, out of which one is Independent. The composition of the CSR Committee as on 31<sup>st</sup> March, 2019 is as under:

Name of Director*	Category	Status
Mr. Ratan Jindal	Chairman and Managing Director, Non-Independent	Chairman
Mr. T. S. Bhattacharya	Independent Director	Member
Mr. Tarun Kumar Khulbe <sup>1</sup>	Whole Time Director, Non-Independent	Member

<sup>1</sup> Mr. Tarun Kumar Khulbe was inducted as a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

\* Mr. Subrata Bhattacharya ceased to be a Director and consequently a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

##### Meetings:

Two meetings of the Committee were held during the financial year ended 31<sup>st</sup> March, 2019 on 17<sup>th</sup> July, 2018 and 6<sup>th</sup> February, 2019. Requisite quorum was present during the meetings. The Company Secretary acts as a Secretary to the Committee.

#### (v) Sub-Committee of Directors

The Board 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 Act and the rules framed thereunder. The Committee meets from time to time on need base to transact the matters of urgency.

Name of Members of the Committee, their category and status as on 31<sup>st</sup> March, 2019 are given below:

Name of Director*	Category	Status
Mr. Abhyuday Jindal <sup>1</sup>	Managing Director, Non-Independent	Chairman
Mr. Tarun Kumar Khulbe <sup>2</sup>	Whole Time Director, Non-Independent	Member
Mr. Suman Jyoti Khaitan	Independent Director	Member

<sup>1</sup> Mr. Abhyuday Jindal was inducted as a Chairman & Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

<sup>2</sup> Mr. Tarun Kumar Khulbe was inducted as a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

\* Mr. Subrata Bhattacharya ceased to be a Director and consequently a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018. Mr. Ratan Jindal ceased to be a Chairman & member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

During the financial year 2018-19, the Sub-Committee of Directors met 14 times on 9<sup>th</sup> April, 2018; 1<sup>st</sup> May, 2018; 11<sup>th</sup> May, 2018; 24<sup>th</sup> May, 2018; 18<sup>th</sup> July, 2018; 6<sup>th</sup> August, 2018; 7<sup>th</sup> September, 2018; 8<sup>th</sup> October, 2018; 14<sup>th</sup> November, 2018; 10<sup>th</sup> December, 2018; 7<sup>th</sup> January, 2019; 17<sup>th</sup> January, 2019; 11<sup>th</sup> February, 2019 and 11<sup>th</sup> March, 2019. The decisions taken at the Sub Committee meetings are reviewed by the Board at its subsequent meetings. The Company Secretary acts as a Secretary to the Committee.

(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. The Committee meets from time to time on need basis.

Name of Director	Category	Status
Mr. Abhyuday Jindal <sup>1</sup>	Managing Director, Non-Independent	Chairman
Mr. Tarun Kumar Khulbe <sup>1</sup>	Whole Time Director, Non-Independent	Member
Mr. Suman Jyoti Khaitan	Independent Director	Member
Mr. Navneet Raghuvanshi <sup>2</sup>	Company Secretary	Member
Representative of Registrar and Transfer Agent		Member

1 Mr. Abhyuday Jindal and Mr. Tarun Kumar Khulbe were inducted as Members w.e.f. 15<sup>th</sup> May, 2018. Mr. Ratan Jindal ceased to be a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018. Mr. Subrata Bhattacharya ceased to be a Director and consequently a Member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

2 Mr. Navneet Raghuvanshi was inducted as a member of the Committee w.e.f. 15<sup>th</sup> May, 2018.

During the financial year ended 31<sup>st</sup> March, 2019, all the valid requests for transfers of shares were processed in time and there were no pending transfers of shares.

(vii) Risk Management Committee

Composition and Terms of Reference:

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, top 500 listed entities, determined on the basis of market capitalization as at the end of immediate previous financial year are required to constitute a Risk Management Committee.

The Company ranked 533<sup>rd</sup> position among the top 1000 listed entities, based on the market capitalization as on 31<sup>st</sup> March, 2019. However, the Board voluntarily has constituted a Risk management Committee in its meeting held on 17<sup>th</sup> July, 2018, to ensure the Companies strategies and risk appetite for the governance prospective. The Company Secretary acts as a Secretary to the Committee.

The composition and "Terms of Reference" of the Risk Management Committee are in conformity with the provisions of Regulation 21 of the SEBI LODR, as amended which inter-alia includes cyber security. The composition of the Risk Management Committee as on 31<sup>st</sup> March, 2019 is as under:

Name of Director	Category	Status
Mr. Abhyuday Jindal	Managing Director, Non-Independent	Chairman
Mr. Tarun Kumar Khulbe	Whole Time Director, Non-Independent	Member
Dr. Rajeev Uberoi	Independent Director	Member
Mr. Anurag Mantri	Chief Financial Officer	Member
Mr. Navneet Raghuvanshi	Company Secretary	Member

Meetings:

During the year under review the Risk Management Committee of the Board met one time on 6<sup>th</sup> February, 2019.

No stock options were granted to the Director during the year under review. The appointment of the Executive Director is governed by the resolutions passed by the Board and the Shareholders of the Company, read with the service rules and regulations of the company.

#### 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. No stock options were granted to the Directors of the Company during the year under review. The appointment of the Executive Directors is governed by the resolutions passed by the Board and the shareholder of the Company read with the service rules and regulations of the Company.

##### (ii) Details of Remuneration paid to the Directors during the financial year ended 31<sup>st</sup> March 2019:

###### (a) Executive Directors:

Amount (₹ in Lakhs)

Name of Director*	Designation	Salary	Commission	Contribution to PF	Others	Total	Notice Period
Mr. Subrata Bhattacharya <sup>1</sup>	Whole-time Director	39.02	-	0.90	0.48	40.40	2 months
Mr. Tarun Kumar Khulbe <sup>1</sup>	Whole-time Director	117.98	-	4.36	3.04	125.38	2 months
Mr. Abhyuday Jindal <sup>2</sup>	Managing Director	-	-	-	-	-	-

1 Mr. Subrata Bhattacharya ceased to hold the Directorship w.e.f. 15<sup>th</sup> May, 2018 and Mr. Tarun Kumar Khulbe was appointed as Executive Director w.e.f. 15<sup>th</sup> May, 2018

2 Mr. Abhyuday Jindal was appointed as the Managing Director w.e.f. 25<sup>th</sup> April, 2018.

\* Mr. Ratan Jindal has received salary of ₹ 1395.08 Lakhs from Jindal Stainless FZE, Dubai, subsidiary of the Company during the financial year 2018-19. This remuneration doesn't include remuneration accrued and not paid to Mr. Ratan Jindal.

###### (b) Non-Executive Directors:

Particulars of sitting fee paid to the Non-Executive Directors during the financial year ended 31<sup>st</sup> March, 2019 are as follows:

Amount (₹ in Lakhs)

Name of Director	Sitting fee paid
Mr. Suman Jyoti Khaitan	5.20
Mr. Gautam Kanjilal	4.80
Mr. T.S. Bhattacharya	2.60
Ms. Bhaswati Mukherjee	4.00
Dr. Rajeev Uberoi	4.60

No commission has been paid to the Non-Executive Directors (NEDs).

There has been no pecuniary relationship or transactions between the Company and NEDs during the financial year 2018-19, except as stated above.

During the financial year ended March 31, 2019, the Company has made no payment to NEDs. Therefore the requirement of mentioning the criteria for making the payment to NEDs and disseminating the same on website of the Company is not applicable to the Company.

## 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
2015-16	30.12.2016	Friday	12.00 noon	- Appointment of Mr. T.S. Bhattacharya as an Independent Director.
2016-17	26.09.2017	Tuesday	11.30 a.m.	Nil
2017-18	27.09.2018	Thursday	11:00 a.m.	Appointment of Mr. Abhyuday Jindal as the Managing Director of the Company. Appointment of Mr. Tarun Kumar Khulbe as a Whole-time Director of the Company

Apart from the Annual General Meeting, one Extra-Ordinary General Meeting (EGM) of Shareholders was held on 11<sup>th</sup> January, 2019. Mr. Sandeep Garg, Advocate was appointed as scrutinizer for conducting process of e-voting and poll at the EGM in a fair and transparent manner. He had submitted the report of the EGM to the Chairman for declaration of result.

Summary of the voting details related to the EGM held on 11<sup>th</sup> January, 2019 are given below:

Sl. No.	Particulars	No. of Votes with Assent	% with Assent	No. of Votes with Dissent	% with Dissent
1	Approval for waiver of recovery of excess remuneration paid to Mr. Subrata Bhattacharya (DIN: 03050155), ex-Whole-Time Director of the Company, in view of the amended provisions of the Companies Act, 2013.	34,45,09,198	99.5194%	16,63,400	0.4805%
2	Approval for waiver of recovery of excess remuneration paid to Mr. Arvind Parakh (DIN: 01079578), ex-Director (Strategy & Business Development) of the Company, in view of the amended provisions of the Companies Act, 2013.	34,45,09,198	99.5194%	16,63,400	0.4805%
3	Approval for waiver of recovery of excess remuneration paid to Mr. Uday Kumar Chaturvedi (DIN: 00022749), ex-Whole-Time Director designated as Chief Executive Officer of the Company, in view of the amended provisions of the Companies Act, 2013	34,45,09,191	99.5195%	16,63,407	0.4805%
4	Approval for waiver of recovery of excess remuneration paid to Mr. Jitender Pal Verma (DIN: 05139151), ex-Executive Director (Finance) of the Company, in view of the amended provisions of the Companies Act, 2013.	34,45,09,191	99.5195%	16,63,407	0.4805%
5	Approval for remuneration of Mr. Ratan Jindal (DIN: 00054026), Chairman and Managing Director of the Company, in view of the amended provisions of the Companies Act, 2013.	34,45,15,050	99.5212%	16,57,548	0.4788%

No special resolution was passed through postal ballot during last financial year 2018-19. Further there is no immediate proposal for passing any resolution through Postal Ballot.

## 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	Economic Times / Times of India (English), Navbharat Times (Hindi) - for the year 2018-19
iii)	Any website, where displayed	<a href="http://www.jslstainless.com">www.jslstainless.com</a>
iv)	Whether it also displays official news releases	The Company gives Press Releases to the stock exchanges and displays the same on its website.
v)	The Presentations made to institutional investors or to the analysts	The Company holds Analysts' / Investors' Meetings from time to time. The presentations made at the said meetings are uploaded on Company's website. The necessary intimation in terms of Regulation 30 of SEBI LODR are also made to the stock exchanges.

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)	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

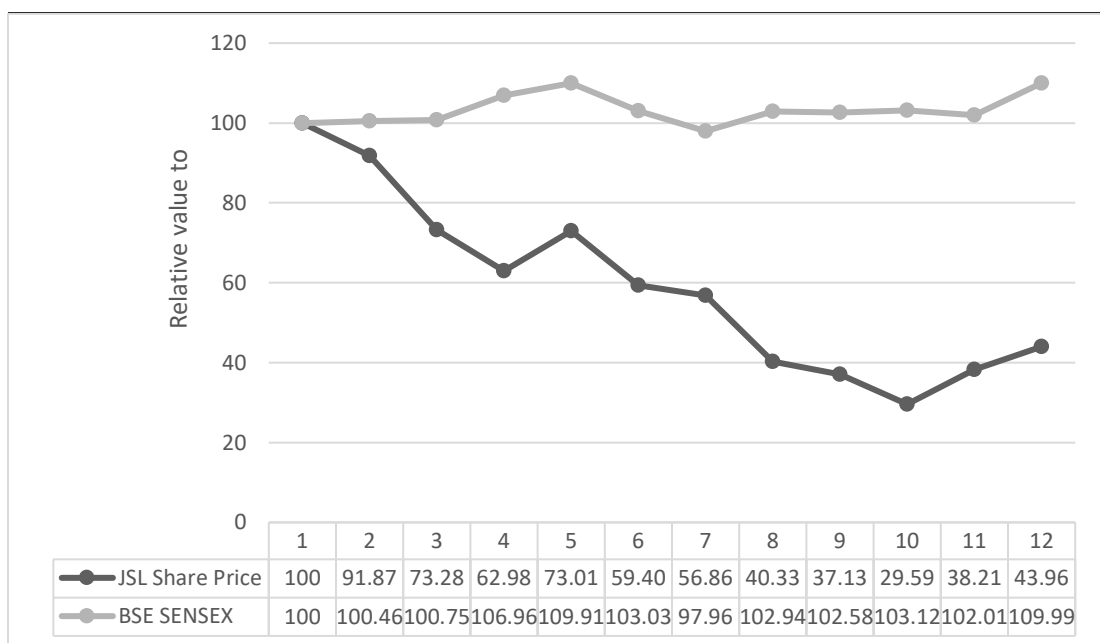
7.1	Annual General Meeting: - Date and Time - Venue	Wednesday September 4, 2019 at 12:00 Noon <u>At Registered Office of the Company:</u> O.P. Jindal Marg, Hisar – 125005 (Haryana).		
7.2	Financial Year	The Financial year of the Company starts from 1 <sup>st</sup> April and ends on 31 <sup>st</sup> March every year.		
7.3	Financial Calendar 2019 – 20 (Tentative):	Annual General Meeting – (Next Year) Financial Reporting Results for quarter ending on June 30, 2019 Results for quarter ending September 30, 2019 Results for quarter ending December 31, 2019 Results for year ending March 31, 2020 (Audited)	September, 2020  On or before 14-08-2019 On or before 14-11-2019 On or before 14-02-2020 On or before 30-05-2020	
7.4	Dividend and its Payment	No dividend has been recommended by the Board of Directors for the financial year 2018-19.		
7.5	Book Closure date:	As mentioned in the AGM Notice		
7.6	Unclaimed Shares:	In terms of erstwhile Clause 5A of the 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 2018-19, 1385 unclaimed Equity Shares of ₹ 2 each held by 12 Shareholders were transferred from the “Unclaimed Suspense Account” to the demat accounts of respective shareholders. Details of Unclaimed shares as required under Schedule V of the SEBI LODR are given hereunder:		
Particulars			No. of Shareholders	No. of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account as on 01.04.2018.			1,473	1,90,310
Number of shareholders who approached the Company / RTA for transfer of shares from suspense account during the year 2018-19.			12	1,385
Number of shareholders to whom shares were transferred from suspense account during the year 2018-19.			12	1,385
Aggregate number of shareholders and the outstanding shares in the suspense account lying as on 31.03.2019.			1,461	1,88,925

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, 5 <sup>th</sup> 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 2019-20 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 ₹ 10 Lac Stock Code: BSE: 947227 ISIN: INE220G07085			
	(d) Debenture Trustee	Axis Trustee Services Limited (A wholly owned subsidiary of Axis Bank) Axis House, II <sup>nd</sup> Floor, Wadia International Centre Padurang Budhkar Marg, Worli, Mumbai – 400 005.			
7.8	Stock Code	Trading Symbol – BSE Limited (Demat Segment)	532508		
	(Equity Shares)	Trading Symbol – National Stock Exchange of India (Demat Segment)	JSL		
	International Securities Identification Number (ISIN) Equity Shares : INE220G01021 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, 2018	108.90	79.00	108.50	79.30
	May, 2018	95.70	76.10	94.70	76.30
	June, 2018	84.75	63.70	84.45	63.55
	July, 2018	69.50	53.70	69.30	53.75
	August, 2018	72.00	55.80	71.95	55.85
	September, 2018	72.00	52.65	72.00	53.75
	October, 2018	59.50	46.05	59.20	46.50
	November, 2018	54.40	36.85	54.40	36.50
	December, 2018	38.60	30.80	38.50	30.85
	January, 2019	35.00	26.10	35.00	26.10
	February, 2019	36.00	23.40	36.00	21.00
	March, 2019	44.35	35.20	44.00	35.35



## 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.

7.11	Registrar and Transfer Agents:	Link Intime India Private Limited Noble Heights, 1 <sup>st</sup> Floor, Plot No. NH2, C1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 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.  However, the Company is in compliance with the SEBI press release no. SEBI PR-12/2019 dated March 27, 2019, which states that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository. This is effective from April 1, 2019.
7.13	Reconciliation of Share Capital Audit:	The reconciliation of Share Capital Audit is conducted by a Chartered Accountant in practice to reconcile the total admitted capital with National Securities Depository 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 to Investor Education and Protection Fund:	During the year 2018-19, an amount of ₹ 2,32,952/- was transferred by the Company to the Investor Education and Protection Fund.

7.15	Distribution of shareholding as at 31 <sup>st</sup> March, 2019:			
By size of shareholding (in Rs.)	Shareholders		Equity shares held	
	Number	Percentage	Number	Percentage
1 - 5000	60654	96.00	1,87,82,250	3.92
5001 - 10000	1274	2.02	47,18,957	0.98
10001 - 20000	588	0.93	44,46,780	0.93
20001 - 30000	179	0.28	22,26,985	0.46
30001 - 40000	104	0.16	18,72,526	0.39
40001 - 50000	63	0.10	14,76,709	0.31
50001 - 100000	116	0.18	41,70,233	0.87
100001 & above	205	0.32	44,15,27,220	92.13
Total	63,183	100.00	47,92,21,660	100.00
Physical Mode	10,740	17.00	31,03,507	0.65
Electronic Mode	52,443	83.00	47,61,18,153	99.35
By category of shareholders		Equity Shares held		
		Number	Percentage	
Promoters		30,43,78,325	63.52	
GDS held by promoters underlying shares		1,67,34,984	3.49	
GDS held by others underlying shares		8,69,350	0.18	
FIs/Banks/Mutual Funds		4,45,22,828	9.29	
Corporate Bodies		1,27,25,321	2.66	
FIIs/ Foreign Portfolio Investor (Corporate)		5,25,57,326	10.96	
NRIs/OCBs		24,41,967	0.51	
Public /others		4,49,91,559	9.39	
Total		47,92,21,660	100.00	
7.16	Dematerialization of shares :	As on 31 <sup>st</sup> March, 2019, 99.35% 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 :	Company's paid up capital includes 1,76,04,334 equity shares having face value of ₹ 2/- each, underlying 88,02,167 GDS.  As on 31 <sup>st</sup> March, 2019, 14,28,30,637 Optionally Convertible Redeemable Preference Shares (OCRPS) are outstanding for conversion into 14,28,30,637 equity shares of ₹ 2/- each.		

7.18	Commodity price risk or foreign exchange risk and hedging activities :	For details, please refer Management Discussion and Analysis Report and notes to accounts to the financials mentioned in the Annual Report.
7.19	Plant locations:	Kalinga Nagar Industrial Complex, P.O. Danagadi – 755 026 Dist. <b>Jajpur (Odisha)</b> , India
7.20	Investor Correspondence: For transfer / dematerialization 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 Link Intime India Private Limited Noble Hights, 1 <sup>st</sup> Floor, Plot No. NH2 C1 Block LSC, Near Savitri Market, Janakpuri, New Delhi - 110058 Phone No.: (011) 41410592/93/94 Fax No.: (011) 41410591 Email : delhi@linkintime.co.in
7.21	Address for correspondence	<b>Jindal Stainless Limited</b> Jindal Center, 12, Bhikaiji Cama Place, New Delhi-110066 Telephone: 011- 61462198 Email: <a href="mailto:investorcare@jindalstainless.com">investorcare@jindalstainless.com</a> Website: <a href="http://www.jindalstainless.com">www.jindalstainless.com</a>
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).		
7.22	List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilization of funds, whether in India or abroad.	During the year under review, following are the credit ratings obtained by the Company including the revisions in the ratings there upon: In June, 2018, CARE upgraded the Companies credit rating from 'CARE BB+ to CARE BBB-' (Company declared Investment worthy) Subsequently, in November, 2018 Fitch's India Ratings Research assigns 'IND BBB' (Outlook: Stable) to the Company

#### 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://jstainless.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. 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 during the last three years.

**(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 the 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 behavior, 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>

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>

**(iv) 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 un-listed 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>

**(v) Dividend Distribution Policy**

The Company has formulated a Dividend Distribution Policy in accordance with the requirement of Regulation 43A of SEBI LODR. The said Policy has also been uploaded on Company's website at the following link:

[http://www.jslstainless.com/pdf/JSL-Dividend-Distribution-Policy\\_482018\\_R.pdf](http://www.jslstainless.com/pdf/JSL-Dividend-Distribution-Policy_482018_R.pdf)

**(vi) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

The disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are mentioned in the Director's report

**(vii) Fees paid to the Statutory Auditors**

The shareholders at its 37<sup>th</sup> Annual General Meeting (AGM) had appointed M/s. Walker Chandok & Co. LLP (Firm Regn. No. 001076N/N500013) as Statutory Auditors of the Company for a term of five years until the conclusion of 42<sup>nd</sup> AGM of the Company. The Company has made payment of Rs. 57 Lakhs to the Statutory Auditors for all the services availed by the Company during F.Y. 2018-19.

During the period under review no services were availed by the subsidiaries of the company from the statutory auditors of the company. Further no services were availed by the company/subsidiaries from the network firm/entity of the statutory auditors during the period under review.

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

## Compliance with mandatory and non-mandatory requirements (as on 31st March, 2019)

The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations. The Company has adopted following non-mandatory requirements of Regulation 27 and Regulation 34 of the SEBI LODR:

### (1) Modified Opinion(s) in Audit Report

During the period under review, there were no audit qualifications in the Company's financial statements.

### (2) Reporting of Internal Auditor

Ernst & Young LLP ("EY") are the internal auditors of the Company and support the management in performing select internal audits as per scope defined by the CFO and Audit Committee and as per the engagement letter signed with EY. Internal audit findings are reported directly to the Audit Committee.

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

### (c) Website Disclosure

All the necessary disclosures as prescribed under clauses (b) to (i) of sub-regulation 2 of Regulation 46 as prescribed under SEBI LODR has been disseminated on the Company's website at [www.jindalstainless.com](http://www.jindalstainless.com)

### (d) 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 Managing Director is given below:

To the Shareholders of Jindal Stainless Limited

Sub.: Compliance with Code of Conduct

I hereby declare that for the financial year ended 31<sup>st</sup> March, 2019 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

(Abhyuday Jindal)

Date: 20<sup>th</sup> May, 2019

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 Indian Accounting Standard (Ind AS) 24 is a part of this annual report;
- iii. While preparing the annual accounts in respect of the financial year ended 31<sup>st</sup> March, 2019, 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 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 ("the Company") for the year ended on March 31, 2019 as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from April 1, 2018 up to March 31, 2019.

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1 April, 2018 upto 31 March, 2019 have been complied with by the Company.

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

**B.D. Tapriya**

Date: 13<sup>th</sup> May, 2019

Company Secretary

C.P. No. 2059

CERTIFICATE FROM COMPANY SECRETARY IN PRACTICE

CERTIFICATE

[PURSUANT TO CLAUSE 10 OF PART C OF SECHDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]

To the Members,  
Jindal Stainless Limited

On the basis of our review and according to the records of Jindal Stainless Limited ("the Company"), we certify that none of the Directors on the Board of Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

Place: New Delhi

**B.D. Tapriya**

Date: 13<sup>th</sup> May, 2019

Company Secretary

C.P. No. 2059

Corporate Profil

Statutory Reports

Financial Reports

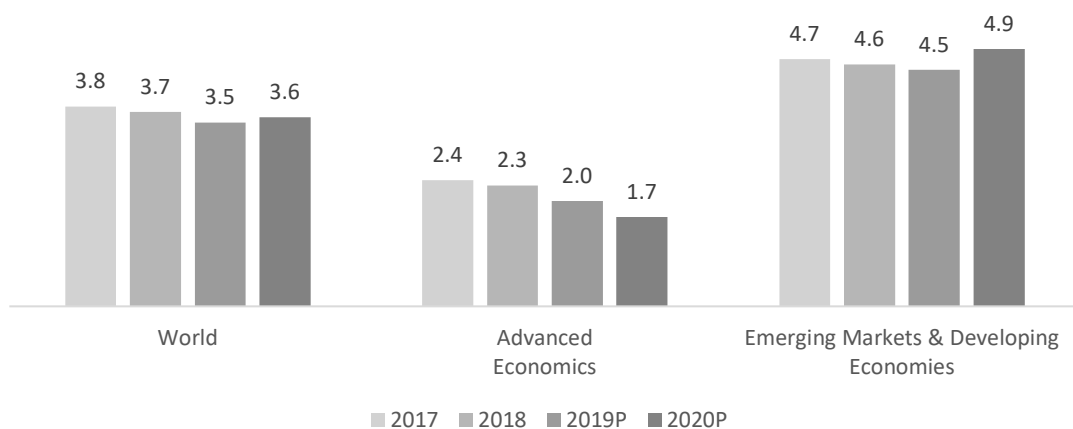
## Economic overview &amp; outlook

Global economy

The global economy grew at an estimated 3.7% in 2018, despite weaker performance in some economies, notably Europe and Asia. Emerging market and developing economies faced a challenging environment in the second half of 2018 amid trade tensions, rising US interest rates, dollar appreciation, capital outflows, and volatile oil prices.

Global growth was revised downward because of negative effects of tariff increases by major economies, and softer momentum in Europe in the second half of 2018. The global economy is now projected to grow at 3.5% in 2019 and 3.6% in 2020, respectively 0.2% and 0.1% point below projections from October 2018.

Global GDP Growth, %



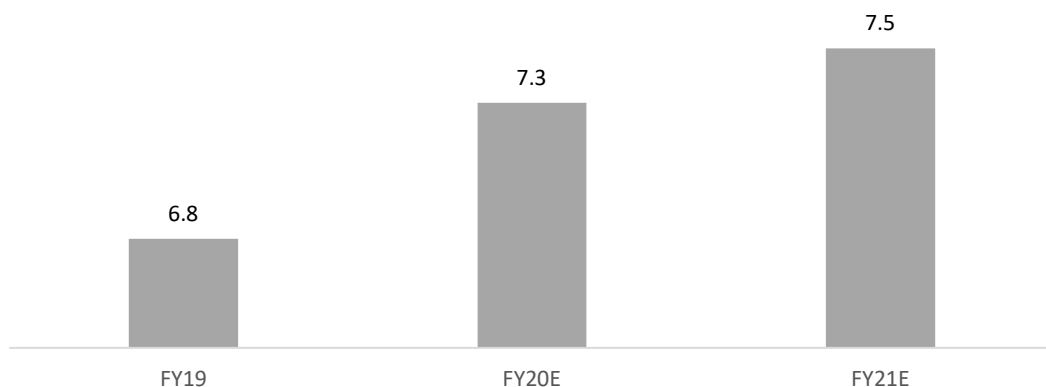
Source: IMF's World Economic Outlook Update, January 2019

Indian economy

Financial year 2018-19 was a year of recovery from the initial disruption caused by the Goods and Service Tax implementation. Apart from GST, several other important reforms like the Insolvency and Bankruptcy Code, liberalization of FDI norms, reforms in Ease of Doing Business and Labour have been successfully implemented over the last few years. These reforms have gone a long way in improving investments, overall business environment and growth in the country.

The overall GDP growth seen by the Indian economy during the financial year that ended on March 31, 2019, stood at 6.8%, according to the Government data.



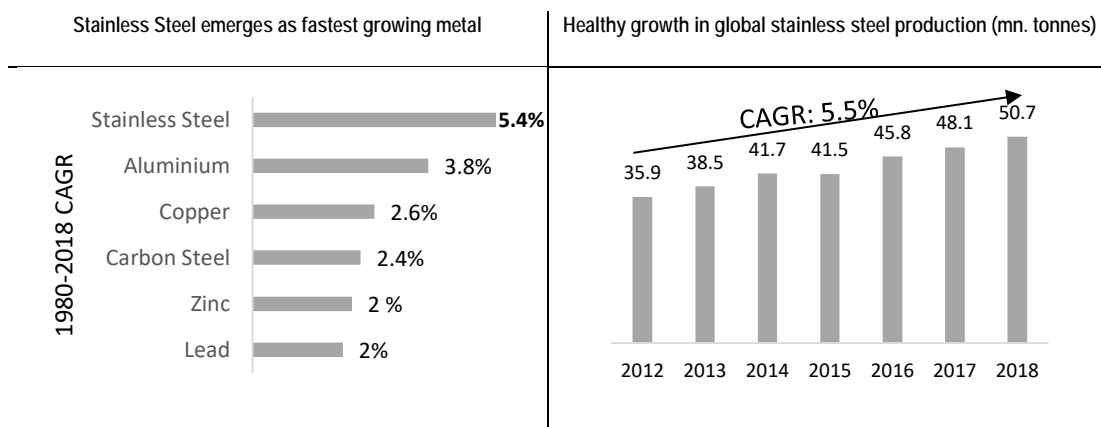


Source: IMF – estimates for FY20 & FY21

The International Monetary Fund (IMF) remains bullish on India's growth potential and has forecasted growth at 7.3% in FY20 and 7.5% in FY21. This growth is largely expected to be lifted by strong private consumption as well as fading transitory effects of currency fluctuation, global commodity prices, implementation of the GST and stable outlook.

#### Global Stainless Steel Scenario

The global stainless steel consumption has been on an upward trajectory in the past few years, primarily driven by a strong spurt in demand from the Asia-Pacific region, specifically China and India. According to International Stainless Steel Forum (ISSF), the total Stainless steel melt shop production increased from 48.1 MT million tonnes in CY2017 to 50.7 MT in CY2018, registering a healthy CAGR of 5.84% over the period. In the past two decades, stainless steel consumption has seen the strongest CAGR as against other major metals such as zinc, aluminium and carbon steel.

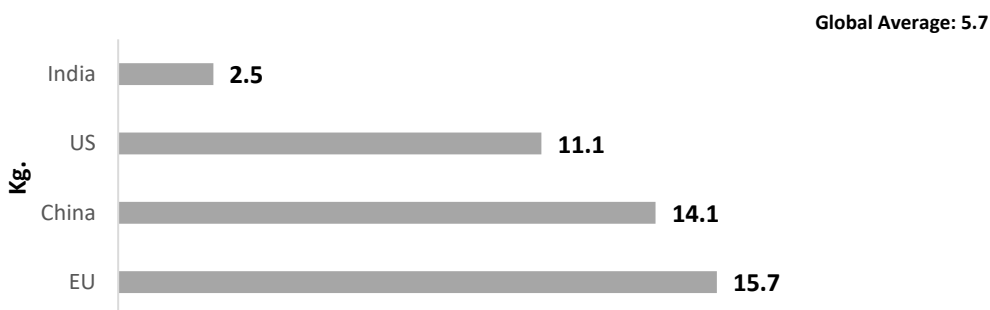


Source: CRISIL, World Bank, ISSF

According to CRISIL, the global stainless steel consumption in CY 2018 grew over 4.6% year-on-year on the back of strong growth in China which was supported by end-industry growth, construction activity and higher usage in vehicles. The year also witnessed an increase in stainless steel consumption in other economies such as Russia, South Korea, etc. It expects the Stainless steel demand to grow at a healthy pace of 4.5-5.5% over the next five years. The developing countries are expected to continue leading the stainless steel demand; and anticipated to comprise more than 70% of market share by 2022.

#### Domestic Stainless Steel Scenario

India continues to be the second largest producer and second largest consumer of stainless steel in the world. As per industry estimates, India's stainless steel flat demand stood at 2.6 MT in FY19, registering a robust growth of 8%. In spite of being the second-largest consumer of stainless steel in the world, India's per capita consumption stands at 2.5 kg, which is considerably lower compared to global average of 5.7 kg and 14.1 kg in China. Hence, India's stainless steel sector remains highly under-penetrated and offers significant headroom for growth.



CRISIL Research forecasts stainless steel demand to grow at 8-9% CAGR over the next five years, on the back of the strong growth expected in the Architecture, Building Construction (ABC) and Automobiles, Railway and Transport (ART) segments including white goods and process industries. With emerging trends in building and construction, increased penetration of stainless steel in railways and strong growth in automotive production will provide an impetus for overall consumption of stainless steel.

In India, the consumption of stainless steel has undergone a major transformation. Strong demand from end-user segments has led to higher consumption of stainless steel. Few decades back stainless steel was primarily used for kitchenware with some exception for industrial goods. Over the years, there has been increased usage in various applications in automobile, railways, process industries, and building and construction.

**Automotive, Railway & Transport (ART)** sector encompasses automobiles, railways, shipbuilding and aerospace. It is estimated that the ART segment accounted for 10-12% of India's total demand for stainless steel in 2018-19. With the changing consumption pattern, especially in the automotive and railways, the demand for stainless steel is expected to witness a significant increase in this segment. Indian Railways is increasing the use of stainless steel in the manufacture of coaches and wagons in order to ensure passenger safety and improve the reliability of the coach. In the recent Union Budget 2018-19, multiple announcements with regards to improvement of the railway infrastructure have been made. One of key focus area has been manufacturing of semi-high speed 'Train 18' which has a stainless steel body. Overall these announcements are expected to drive the demand for stainless steel.

The Automobiles segment which is currently facing some level of slowdown; the demand for Cars and UVs is only expected to accelerate to 5-7% CAGR through 2022-23 according to CRISIL Research. Additionally, on the back of healthy rural sales, expansion in the distribution network in semi-urban and rural areas, the two wheeler segment is expected to grow healthy at 7.5-8.5% CAGR till 2022-23. CRISIL Research projects stainless steel demand from the automobile, railway and transport (ART) segment to grow at 8-9% CAGR over the next decade. Growth is expected to be largely driven by the automotive segment and increased stainless steel penetration in railway rolling stock (increased LHB coach production).

#### Architecture, Building & Construction (ABC) segment:

It is estimated that the segment of Architecture, Building & Construction (ABC) accounted for 8-10% of the total demand for stainless steel in the country. This segment assumes importance due to its evolving and fast-growing application areas. From 2018-19 to 2022-23, CRISIL Research expects this segment to register a growth of 10-11% CAGR. MRTS sector, commercial and retail complexes are expected to drive growth to a large extent. From 2022-23 to 2027-28, with continued investment, demand from the ABC segment is expected to grow by 9-10% CAGR.

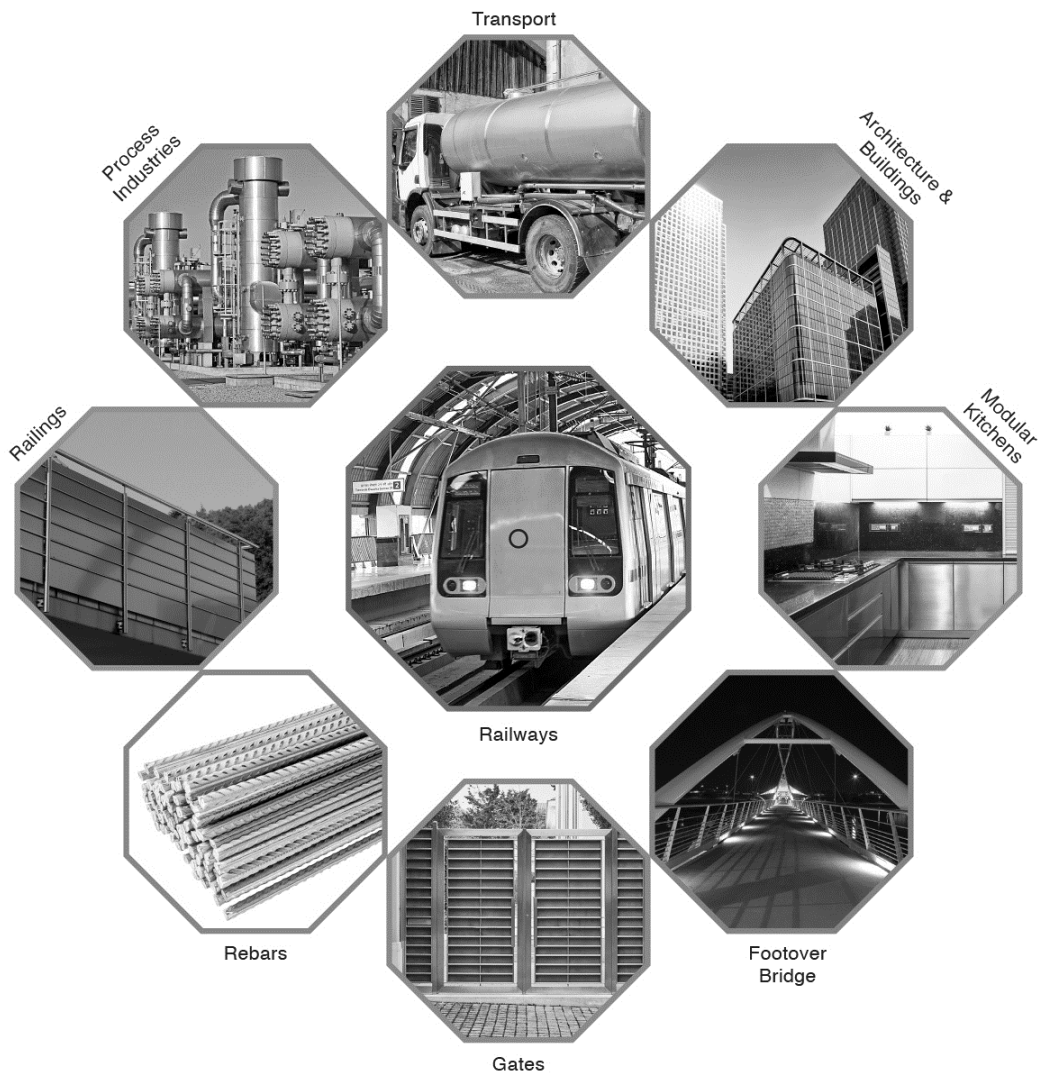
#### Process Industry:

In terms of total demand of Stainless steel in India, Process industry including Oil & Gas, Petrochemical, Nuclear, power plant, etc. is also one of the largest segments in India and constitutes nearly 12-15% out of the total stainless steel demand. The food processing and pharmaceutical industries are the major end-users of stainless steel, accounting for more than 60% of their total demand within the process industry segment. CRISIL estimates stainless steel demand from the process industry segment to grow at 6.5-7.5% over the next five years.

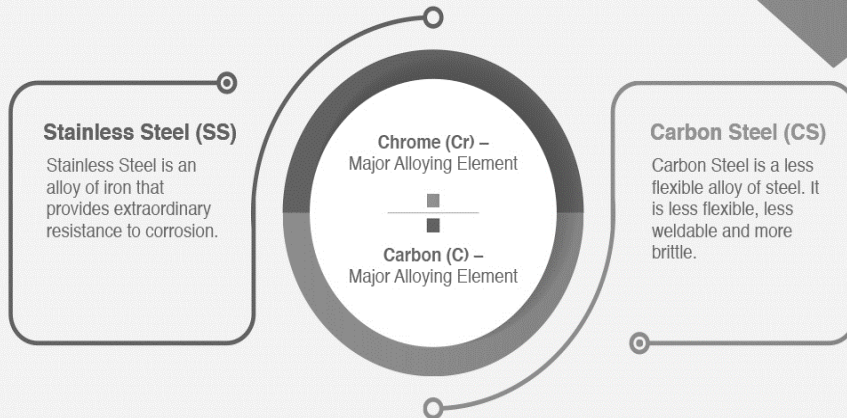
#### Consumer Durables and Cookware sector:

Kitchenware items have seen a transformation from being just functional. Traditionally, kitchenware would be made of copper, aluminium, steel, and plastic. With increase in per capita income and rising disposable income, a considerable growth of stainless steel consumption has been witnessed in consumer goods. Today, there is an increased demand for convenient and modern stainless steel kitchenware. With continued economic recovery, rising disposable incomes, and reasonably low penetration levels, CRISIL estimates consumer durables industry to grow at 9-10% CAGR.

Various Applications of Stainless Steel



## Steel Types



Stainless Steel offers a great combination  
of strength and long life

Stainless Steel	Key Parameters	Carbon Steel
Good combination of strength and pliability	Structural Strength	Pliability goes down when strength increases
Nil	Maintenance	High, frequently required
Much higher than CS (~5X)	Avg. Product Life	Less than SS (X)
Excellent	Hygiene	Poor (owing to corrosion)
Nearly 100%	Eco Friendly	Partially Recyclable
Excellent	Scrap Value	Low

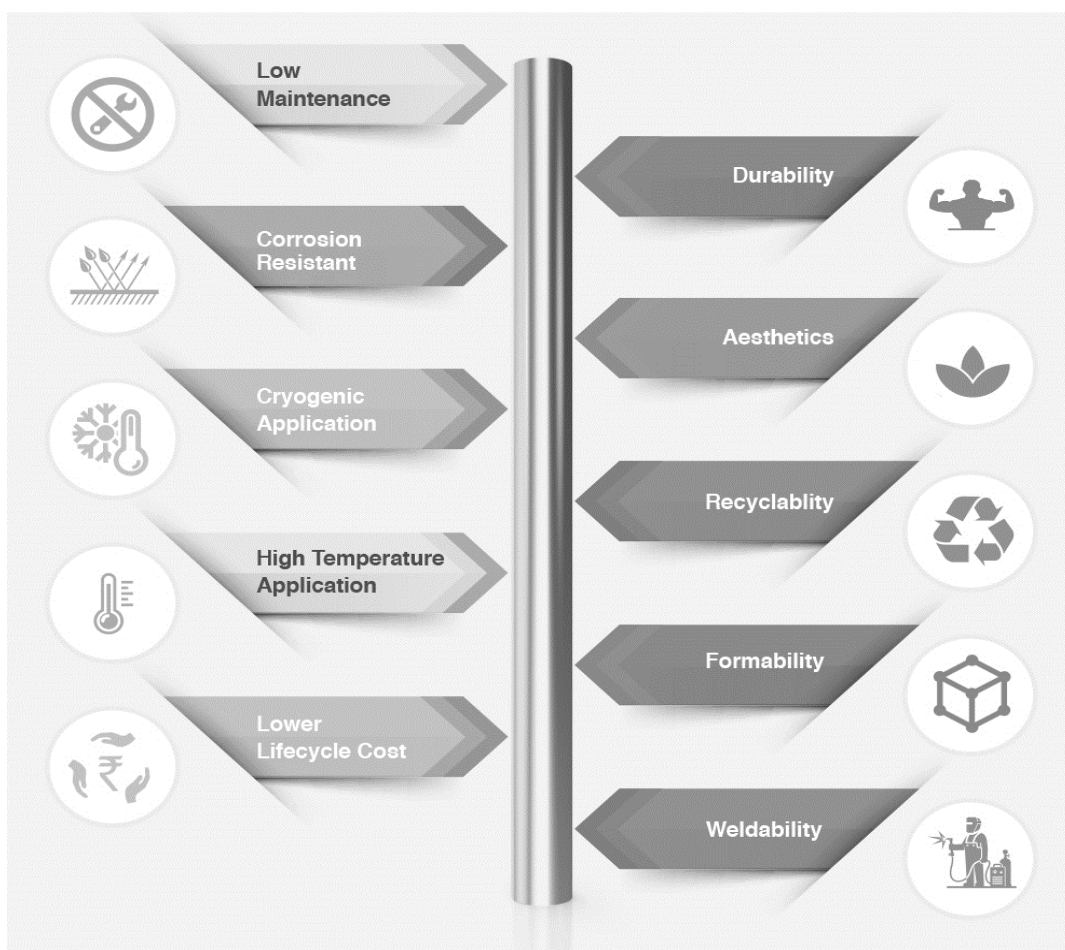
Stainless Steel has a distinct edge over Carbon Steel and thus is preferred by the end users.



Stainless Steel also includes many elements in different proportions which provide their own unique characteristics to the alloy, making it an obvious choice. The various elements present in Stainless Steel are:



## Key characteristics of Stainless Steel



- Stainless Steel is one of the fastest growing value-added materials in the country
- It is the most affordable material option when total life cycle costs are considered
- It provides a modern and aesthetically appealing look
- According to the Indian Stainless Steel Development Association (ISSDA), coaches made of Stainless Steel are stronger and can absorb more energy during collision. This ability to withstand impact reduces the chance of casualties during an accident. It is for this reason that Indian Railways is targeting to replace its carbon steel coaches with those of Stainless Steel.
- Stainless Steel contains at least 10.5% of chromium by mass and is generally produced in an electric arc furnace with other alloying elements such as nickel and molybdenum. These are added to achieve desirable properties of hardness, corrosion resistance, strength, machinability, etc.
- Rest assured Jindal Stainless Steel never fails to fetch higher scrap value.

Depending on the alloying element used, Stainless Steel is broadly classified into different categories viz. 200,300,400, duplex and PH grades

An ‘inside look’ at the composition of Stainless Steel






\*Added to enhance the structure and achieve desirable properties of corrosion resistance, hardness, strength, machinability, etc.

Note: These are the broad and general composition, for certain grades the composition may vary.

Due to its superior properties, Stainless Steel is also the chosen material for high-end applications such as seamless tubes in process industries, thermal power plant (in boiler tubes etc.), nuclear reactors, automobiles, building & construction, and railways.

#### Multiple applications of Stainless Steel

Applications	Series 200	Series 300	Series 400
			
Utensils, Household goods and Kitchen Applications	✓	✓	✓
Tubes & Pipes	✓	✓	✓
Architecture, Buildings, Construction	✓	✓	✓
Automobiles/Railways/Transportation	—	✓	✓
Oil & Gas Sector	—	✓	✓
Nuclear Applications	—	✓	—
Pharmaceuticals	—	✓	—
Dairy	✓	✓	—
Power Plants	—	✓	—
Consumer Durables	✓	—	✓
Blades	—	—	✓

Source: Industry

Note: These are broad and general composition, for certain grades the composition may vary.



## Company Overview

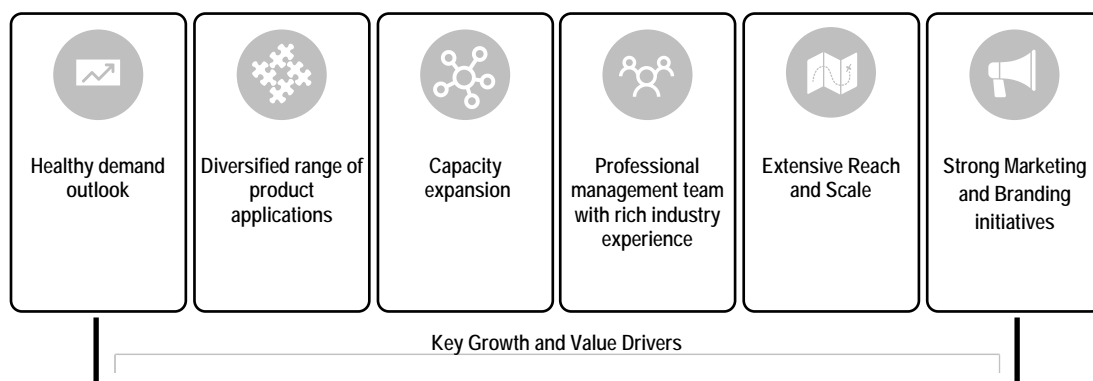
Jindal Stainless Limited (JSL) is one of the largest stainless steel manufacturers in India. Over the years, the Company has successfully established itself amongst the leading stainless steel manufacturer in the world.

JSL operates an integrated stainless steel plant at Jajpur, Odisha. The Company is in the process of expanding its current 0.8 million tonne melt capacity to 1.1 million tonnes per annum through de-bottlenecking and process enhancement. The facility is in close proximity to raw-material sources and ports, which enables the Company to maintain low logistics and transportation costs. In addition, JSL is equipped with 'State-of-the-art' machinery and engineering from the best European suppliers.

JSL possesses a diverse product basket and an entrenched distribution network with robust service centres across domestic and overseas markets. Various innovative solutions provided by the Company have driven usage in new applications such as the development of stainless steel E- rickshaw, food grade stainless steel, bread moulds, SS fuel tanks and exhaust systems in commercial vehicles, stainless steel bus body, Railway coaches and wagons and special finishes. The quality of JSL products are considered at par or better to any International stainless steel mill.

Over the past four decades, JSL's growth has been supported by its people's excellence, value driven business operations, customer centricity, adoption of one of the best safety practices in the stainless steel industry, and social responsibility. Over the years, JSL has not only invested deeply in people, processes and technology, but has also undertaken various initiatives to widen its entire product offerings. Today, the Company is well positioned to capitalize on the immense growth potential in the stainless steel industry.

## Key Strengths and Opportunities



### Healthy demand outlook

Today, stainless steel is one of the country's fastest growing value-added metal. Over the past few years, the increasing awareness on stainless steel benefits has led to a substantial increase of its usage in various applications in automobile, railways, process industries, building and construction. Additionally, some of the important initiatives undertaken by the Indian Government have given further boost to the domestic stainless steel industry.

Railways has been one of the early adopters of stainless steel and is expected to remain one of the biggest consumers of stainless steel over the next 15-20 years. Strong impetus from Government on safety and increasing passenger trains is leading to a strong switch towards stainless steel wagons and coaches instead of traditionally used carbon steel. Metro rail networks, which extensively use stainless steel for the construction of its light weight coaches and interiors, are coming-up in multiple cities across India. Railways are also taking initiatives to modernize the railway infrastructure, particularly with use of stainless steel in foot-over, rail-over bridges and station infrastructure. During the year gone by, Indian Railways rolled out India's first indigenously built engine-less train, the new 'Train 18' now renamed as 'Vande Bharat Express'. This train has been developed to replace the existing 'Shatabdi Express' and is completely made of stainless steel. This cost-competitive and 'Made in India' train has been generating a lot of interest among multiple countries for imports. Additionally, Indian Railways have undertaken multiple developments and reforms in station redevelopment in the recent past that are expected to further enhance the country's demand for stainless steel.

The automobile sector is also expected to contribute in growth of stainless steel consumption in India. Stainless steel is the preferred material for various auto components such as vehicle exhausts, fuel tanks, disk brakes, catalytic converters, and specialized parts of diesel turbochargers given the lower lifecycle costs and superior performance. Two-wheelers and passenger vehicles are shifting to stainless steel exhausts. In commercial vehicles, with the introduction of BS-VI norms, usage of stainless steel in exhausts is expected to double upto 30 kgs/vehicle

compared to 15 kgs/vehicle earlier. While the Auto Industry is facing near-term challenges; the Company expects this segment to grow well in the coming years given the huge opportunity arising due to increased urbanisation, expanding working population, rising replacement demand and easy availability of finance.

#### **Diversified range of product applications**

In the past couple of decades, the Indian stainless steel consumption has seen a paradigm shift from its use only in household/durables to use in new value-added categories of ABC, ART and process industries. The change followed a global pattern of countries, where developing countries per capita incomes witnessed growth in-line with developed countries.

JSL has a well-diversified product portfolio of wide range of stainless steel products in 200 series, 300 series, 400 series and duplex stainless steel grades. The Company supplies wide range of products in stainless steel in all product applications (ABC, ART, Process & Engineering, oil & gas and Consumer Products). JSL has well-equipped infrastructure set-up to produce various grades of stainless steel with distinct specifications relating to width, thickness, finish and weight, as per the precise specifications demanded by the customer. This has enabled the Company to be well-positioned to leverage on the changing market/demand dynamics.

#### **Capacity expansion**

JSL's facility located at Jajpur, Odisha and is well-equipped with high-quality infrastructure and facilities. During the year, the Company undertook plans to enhance its 0.8 million tonnes capacity to 1.1 million tonnes. This brownfield expansion is being executed by debottlenecking and process balancing at a nominal capex of around Rs. 40 crore only.

The plant has been configured in a way to easily expand its existing installed capacity further, as necessary resources and logistical facilities are already in-place. The Company being one of the large players operating in the stainless steel segment has the potential to lead the capacity expansion given the robust demand growth going forward.

#### **Professional management team with rich industry experience**

JSL has a well accomplished management team of senior professionals who have abundant industry experience and proven track record. The strategies formulated by them have played a key role in the Company's performance over the years and establishing its position as one of the country's largest and most diverse suppliers of stainless steel.

#### **Extensive Reach and Scale**

JSL has 14 sales offices across the country and as a major domestic pan-India player it has multiple touch points in place that enable its customers to avail best in class service.

Globally, the Company has a comprehensive global network with one Indonesian manufacturing facility and 11 international sales offices spread across, Spain, UK, Brazil, Italy, the United Arab Emirates, Russia, , and Vietnam. JSL's sales office and service center distribution network enables it to better manage its inventory, cater to domestic and international customers, and obtain the customer feedback needed to deliver more customized products.

#### **Strong Marketing and Branding initiatives**

Anticipating the avalanche of tirade by competition, undeterred imports & unethical play by unorganized & small fringe players in the stainless steel domain, Jindal Stainless Corporate Marketing Department is relentlessly working over to stitch together a robust Brand / Marketing Strategy that supports & compliments the business objectives, while driving business aspirations of becoming a most admired customer & consumer centric stainless steel conglomerate.

At present, the directive to the Marketing Department is to have a sharp sector-focused approach to drive 'active' awareness, 'positive' consideration & 'genuine' purchase of material made out of JSL coils & sheets in Pipes-& Tubes, and Ferritic FDA approved Food Grade Stainless Steel sectors. For the same, a cost-effective yet robust Marketing Plan is activated to build brand affinity, loyalty & purchase of our stainless steel products by prospective and current consumers alike, through multiple media vehicles & on-ground activations.

#### **Risks and Concerns**

The Company is committed to recognizing and managing the risks it is exposed to, and has put in place mechanisms to handle the same. The Company's management systems, organizational structures, processes, standards, and code of conduct together form its internal control systems, which govern how it conducts its business and manage all associated risks.

The Company is exposed to risks arising out of macroeconomic factors such as:

#### **Political, legal and regulatory risks**

There exists a possibility of a change in the overall duty structure on key raw-materials/finished goods by the Government. Further, the Company has been exporting its products to many countries across the globe which has varying degrees of political and commercial stability. Any instability in such countries could impact the Company and pose challenge to its overall performance.

#### **Change in the Demand-Supply scenario in the Global Stainless Steel industry**

Change in the demand-supply scenario can cause disruptions in the global market which could have an adverse effect on the Company's overall performance. Higher production in ASEAN countries including China could pose a threat to the outlook of the domestic industry. Despite having anti-dumping duties in place on certain products from China other countries, there exists a possibility of these goods getting circumvented through other FTA countries. This scenario could have adverse impact on the Company's performance.

#### **Volatility in key raw-materials**

The Company is exposed to price changes to some of its key raw-materials. This aspect could lead to a scenario of demand deterioration when prices fluctuate. The volatility in these materials could lead to an increase in inventories leading to some impact on the Company's performance.

#### **Financial Risks**

The Company's debt servicing capabilities could get affected due to any volatility in financial markets. The Company could face incremental challenges in a changing interest rate scenario. Further, the Company is also exposed to currency risks arising due to a considerable amount of import and export of goods it undertakes.

#### **Risks Mitigation**

The Company has been undertaking continuous modernization programs to maintain efficient operations of its products and engineering activities. Healthy cash flow generation by the Company has gone a long way in reducing the overall debt. The Company aspires to further strengthen its balance sheet over next 12 to 18 months. Additionally, the management actively benchmarks relevant operational parameters and ensures adequate level of liquidity is maintained for smooth operations.

#### **Audit and internal control system**

The Company has well-equipped and adequate internal control systems in place commensurate with the size of the firm and nature of its business. At JSL, business sustainability risks and opportunities are identified on an ongoing basis and integrate these into our existing risk management framework.

In addition to this, the Company has been undertaking continuous modernization programs to maintain efficient operations of its products and engineering activities. JSL has also made efforts to mitigate risks by enhancing the quality of its products, investing in latest equipment and technology, reducing energy consumption and improving productivity. The management actively benchmark relevant operational parameters and ensures adequate level of liquidity is maintained for smooth operations.

An extensive program of internal audits and regular reviews by the Audit Committee is carried out to ensure compliance with the best practices.

## Performance Highlights – FY2019 vs. FY2018

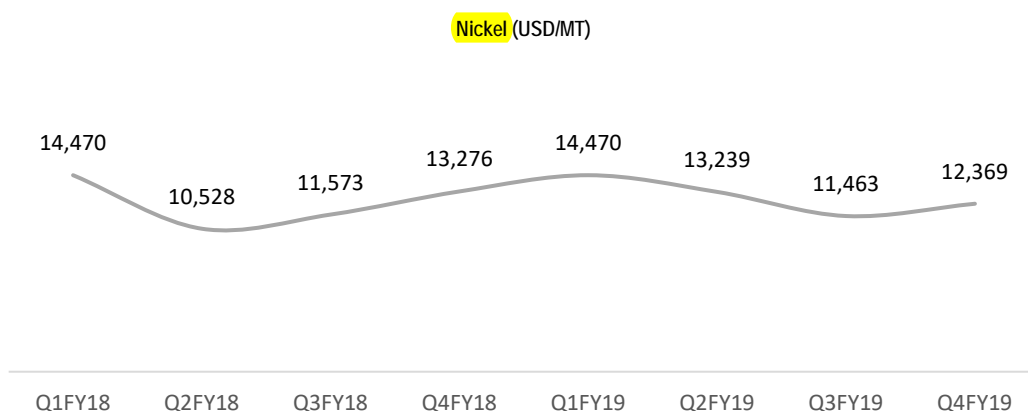
	Standalone			Consolidated		
Particulars (Rs. in crore)	FY 2019	FY 2018	YoY (%)	FY 2019	FY 2018	YoY (%)
Net Revenue from operations	12,585.01	10,784.55	17%	13,557.33	11,637.74	16%
Total Expenditure	11,449.07	9,503.62	20%	12,392.76	10,297.40	20%
EBITDA	1,135.94	1,280.93	-11%	1,164.57	1,340.34	-13%
Other Income	27.58	45.41	-39%	32.61	45.08	-28%
Finance Cost	614.09	540.63	14%	636.87	566.06	13%
Depreciation	335.08	303.84	10%	351.50	320.03	10%
PBT	220.66	483.24	-54%	221.71	519.54	-57%
Tax	81.62	164.97	-51%	76.60	174.04	-56%
PAT	139.04	318.27	-56%	145.11	345.50	-58%
EPS (Diluted)	2.90	5.80	-50%	2.97	6.20	-52%

The standalone net revenue from operations has increased by 17% at Rs. 12,585.01 crore as compared to Rs. 10,784.55 crore during previous year 2017-18. The Company witnessed a healthy 9% year-on-year improvement in its sales volumes which stood at 8,52,479 metric tons in FY 2019 as compared to 7,78,933 metric tons in FY 2018. Higher sales volume and better realizations contributed towards revenue growth in FY19.

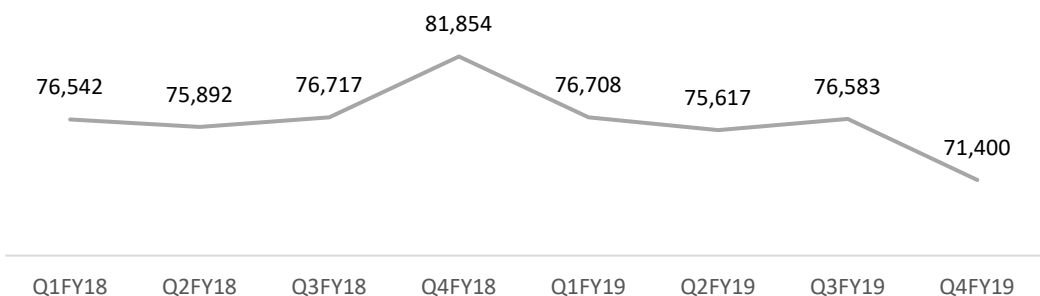
Standalone EBITDA stood at Rs. 1,135.94 crore as compared to Rs. 1,280.93 crore during previous year. EBITDA margins witnessed some pressure due to negative inventory valuation impact on account of input price movement during the year. Higher consumable costs like graphite electrode also impacted margin performance.

During FY19, interest costs increased by 14% at Rs. 614.09 crore. In the previous year, finance cost was lower on account of interest refund of Rs. 109 crore. PAT for the year at Rs. 139.04 crore as compared to Rs. 318.27 crore during previous year. Accordingly, this impacted the ROE of the Company which stood at 5.8% in FY19 as compared to 15.5% in the previous year. EPS for the year was Rs. 2.90 against Rs. 5.80 for the previous year.

### Key Raw Materials – Price Trends



*Note: Average quarterly prices; Source: LME*



Note: Average quarterly prices; Source: Steel Mint

Description – Borrowings (Rs. in crore)	As on March 2019	As on March 2018	As on March 2017
Long term debt	2,050	2,457	3,405
Inter corporate loan from related party	900	900	485
OCRPS*	695	607	-
<b>Total Long Term Debt</b>	<b>3,645</b>	<b>3,963</b>	<b>3,890</b>
Short term borrowing (less than 12 months)	473	766	1,738
<b>Total Debt</b>	<b>4,118</b>	<b>4,729</b>	<b>5,628</b>
Cash & Investments	14	37	42
<b>Net Debt</b>	<b>4,104</b>	<b>4,692</b>	<b>5,586</b>
Long term debt			
Long Term Debt Breakup:			
-INR Debt	3,139	3,248	2,902
-Foreign Currency Debt	506	715	988

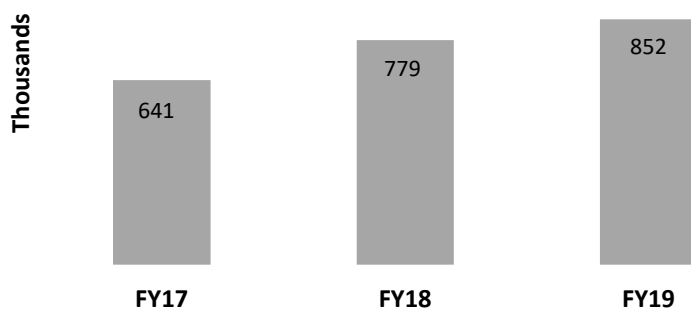
Note : \*Optionally Convertible Redeemable Preference Shares

The Company's total debt stood at Rs. 4,118 crore as of 31<sup>st</sup> March 2019. This is lower by Rs. 1,510 crore over the past two years. On the back of healthy cash flows, the Company has been able to strengthen its balance sheet as its Net Debt/EBITDA ratio has improved from 5.0x in FY17 to 3.6x in FY19. Similarly, its Net Debt/Equity ratio has improved from 3.2x in FY17 to 1.7x in FY19. Thus, the Company has been able to considerably strengthen its balance sheet. The Company aspires to further strengthen its balance sheet over next twelve to eighteen months.

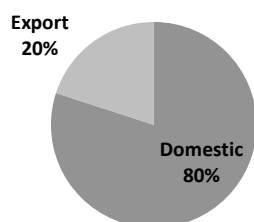
## Key Financial Ratios

Key Financial Ratios (Standalone)	FY19	FY18	FY17
EBITDA margin (%)	9.0%	11.9%	13.3%
PAT Margin (%)	1.1%	3.0%	0.7%
Net Debt to Equity	1.7	2.0	3.2
Net Debt to EBITDA	3.6	3.7	5.0
Return on Equity (%)	5.8%	15.5%	3.5%
Return on Capital employed (%)	12.0%	15.6%	10.3%
Debtors Turnover	15.1	13.2	9.6
Inventory Turnover	5.7	5.1	4.3
Interest Coverage Ratio	1.3	1.8	1.0
Current Ratio	0.8	0.9	0.6

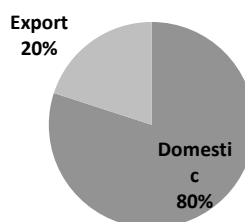
## SS Sales Volume (MT)



Sales Volume Composition – FY19



Sales Value Composition – FY19



The Company's consolidated net revenue from operations grew by 16% Y-o-Y in FY2019 to Rs. 13,557.33 crore. Improved operational performance coupled with stable demand from various segments such as Railways, Metros, Pipe & Tubes, Process industries, etc. supported this growth.

Consolidated EBITDA stood at Rs. 1,164.57 crore in FY 2019 as compared to Rs. 1,340.34 crore in FY 2018. With a focus on improving volumes, operational efficiencies and cost rationalization, the Company expects to register improvement in its margin performance going forward. PAT for the year at Rs. 145.11 crore as compared to Rs. 345.50 crore during previous year. EPS for the year was Rs. 2.97 against Rs. 6.20 for the previous year.

#### Awards and Accolades - FY19

In pursuit of business excellence, JSL has undertaken various initiatives under operational excellence drive. These initiatives include quality circle, work place management (5S) and participation in various awards and recognition scheme with focus on people development through training, awareness and participation specifically from grass root level, lower and middle management personnel.

- JSL received the prestigious 17<sup>th</sup> Annual Greentech Safety Platinum Award-2018 in Metal & Mining Sector for the FY 2018-19 for outstanding achievement in Safety Management.
- Received Apex India Environment Excellence Award 2018 under Gold category in Metal & Mining Sector for the FY 2018-19 for outstanding achievement in Environmental Management, organized by Apex India Foundation, New Delhi on 18.02.2019.
- Received EKDKN Exceed Award 2018 for the FY 2018-19 under Environment Preservation Category in Steel Sector, organized by 'Ek Kaam Desh Ke Naam', New Delhi.
- JSL bagged the 7<sup>th</sup> Annual Manufacturing Today Awards 2018 for the 'Excellence in Training & Skill Development 2018 (Large Category)' in a function held in Mumbai.
- Received the 'Exceed Award-2018' in Platinum category for "Training Excellence in HR" in steel sector.
- JSL received the prestigious "18<sup>th</sup> Annual Green-tech Environment Gold Award – 2018" in Metal & Mining Sector.
- JSL participated in CCQC (Chapter Convention on Quality Concepts) with total 13 QC teams at Rungta College of Engineering and Technology, Raipur (organized by QCFI, Bhilai Chapter) and Rourkela Institute of Management Studies (organized by QCFI, Rourkela Chapter) and won 12 Gold Awards for their case study presentation.
- JSL participated in National Convention on Quality Concepts (NCQC) 2018 with 12 Quality Circle teams held at Gwalior (organized by QCFI) and won '12 Par Excellence' Awards.
- JSL bagged two Gold (highest category) awards in International Convention on Quality Control Circles (ICQCC) 2018 at Singapore.
- The Company participated in the '31<sup>st</sup> CII State level Quality Circle Competition' held at Bhubaneswar where it secured first position in the State level competition.

#### INTEGRATED MANAGEMENT SYSTEMS

##### Quality & Quality Management Systems

Jindal Stainless Limited, Jajpur is certified for various management system certifications comprising of Quality Management System (ISO 9001:2015), Environment Management System (ISO 14001:2015) and Occupational Health & Safety Management System (BS OHSAS 18001:2007). The certifications have successfully been upgraded to the latest versions and the unit is in receipt of these certificates. The Company has also successfully obtained Energy Management System certification (as per ISO 50001:2011).

All the testing laboratories (comprising of Materials, Steel Melt Shop, Coal Testing and Mechanical Testing) of the Company have adopted laboratory management system. They are currently accredited to National Accreditation Board of Testing and Calibration Laboratory (NABL) and accredited as a single laboratory "Central Laboratory & Technical Services" as per ISO/IEC 17025:2017. NABL certification has strengthened its overall technical competency which has resulted in becoming a world class laboratory with acceptance of its test results worldwide.

The Company has been re-certified as per Construction Product Regulation (CE Marking) with incorporation of ferritic & duplex grades of stainless steel with validity of certificate till December 2023. This certification will further enhance Company's preference as certified manufacturer of stainless steel for construction field in the European market with 14 grades covered under the scope of CE marking. The Company has also undergone re-certification process as per Pressure Equipment Directive AD/ PED and is re-certified with incorporation of ferritic & duplex grades of stainless steel with validity of certificate until January 2022. The PEMEX certification for oil and gas sector is valid until September 2019. The Company continues to hold DNV GL Approval for Marine Application and Approval from Bureau Veritas as per Marine & Offshore General Conditions.

The Company has 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 has obtained ISI mark/ BIS certification for various grades of Stainless Steel and has recently Up graded BIS license from IS 6911:1992 to IS 6911:2017. Inclusion of gr-5 (Low Nickel Austenite) & gr-6 (Duplex) grades in the existing license as per IS 6911:2017 (Stainless steel plate, sheet and strips). Implementation of amendment-2 of IS 6911:2017 by incorporating approximately 83 nos. of grades in various group. This has enabled us as preferred stainless steel manufacturer with BIS license. Other BIS licenses availed includes the license per IS 5522: 2014 (Stainless Steel Sheets and Strips for Utensils) and IS 15997:2012 (Low Nickel Austenitic Stainless Steel and Strip for Utensils and Kitchen Appliances).

The Company also holds JIS Mark Certification as per JIS (Japanese Industrial Standard) JIS G 4304, JIS G 4305 and JIS G 4312 requirements for stainless steel products. This certification has enabled the Company to sell its stainless steel products in Japan and East Asian countries.

### **Environment**

In the pursuit of excellence in sustainable environment, Jindal Stainless Limited (JSL), has taken various measures towards environment protection by way of efficient use of all key resources through its effective management, technological advancement and sound environmentally workforce for up-gradation of Integrated Management System (IMS) that includes ISO 9001: 2015 for Quality Management System (QMS), ISO 14001:2015 for Environment Management System (EMS) and OHSAS 18001: 2007 for Occupational Health & Safety Management System (OHSMS) in line with the requirement.

Environment Surveillance monitoring of Air quality (ambient air and stack), water quality, and noise at various locations is being regularly carried out. Real time online monitoring of ambient air quality, stack and effluent quality has been made operational continuously and data is being transmitted to SPCB/CPCB server uninterruptedly.

Various environmental measures have been taken by JSL for control of air pollution at Ferro Alloy Complex with replacement of 1050 numbers of filter bags at SAF # 1 & 2 and 3150 numbers of filter bags in SAF # 3, 4 & 5 bag House Hoppers.

As a part of surface runoff water management, surface runoff study has been undertaken by NIT, Rourkela to find out the remedial measures for control of seepage water.

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 five years towards 100 % fly ash utilization by way of supplying fly ash to bricks manufacturing unit, Asbestos manufacturing Plant & Cement Plants. Further bottom ash is being disposed at nearby abandoned mines and development of lands and road construction.

To be in harmony with nature and green environment, JSL has undertaken mass plantation programmes in and around the Plant to create thick greenbelt and avenue plantations. As on 31st March, 2019 JSL has undertaken tree plantation of 334144 nos. inside plant covering an area of 189.36 Ha. (37.7 % of total plant area), 1, 38,847 nos. of trees outside plant and free distribution of 85,694 nos. of saplings.

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.

### **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".

A robust management system framework and a sound safety governance structure drive our health and safety measures. To achieve our objective of Zero LTI (Loss time injury), long-term Safety Strategies are being implemented across JSL. We endeavour to achieve the goal of "Committed to Zero" i.e. to achieve zero LTI for any unsafe act/s when it comes to Safety.

JSL has set online systems for reporting unsafe condition/act in the workplace, besides offering features for online detection of hazardous gases as well as visual displays of the shop floor for better understanding of work processes. 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 "Suraksha Chakra". JSL has well-structured and experienced fire fighting team round the clock to deal with any emergency situations at Plant. A dedicated Safety Training Centre (STC) with multimedia facilities to conduct safety training on various topics and impart audio-visual aided induction & job specific safety trainings on daily. In addition, various Safety Promotion campaigns, awareness drive, publicity & propaganda including Weekly Open House Safety Meeting at different Shop floors are undertaken at regular intervals to instill safety culture.

We are committed to our goal of ensuring zero harm to our employees, our contractors and the communities in which we operate. This is integral to our business process and is laid down in the JSL Health and Safety Policy, through which we have achieved the Zero Fatality.



## Human Resource

Employee satisfaction is essential to us. Therefore, placing a strong focus on our employees is in the best interest of our clients and shareholders. Especially in the face of on-going digitalization in the workplace, company's efforts and strategy in the field of human resources take on a new and crucial importance.

As on March 31, 2019 the Company comprised total employee strength (including contractual staff) of 6,442. Our inherent belief and conviction is that people are our greatest asset. One of the key initiatives in this direction during FY 18-19 was to implement SAP Success Factors as our HRMS across the entire organization (including subsidiaries). The entire project was implemented successfully in a short span of 6 months, with meticulous change management to support the transition. It has helped us to not only streamline employee experience and deliver HR services effectively but also to provide a digital experience via a mobile interface.

Our internal social media platform, Pulse now forms the lifeline of the organization; acting as an interactive medium for employee engagement. Online town-halls SAMPARK with the senior leadership ensures we get connected to all the locations simultaneously, and are continuously listening to our employees as well as informing them periodically about our direction and strategy. Our engagement with employees also continues via year-long events centered on wellbeing and team-bonding.

With workforce becoming increasingly diverse; we need to understand, accept and value differences, striving to build an inclusive and diverse work environment. As a step in this direction, Jindal Stainless has launched STRIDE- an inclusion & diversity initiative with a series of on-going programs and interventions. We revised our Prevention of Sexual Harassment policy (POSH) incorporating best practices beyond the mandated act; reiterating our commitment towards becoming a 'zero tolerance organization' against sexual harassment of women at workplace.

We are continually refreshing our talent by hiring fresh engineering & diploma graduates every year from leading engineering & diploma colleges across India, selecting the best of the best after rigorous online assessments and interviews. The graduate engineering trainees (GET) will go through our flagship year long program - ARISE which will "Shape Stainless Engineers" of the future, preparing them for the transition from academic to the corporate world. Industry-Academia partnership through our MOUs with IIT Bhubaneswar, polytechnics, ITIs is also helping us contribute to build an industry-ready workforce.

To build the future leadership pipeline at Jindal Stainless, we launched a flagship leadership development program for middle managers, Masterful Management - a 12 month development journey focusing on leadership capabilities for the changing business landscape.

### Way Forward

Several internal and external factors augur well for the Company's future. JSL is well positioned to capitalize on the enormous growth potential the Stainless Steel industry offers. It has in place sufficient capacity and headroom for growth and has a wide domestic and International presence. JSL's focus is to carry forward its growth momentum into the next 12-18 months. On a longer-term basis, the Company remains confident that its strategic initiatives will provide levers for high quality and sustainable growth and profitability. However, Indian stainless steel primary producers are facing the challenges of higher imports from FTA countries.

### FORWARD-LOOKING STATEMENT

This Annual Report includes forward-looking statements regarding guidance, industry prospects, or future results of operations or financial position. We use words such as anticipates, believes, expects, future, intends, and similar expressions to identify forward looking statements. Forward looking statements reflect management's current expectations and are inherently uncertain. Actual results could differ materially for a variety of reasons, including, among others, fluctuations in foreign exchange rates, changes in global economic conditions and customer spending, world events and the rate of growth among others. The Company assumes no responsibility to amend, modify or revise any such statements. The Company disclaims any obligation to update these forward-looking statements except as may be required by law.

## Independent Auditor's Report

To the Members of Jindal Stainless Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

1. We have audited the accompanying standalone financial statements of Jindal Stainless Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs (financial position) of the Company as at 31 March 2019, and its profit (financial performance including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p><b>Valuation of investment in associate company</b></p> <p>We draw reference to note 4 to the standalone financial statements.</p> <p>The Company has investment in equity instruments of its associate company amounting to ₹ 175.05 crores. Such investment in the aforesaid associate company is accounted for at cost in accordance with Ind AS 27, Separate Financial Statements. The Company assesses the recoverable amount of the investment when impairment indicators exist by comparing the fair value (less costs of disposal) and carrying amount of the investment as on the reporting date.</p> <p>The aforesaid investment is not traded in the market. The fair value of the investment is determined by a management-appointed independent valuation specialist based on discounted cash flow ('DCF') method. The process of computation of fair valuation for investment in associate company using DCF method is complex. Management's assessment of the fair valuation of investment requires estimation and judgement around assumptions used. The key assumptions underpinning management's assessment of the fair valuation include, but are</p>	<p>Our audit procedures were focused on obtaining sufficient appropriate audit evidence that the carrying value of investment in associate company is not materially misstated. These procedures included, but were not limited to, the following:</p> <p>We obtained an understanding of management's processes and controls for determining the fair valuation of investment. The understanding was obtained by performance of walkthroughs which included inspection of documents produced by the Company and discussion with those involved in the process of valuation.</p> <p>In addition to the evaluation of design and testing the operating effectiveness of controls implemented for identification of impairment indicators and measurement of impairment provisions, we also performed the following procedures:</p> <ul style="list-style-type: none"><li>• Assessed the qualification and objectivity of the management-appointed independent valuation specialist to determine the fair value of investment;</li><li>• Assessed the appropriateness of valuation methodology used for the fair valuation computation with the help of an</li></ul>

Key audit matter	How our audit addressed the key audit matter
<p>not limited to, projections of future cash flows, growth rates, discount rates, estimated future operating and capital expenditure.</p> <p>The application of significant judgment in this matter required substantial involvement of senior personnel on the audit engagement including individuals with expertise in valuation.</p> <p>Accordingly, assessment of impairment losses to be recognised, if any, on the carrying value of investment made in the associate company has been considered as be a key audit matter for current year's audit.</p>	<p>auditor's expert, and tested the mathematical accuracy of management's model;</p> <ul style="list-style-type: none"> <li>• Reconciled the cash flow projections to the business plans approved by the Company's management;</li> <li>• Challenged the management's assessment of underlying assumptions used for the cash flow projections including the implied growth rates, considering evidence available to support these assumptions and our understanding of the business;</li> <li>• Tested the discount rate and long-term growth rates used in the forecast including comparison to economic and industry forecasts where appropriate;</li> <li>• Evaluated the sensitivity analysis performed by management in respect of the key assumptions such as discount and growth rates to ensure there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the fair value calculation;</li> <li>• Evaluated the appropriateness of disclosures in relation to investment in associate company and related impairment indicators.</li> </ul> <p>We also obtained written representations from management and those charged with governance on whether the significant assumptions used in valuation of the investment in the associate company are considered reasonable.</p>
<p><b>Recoverability of Minimum Alternate Tax (MAT) Credit</b></p> <p>As at 31 March 2019, the Company has recognised Minimum Alternate Tax (MAT) credit amounting ₹ 77.65 crores, within deferred tax assets. On that date, the Company also has unabsorbed depreciation amounting to ₹ 2,005.16 crores.</p> <p>The recognition of a deferred tax asset in the form of MAT credit is based on management's estimate of taxable and accounting profits in future, which are underpinned by the Company's price assumptions and business plans, and tax adjustments required to be made in the taxable profit computations, as per the provisions of Income Tax Act, 1961 (IT Act). Estimating recoverability of MAT credit also requires significant judgments, including the timing of reversals of unabsorbed depreciation.</p> <p>Considering the materiality of the amounts involved and inherent subjectivity requiring significant judgment involved in the determination of utilization of MAT credit through estimation of future taxable profits, this area was considered to be of most significance to the audit and determined to be a key audit matter.</p>	<p>Our procedures in relation to assessment of MAT credit recognised as at reporting date included, but were not limited to, the following:</p> <ul style="list-style-type: none"> <li>• Obtained and updated understanding of the management's process of computation of future accounting and taxable profits of the Company, and expected utilization of available MAT credit within specified time period as per provision of the IT Act.</li> <li>• Evaluated the design of and tested the operating effectiveness of controls around the preparation of underlying business plans, future taxable profit computation, and assessment of recognition of MAT credit at year end.</li> <li>• Reconciled the business results projections to the future business plans approved by the Company's board of directors;</li> <li>• Challenged the management's assessment of underlying assumptions used for the business results projections including expected capacity expansion and utilisation, implied growth rates and expected prices considering evidence available to support these assumptions and our understanding of the business;</li> <li>• Tested the growth rates used in the forecast by comparing them to past trends and to economic and industry forecasts where appropriate;</li> <li>• Evaluated the sensitivity analysis performed by management in respect of the key assumptions such as growth rates to ensure there was sufficient headroom with respect to the estimation uncertainty impact of such</li> </ul>

Key audit matter	How our audit addressed the key audit matter
	<p>assumptions on the timing of reversal of unabsorbed depreciation and utilisation of MAT credit;</p> <ul style="list-style-type: none"> <li>• Tested the computations of future taxable profits, including testing of the adjustments made in such computations with respect to tax-allowed and tax-disallowed items, other tax rebates and deductions available to the Company, and tested the computation of MAT liability in such future years, in accordance with the provisions of the IT Act.</li> <li>• Evaluated the historical accuracy of the estimates made in the prior periods with respect to business projections and aforesaid tax computations.</li> <li>• Tested the mathematical accuracy of management's projections and tax computations.</li> <li>• Based on aforesaid computations, assessed the appropriateness of management's estimate of likelihood of utilization of MAT credit within the time period specified and in accordance with the provisions of the IT Act.</li> <li>• Evaluated the appropriateness and adequacy of the disclosures related to MAT credit in the financial statements in accordance with the applicable accounting standards.</li> </ul>

We have determined that there are no other key audit matters to communicate in our report.

#### Information other than the Financial Statements and Auditor's Report thereon

6. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
8. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
17. Further to our comments in Annexure I, 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 purpose 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 standalone financial statements dealt with by this report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
- e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act;
- f) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 20 May 2019 as per Annexure II expressed unmodified opinion;
- 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
  - i. the Company, as detailed in note 36 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2019;
  - ii. the Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2019;
  - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2019; and
  - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandio & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Siddharth Talwar  
Partner  
Membership No.: 512752

Place: New Delhi  
Date: 20 May 2019

## Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets have not been physically verified by the management during the year, however, there is a regular program of verification once in three years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.
- (ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management. No material discrepancies were noticed on the aforesaid verification.
- (iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) In our opinion, the Company has complied with the provisions of Section 186 in respect of investments and guarantees. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of loans and security.
- (v) In our opinion, the Company has complied with the directives issued by the Reserve Bank of India, the provisions of Sections 73 to 76 and other relevant provisions of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) as applicable, with regard to the deposits accepted. According to the information and explanations given to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal, in this regard.
- (vi) 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 sub-section (1) of Section 148 of the Act in respect of Company's products and services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Annexure I to the Independent Auditor's Report of even date to the members of Jindal Stainless Limited, on the standalone financial statements for the year ended 31 March 2019

Statement of Disputed Dues

Name of Statute	Nature of dues	Amount (₹ crores)	Amount paid under protest (₹ crores)	Period to which the amount relates	Forum where dispute is pending
The Central Sales Tax Act, 1956	Central Sales Tax	2.35	0.47	2013-14 and 2014-15	Commissioner of Commercial Taxes, Odisha
The Odisha Value Added Tax Act, 2004	Value Added Tax	22.92	-	2013-14 and 2014-15	The Hon'ble High Court, Odisha
The Orissa Entry Tax Act, 1999	Entry Tax	97.43	14.37	1 October 2006 to 30 September 2010	The Hon'ble High Court, Odisha
The Orissa Entry Tax Act, 1999	Entry Tax	57.18	20.96	2013-14 and 2014-15	The Hon'ble High Court, Odisha
The Orissa Entry Tax Act, 1999	Entry Tax	78.23	48.99	01 Oct 2010 to 31 March 2013 and 01 April 2015 to 31 March 2017	The Hon'ble High Court, Odisha
The Orissa Entry Tax Act, 1999	Entry Tax	0.10	0.10	April 2006 to September 2006	Additional Commissioner of Commercial Tax
The Customs Tariff Act, 1975	Customs Duty	7.97	0.60	2012-13	Commissioner of Customs
The Customs Act, 1962	Customs Duty	1.70	0.13	2014-15	Commissioner of Customs
The Customs Act, 1962	Customs Duty	0.82	0.82	2014-15 and 2015-16	Commissioner of Customs
The Central Excise Act, 1944	Central Excise Duty	0.71	0.18	January 2009 to April 2009	CESTAT
The Central Excise Act, 1944	Central Excise Duty	1.30	1.30	2006-07, 2007-08 and 2008-09	CESTAT
The Central Excise Act, 1944	Central Excise Duty	0.50	0.05	September 2006 to August 2011	CESTAT
The Central Excise Act, 1944	Central Excise Duty	0.26	0.02	June 2007 to December 2007	Assistant Commissioner of Central Excise
The Central Excise Act, 1944	Central Excise Duty	0.30	0.03	May 2008 to March 2009	CESTAT
The Central Excise Act, 1944	Central Excise Duty	0.94	-	2011-12 to 2015-16	CESTAT
The Central Excise Act, 1944	Central Excise Duty	0.22	0.02	2012-13 to 2013-14	Assistant Commissioner (Audit) of Central Excise & Service Tax
The Central Excise Act, 1944	Central Excise Duty	0.19	0.01	2014-15	Assistant Commissioner (Audit) of Central Excise & Service Tax,
The Central Excise Act, 1944	Central Excise Duty	23.58	-	December-2012 to February 2014 and January 2013 to January 2014	Commissioner of Central GST and Central Excise, Audit Commissioner ate



Annexure I to the Independent Auditor's Report of even date to the members of Jindal Stainless Limited, on the standalone financial statements for the year ended 31 March 2019

Name of Statute	Nature of dues	Amount (₹ crores)	Amount paid under protest (₹ crores)	Period to which the amount relates	Forum where dispute is pending
The Central Excise Act, 1944	Central Excise Duty	0.05	-	2013-14 to 2017-18	Assistant Commissioner of Central GST and Central Excise
The Central Excise Act, 1944	Central Excise Duty	0.02	-	2013-14	CESTAT
Income-tax Act, 1961	Income tax	2.17	-	Assessment Year (A.Y.) 2003-04	Hon'ble High Court of Delhi
Income-tax Act, 1961	Income tax	3.01	-	A.Y. 2004-05	Hon'ble High Court of Delhi
Income-tax Act, 1961	Income tax	14.40	-	A.Y. 2005-06	Hon'ble High Court of Delhi
Income-tax Act, 1961	Income tax	0.10	-	A.Y. 2006-07	Additional commissioner of Income tax (Transfer pricing officer)
Income-tax Act, 1961	Income tax	8.69	-	A.Y. 2006-07	Hon'ble High Court of Delhi
Income-tax Act, 1961	Income tax	9.98	-	A.Y. 2007-08	Income tax Appellate Tribunal
Income-tax Act, 1961	Income tax	0.53	-	A.Y. 2008-09	Income tax Appellate Tribunal
Income-tax Act, 1961	Income tax	0.09	-	A.Y. 2009-10	Income tax Appellate Tribunal
Income-tax Act, 1961	Income tax	0.30	-	A.Y. 2010-11	Income tax Appellate Tribunal
Income-tax Act, 1961	Income tax	0.21	-	A.Y. 2010-11	Commissioner of Income tax (Appeals)
Income-tax Act, 1961	Income tax	1.80	-	A.Y. 2011-12	Commissioner of Income Tax (Appeals)
Income-tax Act, 1961	Income tax	15.39	-	A.Y. 2011-12	Income tax Appellate Tribunal
Income-tax Act, 1961	Income tax	14.79	-	A.Y. 2012-13	Income tax Appellate Tribunal
Income-tax Act, 1961	Income tax	11.86	-	A.Y. 2013-14	Income tax Appellate Tribunal

- (viii) The Company has not defaulted in repayment of loans or borrowings to any financial institution or a bank or any dues to debenture-holders during the year. The Company has no loans or borrowings payable to government during the year.
- (ix) In our opinion, the Company has applied moneys raised by way of term loans for the purposes for which these were raised. The Company did not raise moneys by way of term loans during the year.
- (x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

**Annexure I to the Independent Auditor's Report of even date to the members of Jindal Stainless Limited, on the standalone financial statements for the year ended 31 March 2019**

- (xi) Managerial remuneration has been paid by the company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.
- (xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.
- (xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.
- (xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Walker Chandiok & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Siddharth Talwar  
Partner  
Membership No.: 512752

Place: New Delhi  
Date: 20 May 2019

## Annexure II

### Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the standalone financial statements of Jindal Stainless Limited ("the Company") as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting (IFCoFR) of the Company as at that date.

#### Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the '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 the Company's business, including adherence to the 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 Act.

#### Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR included obtaining an understanding of IFCoFR, 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.
5. 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 IFCoFR.

#### Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR 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 IFCoFR include 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Annexure II to the Independent Auditor's Report of even date to the members of Jindal Stainless Limited, on the standalone financial statements for the year ended 31 March 2019

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, 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 issued by the ICAI.

For Walker Chandiok & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Siddharth Talwar  
Partner  
Membership No.: 512752

Place: New Delhi  
Date: 20 May 2019

JINDAL STAINLESS LIMITED  
Balance Sheet as at 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Note	As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2	6,113.37	6,124.30
Capital work-in-progress	2A	20.14	130.25
Intangible assets	3	29.41	19.19
Intangible assets under development	3A	5.64	11.53
Financial assets			
Investments	4	486.37	484.14
Loans	5	42.52	39.91
Other financial assets	6	0.43	0.40
Current tax assets (net)	12	2.93	4.74
Other non-current assets	7	28.01	56.51
<b>Current assets</b>			
Inventories	8	2,044.16	2,012.36
Financial assets			
Investments	4	0.40	0.47
Trade receivables	9	842.52	828.29
Cash and cash equivalents	10	5.89	20.52
Bank balances other than above	11	8.19	16.08
Loans	5	12.47	11.63
Other financial assets	6	131.81	61.68
Current tax assets (net)	12	21.25	17.02
Other current assets	7	225.91	325.30
<b>Total</b>		<b>10,021.42</b>	<b>10,164.32</b>

JINDAL STAINLESS LIMITED  
Balance Sheet as at 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	13	95.84	95.84
Other equity	14	2,378.67	2,255.78
LIABILITIES			
Non-current liabilities			
Financial liabilities:			
Borrowings	15	3,152.69	3,550.90
Other financial liabilities	16	26.01	50.73
Provisions	17	5.98	4.65
Deferred tax liabilities (net)	18	126.39	45.52
Other non-current liabilities	19	336.72	349.35
Current liabilities			
Financial liabilities:			
Borrowings	20	472.97	765.54
Trade payables	21		
Total outstanding dues of micro enterprises and small enterprises		77.44	19.09
Total outstanding dues to creditors other than micro enterprises and small enterprises		2,242.69	1,921.14
Other financial liabilities	16	904.01	878.02
Other current liabilities	19	201.39	227.42
Provisions	17	0.62	0.34
Total		10,021.42	10,164.32
Summary of significant accounting policies	1		
The summary of significant accounting policies and other explanatory information are an integral part of the financial statements.			

JINDAL STAINLESS LIMITED  
 Balance Sheet as at 31 March 2019  
 (All amount in ₹ crores, unless otherwise stated)

This is the Balance Sheet referred to in our report of even date		For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013		Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner		Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi			
Date: 20 May 2019			

JINDAL STAINLESS LIMITED  
Statement of Profit and Loss for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Note	Year ended 31 March 2019	Year ended 31 March 2018
<b>INCOME</b>			
Revenue from operations	22	12,585.01	10,963.67
Other income	23	27.58	45.41
<b>Total</b>		<b>12,612.59</b>	<b>11,009.08</b>
<b>EXPENSES</b>			
Cost of materials consumed		7,987.70	6,041.87
Purchases of stock-in-trade		698.08	713.33
Changes in inventories of finished goods, work in progress and stock-in-trade	24	(236.34)	129.31
Excise duty		-	179.12
Employee benefits expense	25	136.65	136.97
Finance costs	26	614.09	540.63
Depreciation and amortisation expense	27	335.08	303.84
Other expenses	28	2,862.98	2,482.14
<b>Total</b>		<b>12,398.24</b>	<b>10,527.21</b>
<b>Profit before exceptional items and tax</b>		<b>214.35</b>	<b>481.87</b>
Exceptional items	37	6.31	1.37
<b>Profit before tax</b>		<b>220.66</b>	<b>483.24</b>
<b>Tax expense</b>	<b>29</b>		
Current tax		0.53	-
Deferred tax		81.09	164.97
<b>Total tax expense</b>		<b>81.62</b>	<b>164.97</b>
<b>Profit for the year</b>		<b>139.04</b>	<b>318.27</b>



**JINDAL STAINLESS LIMITED**  
**Statement of Profit and Loss for the year ended 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

Other comprehensive income			
Items that will not be reclassified to profit or loss		(0.62)	(0.87)
Income tax relating to items that will not be reclassified to profit or loss		0.22	0.30
<b>Total other comprehensive income</b>		<b>(0.40)</b>	<b>(0.57)</b>
<b>Total comprehensive income for the year</b>		<b>138.64</b>	<b>317.70</b>
<b>Earnings per share (in ₹)</b>	<b>32</b>		
Basic		2.90	7.06
Diluted		2.90	5.80
<b>Summary of significant accounting policies</b>	<b>1</b>		
The summary of significant accounting policies and other explanatory information are an integral part of the financial statements.			

This is the Statement of Profit and Loss referred to in our report of even date	For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi		
Date: 20 May 2019		

JINDAL STAINLESS LIMITED  
Statement of changes in equity for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

A. Equity share capital

Particulars	Amount
As at 1 April 2017	79.89
Changes in equity share capital	15.95
As at 31 March 2018	95.84
Changes in equity share capital	-
As at 31 March 2019	95.84

B. Other equity

Particulars	Reserves and Surplus							Money received against share warrants	Total
	Employees stock option outstanding (ESOP)	Amalgamation reserve	Foreign currency monetary items translation difference account	Debenture redemption reserve (DRR)	Securities premium	Capital redemption reserve	Retained earnings		
Balance as at 01 April 2017	1.27	1.22	(5.90)	54.19	758.04	20.00	807.49	25.01	1,661.32
Profit for the year	-	-	-	-	-	-	318.27	-	318.27
Securities premium on issue of shares against conversion of funded interest term loan	-	-	-	-	224.71	-	-	-	224.71
Subscription amount towards compulsorily convertible warrants	-	-	-	-	-	-	-	49.99	49.99
Conversion of compulsorily convertible warrants and security premium thereon	-	-	-	-	71.16	-	-	(75.00)	(3.84)

JINDAL STAINLESS LIMITED  
Statement of changes in equity for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Stock options expired	(1.27)	-	-	-	-	-	1.27	-	-
Other comprehensive income for the year (net of tax)		-	-	-	-	-	(0.57)	-	(0.57)
Accumulation of translation difference on long term foreign currency monetary items (net of amortisation)	-	-	5.90	-	-	-	-	-	5.90
Transfer from debenture redemption reserve	-	-	-	(2.50)	-	-	2.50	-	-
Balance as at 31 March 2018	-	1.22	-	51.69	1,053.91	20.00	1,128.96	-	2,255.78
Profit for the year	-	-	-	-	-	-	139.04	-	139.04
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	(0.40)	-	(0.40)
Accumulation of translation difference on long term foreign currency monetary items (net of amortisation)	-	-	(15.75)	-	-	-	-	-	(15.75)
Transfer from debenture redemption reserve	-	-	-	(19.62)	-	-	19.62	-	-
Balance Sheet as at 31 March 2019	-	1.22	(15.75)	32.07	1,053.91	20.00	1,287.22	-	2,378.67
Summary of significant accounting policies					1				
The summary of significant accounting policies and other explanatory information are an integral part of the financial statements.									

**JINDAL STAINLESS LIMITED**

Statement of changes in equity for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

This is the Statement of Changes in Equity referred to in our report of even date	For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi		
Date: 20 May 2019		

JINDAL STAINLESS LIMITED  
Cash Flow Statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	As at 31 March 2019	As at 31 March 2018
<b>A</b>	<b>Cash flow from operating activities</b>		
	Profit before tax	220.66	483.24
	Adjustments for:		
	Depreciation and amortisation expense	335.08	303.84
	Loss on sale of property, plant and equipment (net)	0.24	3.26
	Gain on disposal of investments (net)	(0.64)	(0.01)
	Interest income on investments	(3.08)	(4.07)
	Liability no longer required written back	(20.74)	(28.75)
	Amortisation of deferred revenue	(12.63)	(10.80)
	Interest income on financial assets measured at amortised cost	(1.10)	(3.56)
	Unwinding of discount on financial asset measured at amortised cost	1.58	-
	Bad debts written off and allowance for expected credit loss	7.74	13.45
	Interest income on fixed deposits, receivables and income tax refund	(3.66)	(4.05)
	Net unrealised foreign exchange loss/(gain)	(27.77)	27.59
	Provision for estimated recompense liability	27.50	27.50
	Finance costs (net)	614.09	540.63
	Operating profit before working capital changes	1,137.27	1,348.27
	Movement in working capital		
	Trade receivables	(33.15)	(38.74)
	Inventories	(31.80)	(257.68)
	Other financial assets	(32.68)	94.90
	Other assets	99.72	11.66
	Trade payables	425.46	305.70
	Other financial liabilities	(183.66)	49.12
	Other liabilities	(26.03)	(119.56)
	Provisions	0.99	(3.83)
	Cash flow from operating activities post working capital changes	1,356.12	1,389.84
	Income tax paid (net of refund)	(2.95)	37.33
	Net cash generated from operating activities (A)	1,353.17	1,427.17

**JINDAL STAINLESS LIMITED**  
**Cash Flow Statement for the year ended 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

<b>B</b>	<b>Cash flow from investing activities</b>		
	Purchase of property, plant & equipment and intangible assets (including Capital work in progress and intangible assets under development)	(187.57)	(179.28)
	Proceeds from sale of property, plant and equipment	2.33	2.44
	Interest received	3.74	4.19
	Loans to related parties	-	(0.99)
	(Investment in)/ Redemption of deposits with banks	7.98	(10.57)
	Purchase of investment in subsidiary	(0.05)	-
	Proceeds from disposal of investments in subsidiary	1.41	0.50
	<b>Net cash used in investing activities (B)</b>	<b>(172.16)</b>	<b>(183.71)</b>
<b>C</b>	<b>Cash flow from financing activities</b>		
	Proceeds from issue of shares/warrants	-	49.99
	Loan taken from related party	-	415.00
	Repayment of short term borrowing (net)	(288.74)	(972.59)
	Proceeds from borrowings	-	590.00
	Repayment of long-term borrowings	(471.25)	(733.38)
	Interest paid	(435.65)	(607.20)
	<b>Net cash used in financing activities (C)</b>	<b>(1,195.64)</b>	<b>(1,258.18)</b>
	<b>Net decrease in cash and cash equivalents (A+B+C)</b>	<b>(14.63)</b>	<b>(14.72)</b>
	Cash and cash equivalents at the beginning of the year (refer note 10)	20.52	35.24
	Cash and cash equivalents at the end of the year (refer note 10)	5.89	20.52
	Summary of significant accounting policies	1	
	The summary of significant accounting policies and other explanatory information are an integral part of the financial statements.		

This is the Cash Flow Statement referred to in our report of even date	For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi		
Date: 20 May 2019		

## 1. Significant accounting policies

## A. Corporate and general information

Jindal Stainless Limited ("the Company") is domiciled and incorporated in India and its equity shares and GDS are listed at Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) and Luxemburg Stock Exchange (LSE) respectively. The registered office of the Company is located at O. P. Jindal Marg, Hisar, Haryana, India. The Company is a leading manufacturer of Stainless Steel flat products in Austenitic, Ferritic, Martensitic and Duplex grades. The product range includes Ferro Alloys, Stainless Steel Slabs, Hot Rolled Coils, Plates and Sheets, and Cold Rolled Coils and Sheets.

The financial statements of the Company for the year ended 31 March 2019 were approved and authorised for issue by Board of Directors in their meeting held on 20 May 2019.

## B. Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

These financial statements are separate financial statements of the Company. The Company has also prepared consolidated financial statements for the year ended 31 March 2019 in accordance with Ind AS 110 and the same were also approved for issue by the Board of Directors on 20 May 2019.

The financial statements have been prepared under the historical cost convention basis except for the following:

- Certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- Defined benefit plans – plan assets measured at fair value; and
- Share based payments which are measured at fair value of the options

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The standalone financial statements are presented in Indian Rupees ('₹'), which is the Company's functional and presentation currency and all amounts are rounded to the nearest crores (except otherwise indicated).

## C. Significant accounting policies

## 1. Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer and is the unit of account in Ind AS 115. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue, as, or when, the performance obligation is satisfied. The Company recognizes revenue when it transfers control of a product or service to a customer. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payments and excludes taxes and duties collected on behalf of the government. The Company recognizes revenue from the following major sources:-

**Sale of stainless steel products**

Revenue from sale of stainless steel products is recognised when it transfers control of the product to a customer i.e. when customers are billed (in case of ex-works) or when goods are delivered at the delivery point, as per terms of the agreement, which could be either customer premises or carrier premises who will deliver goods to the customer. When payments received from the customers exceed revenue recognised to date on a particular contract, any excess (a contract liability) is reported in the statement of financial position under other liabilities. Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue).

In order to determine if it is acting as a principal or as an agent, the Company assesses whether it has exposure to the significant risks and rewards associated with the rendering of logistics services. Revenue from rendering of logistic services provided to its customer after the transfer of control of underlying goods is recognized on net basis i.e. after deducting the amount contractually payable to transporters out of the total consideration received and is recognized once the facilitation of such service is done as the Company does not assume any performance obligation.

Customer has a right to return for faulty products. Because the number of products returned has been minimal for years, it is highly probable that a significant reversal in the cumulative revenue recognised will not occur.

## JINDAL STAINLESS LIMITED

### Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2019

#### Sale of services

Income in respect of service contracts, which are generally in the nature of providing infrastructure and support services, are recognised in statement of profit and loss when such service are rendered. Customers are invoiced periodically (generally on monthly basis).

#### Satisfaction of performance obligations

The Company's revenue is derived from the single performance obligation to transfer primarily stainless steel products under arrangements in which the transfer of control of the products and the fulfillment of the Company's performance obligation occur at the same time. Therefore, revenue from the sale of goods is recognized when the Company transfers control at the point in time the customer takes undisputed delivery of the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Company expects to be entitled to.

#### Payment terms

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 0-90 days. No element of financing is deemed present as the sales are made with a credit term of 90 days, which is consistent with market practice.

#### Variable considerations associated with such sales

Periodically, the Company enters into volume or other rebate programs where once a certain volume or other conditions are met, it refunds the customer some portion of the amounts previously billed or paid. For such arrangements, the Company only recognizes revenue for the amounts it ultimately expects to realize from the customer. The Company estimates the variable consideration for these programs using the most likely amount method or the expected value method, whichever approach best predicts the amount of the consideration based on the terms of the contract and available information and updates its estimates each reporting period.

#### Dividend income

Dividend income is recognized at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

#### Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

#### Income from export incentives

Income from export incentives are recognized on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

## 2. Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

## 3. Foreign currency translation

The financial results are presented in Indian Rupees ('₹'), which is also the Company's functional currency.

#### Foreign Currencies

#### Transactions and balances

##### *Initial recognition*

Transactions in foreign currencies are initially recorded by the Company using the exchange rates at the date of transaction.



## JINDAL STAINLESS LIMITED

### Summary of the significant accounting policies and other explanatory information for the year ended 31 March 2019

#### *Subsequent measurement*

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

#### *Exchange differences*

Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognised in the statement of profit and loss in the year in which they arise.

Pursuant to the exemption under Ind AS 101, the Company has continued to apply the accounting policy of amortization of exchange differences arising from translation of long-term foreign currency monetary items recognized in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period (i.e. year ended 31 March 2016) over the tenure of the underlying item.

#### 4. Property, plant and equipment

##### *Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

##### *Subsequent measurement (depreciation and useful lives)*

Depreciation on property, plant and equipment is provided on the straight line method arrived on the basis of the useful life prescribed under Schedule II of the Companies Act, 2013. The following useful life of assets has been taken by the Company:

Tangible Assets	Useful Life (Years)
Building	2-60
Electric Installation	1-35
Continues Process Plant and Equipment	1-35
Railway sidings	15
Power Line and Bay Extension	15-20
Furniture and fixtures	1-10
Vehicles	3-10
Office Equipment	1-15

Cost of the leasehold land is amortized over the period of the lease.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

*De-recognition*

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.

## 5. Intangible assets

*Recognition and initial measurement**Assets acquired*

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

*Internally developed intangible assets*

Expenditure on the research phase of projects is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided the Company can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee costs incurred on development of prototypes along with an appropriate portion of relevant overheads and borrowing costs.

*Subsequent measurement (amortisation)*

All finite-lived intangible assets, including internally developed intangible assets, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Residual values and useful lives are reviewed at each reporting date. The following useful lives are applied:

Asset category	Estimated useful life (in years)
Mine development expenses (stripping costs)	Over the period of expected duration of benefits
Software	5

The amortisation period and the amortisation method for finite-lived intangible assets are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

*Derecognition*

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

## 6. Leases

### *Finance lease*

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

### *Company as a Lessee*

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss. Contingent rentals are recognised as expenses in the periods in which they are incurred. Lease management fees, legal charges and other initial direct costs are capitalized.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term, except in case where lease rentals are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

### *Company as a Lessor*

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## 7. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest calculated using the effective interest method that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Eligible transaction/ancillary costs incurred in connection with the arrangement of borrowings are adjusted with the proceeds of the borrowings.

## 8. Inventories

Inventories are stated at lower of cost or net realisable value. The cost in respect of the various items of inventory is computed as under:

- Raw material: cost includes direct expenses and is determined on the basis of weighted average method.
- Stores and spares: cost includes direct expenses and is determined on the basis of weighted average method.
- In case of finished goods, cost includes raw material cost plus conversion costs and other overheads incurred to bring the goods to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses. Provision for obsolescence and slow moving inventory is made based on management's best estimates of net realisable value of such inventories.

**9. Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Government grants related to income are deferred and recognised in the profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants related to the purchase of property plant and equipment are included in non-current liabilities as deferred income and are credited to the profit and loss on a straight line basis over the expected life of the related asset and presented within other income.

**10. Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

**11. Post-employment, long term and short term employee benefits**

The Company provides post-employment benefits through various defined contribution and defined benefit plans:

*Defined contribution plans*

A defined contribution plan is a plan under which the Company pays fixed contributions into an independent fund administered by the government, for example, contribution towards Employees' Provident Fund Scheme and Employees' State Insurance Scheme. The Company has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution, which are recognised as an expense in the year that related employee services are received.

*Defined benefit plans*

The defined benefit plans sponsored by the Company define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. The legal obligation for any benefits remains with the Company.

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

*Other long-term employee benefits*

Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

*Short-term employee benefits*

All employee benefits payable wholly within twelve months of rendering services (such as, salaries, wages, short-term compensated absences, performance incentives, expected cost of bonus, ex-gratia, etc.) are classified as short-term employee benefits. Expense in respect of short-term employee benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

*Termination benefits*

Termination benefits are recognised as an expense in the period in which they are incurred. The Company shall recognise a liability and expense for termination benefits at the earlier of the following dates:

- when the entity can no longer withdraw the offer of those benefits; and
- when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

**12. Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**13. Provisions, contingent assets and contingent liabilities**

Provisions are recognised only when there is a present obligation, as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When provisions are discounted, the increase in the provision due to the passage of time is recognised as a finance cost.

*Contingent liability is disclosed for:*

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

**14. Financial instruments**

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Company determines that the fair value at initial recognition differs from the transaction price, the Company accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Company recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.
- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Company recognises that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

***Non-derivative financial assets******Classification and subsequent measurement***

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

(i) **Financial assets at amortised cost** – a financial instrument is measured at amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

- (ii) Investments in equity instruments of subsidiaries, joint ventures and associates - Investments in equity instruments of subsidiaries, joint ventures and associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements. On disposal of these investments, the difference between net disposal proceeds and the carrying amount are recognised in the Statement of profit and loss account.

(iii) Financial assets at fair value

Investments in equity instruments other than above – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

*De-recognition of financial assets*

Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognized (i.e. removed from the Company's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. The Company also derecognizes the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

**Non-derivative financial liabilities**

*Subsequent measurement*

After initial recognition, the financial liabilities are subsequently measured at amortised cost using the effective interest method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

*De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

*Derivative financial instruments*

The Company uses derivative financial instruments principally to manage its exposure to fluctuations in interest rates, exchange rates and prices of raw materials arising from operating, financing and investing activities. Derivative financial instruments are classified as current or non-current assets or liabilities based on their maturity dates. Embedded derivatives are separated from the host contract and accounted for separately if they are not closely related to the host contract. Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

*Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## 15. Impairment of financial assets

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Company is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

*Trade receivables*

For debtors that are not past due – The Company applies approach permitted by Ind AS 109 Financial Instruments, which requires lifetime expected credit losses to be recognised upon initial recognition of receivables. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.

Life time expected credit losses are assessed and accounted based on company's historical counter party default rates and forecast of macro-economic factors, by dividing receivables that are not considered to be individually significant by reference to the business segment of the counter party and other shared credit risk characteristics to evaluate the expected credit loss. The expected credit loss estimate is then based on recent historical counter party default rates for each identified segment.

The Company defines default as an event when the financial asset is past due for more than 365 days and also considering various factors like specific communication with the concerned debtor, internal assessment of the Company etc. This definition is based on management's expectation of the time period beyond which if a receivable is outstanding, it is an objective evidence of impairment.

For debtors considered past due – an enhancement in the accrual done for expected credit loss on individually significant receivables is made to recognise any additional expected credit loss on amount recoverable. The Company writes off trade receivables after it is established beyond doubt that the account is uncollectible. Financial assets that are written-off are still subject to enforcement activity by the Company.

*Other financial assets*

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, the Company measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Company uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Company compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Company assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

## 16. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial results are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### 17. Impairment of non-financial assets

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed which is the higher of fair value less costs of disposal and value-in-use and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. Impairment losses previously recognised are accordingly reversed in the statement of profit and loss.

To determine value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future re-organisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessment of the time value of money and asset-specific risk factors.

#### 18. Income taxes

##### *Current Income Tax*

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in India, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

##### *Deferred tax*

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. The carrying amount of deferred tax assets are reviewed at each balance sheet date and derecognized to the extent it is no longer probable that sufficient future taxable profits will be available against which such deferred tax assets can be realized.



Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax ('MAT') credit is recognized as an asset only when and to the extent it is probable that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Statement of profit and loss and presented as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not probable that the Company will pay normal income tax during the specified period.

#### 19. Exceptional items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly, disclosed in the notes to the financial statements.

#### D. Significant management judgement in applying accounting policies and estimation uncertainty

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Company's accounting policies and that may have the most significant effect on the amounts recognised in the financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**Allowance for expected credit losses** – The allowance for expected credit losses reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Company's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions. Should the present economic and financial situation persist or even worsen, there could be a further deterioration in the financial situation of the Company's debtors compared to that already taken into consideration in calculating the allowances recognised in the financial statements.

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Useful lives of depreciable/amortisable assets** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of Company's plant and equipment.

**Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Recognition of deferred tax assets** - The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

**Provisions** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

**Allowance for obsolete and slow-moving inventory** - The allowance for obsolete and slow-moving inventory reflects management's estimate of the expected loss in value, and has been determined on the basis of past experience and historical and expected future trends in the used vehicle market. A worsening of the economic and financial situation could cause a further deterioration in conditions in the used vehicle market compared to that taken into consideration in calculating the allowances recognized in the financial statements.

**Contingent liabilities** – The Company is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

**Fair value measurement of financial instruments** - Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

**E. Standards issued but not yet effective****Ind AS 116 - Leases**

Ind AS 116, Leases, will take effect from financial year beginning on 1 April 2019. This standard requires lessees to adopt a single lease accounting model with most leases recognised in balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments. Recognition exemptions for low value assets and short term leases can be applied. The standard continues to adopt dual accounting lease model for lessor accounting. The Company plans to apply Ind AS 116 prospectively. The Company is currently in the process of assessing the impact of adoption of this standard, which is expected to be significant.

**Ind AS 12 - Appendix C, Uncertainty over Income Tax Treatments:**

On 30 March 2019, MCA has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The interpretation is effective for annual reporting periods beginning on or after 01 April 2019. The Company is evaluating the impact of this amendment on its financial statements.

**Amendment to Ind AS 12 – Income taxes**

On 30 March 2019, MCA issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The interpretation is effective for annual reporting periods beginning on or after 01 April 2019. The Company is evaluating the impact of this amendment on its financial statements.

**Amendment to Ind AS 19 – Plan amendment, curtailment or settlement**

On 30 March 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

The interpretation is effective for annual reporting periods beginning on or after 01 April 2019. The Company is evaluating the impact of this amendment on its financial statements.

**Amendments to Ind 23 Borrowing Costs:**

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 01 April 2019, with early application permitted. The Company does not expect any effect of this amendment on its financial statements.

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

2	Property, plant and equipment											Total
	Particulars	Leasehold land	Freehold land*	Buildings**	Plant and Machinery***	Railway siding	Electric installations	Vehicles	Furniture and Fixtures	Office equipment	Power line and Bay extension	
	Gross carrying amount											
	As at 01 April 2017	442.63	237.65	1,067.81	4,946.75	113.82	121.35	7.14	4.53	2.96	9.19	6,953.83
	Additions	0.16	0.36	8.74	39.55	-	0.38	1.63	0.95	0.51	-	52.28
	Disposal	(2.81)	-	-	(6.88)	-	(0.55)	(0.55)	(2.26)	(0.66)	-	(13.71)
	As at 31 March 2018	439.98	238.01	1,076.55	4,979.42	113.82	121.18	8.22	3.22	2.81	9.19	6,992.40
	Additions	0.03	0.61	22.57	269.66	4.42	17.94	0.40	2.68	0.59	-	318.90
	Disposal	-	-	-	(10.54)	-	-	(0.34)	-	-	-	(10.88)
	As at 31 March 2019	440.01	238.62	1,099.12	5,238.54	118.24	139.12	8.28	5.90	3.40	9.19	7,300.42
	Accumulated depreciation											
	As at 01 April 2017	10.66	-	60.66	482.65	7.82	14.42	2.07	1.79	1.21	1.09	582.37
	Depreciation charge	5.40	-	30.53	241.41	7.21	6.97	1.29	0.17	0.21	0.55	293.74
	Disposal	(0.11)	-	-	(5.50)	-	(0.45)	(0.46)	(1.30)	(0.19)	-	(8.01)
	As at 31 March 2018	15.95	-	91.19	718.56	15.03	20.94	2.90	0.66	1.23	1.64	868.10
	Depreciation charge	5.36	-	31.34	273.34	7.45	7.41	1.08	0.43	0.30	0.55	327.26
	Disposal	-	-	-	(8.15)	-	-	(0.16)	-	-	-	(8.31)
	As at 31 March 2019	21.31	-	122.53	983.75	22.48	28.35	3.82	1.09	1.53	2.19	1,187.05
	Net carrying amount											
	As at 31 March 2018	424.03	238.01	985.36	4,260.86	98.79	100.24	5.32	2.56	1.58	7.55	6,124.30
	As at 31 March 2019	418.70	238.62	976.59	4,254.79	95.76	110.77	4.46	4.81	1.87	7.00	6,113.37

\* Gross carrying amount includes ₹ 16.78 crores (previous year ₹ 16.78 crores) jointly owned with other body corporate with 50% share.

\*\* Gross carrying amount includes ₹ 1.17 crores (previous year ₹ 1.17 crores) jointly owned with other body corporate with 50% share.

\*\*\* Additions include ₹ 33.98 crores (previous year ₹ 3.65 crores) on account of exchange difference on foreign currency loans

**(i) Contractual obligations**

Refer note 35 for disclosures of contractual commitments for the acquisition of property, plant and equipment.

**(ii) Property, plant and equipment pledged as security**

Refer note 46 and 15 for information on property, plant and equipment pledged as security by the Company.

**2A** The Company has capital work-in-progress amounting to ₹ 20.14 crores as at 31 March 2019 (previous year: ₹ 130.25 crores)

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

3	Intangible assets			
	Particulars	Computer software	Mine development expense (stripping cost)	Grand Total
	Gross carrying amount			
	As at 01 April 2017	21.38	14.38	35.76
	Additions	9.19	-	9.19
	Disposals	-	-	-
	As at 31 March 2018	30.57	14.38	44.95
	Additions	18.04	-	18.04
	Disposals	-	-	-
	As at 31 March 2019	48.61	14.38	62.99
	Accumulated amortisation			
	As at 01 April 2017	10.69	4.97	15.66
	Amortisation charge	6.42	3.68	10.10
	Disposals	-	-	-
	As at 31 March 2018	17.11	8.65	25.76
	Amortisation charge	4.14	3.68	7.82
	Disposals	-	-	-
	As at 31 March 2019	21.25	12.33	33.58
	Net carrying amount			
	As at 31 March 2018	13.46	5.73	19.19
	As at 31 March 2019	27.36	2.05	29.41

3A The Company has intangible assets under development amounting to ₹ 5.64 crores as at 31 March 2019 (previous year: ₹ 11.53 crores)

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

4	Investments	As at 31 March 2019			As at 31 March 2018		
		Nos.	Face Value (₹)	Amount	Nos.	Face Value (₹)	Amount
I	Non-current investments						
A	Investment in equity instruments						
(i)	Investment in subsidiaries carried at cost (unquoted)						
	PT. Jindal Stainless Indonesia*	12,499,900	USD 1	54.68	12,499,900	USD 1	54.68
	Jindal Stainless UK Limited**	-	-	-	100,000	GBP 1	0.77
	JSL Group Holdings Pte. Limited	6,657,565	SGD 1	22.01	6,657,565	SGD 1	22.01
	Jindal Stainless FZE	6	AED 1000000	7.24	6	AED 1000000	7.24
	Iberjindal S.L.	650,000	EURO 1	4.26	650,000	EURO 1	4.26
	Jindal Stainless Park Limited	50,000	10	0.05	-	-	-
				88.24			88.96
(ii)	Investment in associate companies carried at cost (unquoted)						
	Jindal Stainless Corporate Management Services Private Limited	5,000	10	0.01	5,000	10	0.01
	Jindal United Steel Limited #	58,166,145	10	58.17	43,918,859	10	43.92
	Jindal Coke Limited	8,432,372	10	8.44	8,432,372	10	8.44
				66.62			52.37
(iii)	Investment in 10 % Non-cumulative non-convertible redeemable preference shares (equity portion) of associate companies carried at cost (unquoted)***						
	Jindal United Steel Limited #			75.88			75.88
	Jindal Coke Limited			79.31			79.31
				155.19			155.19
(iv)	Investment in other companies-carried at fair value through other comprehensive income (unquoted)						
	MJSJ Coal Limited	8,559,000	10	8.47	8,559,000	10	8.47
	Jindal Synfuels Limited	100,000	10	0.10	100,000	10	0.10
	JSL Energy Limited	-	-	-	1,000	10	0.00
	Arian Resources Corporation	111,102		0.01	111,102		0.01
				8.58			8.58
	Total (A)			318.63			305.10
B	Investment in preference shares of associate companies						
(i)	0.01 % Non-cumulative compulsorily convertible preference shares carried at cost (pending allotment)						
	Jindal Coke Limited	-	-	-	17,617,568	10	17.62
	Jindal United Steel Limited #	-	-	-	131,131,081	10	131.13
				-			148.75

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

Investments		As at 31 March 2019			As at 31 March 2018		
		Nos.	Face Value (₹)	Amount	Nos.	Face Value (₹)	Amount
(ii)	0.01 % Non-cumulative compulsorily convertible preference shares carried at cost						
	Jindal Coke Limited	17,617,568	10	17.62	-	-	-
	Jindal United Steel Limited #	116,883,795	10	116.88	-	-	-
				134.50			-
(iii)	10 % Non-Cumulative non-convertible redeemable preference shares carried at amortised cost***						
	Jindal Coke Limited	91,647,073	10	15.81	91,647,073	10	14.30
	Jindal United Steel Limited #	87,673,311	10	15.12	87,673,311	10	13.68
				30.93			27.98
	Total (B)			165.43			176.73
C	Investment in government securities carried at amortised cost						
	8.57% Andhra Pradesh SDL 2020	220,000	100	2.31	220,000	100	2.31
	Total (C)			2.31			2.31
	Total (A+B+C)			486.37			484.14
II	Current investments						
A	Investment in equity instruments - carried at fair value through profit or loss (quoted)						
	Hotel LeelaVentures Limited	90,000	2	0.10	90,000	2	0.15
	Central Bank of India	7,247	10	0.02	7,247	10	0.06
	Adani Ports and Special Economic Zone Limited	7,355	2	0.28	7,355	2	0.26
	Total			0.40			0.47
	Aggregate amount of unquoted investments			486.37			484.14
	Aggregate amount and market value of quoted investments			0.40			0.47

\* Undertaking for non disposal of investment by way of letter of comfort given to banks against credit facilities/financial assistance availed by subsidiary.

\*\* Jindal Stainless UK Limited has been dissolved w.e.f. 11 December 2018

\*\*\* In terms of Composite Scheme of Arrangement (Refer note 34), Jindal Coke Limited and Jindal United Steel Limited issued 10% non cumulative non convertible redeemable preference shares to the Company. The difference between the fair value of such preference shares upon initial recognition and the amount of settlement as per the said scheme, has been accounted as deemed equity contribution has been classified as investment in equity instrument.

# The management of the Company compared the carrying amount of its investment in its associate company, Jindal United Stainless Limited ('JUSL'), as at 31 March 2019, with the carrying amount of net assets of JUSL. The management observed the existence of certain indicators of impairment and accordingly appointed an independent valuation specialist to assesses the recoverable amount of the investment by comparing the value in use and carrying amount of the investment as on the reporting date.

The independent valuation specialist concluded that there is no impairment in the carrying amount of investment. Further, the management believes that due to certain strategic changes in the business of JUSL, the indicators of impairment shall no longer exist in future.

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

5	Loans	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Loans receivables considered good - Secured	-	-	-	-
	Loans receivables considered good - Unsecured				
	Security deposits	25.23	23.62	6.02	6.50
	Loan to related party	17.29	16.29	6.45	5.13
	Loan receivables which have significant increase in credit risk	-	-	-	-
	Loan receivables - Credit impaired	-	-	-	-
	Total	42.52	39.91	12.47	11.63
	Less: Provision for impairment	-	-	-	-
	Total	42.52	39.91	12.47	11.63
	Refer note 47 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.				

6	Other financial assets	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Receivables from related party	-	-	73.48	5.97
	Derivative asset (foreign exchange forward contracts)	-	-	32.97	10.10
	Bank deposits with remaining maturity of more than 12 months*	0.43	0.40	-	-
	Other receivables	-	-	25.36	45.61
	Total	0.43	0.40	131.81	61.68
	* ₹ 0.43 Crore (previous year: ₹ 0.37 Crore) is under lien with banks.				
	Refer note 47 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.				

7	Other assets	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Capital advances	18.45	45.04	-	-
	Prepaid expenses	9.56	11.14	10.15	9.80
	Advances to vendors	-	-	104.05	111.82
	Balances with statutory authorities	-	-	110.54	202.36
	Other assets	-	0.33	1.17	1.32
	Total	28.01	56.51	225.91	325.30

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

8	Inventories	As at 31 March 2019	As at 31 March 2018
	Raw materials [Including goods-in-transit ₹ 286.91 crores (previous year ₹ 125.46 crores)]	514.33	685.12
	Work in progress	816.24	434.51
	Finished goods [Including goods-in-transit ₹ 38.05 crores (previous year ₹ 36.55 crores)]	467.05	563.32
	Stock-in-trade [Including goods-in-transit ₹ 6.09 crores (previous year ₹ 56.02 crores)]	11.81	60.93
	Store and spares [Including goods-in-transit ₹ 16.93 crores (previous year ₹ 35.40 crores)]	234.73	268.48
	<b>Total</b>	<b>2,044.16</b>	<b>2,012.36</b>
	Refer note 46 and 15 for information on inventories pledged as security by the Company.		

9	Trade receivables	As at 31 March 2019	As at 31 March 2018
	Trade receivables considered good - Unsecured	842.52	828.29
	Trade receivables which have significant increase in credit risk	-	-
	Trade receivables - credit impaired	10.64	8.99
	<b>Total</b>	<b>853.16</b>	<b>837.28</b>
	Less : Provision for impairment	(10.64)	(8.99)
	<b>Total</b>	<b>842.52</b>	<b>828.29</b>
	Refer note 47(C.1)(b)(ii) for details of expected credit loss for trade receivables under simplified approach		
	Refer note 47 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.		
	Refer note 46 and 15 for information on trade receivables pledged as security by the Company.		

10	Cash and cash equivalents	As at 31 March 2019	As at 31 March 2018
	Balances with banks	0.69	15.33
	Balances with banks in foreign currency	0.04	0.74
	Bank deposits with original maturity of less than three months*	4.30	1.88
	Cheques on hand	0.81	2.53
	Cash on hand	0.05	0.04
	<b>Total</b>	<b>5.89</b>	<b>20.52</b>
	* ₹ 4.16 crores (previous year ₹ 1.87 crores) is under lien with banks.		
	Refer note 47 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.		

11	Other bank balances	As at 31 March 2019	As at 31 March 2018
	Bank deposits with original maturity of more than three month but residual maturity of less than twelve months*	8.19	16.08
	<b>Total</b>	<b>8.19</b>	<b>16.08</b>
	* ₹ 2.10 crores (previous year ₹ 4.02 crores) is under lien with banks.		
	Refer note 47 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.		



**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

12	Current tax assets (net)	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Prepaid taxes [Net of provision for tax]	2.93	4.74	21.25	17.02
	<b>Total</b>	<b>2.93</b>	<b>4.74</b>	<b>21.25</b>	<b>17.02</b>

13	Equity share capital	As at 31 March 2019	As at 31 March 2018
	<b>Authorised</b>		
	605,000,000 (previous year 605,000,000) Equity Shares of ₹ 2 each	121.00	121.00
	170,000,000 (previous year 170,000,000) Preference Shares of ₹ 2 each	34.00	34.00
		155.00	155.00
	<b>Issued, Subscribed and Paid up</b>		
	479,221,660 (previous year 479,221,660) Equity Shares of ₹ 2 each fully paid up	95.84	95.84
		95.84	95.84

A	Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year	As at 31 March 2019	As at 31 March 2018
		No. of Shares	No. of Shares
	Shares outstanding at the beginning of the year	479,221,660	399,469,754
	<i>Shares issued during the year</i>		
	On conversion of Funded Interest Term Loan I and Funded Interest Term Loan II	-	60,570,320
	On conversion of compulsorily convertible warrants	-	19,181,586
	<b>Shares outstanding at the end of the year</b>	<b>479,221,660</b>	<b>479,221,660</b>

(i) During the year ended 31 March 2018, the Company allotted 60,570,320 equity shares having face value of ₹ 2 each ("Equity Shares") to the lenders of the Company upon conversion of the Funded interest term loan I and the Funded interest term loan II at a price of ₹ 39.10 (including premium of ₹ 37.10) per share, aggregating to ₹ 236.83 crores.

(ii) **Compulsorily convertible warrants (CCW's)**

During the year ended 31 March 2018, 19,181,586 CCWs of ₹ 2 each (which were allotted to Virtuous Tradecorp Private Limited ("VTPL"), a promoter group entity, for cash consideration, at a price of ₹ 39.10 per CCW (including premium of ₹ 37.10 per CCW) by way of preferential allotment during the year ended 31 March 2017) have been converted into 19,181,586 Equity Shares of ₹ 2 each on receipt of the balance subscription amount of ₹ 26.06 per CCW from VTPL.

(iii) As on 31 March 2019, 8,802,167 GDSs (previous year 8,802,167 GDSs) with 17,604,334 underlying equity shares (previous year 17,604,334 equity shares) were outstanding. Each GDS represents 2 underlying equity shares of the Company.

**B. Terms/Rights attached to equity shares**

The Company has only one class of equity shares having a face 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 Depository 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.

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

C	Equity shares in the company held by each shareholder holding more than 5% equity shares are as under				
	Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
		No. of Equity Shares	% holding	No. of Equity Shares	% holding
	JSL Overseas Holding Limited	70,995,424	14.81	70,995,424	14.81
	Jindal Stainless (Hisar) Limited	168,284,309	35.12	168,284,309	35.12

D During the five years immediately preceding 31 March 2019, in year ended 31 March 2017, the Company issued 168,284,309 equity shares to Jindal stainless ( Hisar) Limited in terms of the composite scheme of arrangement referred to in note 34. In the aforementioned period of five years, the Company has neither allotted any bonus shares nor have any shares been bought back.

**E Optionally convertible redeemable preference shares**

During the year ended 31 March 2018, the Company had allotted 142,830,637 0.01% Optionally Convertible Redeemable Preference Shares having face value of ₹ 2 each ("OCRPS") to the lenders of the Company upon conversion of the Funded Interest Term Loan I and the Funded Interest Term Loan II at a price of ₹ 39.10 (including premium of ₹ 37.10) per OCRPS aggregating to ₹ 558.47 crores, on the terms as approved by the Board of Directors of the Company (Refer note 15 and 38).

F Refer note 41 for shares reserved for issue under Employee Stock Option Plan (ESOP) 2010, equity shares of ₹ 2 each at an exercise price ₹ 75 per share.

**14 Other equity**

A	Employees stock option outstanding (ESOP)		
	This reserve represents accumulated expense in respect of vested employee stock options.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	-	1.27
	Less : Expired during the year	-	1.27
	Balance at the end of the year	-	-
B	Amalgamation Reserve		
	This reserve was created in accordance with an approved scheme of amalgamation between Jindal Stainless Limited, Austenitic Creations Pvt Limited and J-Inox Creations Pvt Limited with effect from 1 April 2003.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	1.22	1.22
	Balance at the end of the year	1.22	1.22
C	Foreign currency monetary items translation difference account		
	This reserve represents unamortised foreign exchange differences arising on translation of long-term foreign currency monetary items.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	-	(5.90)
	Add: Accumulated during the year	(25.09)	-
	Less : Amortised during the year	9.34	5.90
	Balance at the end of the year	(15.75)	-

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

<b>D</b>	<b>Debenture redemption reserve</b>		
	The Companies Act 2013 requires companies that issue debentures to create a debenture redemption reserve from annual profits. Companies are required to maintain a reserve of 25% of the value of redeemable debentures. The amounts credited to the debenture redemption reserve may not be utilised except to redeem debentures.		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	51.69	54.19
	Less : Transferred during the year to retained earnings	19.62	2.50
	<b>Balance at the end of the year</b>	<b>32.07</b>	<b>51.69</b>
<b>E</b>	<b>Securities premium</b>		
	Represents the amount received in excess of par value of securities.		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	1,053.91	758.04
	Add : Securities premium received on conversion of compulsorily convertible warrants and funded interest term loan	-	295.87
	<b>Balance at the end of the year</b>	<b>1,053.91</b>	<b>1,053.91</b>
<b>F</b>	<b>Capital Redemption Reserve</b>		
	Capital redemption reserve represents reserves created as per provisions of section 80 of Companies Act, 1956 on redemption of 10.5% Redeemable Cumulative Non Convertible Preference Shares in the financial year 2003-04.		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	20.00	20.00
	<b>Balance at the end of the year</b>	<b>20.00</b>	<b>20.00</b>
<b>G</b>	<b>Retained earnings</b>		
	Represents the undistributed surplus of the Company.		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	1,128.96	807.49
	Add : Profit for the year	139.04	318.27
	Add : Other comprehensive income for the year (net of tax)	(0.40)	(0.57)
	Add : Transfer from debenture redemption reserve	19.62	2.50
	Add : Stock options expired	-	1.27
	<b>Balance at the end of the year</b>	<b>1,287.22</b>	<b>1,128.96</b>
<b>H</b>	<b>Money received against share warrants</b>		
	Represents amounts received towards subscription of compulsorily convertible warrants (Refer note 13 (A)(ii))		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	-	25.01
	Add : Subscription amount towards compulsorily convertible warrants		49.99
	Less : Conversion of compulsorily convertible warrants	-	(75.00)
	<b>Balance at the end of the year</b>	<b>-</b>	<b>-</b>
	<b>Total of other equity</b>	<b>2,378.67</b>	<b>2,255.78</b>

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

15	Borrowings	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
I	Secured				
A	Debentures				
(i)	Redeemable non-convertible debentures	97.68	138.48	30.60	28.80
		97.68	138.48	30.60	28.80
B	Term loans				
(i)	From banks				
	Rupee term loans	1,053.54	1,198.54	133.62	92.34
	Foreign currency loans	252.87	476.63	252.87	238.31
(ii)	From others (Non banking financial corporations)				
	Rupee term loans	137.05	202.77	65.05	43.31
		1,443.46	1,877.94	451.54	373.96
C	Funded interest term loans				
	From others	16.63	27.98	9.90	9.64
		16.63	27.98	9.90	9.64
	Total	1,557.77	2,044.40	492.04	412.40
II	Unsecured				
A	0.01% Optionally Convertible Redeemable Preference Shares [Refer note 38]	694.92	606.50	-	-
B	Inter corporate deposits from related party	900.00	900.00	-	-
	Total	1,594.92	1,506.50	-	-
	Less : Amount disclosed under the head Other financial liabilities - current (Refer note 16)	-	-	492.04	412.40
	Total	3,152.69	3,550.90	-	-
	Refer note 47 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profile.				
III	Reconciliation of liabilities arising from financing activities				
	The changes in the Company's liabilities arising from financing activities can be classified as follows:				
	Particulars	31 March 2019		31 March 2018	
		Long-term borrowings	Short-term borrowings (Refer note 20)*	Long-term borrowings	Short-term borrowings (Refer note 20)*
	Opening balance as on 1 April 2018	3,963.30	765.54	3,889.98	1,738.13
	Cash flows				
	Repayment	(471.25)	(288.74)	(733.38)	(972.59)
	Proceeds	-	-	1,005.00	-

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Non cash:				
	Conversion of Funded Interest Term Loan I and Funded Interest Term Loan II into equity shares	-	-	(236.83)	-
	Unrealised foreign exchange (gain)/loss on restatement of foreign currency loans	59.07	(3.83)	-	-
	Interest accrued on 0.01% Optionally convertible redeemable preference shares [Refer note 38(B)]	88.42	-	48.04	-
	Amortisation of transaction costs in respect of financial liabilities carried at amortised cost	5.19	-	(9.51)	-
	Closing balance as on 31 March 2019	3,644.73	472.97	3,963.30	765.54
	* Movement in short term borrowings is presented on net basis				

	Particulars	As at 31 March 2019	As at 31 March 2018
I	Secured borrowings		
A	Debentures		
(i)	<p>Redeemable Non-Convertible Debentures</p> <p>Redeemable in quarterly instalments of:</p> <ul style="list-style-type: none"> <li>- ₹ 10.20 crores each during 2019-20 (three instalments)</li> <li>- ₹ 11.40 crores each during 2020-21</li> <li>- ₹ 10.42 crores each during 2021-22 (five instalments)</li> </ul> <p>Secured by:</p> <ul style="list-style-type: none"> <li>- first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of movable fixed assets both present &amp; future</li> <li>- 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 and bills receivable, both present and future. Also, refer note 38(C)</li> </ul>	128.28	167.28
	Total – Debentures	128.28	167.28
B	Term loans		
(i)	<p>Rupee term loan</p> <p>Repayable in quarterly instalments of:</p> <ul style="list-style-type: none"> <li>- ₹ 2.76 crores each during 2019-20 (three instalments)</li> <li>- ₹ 3.09 crores each during 2020-21</li> <li>- ₹ 2.82 crores each during 2021-22 (five instalments with last instalment of ₹ 2.65 crores)</li> </ul> <p>Secured by:</p> <ul style="list-style-type: none"> <li>- first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and future and</li> <li>- 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 and bills receivable, both present and future.</li> </ul> <p>Also, refer note 38(C)</p>	34.60	45.26

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

(ii)	Rupee term loan Repayable in quarterly instalments of: Repayable in quarterly instalments of - ₹ 2.94 crores each during 2019-20 (three instalments) - ₹ 3.81 crores each during 2020-21 - ranging from ₹ 1.60 Crores to ₹ 2.91 crores each during 2021-22 (five instalments) Secured by: - first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	36.91	48.02
(iii)	Rupee term loan Repayable in quarterly instalments of: - ₹ 9.58 crores each during 2019-20 - thereafter ranging from ₹ 14.37 crores to ₹ 46.44 crores each during 2020-21 to 2026-27 Secured by: - first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	879.99	911.52
(iv)	Rupee term loan Repayable in quarterly instalments of - ₹ 18.75 crores each during 2019-20 - ₹ 18.75 crores each during 2020-21 - ₹ 18.75 crores each during 2021-22 and instalment of ₹ 0.3 crores during 2022-23 Secured by: - first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and future. Also, refer note 38(C)(a)	225.30	274.18
(v)	Rupee term loan Repayable in monthly instalments of ranging from ₹ 1.25 crores to ₹ 6.67 crores during 2019-20 to 2022-23 Secured by: - first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and future. Also, refer note 38(C)(a)	203.36	250.00
(vi)	Rupee term loan Repayable in quarterly instalments of - ₹ 1.06 crores each during 2019-20 (Three Instalments) - ₹ 1.19 crores each during 2020-21 - ₹ 1.08 Crores each during 2021-22 (Five Instalments) Secured by: - second pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and future and hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts and bills receivable, both present and future. Also, refer note 38(C)	13.32	17.38
(vii)	Foreign currency loan Repayable in annual instalments of - ₹ 252.87 Crores each during 2018-19 to 2020-21 Secured by: - first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)(c)	505.73	714.94
	<b>Total</b>	<b>1,899.21</b>	<b>2,261.30</b>
	Less: Unamortised portion of upfront fees and transaction cost	4.21	9.40
	<b>Total - Rupee term loans</b>	<b>1,895.00</b>	<b>2,251.90</b>

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

C	Funded interest term loans		
(i)	Funded interest term loans Repayable in quarterly instalments of - ₹ 1.45 crores each during 2019-20 (three instalments) - ₹ 1.62 crores each during 2020-21 - ₹ 1.47 crores each during 2021-22 (five Instalments) Secured by: - first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	18.21	23.76
(ii)	Funded interest term loans Repayable in quarterly instalments of - ₹ 1.39 crores each from 30 April 2019 till 31 July 2020 Secured by: - first pari-passu charge by way of mortgage of Company's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	8.32	13.86
	Total - Funded interest term loans	26.53	37.62
	Total - Secured	2,049.81	2,456.80
II	Unsecured		
A	0.01% Optionally Convertible Redeemable Preference Shares	694.92	606.50
	Refer note 38 for details		
B	Inter corporate deposits from related party Repayable in one or more instalments by 31 March 2023 or such other terms as may be mutually agreed between the Company and Jindal Stainless (Hisar) Limited.	900.00	900.00
	Total - Unsecured	1,594.92	1,506.50
	The above term loans (including redeemable non-convertible debentures, rupee term loans and funded interest term loans) bear a floating rate of interest linked with SBI Base Rate / MCLR of respective banks plus applicable spread ranging from 135 bps to 465 bps.  Foreign currency loan facilities carry rate of interest, equivalent to applicable LIBOR plus applicable spread of 395 bps.  The inter corporate deposit from the related party is also a variable rate facility which is subject to changes as notified by lender from time to time in accordance with prevailing market interest rates. As at 31 March 2019, the aforementioned deposits carry rate of interest of 10%.		

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

16	Other financial liabilities	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Current maturities of long term borrowings	-	-	492.04	412.40
	Interest accrued	-	-	98.36	16.31
	Capital creditors *	-	-	46.67	73.87
	Security deposits	26.01	23.23	13.00	61.42
	Unpaid matured deposits and interest accrued thereon	-	-	0.23	0.36
	Derivative liability	-	-	16.59	12.06
	Other outstanding financial liabilities **	-	27.50	237.12	301.60
	<b>Total</b>	<b>26.01</b>	<b>50.73</b>	<b>904.01</b>	<b>878.02</b>
	* Refer note 21(A) for dues to micro and small enterprises amounting to ₹ 0.94 crores (previous year ₹ 0.12 crores).				
	** Include ₹ Nil (previous year ₹ 141.41 crores) payable to Jindal Stainless (Hisar) Limited.				
	Refer note 47 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles.				

17	Provisions	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Provision for employee benefits	5.98	4.65	0.62	0.34
	<b>Total</b>	<b>5.98</b>	<b>4.65</b>	<b>0.62</b>	<b>0.34</b>

18	Deferred tax liabilities (net)	As at 31 March 2019	As at 31 March 2018
A	Deferred tax liability arising on account of		
	Property, plant and equipment and Intangible assets	1,220.11	1,189.67
	Financial assets and financial liabilities measured at amortised cost	3.95	-
	<b>Total deferred tax liability</b>	<b>1,224.06</b>	<b>1,189.67</b>
B	Deferred tax assets arising on account of		
	Expenses deductible on payment	287.01	251.63
	Allowance for expected credit losses	24.82	20.70
	Brought forward loss/Unabsorbed depreciation	708.19	814.15
	MAT credit entitlement	77.65	57.67
	<b>Total deferred tax assets</b>	<b>1,097.67</b>	<b>1,144.15</b>
	<b>Net deferred tax liability</b>	<b>126.39</b>	<b>45.52</b>



**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

19	Other liabilities	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Advance from customers	-	-	111.92	112.73
	Deferred revenue	271.53	284.16	12.63	12.63
	Other outstanding liabilities *	65.19	65.19	76.84	102.06
	<b>Total</b>	<b>336.72</b>	<b>349.35</b>	<b>201.39</b>	<b>227.42</b>
	*Includes statutory dues				

20	Borrowings (Current)	As at 31 March 2019	As at 31 March 2018
	Working capital facilities from banks	472.97	377.72
	Buyer's credit in foreign currency - against working capital	-	387.82
	<b>Total</b>	<b>472.97</b>	<b>765.54</b>
	* Working capital facilities including Buyer's credit facility are secured by first parri-passu charge 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 both present & future and second parri-passu charge by way of mortgage and/or hypothecation in respect of other movable and immovable properties both present & future of the Company.  * Working capital facility from bank amounting to ₹ 468.96 crores (previous year ₹ 368.23 crores) and working capital buyers credit amounting to ₹ Nil (previous year ₹ 371.98 crores) are also secured by additional securities as mentioned in note 38(C).		
	Refer note 47 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles.		

21	Trade payables	As at 31 March 2019	As at 31 March 2018
	Total outstanding dues to creditors other than micro enterprises and small enterprises	2,242.69	1,921.14
	Total outstanding dues of micro enterprises and small enterprises (refer note A below)	77.44	19.09
	<b>Total</b>	<b>2,320.13</b>	<b>1,940.23</b>
A	On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Company, dues disclosed as per the Micro, Small and Medium Enterprise Development Act, 2006 at the year end are below:		
	Particulars	31 March 2019	31 March 2018
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
	Principal amount due	78.38	19.09
	Interest amount due	0.04	-
(ii)	The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	0.04	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

22	Revenue from operations	Year ended 31 March 2019	Year ended 31 March 2018
	Sale of products		
	Manufactured goods	11,385.68	9,826.12
	Trading goods	771.24	661.33
		12,156.92	10,487.45
	Sale of services		
	Job charges received	207.03	281.23
	Business support services	66.19	49.05
		273.22	330.28
	Other operating revenue		
	Export benefits	88.51	100.68
	Sale of gases	2.57	0.30
	Liability no longer required written back	20.74	28.75
	Others	43.05	16.21
		154.87	145.94
	<b>Total</b>	<b>12,585.01</b>	<b>10,963.67</b>

23	Other income	Year ended 31 March 2019	Year ended 31 March 2018
	Interest income on:		
	Investments	3.08	4.07
	Fixed deposits and other receivables	2.72	2.11
	Trade receivables	7.94	4.49
	Income tax refund	0.94	1.94
	Financial assets measured at amortised cost	1.10	3.56
	Gain on disposal of investments (net)	0.64	0.01
	Insurance claim received	5.51	13.22
	Others	5.65	16.01
	<b>Total</b>	<b>27.58</b>	<b>45.41</b>

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

24	Changes in inventories of finished goods, work in progress and stock-in-trade	Year ended 31 March 2019	Year ended 31 March 2018
	Opening stock		
	Finished goods	563.32	783.40
	Work in progress	434.51	485.35
	Stock-in-trade	60.93	1.37
		1,058.76	1,270.12
	Closing stock		
	Finished goods	467.05	563.32
	Work in progress	816.24	434.51
	Stock-in-trade	11.81	60.93
		1,295.10	1,058.76
	Excise duty on account of (decrease)/increase in stock of finished products	-	(82.05)
	Total	(236.34)	129.31

25	Employee benefits expense	Year ended 31 March 2019	Year ended 31 March 2018
	Salaries, wages, bonus and other benefits	122.50	122.83
	Contribution to provident and other funds	5.82	5.46
	Staff welfare expenses	8.33	8.68
	Total	136.65	136.97

26	Finance cost	Year ended 31 March 2019	Year ended 31 March 2018
	Interest expenses [net of interest refund Nil (Previous year: ₹ 109.07 crores from banks)]	552.51	498.23
	Other borrowing costs	61.58	42.40
	Total	614.09	540.63

27	Depreciation and amortisation expense	Year ended 31 March 2019	Year ended 31 March 2018
	Depreciation on property, plant and equipment	327.26	293.74
	Amortisation of intangible assets	7.82	10.10
	Total	335.08	303.84

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

28	Other expenses	Year ended 31 March 2019	Year ended 31 March 2018
	Consumption of stores and spare parts	773.69	518.93
	Power and fuel	732.38	690.42
	Labour processing and transportation charges	148.29	130.65
	Repairs to buildings	12.64	12.26
	Repairs to plant and machinery	31.96	28.34
	Job work expenses	685.71	543.09
	Other manufacturing expenses	170.12	164.72
	Loss on sale/ discard of property, plant and equipment	0.24	3.26
	Insurance	7.93	8.30
	Rent	7.21	5.83
	Rates and taxes	2.59	9.71
	Legal and professional	64.76	64.92
	Communication	2.27	2.60
	Printing and Stationary	4.99	4.69
	Travelling and conveyance	4.63	4.46
	Director's meeting fees	0.21	0.18
	Vehicle upkeep and maintenance	11.69	8.61
	Auditor's remuneration*	0.57	0.48
	Miscellaneous expenses(net provision)	15.25	16.08
	Freight and forwarding expenses	120.39	180.77
	Commission on sales	30.05	40.81
	Other selling expenses	26.81	27.97
	Allowance for expected credit losses	2.09	7.87
	Bad debts written off	5.65	5.58
	Advertisement and publicity	0.86	1.61
	<b>TOTAL</b>	<b>2,862.98</b>	<b>2,482.14</b>
	<b>*Payment to auditors</b>		
	As statutory auditor	0.46	0.36
	For company law matters	-	0.06
	For other services	0.06	0.02
	For reimbursement of expenses	0.05	0.04
	<b>Total</b>	<b>0.57</b>	<b>0.48</b>

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

29	Income Tax	Year ended 31 March 2019	Year ended 31 March 2018
	The income tax expense consists of the following:		
	Current tax		
	Current tax	-	-
	Taxes relating to earlier year	0.53	-
		0.53	-
	Deferred tax		
	Relating to origination and reversal of temporary differences	86.88	157.55
	Deferred tax (credit)/ expense pertaining to prior periods	(5.79)	7.42
		81.09	164.97
	Total tax expense	81.62	164.97
	Reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:	Year ended 31 March 2019	Year ended 31 March 2018
	Profit before tax	220.66	483.24
	Applicable tax rate for the Company	34.94%	34.94%
	Expected income tax expense (A)	77.11	168.86
	Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense	Year ended 31 March 2019	Year ended 31 March 2018
	(Income exempted from) / Expenses not deductible in tax	11.86	(6.26)
	Change in tax rates	-	(0.60)
	Income taxable at different rate	(0.53)	(9.00)
	Tax pertaining to prior years	(5.79)	7.42
	Others	(1.03)	4.55
	Total adjustments (B)	4.51	(3.89)
	Total tax expense (A+B)	81.62	164.97

**Movement in deferred tax assets and liabilities for the year ended 31 March 2019 :-**

Particulars	Opening deferred tax asset / (liability)	Income tax (expense) / credit recognized in profit or loss	Income tax (expense) / credit recognized in other comprehensiv e income	Closing deferred tax asset / (liability)
Property, plant and equipment and intangible assets	(1,189.67)	(30.44)	-	(1,220.11)
Financial assets and financial liabilities measured at amortised cost	-	(3.95)	-	(3.95)
Brought forward tax losses and unabsorbed depreciation	814.15	(105.96)	-	708.19
Items deductible on actual payment or settlement	251.63	35.16	0.22	287.01
Allowance for expected credit losses	20.70	4.12	-	24.82
MAT credit entitlement	57.67	19.98	-	77.65
Net deferred tax asset / (liability)	(45.52)	(81.09)	0.22	(126.39)

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Movement in deferred tax assets and liabilities for the year ended 31 March 2018 :-				
Particulars	Opening deferred tax asset / (liability)	Income tax (expense) / credit recognized in profit or loss	Income tax (expense) / credit recognized in other comprehensive income	Closing deferred tax asset / (liability)
Property, plant and equipment and intangible assets	(1,150.97)	(38.70)	-	(1,189.67)
Brought forward tax losses and unabsorbed depreciation	868.81	(54.66)	-	814.15
Items deductible on actual payment or settlement	324.83	(73.50)	0.30	251.63
Allowance for expected credit losses	18.81	1.89	-	20.70
MAT credit entitlement	57.67	-	-	57.67
Net deferred tax asset / (liability)	119.15	(164.97)	0.30	(45.52)

30 Goods and Services Tax ("GST") has been implemented with effect from 1 July 2017 and therefore, revenue from operations for the year ended 31 March 2018 and 31 March 2019 are presented net of GST. Revenue from operations and expenses for the year ended 31 March 2018, till 30 June 2017, being inclusive of excise duty, are not comparable with corresponding figures of year ended 31 March 2019.

### 31 Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- (i) Identify the contract(s) with customer;
- (ii) Identify separate performance obligations in the contract;
- (iii) Determine the transaction price;
- (iv) Allocate the transaction price to the performance obligations; and
- (v) Recognise revenue when a performance obligation is satisfied.

The Company has adopted the standard on 1 April 2018 on a modified retrospective basis with a cumulative catch-up adjustment booked to retained earnings as at 1 April 2018 as if the standard had always been in effect. The standard is applied only to contracts that are not completed as at 1 April 2018. Comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. The adoption of the new standard did not result in any material adjustments to the Company's net income. In case of certain contracts with customers, the Company arranges the logistics of the goods to customers' premises and charges the freight on actual basis (actuals as levied by the transporter). In such cases, the Company acts as an agent in arranging such logistics services. Hence, revenue from such services are netted off with the expenses as levied by the transporter. Such expenses were earlier grouped under 'other expenses' upto 31 March 2018. There is no impact on the retained earnings as at 1 April 2017 and on the profit for the year ended 31 March 2018.

For the year ended 31 March 2019, the revenue from operations is lower by ₹ 37.95 crores and total expense lower by ₹ 37.95 crores, on account of the change in accounting practice outlined above.

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

A	Disaggregation of revenue				
	The Company has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.				
	Revenue from operations	Goods	Services	Other operating revenue*	Total
	Revenue by geography				
	Domestic	9,777.73	273.22	154.87	10,205.82
	Export	2,379.19	-	-	2,379.19
	Total	12,156.92	273.22	154.87	12,585.01
	Revenue by time				
	Revenue recognised at point in time				12,311.79
	Revenue recognised over time				273.22
	Total				12,585.01
	* Export benefit has been included in domestic revenue				
B.	Revenue recognised in relation to contract liabilities				
	Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:				
	Description				Year ended 31 March 2019
	Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period				112.73
	Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods				-
C.	Assets and liabilities related to contracts with customers				
		As at 31 March 2019		As at 31 March 2018	
	Description	Non-current	Current	Non-current	Current
	Contract liabilities related to sale of goods				
	Advance from customers	-	111.92	-	112.73
D.	Reconciliation of revenue recognised in Statement of Profit and Loss with Contract price				
	Description				Year ended 31 March 2019
	Contract price				12,722.62
	Less: Discount, rebates, credits etc.				137.61
	Revenue from operations as per Statement of Profit and Loss				12,585.01

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

32	Earnings per share (EPS)	Year ended 31 March 2019	Year ended 31 March 2018
	Net profit for the year (in ₹ crores) for basic EPS (A)	139.04	318.27
	Add: Interest expenses on potential equity shares (in ₹ crores)	57.52	42.63
	Net profit for the year (in ₹ crores) for diluted EPS (B)	196.56	360.90
	Total shares outstanding at the beginning of the year (in numbers)	479,221,660	399,469,754
	Add: Weighted average number of shares issued during the year on conversion of Funded Interest Term Loan I (FITL I) and Funded Interest Term Loan II (FITL II)	-	51,443,285
	Add: Weighted average number of shares issued during the year on conversion of Compulsorily Convertible Warrants (CCW)	-	210,209
	Weighted-average number of equity shares for basic EPS (C)	479,221,660	451,123,248
	<b>Effect of dilution :</b>		
	Add: Weighted average number of shares outstanding before conversion of Funded Interest Term Loan I (FITL I) and Funded Interest Term Loan II (FITL II)	-	9,127,035
	Add: Weighted average number of shares outstanding before conversion of Compulsory Convertible Warrants (CCW)	-	18,971,377
	Add: Weighted average number of shares outstanding on account of Optionally Convertible Redeemable Preference Shares	142,830,637	142,830,637
	Weighted-average number of equity shares for diluted EPS (D)	622,052,297	622,052,297
	Basic EPS (Amount in ₹) (A/C)	2.90	7.06
	Diluted EPS (Amount in ₹) (B/D)	2.90	5.80

33	Disclosure as per Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 186(4) of the Companies Act, 2013:				
	Particulars	31 March 2019		31 March 2018	
		Amount outstanding	Maximum amount outstanding during the year	Amount outstanding	Maximum amount outstanding during the year
	Loans and Advances in the nature of loans to subsidiary companies				
	- PT. Jindal Stainless Indonesia	17.29	17.29	16.29	16.29
	Total	17.29	17.29	16.29	16.29
	Details of investments made are given in Note 4.				



## JINDAL STAINLESS LIMITED

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### 34 Composite scheme of arrangement

A Composite Scheme of Arrangement (hereinafter referred to as the 'Scheme') amongst 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) (resulting companies) under the provisions of Section 391-394 read with Section 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 21 September 2015, amended vide order dated 12 October 2015.

Section I and Section II of the Scheme became effective on 1 November 2015, operative from the appointed date i.e. close of business hours before midnight of 31 March 2014. Section III and Section IV of the Scheme became effective on 24 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 of the land on which Hot Strip Mill (HSM) Plant and Coke Oven Plants are located to JUSL and JCL respectively as specified in the Scheme), operative from the appointed date i.e. close of business hours before midnight of 31 March 2015.

B Pursuant to the Section III and Section IV of the Scheme becoming effective:

- (i) "Business undertaking 2, comprising, inter alia, of the HSM plant of the Company, has been transferred to JUSL at a lump sum consideration of ₹ 2,412.67 crores; out of this ₹ 2,150.00 crores has been received, and against the balance amount of ₹ 262.67 crores, JUSL is to issue and allot to the Company:
  - 175,000,000 0.01% non-cumulative compulsorily convertible preference shares (CCPS) having face value of ₹ 10 each [upto the year ended 31 March 2019 58,116,205 CCPS were allotted to the Company and converted into equal number of equity shares of ₹ 10 each as fully paid at par and the balance 116,883,795 CCPS have been presented as "Investment in 0.01% Non-cumulative compulsorily convertible preference shares" (Refer note 4)], and
  - 87,673,311 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each, which have been allotted to the Company."
- (ii) "Business undertaking 3, comprising, inter alia, of the Coke Oven plant of the Company, has been transferred to JCL at a lump sum consideration of ₹ 492.65 crores; out of this ₹ 375.00 crores has been received and against the balance amount of ₹ 117.65 crores, JCL is to issue and allot to the Company:
  - 26,000,000 0.01% non-cumulative CCPS having face value of ₹ 10 each [upto the year ended 31 March 2019 8,382,432 CCPS were allotted to the Company and converted into equal number of equity shares of ₹ 10 each fully paid at par and the balance 17,617,568 CCPS have been presented as "Investment in 0.01% non-cumulative compulsorily convertible preference shares" (Refer note 4)], and
  - 91,647,073 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each, which have been allotted to the Company."
- (iii) As per the Scheme, the Company is continuing to operate the business on behalf of JCL and JUSL in trust in so far as may be necessary until all rights, licenses and permits stand fully devolved to and in favour of the resulting companies (JCL and JUSL). Accordingly, the revenue and expenses in this regard for year ended 31 March 2019 and previous year ended 31 March 2018 have been excluded from statement of profit and loss and the transactions entered undertaken on behalf of such companies are recognised in Company's books as inter-company balances.

35 Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) is ₹ 51.04 Crores (previous year ₹ 161.29 Crores).

36	Contingent liabilities	As at 31 March 2019	As at 31 March 2018
A	Demands from statutory and regulatory authorities		
(i)	- Sales tax, value added tax and entry tax*	108.71	141.77
	- Excise duty, custom duty and service tax	38.54	39.08
	- Income tax	83.70	48.48
(ii)	- Demand from office of the Dy. Director of Mines, Jajpur Road Circle, Odisha on account of mining of excess quantity of chrome ore over and above the approved quantity under mining plan/scheme	77.53	85.40
	- Royalty under the Mines and Minerals (Development and Regulation) Act, 1957, rural infrastructure and socio-economic development tax under the Orissa Rural Infrastructure and Socio-Economic Development Act, 2004 and Water tax under the Orissa Irrigation Act, 1959	5.72	6.91
B	Corporate guarantee given to banks against credit facilities / financial assistance availed by Jindal Stainless (Hisar) Limited - amount for facilities outstanding (read with note 34)	3,744.86	4,569.84
		4,089.06	4,891.48

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

- C. # Pursuant to recent judgement by the Hon'ble Supreme Court of India dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, should include certain allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies and accordingly, the Company has not provided for any liability on account of this.

\* The Company had challenged the legality of Orissa Entry Tax Act, 1999 before the Hon'ble Supreme Court. In accordance with the order dated 09 October 2017 of Divisional bench of the Hon'ble Supreme Court read with the order dated 11 November 2016 of 9 judge bench of Hon'ble Supreme Court, the Company has filed revival petition before the Hon'ble High Court of Orissa on the ground of discrimination under Article 304(a), as per the direction of the Hon'ble Supreme Court. Liability in this regard has been provided for. However, interest/penalty (if any) has been stayed by Hon'ble High Court of Orissa in three separate writ petitions filed by the Company on the issue exclusively on the legality of imposing interest under the Orissa Entry Tax Act, 1999, and therefore, liability, if any, in this regard will be recognised when this matter is finally settled/determined by the Hon'ble High Court of Orissa.

37	Exceptional items	Year ended 31 March 2019	Year ended 31 March 2018
	Gain (net) on translation/settlement of foreign currency monetary items.	56.60	36.47
	Provision for recompense liability payable to CDR lenders (refer note 38)*	(27.50)	(27.50)
	Loss (net) on fair valuation and settlement of derivative contracts*	(13.45)	(1.70)
	Amortisation of debit balance in foreign currency monetary item translation difference account*	(9.34)	(5.90)
		6.31	1.37
	* Amount in bracket represents exceptional loss		

### 38 Corporate Debt Restructuring (CDR)

- A Pursuant to the approval of reworked CDR package ("Rework Scheme") in September 2012 and execution of Amended and 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.

- B "In accordance with CDR Empowered Group (EG) approval vide letter dated 26 December 2014, during the year ended 31 March 2018, the Company has allotted 60,570,320 equity shares of face value of ₹ 2 each and 142,830,637 0.01% Optionally Convertible Redeemable Preference Shares (OCRPS) of face value of ₹ 2 each, both at a premium of ₹ 37.10 per share on conversion of funded interest term loan I and II.

As per the terms of the OCRPS, these are redeemable at the option of the Company, anytime upto 31 October 2020. If these are not redeemed by then, the CDR lenders have an option to convert these into equal number of equity shares of the Company anytime upto 31 March 2022. If neither of these options are exercised, these are redeemable on 1 April 2022. If redeemed, the Company shall be obligated to pay recompense amount upto the date of redemption."

- C The credit facilities / loans under the rework scheme are also secured by:

- Unconditional and irrevocable personal guarantee of CMD Mr. Ratan Jindal;
- Unconditional and irrevocable corporate guarantee of promoter group companies in proportion to the number and to the extent of equity shares pledged by each promoter group company;
- Unconditional and irrevocable corporate guarantee of Jindal Stainless (Hisar) Limited.
- Pari-passu pledge of 183,832,727 equity shares held in the Company by promoters.
- Pledge over shares of the entities as listed below:

- PT. Jindal Stainless Indonesia
- Jindal Stainless UK Limited (ceased to be subsidiary of the Company w.e.f. 11 December 2018)
- JSL Stainless FZE
- JSL Group Holdings Pte. Limited
- Iberjindal S.L.
- Jindal Coke Limited
- Jindal United Steel Limited

- D Since the financial performance of the Company during the previous financial years viz. 2016-17 and 2017-18 was better than the projections as per the approved CDR package, the Company initiated negotiations with the CDR lenders for voluntary exit from CDR scheme. The consortium of CDR lenders has agreed to allow CDR exit to the Company with effect from 31 March 2019, subject to requisite approvals from their respective competent authorities and signing of the revised financing documents in line with CDR guidelines. CDR exit will lead to greater operational and financial flexibility for the Company so that it can go ahead with its growth plans.

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

- E The Amended MRA as well as the Master Circulars on Corporate Debt Restructuring issued by the Reserve Bank of India, gives a right to the CDR lenders to get the recompense of their waivers and sacrifice made as a part of the CDR package sanctioned to the Company. The total amount of recompense worked out by lenders as at 31 March 2019 is ₹ 191.45 Crores in accordance with Master Circulars on Corporate Debt Restructuring comprising of
- ₹ 55 Crores on CDR loans payable to the lenders in cash upon signing of the revised financing documents and as per the pro rata share of each lender in the sacrifice recorded in the CDR package submitted by Monitoring Institution (MI) i.e. State Bank of India to CDR cell in 2009 (read with note 37) and
  - ₹ 136.45 Crores on outstanding OCRPS to be settled through issuance of an instrument with terms and conditions agreeable to lenders.

39	Derivative contracts entered into by the Company and outstanding as on 31 March 2019 for hedging foreign currency risks:					
	Nature of derivative	Type	31 March 2019		31 March 2018	
			No. of contracts	Foreign currency (in million)	No. of contracts	Foreign currency (in million)
	Forward covers					
	USD/INR	Sell	45	\$92.39	73	\$202.05
	EURO/USD	Sell	26	€ 38.91	32	€ 69.72
	USD/INR	Buy	188	\$95.79	217	\$145.46
	EURO/USD	Buy	1	€ 0.16	-	-

40	Employee benefits		
A	Defined contribution plans		
	The amount recognised as expense towards contribution to defined contribution plans for the year is as below:	Year ended 31 March 2019	Year ended 31 March 2018
	Company's contribution to Provident Fund	4.92	4.69
	Company's contribution to Employer welfare fund	0.25	0.23
	Company's contribution to National pension scheme	0.45	0.25
	Company's contribution to Employee's State Insurance Scheme	0.20	0.29
	Total	5.82	5.46
B	Defined benefit plan – Gratuity		
(i)	Reconciliation of present value of defined benefit obligation and the fair value of plan assets	As at 31 March 2019	As at 31 March 2018
	Present value of defined benefit obligation as at the end of the year	10.31	8.02
	Less: Fair value of plan assets at the end of the year	9.96	8.70
	Net (assets)/liability recognised in the balance sheet	0.35	(0.68)
(ii)	Movement in the present value of defined benefit obligation recognised in the balance sheet	As at 31 March 2019	As at 31 March 2018
	Present value of defined benefit obligation as at the start of the year	8.02	6.35
	Transfer in/out of employees between group companies	0.12	(0.13)
	Current service cost	1.40	1.20
	Past service cost	-	0.17
	Interest cost	0.63	0.48
	Benefits paid	(0.42)	(1.01)
	Actuarial (gain)/loss on obligation	0.56	0.96
	Present value of defined benefit obligation as at the end of the year	10.31	8.02

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

(iii)	Movement in the plan assets recognised in the balance sheet	As at 31 March 2019	As at 31 March 2018
	Fair value of plan assets at the beginning of the year	8.70	2.87
	Actual return on plan assets	0.63	0.30
	Employer contributions	1.05	6.54
	Benefits paid	(0.42)	(1.01)
	Fair value of plan assets at the end of the year	9.96	8.70
	The Company's plan assets primarily comprise of qualifying insurance policies issued by Life insurance corporation of India amounting to ₹ 9.96 crores (previous year ₹ 8.70 crores) for group gratuity scheme of the Company		
(iv)	Actuarial gain/(loss) on plan assets	Year ended 31 March 2019	Year ended 31 March 2018
	Expected interest income	0.68	0.21
	Actual income on plan asset	0.63	0.30
	Actuarial gain/(loss) for the year on plan asset	(0.05)	0.09
(v)	Expense recognised in the statement of profit and loss consists of:		
	Employee benefit expense	Year ended 31 March 2019	Year ended 31 March 2018
	Current service Cost	1.40	1.20
	Past service cost	-	0.17
	Net interest cost	(0.05)	0.26
		1.35	1.63
	Other comprehensive income	Year ended 31 March 2019	Year ended 31 March 2018
	Actuarial (gain)/loss arising from changes in financial assumptions	0.13	(0.25)
	Actuarial (gain)/loss arising from experience adjustments	0.43	1.21
	Actuarial gain/(loss) on plan asset	(0.05)	0.09
		0.61	0.87
(vi)	The principal actuarial assumptions used for estimating the Company's defined benefit obligations are set out below:	Year ended 31 March 2019	Year ended 31 March 2018
	Discount rate	7.69 % p.a	7.80 % p.a.
	Expected rate of increase in salary	5.50% p.a.	5.50% p.a.
	Retirement age	58 Years	58 Years
	Mortality rate (inclusive of provision for disability)	100% of IALM (2006-08)	100% of IALM (2006-08)
	Expected average remaining working lives of employees(years)	23.50	23.89
	The assumption of discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities. Future salary increase rate takes into account the inflation, seniority, promotion and other relevant factors on long term basis. Same assumptions were considered for comparative period i.e. 2017-18 as reported.		

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

(vii)	Sensitivity analysis for gratuity liability	Year ended 31 March 2019	Year ended 31 March 2018
	Impact of the change in discount rate		
	Present value of obligation at the end of the period		
	Increase of 0.50%	(0.58)	(0.47)
	Decrease of 0.50%	0.63	0.51
	Impact of the change in salary increase		
	Present value of obligation at the end of the period		
	Increase of 0.50%	0.64	0.52
	Decrease of 0.50%	(0.59)	(0.48)
(viii)	Maturity profile of defined benefit obligation		
	Year	As at 31 March 2019	As at 31 March 2018
	0 to 1 Year	0.43	0.20
	1 to 5 Year	0.92	0.77
	Beyond 5 Years	8.96	7.05
	The Company expects to contribute ₹ 1.57 crores (previous year ₹ 1.34 crores) to its gratuity plan for the next year.		

- 41 On 28 July 2010, the Company granted 3,577,500 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:					
	Grant I (granted on 28 July 2010)				
Vesting schedule	Options will vest from the date of grant based on the performance conditions mentioned below in the following ratio:				
	Vesting Schedule	28 July 2011	28 July 2012	28 July 2013	28 July 2014
	Eligibility*	0%	30%	30%	40%
	* Maximum percentage of options that can vest				
Performance 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 28 July 2012, 534,771 ESOPs were vested to eligible employees based on performance rating and 150,000 fresh ESOPs were granted to the employees of the Company on 28 July 2012. Pursuant to 2nd vesting @ 30% of ESOP outstanding on 28 July 2013, 426,024 ESOPs were vested to eligible employees based on performance rating. Pursuant to 3rd vesting @ 40% of ESOP outstanding on 28 July 2014, 560,625 ESOPs were vested to eligible employees based on performance rating including employees transferred pursuant to the Scheme.

# JINDAL STAINLESS LIMITED

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

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 (comprising of ferro alloys manufacturing facility located at Vizag, Andhra Pradesh and leasehold rights in the chromite mines at Sukhinda, Odisha), business undertakings 1 (comprising of Hisar stainless steel manufacturing undertaking), business undertaking 2 [refer note 34B(ii)] and business undertaking 3 [refer note 34B(iii)] of the Company which 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. Jindal Stainless (Hisar) Limited 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.

Set out below is a summary of options granted under plan:	Year ended 31 March 2019	Year ended 31 March 2018
Opening balance	-	422,875
Lapsed during the year	-	(422,875)
Closed balance	-	-

42	Leases			
A	Finance lease as a lessee			
	The Company has taken land parcels on finance lease for periods of 83-90 years. A reconciliation between the total of future minimum lease payments and their present value is given below:			
	Due as on 31 March 2019 and payable	Minimum lease payments	Finance charges	Net present values
	Not later than one year	0.60	0.60	-
	Later than one year but not later than five years	2.39	2.38	0.01
	Later than five years	38.76	33.12	5.64
	Total	41.75	36.10	5.65
	Due as on 31 March 2018 and payable	Minimum lease payments	Finance charges	Net present values
	Not later than one year	0.60	0.60	-
	Later than one year but not later than five years	2.39	2.38	0.01
	Later than five years	39.36	33.72	5.64
		42.35	36.70	5.65
B	Operating lease as a lessee			
	Significant leasing arrangements include lease for warehouses for periods ranging between 2-5 years renewable on mutual consent and lease of plants taken on hire dedicated for use under long term arrangement ranging between 15-18 years. Future minimum rentals payable under non-cancellable operating leases are as follows:			
	Particulars	31 March 2019	31 March 2018	
	Within one year	12.88	12.20	
	After one year but not more than five years	40.05	40.43	
	After more than five years	57.93	67.65	
	Total	110.86	120.28	
	During the year ended 31 March 2019, total operating lease rental expense recognised in the statement of profit and loss was ₹ 7.21 Crores, (31 March 2018: ₹ 5.83 Crores).			

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

C	Operating lease as a lessor		
	Significant leasing arrangements include sub-lease of land with lease term of 30 years and some other leases. The lease term can be extended with mutual consent of the Company and the lessor. Minimum lease payments receivable under the operating lease is as below:		
	Particulars	31 March 2019	31 March 2018
	Not later than one year	1.03	0.18
	Later than one year but not later than five years	0.72	0.72
	Later than five years	4.16	4.34
		5.91	5.24
43	Operating Segments		
	The Company has presented segment information in the consolidated financial statements which are presented in the same financial report. Accordingly, in terms of Paragraph 4 of Ind AS 108 'Operating Segments', no disclosures related to segments are presented in these financial statements.		

44	Related party disclosures		
I.	Relationships		
(a)	Key management personnel (KMP)		
	S. No.	Name	Designation
	1	Mr. Ratan Jindal	Chairman and Managing Director till 24 April 2018
	2	Mr. Abhyuday Jindal	Till 24 April 2018 held the position of Vice Chairman (Non Executive) on Board. Appointed as Managing Director (KMP) w.e.f. 25 April 2018
	3	Mr. S. Bhattacharya	Whole Time Director (Resigned w.e.f. 15 May 2018)
	4	Mr. Tarun Kumar Khulbe	Whole Time Director (w.e.f. 15 May 2018)
	5	Mr. Navneet Raghuvanshi	Company Secretary (Appointed w.e.f. 25 April 2018)
	6	Mr. Sunil Yadav	Company Secretary (Ceased to be Company Secretary w.e.f. 25 April 2018)
	7	Mr. Anurag Mantri	Chief Financial Officer
	8	Mr. Gautam Kanjilal	Nominee Director
	9	Mr. Suman Jyoti Khaitan	Independent Director
	10	Mr. T.S. Bhattacharya	Independent Director
	11	Ms. Ishani Chattopadhyay	Independent Director (Ceased to be director w.e.f. 9 May 2017)
	12	Ms. Bhaswati Mukherjee	Independent Director (Appointed w.e.f. 15 July 2017)
	13	Mr. K.J.S. Thind	Independent Director (Appointed w.e.f. 11 May 2017, ceased to be director w.e.f. 26 September 2017)
	14	Dr. Rajeev Uberoi	Independent Director (Appointed w.e.f. 9 February 2018)

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

(b)	Subsidiary					
	SI No	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business	Shareholding / Voting Power	
					As at 31 March 2019	As at 31 March 2018
	1	PT. Jindal Stainless Indonesia	Indonesia	Stainless Steel manufacturing	99.99%	99.99%
	2	Jindal Stainless UK Limited has been dissolved w.e.f. 11 December 2018	UK	Stainless Steel manufacturing	N.A.	100.00%
	3	Jindal Stainless FZE, Dubai	UAE	Stainless Steel manufacturing	100.00%	100.00%
	4	JSL Group Holdings Pte. Ltd., Singapore	Singapore	Stainless Steel manufacturing	100.00%	100.00%
	5	Iberjindal S.L., Spain	South Spain	Stainless Steel manufacturing	65.00%	65.00%
	6	Jindal Stainless Park Limited (incorporated on 23 January 2019)	India	Development of integrated world-class infrastructure	100.00%	N.A.
(c)	Associates					
	SI No	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business	Shareholding / Voting Power	
					As at 31 March 2019	As at 31 March 2018
	1	Jindal Stainless Corporate Management Services Private Limited	India	Management services	50.00%	50.00%
	2	Jindal United Steel Limited	India	Stainless Steel manufacturing	26.00%	26.00%
	3	Jindal Coke Limited.	India	Coke Manufacturing	26.00%	26.00%
(d)	Entity exercising significant influence on the Company					
	SI No	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business		
	1	Jindal Stainless (Hisar) Limited (JSHL)	India	Stainless Steel manufacturing		
(e)	Subsidiaries of entity exercising significant influence on the Company					
	SI No	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business		
	1	JSL Lifestyle Limited	India	Stainless steel Consumer Products		
	2	JSL Logistics Limited	India	Logistic		
	3	Jindal Stainless Steelways Limited	India	Stainless Steel manufacturing		
	4	J.S.S. Steelitalia Limited	India	Stainless Steel manufacturing		
	5	Jindal Infrastructure and Utilities Limited	India	Infrastructure related activities		
	6	Jindal Strips Limited	India	Manufacturing of strips, pipes, billets, slabs etc		
	7	Jindal Defence Systems Limited	India	Manufacturing of arms, ammunition etc. for defence forces.		
	8	Jindal Advance Materials Pvt. Ltd.	India	Glass composite business.		
(f)	Post-employment benefit plan for the benefit of employees of the Company					
	SI No	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business		
	1	Jindal Stainless Limited Group Gratuity Fund	India	Company's employee gratuity trust		



**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

II.	Transactions with related parties during the year and balances as at the balance sheet date										
	Particulars	Year ended and as at 31 March 2019					Year ended and as at 31 March 2018				
		Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
	Transactions during the year										
1	Purchase of goods	-	160.14	670.81	10.19	-	-	181.45	854.78	2.62	-
	Jindal Stainless Steelways Limited	-	-	-	5.84	-	-	-	-	1.56	-
	Jindal Coke Limited	-	117.93	-	-	-	-	175.67	-	-	-
	Jindal Stainless (Hisar) Limited	-	-	670.81	-	-	-	-	854.78	-	-
	JSL Lifestyle Limited	-	-	-	1.03	-	-	-	-	1.06	-
	J.S.S Steelitalia Limited	-	-	-	3.32	-	-	-	-	-	-
	Jindal United Steel Limited	-	42.21	-	-	-	-	5.78	-	-	-
2	Job work charges paid	-	660.55	85.57	48.54	-	-	545.73	0.21	49.60	-
	Jindal Stainless (Hisar) Limited	-	-	85.57	-	-	-	-	0.21	-	-
	Jindal Stainless Steelways Limited	-	-	-	48.54	-	-	-	-	49.60	-
	Jindal United Steel Limited	-	660.55	-	-	-	-	545.73	-	-	-
3	Job work charges received	-	-	-	-	-	-	-	43.16	-	-
	Jindal Stainless (Hisar) Limited	-	-	-	-	-	-	-	43.16	-	-

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019						Year ended and as at 31 March 2018					
		Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP		
4	Sale of goods	383.73	396.46	975.96	1,134.75	-	590.17	695.68	1,169.36	1,052.42	-		
	PT.Jindal Stainless Indonesia	234.86	-	-	-	-	422.22	-	-	-	-		
	Iber Jindal S.L.	148.87	-	-	-	-	167.95	-	-	-	-		
	Jindal Stainless Steelways Limited	-	-	-	1,126.34	-	-	-	-	1,037.89	-		
	Jindal Stainless (Hisar) Limited	-	-	975.96	-	-	-	-	1,169.36	-	-		
	JSL Lifestyle Limited	-	-	-	7.63	-	-	-	-	2.28	-		
	Jindal Coke Limited	-	98.75	-	-	-	-	431.44	-	-	-		
	Jindal United Steel Limited	-	297.71	-	-	-	-	264.24	-	-	-		
	JSL Logistics Limited	-	-	-	0.17	-	-	-	-	-	-		
	J.S.S Steelitalia Limited	-	-	-	0.61	-	-	-	-	12.25	-		
5	Sale of fixed assets	-	-	-	-	-	-	0.05	-	-	-		
	Jindal Stainless Corporate Management Services Private Limited	-	-	-	-	-	-	0.05	-	-	-		
6	Business support services	-	-	-	9.98	-	-	-	-	8.49	-		
	Jindal Stainless Steelways Limited	-	-	-	9.98	-	-	-	-	8.49	-		
7	Quality claim paid	2.22	-	-	-	-	2.51	-	0.29	0.73	-		
	PT.Jindal Stainless Indonesia	2.22	-	-	-	-	2.51	-	-	-	-		
	Jindal Stainless Steelways Limited	-	-	-	-	-	-	-	-	0.73	-		
	Jindal Stainless (Hisar) Limited	-	-	-	-	-	-	-	0.29	-	-		

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019					Year ended and as at 31 March 2018				
		Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
8	Rent received	-	2.71	1.43	-	-	-	0.96	0.58	-	-
	Jindal Stainless (Hisar) Limited	-	-	1.43	-	-	-	-	0.58	-	-
	Jindal Stainless Corporate Management Services Private Limited	-	2.71	-	-	-	-	0.96	-	-	-
9	Rent paid	-	-	2.88	3.85	-	-	-	0.53	0.60	-
	Jindal Stainless (Hisar) Limited	-	-	2.88	-	-	-	-	0.53	-	-
	Jindal Stainless Steelways Limited	-	-	-	3.85	-	-	-	-	0.60	-
10	Freight charges paid	-	-	-	1.58	-	-	-	-	0.97	-
	JSL Logistics Limited	-	-	-	1.58	-	-	-	-	0.97	-
11	Interest received	0.79	-	-	1.85	-	0.52	-	-	0.57	-
	PT.Jindal Stainless Indonesia	0.79	-	-	-	-	0.52	-	-	-	-
	Jindal Stainless Steelways Limited	-	-	-	1.85	-	-	-	-	0.57	-
12	Interest Paid	-	-	90.00	-	-	-	-	103.90	-	-
	Jindal Stainless (Hisar) Limited	-	-	90.00	-	-	-	-	103.90	-	-
13	Commission on Sale paid	15.32	-	-	-	-	15.82	-	-	-	-
	Jindal Stainless FZE	15.32	-	-	-	-	15.82	-	-	-	-

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019						Year ended and as at 31 March 2018					
		Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP		
14	Support service charges paid	-	58.92	-	-	-	-	42.11	-	-	-	-	
	Jindal Stainless Corporate Management Services Private Limited	-	58.92	-	-	-	-	42.11	-	-	-	-	
15	Support service charges received	-	47.15	-	0.42	-	-	44.82	-	-	-	-	
	Jindal Coke Limited	-	15.01	-	-	-	-	8.87	-	-	-	-	
	Jindal United Steel Limited	-	32.14	-	-	-	-	35.95	-	-	-	-	
	JSL Logistics Limited	-	-	-	0.42	-	-	-	-	-	-	-	
16	Expenses incurred on behalf of Company and reimbursed	0.02	-	0.13	-	-	-	-	-	0.04	-	-	
	PT.Jindal Stainless Indonesia	0.02	-	-	-	-	-	-	-	-	-	-	
	Jindal Stainless Steelways Limited	-	-	-	-	-	-	-	-	0.04	-	-	
	Jindal Stainless (Hisar) Limited	-	-	0.13	-	-	-	-	-	-	-	-	

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019						Year ended and as at 31 March 2018					
		Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP		
17	Expenses incurred and reimbursed by Company on behalf of	0.50	8.41	18.25	6.44	-	1.40	27.98	10.67	1.09	-	-	
	PT. Jindal Stainless Indonesia	0.30	-	-	-	-	-	-	-	-	-	-	
	Iber Jindal S.L.	-	-	-	-	-	1.40	-	-	-	-	-	
	Jindal Stainless FZE	0.20	-	-	-	-	-	-	-	-	-	-	
	Jindal Coke Limited	-	0.07	-	-	-	-	5.48	-	-	-	-	
	JSL Lifestyle Limited	-	-	-	0.82	-	-	-	-	0.28	-	-	
	Jindal United Steel Limited	-	0.33	-	-	-	-	22.50	-	-	-	-	
	Jindal Stainless Steelways Limited	-	-	-	5.62	-	-	-	-	0.18	-	-	
	Jindal Stainless Corporate Management Services Private Limited	-	8.01	-	-	-	-	-	-	-	-	-	
	JSL Logistic Limited	-	-	-	-	-	-	-	-	0.63	-	-	
	Jindal Stainless (Hisar) Limited	-	-	18.25	-	-	-	-	10.67	-	-	-	
18	Bad debt written off	-	-	-	5.57	-	-	-	-	-	-	-	
	J.S.S Steelitalia Limited	-	-	-	5.57	-	-	-	-	-	-	-	
19	Liability written back	0.20	-	-	-	-	-	-	-	-	-	-	
	Jindal Stainless FZE	0.20	-	-	-	-	-	-	-	-	-	-	

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Particulars	Year ended and as at 31 March 2019						Year ended and as at 31 March 2018					
	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP		
20	Remuneration	-	-	-	4.35	-	-	-	-	4.27		
	Mr. S. Bhattacharya	-	-	-	0.40	-	-	-	-	2.07		
	Mr. Tarun Kumar Khulbe	-	-	-	1.25	-	-	-	-	-		
	Mr. Sunil Yadav	-	-	-	0.05	-	-	-	-	0.17		
	Mr. Anurag Mantri	-	-	-	2.03	-	-	-	-	2.03		
	Mr. Navneet Raghuvanshi	-	-	-	0.62	-	-	-	-	-		
21	Non executive director-sitting fee	-	-	-	0.22	-	-	-	-	0.19		
	Mr. Gautam Kanjilal	-	-	-	0.05	-	-	-	-	0.04		
	Mr. Suman Jyoti Khaitan	-	-	-	0.05	-	-	-	-	0.04		
	Mr. T.S. Bhattacharya	-	-	-	0.03	-	-	-	-	0.04		
	Mr. K.J.S. Thind	-	-	-	-	-	-	-	-	0.01		
	Ms. Bhaswati Mukherjee	-	-	-	0.04	-	-	-	-	0.03		
	Mr. Abhyuday Jindal	-	-	-	-	-	-	-	-	0.02		
	Dr. Rajeev Uberoi	-	-	-	0.05	-	-	-	-	0.01		
22	Security deposits received	-	-	-	-	-	254.64	-	-	-		
	Jindal Coke Limited	-	-	-	-	-	50.00	-	-	-		
	Jindal United Steel Limited	-	-	-	-	-	204.64	-	-	-		

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019						Year ended and as at 31 March 2018					
		Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP		
23	Security deposits repaid	-	50.00	-	-	-	-	-	-	-	-	-	
	Jindal Coke Limited	-	50.00	-	-	-	-	-	-	-	-	-	
	Balances outstanding as at balance sheet date												
24	Letter of comfort	162.00	-	-	-	-	193.54	-	-	-	-	-	
	PT. Jindal Stainless Indonesia	162.00	-	-	-	-	193.54	-	-	-	-	-	
25	Corporate guarantee given	-	-	3,774.86	-	-	-	-	4,569.84	-	-	-	
	Jindal Stainless (Hisar) Limited	-	-	3,774.86	-	-	-	-	4,569.84	-	-	-	
26	Personal guarantee received	-	-	-	-	-	-	-	-	-	-	-	
	Mr. Ratan Jindal	-	-	-	-	Refer note 15, 20 and 38	-	-	-	-	Refer note 15, 20 and 38	-	
27	Loans and advances - receivables	23.74	-	-	-	-	21.42	-	-	-	-	-	
	PT. Jindal Stainless Indonesia	23.74	-	-	-	-	21.42	-	-	-	-	-	
28	Borrowings (inter corporate deposits)	-	-	900.00	-	-	-	-	900.00	-	-	-	
	Jindal Stainless (Hisar) Limited	-	-	900.00	-	-	-	-	900.00	-	-	-	

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019					Year ended and as at 31 March 2018				
		Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Subsidiaries	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
29	Receivables	151.46	78.71	-	9.57	-	198.29	8.99	-	64.21	-
	PT.Jindal Stainless Indonesia	125.24	-	-	-	-	134.86	-	-	-	-
	Iber Jindal S.L.	26.22	-	-	-	-	63.43	-	-	-	-
	JSL Lifestyle Limited	-	-	-	1.37	-	-	-	-	-	-
	Jindal United Steel Limited*	-	73.48	-	-	-	-	5.97	-	-	-
	Jindal Stainless Corporate Management Services Private Limited	-	5.20	-	-	-	-	3.02	-	-	-
	Jindal Coke Limited*	-	0.03	-	-	-	-	-	-	-	-
	Jindal Stainless Steelways Limited	-	-	-	2.63	-	-	-	-	46.21	-
	J.S.S. Steelitalia Limited	-	-	-	5.57	-	-	-	-	18.00	-
30	Security deposit payable	-	329.64	-	-	-	-	379.64	-	-	-
	Jindal Coke Limited	-	125.00	-	-	-	-	175.00	-	-	-
	Jindal United Steel Limited (Received under Scheme)	-	204.64	-	-	-	-	204.64	-	-	-
31	Payables	41.34	-	87.96	11.16	-	26.96	43.71	171.41	0.99	-
	Jindal Stainless, FZE	41.34	-	-	-	-	26.96	-	-	-	-
	Jindal Coke Limited*	-	-	-	-	-	-	43.71	-	-	-
	Jindal Stainless Steelways Limited	-	-	-	10.88	-	-	-	-	0.22	-
	JSL Logistics Limited	-	-	-	0.13	-	-	-	-	0.07	-
	Jindal Stainless (Hisar) Limited (Trade Payable)	-	-	6.96	-	-	-	-	171.41	-	-
	Jindal Stainless (Hisar) Limited (Interest Payable)	-	-	81.00	-	-	-	-	-	-	-
	JSL Lifestyle Limited	-	-	-	0.15	-	-	-	-	0.70	-



#### JINDAL STAINLESS LIMITED

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

\* Post section III and section IV of the Assets Monetization Cum Business Reorganisation Plan (Scheme) becoming effective, as per the Scheme the Company has operated the business on behalf of Jindal Coke Limited ("JCL") and Jindal United Steel Limited ("JUSL") upto 31 July 2017, in trust in so far as may be necessary until all rights, licenses/permits stand fully devolved to and in favour of the resulting companies (JCL and JUSL). Accordingly, the expenses in this regard for the period upto 31 July 2017 have been excluded from the above disclosure and the transactions entered undertaken on behalf of such companies are recognised in Company's books as inter-company balances.

\*\* In the opinion of the management, the transactions reported herein are on arms' length basis.

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

45	Remuneration paid to KMP *	Year ended 31 March 2019	Year ended 31 March 2018
	Short-term employee benefits	4.21	4.14
	Post-employment benefits	0.14	0.13
	Other Long-term benefits	-	-
	Sitting fees	0.22	0.19
	<b>Total</b>	<b>4.57</b>	<b>4.46</b>
	<p>*The Company had filed requisite applications for obtaining the approval of the Central Government for payment of managerial remuneration to a director. Remuneration paid to such director amounted ₹ 5.33 crores for the period from 6 November 2015 to 31 March 2018. Also, the Central Government had not approved the excess managerial remuneration paid amounting to ₹ 3.26 crores to erstwhile three directors, in earlier years and the Company had recorded excess remuneration as recoverable in the books of account.</p> <p>During current year the provisions relating to managerial remuneration contained in Sections 196, 197, 198, 200, 201 and Schedule V to the Companies Act, 2013 (the "Act") have been amended pursuant to the Companies (Amendment) Act, 2017 (the "Amendment Act"), which has come into force with effect from 12 September 2018 (the "Effective Date"). Pursuant to the amended Section 197 of the Act, remuneration to managerial personnel can be paid in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the Company given by way of a special resolution and any application pending with the Central Government under Section 197 on the Effective Date will automatically abate on the Effective Date.</p> <p>Accordingly, in terms of the amended provisions of the Companies Act, 2013, the members of the Company in their Extra-ordinary General Meeting held on 11 January 2019 approved the payment of remuneration to the Director and waived off the recovery of excess managerial remuneration paid to erstwhile directors, for whom the applications were pending with the Central Government under Section 197 of the Act as mentioned above. Consequently, the excess remuneration shown as recoverable in the books of account has been reversed in the current year.</p>		
46	Assets pledged as security for borrowings	Year ended 31 March 2019	Year ended 31 March 2018
	Current		
	Financial assets		
	Investments	0.40	0.47
	Trade receivables	842.52	828.29
	Cash and cash equivalents	5.89	20.52
	Bank balances other than above	8.19	16.08
	Loans	12.47	11.63
	Other financial assets	131.81	61.68
	Non financial assets		
	Inventories	2,044.16	2,012.36
	Other current assets	225.91	325.30
	<b>Total</b>	<b>3,271.35</b>	<b>3,276.33</b>

**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

	Assets pledged as security for borrowings	Year ended 31 March 2019	Year ended 31 March 2018
	Non-current		
	Property, plant and equipment	6,113.37	6,124.30
	Capital work-in-progress	20.14	130.25
	Investments	475.48	473.25
	Total	6,608.99	6,727.80
	Total assets pledged as security	9,880.34	10,004.13

47	Financial Instruments			
A	Financial assets and liabilities			
	The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:			
	Particulars	Note	As at 31 March 2019	As at 31 March 2018
	Financial assets measured at fair value through profit or loss:			
	Investments	4	0.40	0.47
	Derivative assets	6	32.97	10.10
	Financial assets measured at fair value through other comprehensive income:			
	Investments	4	8.58	8.58
	Financial assets measured at amortised cost:			
	Investments	4	33.24	30.29
	Loans	5	54.99	51.54
	Other financial assets	6	99.27	51.98
	Trade receivables	9	842.52	828.29
	Cash and cash equivalents	10	5.89	20.52
	Other bank balances	11	8.19	16.08
	Total		1,086.05	1,017.85
	Financial liabilities measured at fair value through profit or loss:			
	Derivative liabilities	16	16.59	12.06
	Financial liabilities measured at amortised cost:			
	Borrowing (including current maturities of long term debt)	15 & 20	4,117.70	4,728.84
	Other financial liabilities	16	421.39	504.29
	Trade payables	21	2,320.13	1,940.23
	Total		6,875.81	7,185.42
	Investment in subsidiaries and associates are measured at cost as per Ind AS 27, 'Separate financial statements' and hence, not presented here.			

(All amount in ₹ crores, unless otherwise stated)

B	Fair values hierarchy					
	The fair value of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].					
	The categories used are as follows:					
	Level 1: Quoted prices for identical instruments in an active market;					
	Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and					
	Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.					
B.1	Financial assets and liabilities measured at fair value - recurring fair value measurements					
	As at 31 March 2019	Note	Level 1	Level 2	Level 3	Total
	Financial assets measured at fair value through profit or loss:					
	Investments	4	0.40	-	-	0.40
	Derivative assets	6	-	32.97	-	32.97
	Financial assets measured at fair value through other comprehensive income:					
	Investments	4	-	-	8.58	8.58
	Financial liabilities measured at fair value through profit or loss:					
	Derivative liabilities	16	-	16.59	-	16.59
	As at 31 March 2018	Note	Level 1	Level 2	Level 3	Total
	Financial assets measured at fair value through profit or loss:					
	Investments	4	0.47	-	-	0.47
	Derivative assets	6	-	10.10	-	10.10
	Financial assets measured at fair value through other comprehensive income:					
	Investments	4	-	-	8.58	8.58
	Financial liabilities measured at fair value through profit or loss:					
	Derivative liabilities	16	-	12.06	-	12.06

(All amount in ₹ crores, unless otherwise stated)

	Valuation process and technique used to determine fair value
(i)	The fair value of investments in quoted equity shares is based on the current bid price of respective investment as at the balance sheet date.
(ii)	The fair value of investments in unquoted equity shares is estimated at their respective costs, since those companies do not have any significant operations and there has neither been any significant change in their performance since initial recognition nor there is any expectation of such changes in foreseeable future.
(iii)	The Company enters into forward contracts with banks for hedging foreign currency risk of its borrowings and receivables and payables arising from import and export of goods. Fair values of such forward contracts are determined based on spot current exchange rates and forward foreign currency exchange premiums on similar contracts for the remaining maturity on the balance sheet date.

<b>B.2</b>	Fair value of instruments measured at amortised cost			
	Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:			
Particulars	31 March 2019		31 March 2018	
	Carrying value	Fair value	Carrying value	Fair value
<b>Non-current financial assets</b>				
Investments	33.24	31.36	30.29	27.60
Security deposits	25.23	26.17	23.62	24.41
Bank deposits with remaining maturity of more than 12 months	0.43	0.43	0.40	0.40
Loans	17.29	17.29	16.29	16.29
<b>Non-current financial liabilities</b>				
Security deposits	26.01	31.82	23.23	27.44
Borrowings	3,152.69	3,152.69	3,550.90	3,550.90
Other financial liabilities	-	-	27.50	27.50
	The management assessed that fair values of current loans, current financial assets, cash and cash equivalents, other bank balances, trade receivables, other receivables, short term borrowings, trade payables and other current financial liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is disclosed at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:			
(i)	Non-current investments, long-term loans and advances and non-current financial liabilities are evaluated by the Company based on parameters such as interest rates, individual creditworthiness of the counterparty/borrower and other market risk factors.			
(ii)	The fair values of the Company's fixed interest-bearing liabilities, loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2019 was assessed to be insignificant.			
(iii)	All the long term borrowing facilities availed by the Company from unrelated parties are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Company's creditworthiness. The inter corporate deposit from the related party is also a variable rate facility which is subject to changes as notified by lender from time to time in accordance with prevailing market interest rates. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.			

(All amount in ₹ crores, unless otherwise stated)

C	Financial Risk Management			
	Risk Management			
	The Company's activities expose it to market risk, liquidity risk and credit risk. The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.			
	Risk	Exposure arising from	Measurement	Management
	Credit risk	Investments in redeemable preference shares and government securities, loans, Cash and cash equivalents, trade receivables, derivative financial instruments and other financial assets measured at amortised cost	Ageing analysis, Credit ratings	Bank deposits, diversification of asset base, credit limits
	Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
	Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (INR)	Cash flow forecasting	Forward foreign exchange contracts
	Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors
	Market risk - security price	Investments in equity securities	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments
	The Company's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.			

## C.1 Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by investments in redeemable preference shares, cash and cash equivalents, trade receivables, derivative financial instruments and other financial assets measured at amortised cost. The Company continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

## (a) Credit risk management

The Company assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

(All amount in ₹ crores, unless otherwise stated)

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

The Company provides for expected credit loss based on the following:

Basis of categorisation	Asset class exposed to credit risk	Provision for expected credit loss
Low credit risk	Investments in redeemable preference shares, loans, Cash and cash equivalents, derivative financial instruments, financial assets measured at amortised cost	12 month expected credit loss
Moderate credit risk	Trade receivables	Trade receivables - Life time expected credit loss
High credit risk	Trade receivable	Trade receivables - Life time expected credit loss or specific provision whichever is higher

Financial assets that expose the entity to credit risk* -		
Particulars	At at 31 March 2019	At at 31 March 2018
Low credit risk		
Loans	54.99	51.54
Investments	33.24	30.29
Trade receivables	842.52	828.29
Cash and cash equivalents	5.89	20.52
Other bank balances	8.19	16.08
Derivative assets	32.97	10.10
Other financial assets	99.27	51.98
High credit risk		
Trade receivables	10.64	8.99
Total	1,087.71	1,017.79
*These represent carrying values of financial assets, without deduction for expected credit losses		

#### Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

#### Derivative financial instruments

Derivative financial instruments are considered to have low credit risk since the contracts are with reputable financial institutions, most of which have an 'investment grade' credit rating.

#### Trade receivables

Trade receivables are generally unsecured and non-interest bearing. There is no significant concentration of credit risk. The Company's credit risk management policy in relation to trade receivables involves periodically assessing the financial reliability of customers, taking into account their financial position, past experience and other factors. The utilization of credit limit is regularly monitored and a significant element of credit risk is covered by credit insurance. The Company's credit risk is mainly confined to the risk of customers defaulting against credit sales made. Outstanding trade receivables are regularly monitored by credit monitoring Company. The Company has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent. In respect of trade receivables, the Company recognises a provision for lifetime expected credit losses after evaluating the individual probabilities of default of its customers which are duly based on the inputs received from the marketing teams of the Company.

(All amount in ₹ crores, unless otherwise stated)

## Other financial assets measured at amortised cost

Investments in redeemable preference shares of associate companies, loans (comprising security deposits and loan to a subsidiary) and other financial assets are considered to have low credit risk since there is a low risk of default by the counterparties owing to their strong capacity to meet contractual cash flow obligations in the near term. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

## (b) Expected credit losses for financial assets

## (i) Financial assets (other than trade receivables)

Company provides for expected credit losses on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses.

- For cash & cash equivalents, other bank balances and derivative financial instruments- Since the Company deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, derivative financial instruments, other bank balances and bank deposits is evaluated as very low.
- For loans comprising security deposits paid - Credit risk is considered low because the Company is in possession of the underlying asset.
- For other financial assets - Credit risk is evaluated based on Company knowledge of the credit worthiness of those parties and loss allowance is measured. For such financial assets, the Company policy is to provide for 12 month expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk.

31 March 2019	Gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	5.89	0.00%	-	5.89
Investments	33.24	0.00%	-	33.24
Other bank balances	8.19	0.00%	-	8.19
Loans	54.99	0.00%	-	54.99
Derivative assets	32.97	0.00%	-	32.97
Other financial assets	99.27	0.00%	-	99.27

31 March 2018	Gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	20.52	0.00%	-	20.52
Investments	30.29	0.00%	-	30.29
Other bank balances	16.08	0.00%	-	16.08
Loans	51.54	0.00%	-	51.54
Derivative assets	10.10	0.00%	-	10.10
Other financial assets	51.98	0.00%	-	51.98



**JINDAL STAINLESS LIMITED**

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

(ii) Expected credit loss for trade receivables under simplified approach

As at 31 March 2019 and 31 March 2018, the Company considered the individual probabilities of default of its financial assets (other than trade receivables) and determined that in respect of counterparties with low credit risk, no default events are considered to be possible within the 12 months after the reporting date. In respect of trade receivables, the Company measures the loss allowance at an amount equal to lifetime expected credit losses using a simplified approach.

As at 31 March 2019	Gross carrying amount	% of expected credit losses	Allowance for expected credit losses	Net carrying amount of impairment provision
Amount not yet due	599.93	0.00%	-	599.93
Between one to six month overdue	156.37	0.00%	-	156.37
Between six month to one year overdue	8.28	0.00%	-	8.28
Greater than one year overdue	88.58	12.01%	10.64	77.94
<b>Total</b>	<b>853.16</b>		<b>10.64</b>	<b>842.52</b>

As at 31 March 2018	Gross carrying amount	% of expected credit losses	Allowance for expected credit losses	Net carrying amount of impairment provision
Amount not yet due	644.36	0.00%	-	644.36
Between one to six month overdue	57.86	0.00%	-	57.86
Between six month to one year overdue	20.00	0.00%	-	20.00
Greater than one year overdue	115.06	7.81%	8.99	106.07
<b>Total</b>	<b>837.28</b>		<b>8.99</b>	<b>828.29</b>

Reconciliation of loss allowance provision from beginning to end of reporting period:	
Reconciliation of loss allowance	Trade receivables
Loss allowance as at 1 April 2017	11.14
Charge in statement of profit and loss	7.87
Release to statement of profit and loss	(10.02)
Loss allowance as at 31 March 2018	8.99
Charge in statement of profit and loss	2.09
Release to statement of profit and loss	(0.44)
Loss allowance on 31 March 2019	10.64

(All amount in ₹ crores, unless otherwise stated)

**C.2 Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

**(a) Financing arrangements**

The Company has access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at 31 March 2019	As at 31 March 2018
Secured*	652.15	905.93

\* Working capital facilities due for review every year

**(b) Maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant:

31 March 2019	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-derivatives</b>					
Borrowing (including current maturities of long term debt) along with estimated future interest obligation	850.30	1,589.54	490.58	1,907.48	4,837.90
Short term borrowings	472.97	-	-	-	472.97
Security deposit	13.00	-	-	329.64	342.64
Trade payables	2,320.13	-	-	-	2,320.13
Other financial liabilities	382.38	-	-	-	382.38
<b>Derivatives</b>					
Derivative liability	16.59	-	-	-	16.59
<b>Total</b>	<b>4,055.37</b>	<b>1,589.54</b>	<b>490.58</b>	<b>2,237.12</b>	<b>8,372.61</b>

31 March 2018	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-derivatives</b>					
Borrowing (including current maturities of long term debt) along with estimated future interest obligation	729.84	774.89	1,562.16	2399.28	5,466.17
Short term borrowings	765.54	-	-	-	765.54
Security deposit	61.42	-	-	329.64	391.06
Trade payables	1,940.23	-	-	-	1,940.23
Other financial liabilities	392.14	-	-	27.50	419.64
<b>Derivatives</b>					
Derivative liability	12.06	-	-	-	12.06
<b>Total</b>	<b>3,901.23</b>	<b>774.89</b>	<b>1,562.16</b>	<b>2,756.42</b>	<b>8,994.70</b>

(All amount in ₹ crores, unless otherwise stated)

## C.3 Market risk

## (a) Foreign currency risk

The Company is exposed to foreign exchange risk in the normal course of its business. Multiple currency exposures arise from commercial transactions like sales, purchases, borrowings, recognized financial assets and liabilities (monetary items). Certain transactions of the Company act as natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies. For the remaining exposure to foreign exchange risk, the Company adapts the policy of selective hedging based on risk perception of management. Foreign exchange hedging contracts are carried at fair value. Foreign currency exposures that are not hedged by derivative instruments outstanding as on the balance sheet date are as under:

Particulars	As at 31 March 2019		As at 31 March 2018	
	Foreign currency (in million)	Amount (₹ crores)	Foreign currency (in million)	Amount (₹ crores)
Loans and other financial assets				
USD	3.44	23.77	3.29	21.43
Trade receivables				
GBP	0.06	0.52	-	-
Borrowings				
USD	88.76	613.84	195.48	1,274.04
EURO	2.23	17.29	-	-
Trade payables				
USD	59.41	410.90	22.14	144.33
EURO	5.22	40.48	6.35	50.97
GBP	0.02	0.14	0.01	0.08
Foreign exchange risk sensitivity analysis has been performed on the foreign currency exposures in the Company's financial assets and financial liabilities at the reporting date, net of derivative contracts for hedging those exposures. Reasonably possible changes are based on an analysis of historic currency volatility, together with any relevant assumptions regarding near-term future volatility.				

The impact on the Company's profit before tax and equity due to changes in the foreign currency exchange rates are given below:

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
USD Sensitivity		
INR/USD - Increase by 6.82% (31 March 2018 - 4.07%)	(320.48)	(56.86)
INR/USD - Decrease by 6.82% (31 March 2018 - 4.07%)	320.48	56.86
GBP Sensitivity		
INR/GBP - Increase by 8.82% (31 March 2018 - 8.70%)	0.03	(0.01)
INR/GBP - Decrease by 8.82% (31 March 2018 - 8.70%)	(0.03)	0.01
Euro Sensitivity		
INR/EURO - Increase by 7.26% (31 March 2018 - 6.89%)	(4.19)	(3.51)
INR/EURO - Decrease by 7.26% (31 March 2018 - 6.89%)	4.19	3.51
* Rounded off to zero		

(All amount in ₹ crores, unless otherwise stated)

## (b) Interest rate risk

## (i) Financial liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on external financing. At 31 March 2019 and 31 March 2018, the Company is exposed to changes in interest rates through bank borrowings carrying variable interest rates. The Company's investments in fixed deposits carry fixed interest rates.

<i>Interest rate risk exposure</i>		
Below is the overall exposure of the Company to interest rate risk:		
Particulars	As at 31 March 2019	As at 31 March 2018
Variable rate borrowing	3,219.42	3,876.26
Fixed rate borrowing	898.28	852.58
Total borrowings	4,117.70	4,728.84

<i>Sensitivity</i>		
Below is the sensitivity of profit or loss to changes in interest rates.		
Particulars	As at 31 March 2019	As at 31 March 2018
Interest sensitivity*		
Interest rates – increase by 50 basis points	10.47	19.38
Interest rates – decrease by 50 basis points	(10.47)	(19.38)
* Holding all other variables constant		

## (ii) Financial assets

The Company's investments in redeemable preference shares of its associate companies and government securities, loan to a related party and deposits with banks are carried at amortised cost and are fixed rate instruments. They are, therefore, not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

## (c) Price risk

## (i) Exposure

The Company exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss. To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

## (ii) Sensitivity

The table below summarises the impact of increases/decreases of the index on the Company's equity and profit for the period :

<i>Impact on profit before tax</i>		
Particulars	As at 31 March 2019	As at 31 March 2018
Quoted equity		
Price increase by 5% - FVTPL	0.02	0.02
Price decrease by 5% - FVTPL	(0.02)	(0.02)

# JINDAL STAINLESS LIMITED

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

## 48 Capital Management

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern and to provide an adequate return to shareholders

The Company manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital on the basis of its gearing ratio, debt equity ratio and ratio of net debts to its earnings before interest, tax, depreciation and amortisation (EBITDA)

Debt equity ratio		
Particulars	As at 31 March 2019	As at 31 March 2018
Total borrowings (including current maturities of long term debt)	4,117.70	4,728.84
Less: Cash and cash equivalents	5.89	20.52
Net debt	4,111.81	4,708.32
Total equity	2,474.51	2,351.62
Net debt to equity ratio	166.17%	200.22%

Ratio of net debt to EBITDA		
Particulars	As at 31 March 2019	As at 31 March 2018
Profit before exceptional item and tax	214.35	481.87
Less: Other income	27.58	45.41
Add: Depreciation and amortisation expense	335.08	303.84
Add: Finance cost	614.09	540.63
EBITDA	1,135.94	1,280.93
Net debt	4,111.81	4,708.32
Ratio of net debt to EBITDA	3.62	3.68

Gearing ratio		
Particulars	As at 31 March 2019	As at 31 March 2018
Total borrowings (including current maturities of long term debt)	4,117.70	4,728.84
Less: Cash and cash equivalents	5.89	20.52
Net debt	4,111.81	4,708.32
Total equity	2,474.51	2,351.62
Equity and net debt	6,586.32	7,059.94
Gearing ratio	62.43%	66.69%

# JINDAL STAINLESS LIMITED

The summary of significant accounting policies and other explanatory information for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

This is the summary of significant accounting policies and other explanatory information referred in our report of even date.		For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532	
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary	
Place: New Delhi			
Date: 20 May 2019			

## Independent Auditor's Report

To the Members of Jindal Stainless Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

1. We have audited the accompanying consolidated financial statements of Jindal Stainless Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its associates, which comprise the Consolidated Balance Sheet as at 31 March 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.
2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

#### Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries and associates, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.
5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
<p><b>Valuation of investment in associate company</b></p> <p>We draw reference to note 4 to the consolidated financial statements.</p> <p>The Company has investment in equity instruments of its associate company amounting to ₹ 175.05 crores. Such investment in the aforesaid associate company is accounted for at cost in accordance with Ind AS 27, Separate Financial Statements. The Company assesses the recoverable amount of the investment when impairment indicators exist by comparing the fair value (less costs of disposal) and carrying amount of the investment as on the reporting date.</p>	<p>Our audit procedures were focused on obtaining sufficient appropriate audit evidence that the carrying value of investment in associate company is not materially misstated. These procedures included, but were not limited to, the following:</p> <p>We obtained an understanding of management's processes and controls for determining the fair valuation of investment. The understanding was obtained by performance of walkthroughs which included inspection of documents produced by the Company and discussion with those involved in the process of valuation.</p>

Key audit matter	How our audit addressed the key audit matter
<p>The aforesaid investment is not traded in the market. The fair value of the investment is determined by a management-appointed independent valuation specialist based on discounted cash flow ('DCF') method. The process of computation of fair valuation for investment in associate company using DCF method is complex. Management's assessment of the fair valuation of investment requires estimation and judgement around assumptions used. The key assumptions underpinning management's assessment of the fair valuation include, but are not limited to, projections of future cash flows, growth rates, discount rates, estimated future operating and capital expenditure.</p> <p>The application of significant judgment in this matter required substantial involvement of senior personnel on the audit engagement including individuals with expertise in valuation.</p> <p>Accordingly, assessment of impairment losses to be recognised, if any, on the carrying value of investment made in the associate company has been considered as be a key audit matter for current year's audit.</p>	<p>In addition to the evaluation of design and testing the operating effectiveness of controls implemented for identification of impairment indicators and measurement of impairment provisions, we also performed the following procedures:</p> <ul style="list-style-type: none"> <li>Assessed the qualification and objectivity of the management-appointed independent valuation specialist to determine the fair value of investment;</li> <li>Assessed the appropriateness of valuation methodology used for the fair valuation computation with the help of an auditor's expert, and tested the mathematical accuracy of management's model;</li> <li>Reconciled the cash flow projections to the business plans approved by the Company's management;</li> <li>Challenged the management's assessment of underlying assumptions used for the cash flow projections including the implied growth rates, considering evidence available to support these assumptions and our understanding of the business;</li> <li>Tested the discount rate and long-term growth rates used in the forecast including comparison to economic and industry forecasts where appropriate;</li> <li>Evaluated the sensitivity analysis performed by management in respect of the key assumptions such as discount and growth rates to ensure there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the fair value calculation;</li> <li>Evaluated the appropriateness of disclosures in relation to investment in associate company and related impairment indicators.</li> </ul> <p>We also obtained written representations from management and those charged with governance on whether the significant assumptions used in valuation of the investment in the associate company are considered reasonable.</p>
<p><b>Recoverability of Minimum Alternate Tax (MAT) Credit</b></p> <p>As at 31 March 2019, the Company has recognised Minimum Alternate Tax (MAT) credit amounting ₹ 77.65 crores, within deferred tax assets. On that date, the Company also has unabsorbed depreciation amounting to ₹ 2,005.16 crores.</p> <p>The recognition of a deferred tax asset in the form of MAT credit is based on management's estimate of taxable and accounting profits in future, which are underpinned by the Company's price assumptions and business plans, and tax adjustments required to be made in the taxable profit computations, as per the provisions of Income Tax Act, 1961 (IT Act). Estimating recoverability of MAT credit also requires significant judgments, including the timing of reversals of unabsorbed depreciation.</p> <p>Considering the materiality of the amounts involved and inherent subjectivity requiring significant judgment involved in the determination of utilization of MAT credit through estimation of future taxable profits, this area was considered to be of most significance to the audit and determined to be a key audit matter.</p>	<p>Our procedures in relation to assessment of MAT credit recognised as at reporting date included, but were not limited to, the following:</p> <ul style="list-style-type: none"> <li>Obtained and updated understanding of the management's process of computation of future accounting and taxable profits of the Company, and expected utilization of available MAT credit within specified time period as per provision of the IT Act.</li> <li>Evaluated the design of and tested the operating effectiveness of controls around the preparation of underlying business plans, future taxable profit computation, and assessment of recognition of MAT credit at year end.</li> <li>Reconciled the business results projections to the future business plans approved by the Company's board of directors;</li> <li>Challenged the management's assessment of underlying assumptions used for the business results projections including expected capacity expansion and utilisation, implied growth rates and expected prices considering evidence available to support these assumptions and our understanding of the business;</li> <li>Tested the growth rates used in the forecast by comparing them to past trends and to economic and industry forecasts where appropriate;</li> <li>Evaluated the sensitivity analysis performed by management in respect of the key assumptions such as growth rates to ensure there was sufficient headroom with respect to the estimation uncertainty impact of such assumptions on the timing of reversal of unabsorbed depreciation and utilisation of MAT credit;</li> <li>Tested the computations of future taxable profits, including testing of the adjustments made in such computations with respect to tax-allowed and tax-disallowed items, other tax rebates and deductions available to the Company, and tested the computation of MAT</li> </ul>



Key audit matter	How our audit addressed the key audit matter
	<p>liability in such future years, in accordance with the provisions of the IT Act.</p> <ul style="list-style-type: none"> <li>• Evaluated the historical accuracy of the estimates made in the prior periods with respect to business projections and aforesaid tax computations.</li> <li>• Tested the mathematical accuracy of management's projections and tax computations.</li> <li>• Based on aforesaid computations, assessed the appropriateness of management's estimate of likelihood of utilization of MAT credit within the time period specified and in accordance with the provisions of the IT Act.</li> <li>• Evaluated the appropriateness and adequacy of the disclosures related to MAT credit in the financial statements in accordance with the applicable accounting standards.</li> </ul>

#### Information other than the Consolidated Financial Statements and Auditor's Report thereon

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

7. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group including its associates in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The Holding Company's Board of Directors is also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act, the respective Board of Directors /management of the companies included in the Group, and its associate companies covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
9. Those Board of Directors are also responsible for overseeing the Group's financial reporting process.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

10. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

11. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
  - Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
  - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the holding company has adequate internal financial controls system in place and the operating effectiveness of such controls.
  - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
  - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
  - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
12. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
13. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### Other Matter

15. We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of ₹ 974.15 crores and net assets of ₹ 166.87 crores as at 31 March 2019, total revenues of ₹ 1,439.67 crores and net cash inflows amounting to ₹ 6.65 crores for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of ₹ 12.14 crores for the year ended 31 March 2019, as considered in the consolidated financial statements, in respect of three associates, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

Further, these four subsidiaries are located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Holding Company's management has converted the financial statements of such subsidiaries located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, and matters identified and disclosed under key audit matters section above, in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the reports of other auditors and the conversion adjustments prepared by the management of the Holding Company and audited by us.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

16. We did not audit the financial information of two subsidiaries, whose financial information reflect total assets of ₹ 0.05 crores and net assets of ₹ 0.05 crores as at 31 March 2019, total revenues of ₹ Nil and net cash outflows amounting to ₹ 1.12 crores for the year ended on that date, as considered in the consolidated financial statements. These financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, and matters identified and disclosed under key audit matters section above and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries are based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, these financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

## Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries and associates, we report that the Holding Company and three associate companies covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, as stated in paragraph 16, financial statement of one subsidiary company covered under the Act is unaudited and has been furnished to us by the management, and as certified by the management, such company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
18. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries and associates, 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 purpose of our audit of the aforesaid consolidated financial statements;
  - b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid 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 consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
  - d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;
  - e) on the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies and associate companies covered under the Act, none of the directors of the Group companies and its associate companies covered under the Act, are disqualified as on 31 March 2019 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 Holding Company, and its subsidiary companies and associate companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I';
  - 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and associates:
    - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associates as detailed in note 35 to the consolidated financial statements;
    - ii. the Holding Company and its associates did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2019;
    - 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 associate companies during the year ended 31 March 2019;
    - iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For Walker Chandiok & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Siddharth Talwar  
Partner  
Membership No.: 512752

Place: New Delhi  
Date: 20 May 2019

## Annexure I

### Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the consolidated financial statements of Jindal Stainless Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), and its associates as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Holding Company, its subsidiary company and its associate companies, which are companies covered under the Act, as at that date.

#### Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its subsidiary company and its associate companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on 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 ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the '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 the company's business, including adherence to the 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 Act.

#### Auditor's Responsibility

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company, its subsidiary company, and its associate companies, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, 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.
5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company, its subsidiary company, and its associate companies as aforesaid.

#### Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR 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 IFCoFR include 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

8. In our opinion and based on the consideration of the reports of the other auditors on IFCoFR of the subsidiary company, and associate companies, the Holding Company, its subsidiary company and its associate companies, which are companies covered under the Act, have in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, 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 issued by the ICAI.

#### Other Matters

9. We did not audit the IFCoFR in so far as it relates to one subsidiary company, which is company covered under the Act, whose financial information reflect total assets of ₹ 0.05 crores and net assets of ₹ 0.05 crores as at 31 March 2019, total revenues of ₹ Nil and net cash inflows amounting to ₹ 0.05 crores for the year ended on that date, as considered in the consolidated financial statements. The IFCoFR in so far as it relates to such subsidiary company are unaudited and has been certified by the management and our report on the adequacy and operating effectiveness of the IFCoFR so far as it relates to the aforesaid subsidiary, is based solely on representation provided by the management. In our opinion and according to the information and explanations given to us by the management, these financial information are not material to the Group. Our opinion is not modified in respect of the above matter with respect to our reliance on the representation provided by the management.

The consolidated financial statements also include the Group's share of net profit (including other comprehensive income) of ₹ 12.14 crores for the year ended 31 March 2019, in respect of three associate companies, which are companies covered under the Act, whose IFCoFR have not been audited by us. The IFCoFR in so far as it relates to such associate companies have been audited by other auditors whose reports have been furnished to us by the management and our report on the adequacy and operating effectiveness of the IFCoFR for the Holding Company, and its associate companies, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such associate companies is based solely on the reports of the auditors of such companies. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the reports of the other auditors.

For Walker Chandio & Co LLP  
Chartered Accountants  
Firm's Registration No.: 001076N/N500013

Siddharth Talwar  
Partner  
Membership No.: 512752

Place: New Delhi  
Date: 20 May 2019

JINDAL STAINLESS LIMITED  
Consolidated Balance Sheet as at 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Note	As at 31 March 2019	As at 31 March 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	2	6,315.19	6,323.16
Capital work-in-progress	2A	23.50	132.22
Goodwill		0.12	0.12
Other intangible assets	3	29.42	19.21
Intangible assets under development	3A	5.64	11.53
Investment accounted for using equity method	4	277.11	250.73
<b>Financial assets</b>			
Investments	4	176.33	187.62
Loans	5	38.95	33.99
Other financial assets	6	0.43	0.40
Current tax assets (net)	12	31.12	37.34
Other non-current assets	7	36.21	64.40
<b>Current assets</b>			
Inventories	8	2,414.61	2,384.47
<b>Financial assets</b>			
Investments	4	0.40	0.47
Trade receivables	9	919.38	906.81
Cash and cash equivalents	10	36.33	46.90
Bank balances other than above	11	8.89	16.08
Loans	5	7.87	6.64
Other financial assets	6	137.25	61.68
Current tax assets (net)	12	21.25	13.99
Other current assets	7	234.62	336.31
<b>Total</b>		<b>10,714.62</b>	<b>10,834.07</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	13	95.84	95.84
Other equity	14	2,494.98	2,369.36
Non-controlling interest		11.72	8.99

**JINDAL STAINLESS LIMITED**  
**Consolidated Balance Sheet as at 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

	Note	As at 31 March 2019	As at 31 March 2018
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Borrowings	15	3,152.69	3,550.90
Other financial liabilities	16	26.01	50.73
Provisions	17	14.55	12.31
Deferred tax liabilities (net)	18	132.25	58.95
Other non-current liabilities	19	336.72	349.35
<b>Current liabilities</b>			
Financial liabilities			
Borrowings	20	742.99	1,051.51
Trade payables			
Total outstanding dues of micro enterprises and small enterprises	21	77.44	19.09
Total outstanding dues to creditors other than micro enterprises and small enterprises	21	2,410.89	2,113.43
Other financial liabilities	16	953.02	878.02
Current tax liabilities (net)	22	1.57	-
Other current liabilities	19	263.33	275.25
Provisions	17	0.62	0.34
<b>Total</b>		<b>10,714.62</b>	<b>10,834.07</b>
<b>Summary of significant accounting policies</b>	1		
The summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements.			

This is the Consolidated Balance Sheet referred to in our report of even date	For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi		
Date: 20 May 2019		

**JINDAL STAINLESS LIMITED****Consolidated Statement of Profit & Loss for the year ended on 31 March 2019**

(All amount in ₹ crores, unless otherwise stated)

	Note	Year ended 31 March 2019	Year ended 31 March 2018
<b>INCOME</b>			
Revenue from operations	23	13,557.33	11,816.86
Other income	24	32.61	45.08
Total		13,589.94	11,861.94
<b>EXPENSES</b>			
Cost of materials consumed		8,694.86	6,647.17
Purchases of stock-in-trade		698.08	713.33
Changes in inventories of finished goods, work in progress and stock-in-trade	25	(217.72)	141.23
Excise duty on sales		-	179.12
Employee benefits expense	26	211.91	196.28
Finance costs	27	636.87	566.06
Depreciation and amortisation expense	28	351.50	320.03
Other expenses	29	3,005.63	2,599.39
Total		13,381.13	11,362.61
Profit before exceptional items, tax and share of investment accounted for using equity method		208.81	499.33
Share of profit from associates		12.23	15.77
Profit before exceptional items and tax		221.04	515.10
Exceptional items	37	0.67	4.44
Profit before tax		221.71	519.54
Tax expense	30		
Current tax		3.26	2.34
Deferred tax		73.34	171.70
Total tax expenses		76.60	174.04
Net profit for the year		145.11	345.50
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
Re-measurement loss on defined benefits plans		0.07	(1.53)
Income tax effect on above		0.04	0.47
Share of profit/(loss) from associate		(0.09)	15.91
Items that will be reclassified to profit or loss			
Exchange difference in translating the financial statements of foreign operation		(2.46)	0.73
Total other comprehensive income		(2.44)	15.58
<b>Total comprehensive income for the year</b>		<b>142.67</b>	<b>361.08</b>



**JINDAL STAINLESS LIMITED**

Consolidated Statement of Profit &amp; Loss for the year ended on 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

	Note	Year ended 31 March 2019	Year ended 31 March 2018
Profit for the year attributable to:			
Owners of the Company		142.38	342.97
Non-controlling interest		2.73	2.53
Other comprehensive income for the year attributable to:			
Owners of the Company		(2.44)	15.58
Non-controlling interest		-	-
Total comprehensive income for the year attributable to:			
Owners of the Company		139.94	358.55
Non-controlling interest		2.73	2.53
Earnings per share (in ₹)	33		
Basic		2.97	7.60
Diluted		2.97	6.20
Summary of significant accounting policies	1		
The summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements.			

This is the Consolidated Statement of Profit and Loss referred to in our report of even date	For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi		
Date: 20 May 2019		

**JINDAL STAINLESS LIMITED**  
**Consolidated Statement of Changes in Equity for the year ended 31 March 2019**  
(All amount in ₹ crores, unless otherwise stated)

A. Equity share capital	
Particulars	Amount
As at 1 April 2017	79.89
Changes in equity share capital	15.95
As at 31 March 2018	95.84
Changes in equity share capital	-
As at 31 March 2019	95.84

B. Other equity														
Particulars	Reserves and Surplus							Other comprehensive income			Compulsorily convertible warrants	Attributable to owners of the Company (A)	Attributable to non controlling interests (B)	Total [(A)+(B)]
	Employees stock option outstanding (ESOP)	Amalgamation reserve	Foreign currency monetary item translation difference account	Debt redemption reserve (DRR)	Securities premium	Capital redemption reserve	Retained earnings	Revaluation reserve	Share of associates	Foreign currency translation reserve				
Balance as at 01 April 2017	1.27	1.22	(5.90)	54.19	758.04	20.00	842.26	48.75	-	(10.74)	25.01	1,734.10	6.07	1,740.17
Profit for the year	-	-	-	-	-	-	342.97	-	-	-	-	342.97	2.53	345.50
Security premium on issue of shares against conversion of funded interest term loan	-	-	-	-	224.71	-	-	-	-	-	-	224.71	-	224.71
Subscription amount towards compulsorily convertible warrants	-	-	-	-	-	-	-	-	-	-	49.99	49.99	-	49.99
Conversion of compulsorily convertible warrants and security premium thereon	-	-	-	-	71.16	-	-	-	-	-	(75.00)	(3.84)	-	(3.84)
Stock option expired during the year	(1.27)	-	-	-	-	-	1.27	-	-	-	-	-	-	-
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	(1.06)	16.11	(0.20)	0.73	-	15.58	-	15.58

**JINDAL STAINLESS LIMITED**  
**Consolidated Statement of Changes in Equity for the year ended 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

Particulars	Reserves and Surplus							Other comprehensive income			Compulsorily convertible warrants	Attributable to owners of the Company (A)	Attributable to non controlling interests (B)	Total [(A)+(B)]
	Employees stock option outstanding (ESOP)	Amalgamation reserve	Foreign currency monetary item translation difference account	Debt redemption reserve (DRR)	Securities premium	Capital redemption reserve	Retained earnings	Revaluation reserve	Share of associates	Foreign currency translation reserve				
Amortisation of translation difference on long term foreign currency monetary items	-	-	5.90	-	-	-	-	-	-	-	-	5.90	-	5.90
Transfer from debt redemption reserve	-	-	-	(2.50)	-	-	2.50	-	-	-	-	-	-	-
Others	-	-	-	-	-	-	(0.05)	-	-	-	-	(0.05)	0.39	0.34
Balance as at 31 March 2018	-	1.22	-	51.69	1,053.91	20.00	1,187.89	64.86	(0.20)	(10.01)	-	2,369.36	8.99	2,378.35
Profit for the year	-	-	-	-	-	-	142.38	-	-	-	-	142.38	2.73	145.11
Other comprehensive income for the year (net of tax)	-	-	-	-	-	-	0.11	-	(0.09)	(2.46)	-	(2.44)	-	(2.44)
Transfer from debt redemption reserve	-	-	-	(19.62)	-	-	19.62	-	-	-	-	-	-	-
Amortisation of translation difference on long term foreign currency monetary items	-	-	(15.75)	-	-	-	-	-	-	-	-	(15.75)	-	(15.75)
Transferred from revaluation reserve to retained earnings	-	-	-	-	-	-	0.58	(0.58)	-	-	-	-	-	-
Others	-	-	-	-	-	-	1.43	-	-	-	-	1.43	-	1.43
Balance as at 31 March 2019	-	1.22	(15.75)	32.07	1,053.91	20.00	1,352.01	64.28	(0.29)	(12.47)	-	2,494.98	11.72	2,506.70
Summary of significant accounting policies	1													
The summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements.														

**JINDAL STAINLESS LIMITED**  
**Consolidated Statement of Changes in Equity for the year ended 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

This is the Consolidated Statement of Changes in Equity referred to in our report of even date	For and on behalf of the Board of Directors	
	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
For Walker Chandlok & Co LLP Chartered Accountants FRN 001076/N/500013		
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi		
Date: 20 May 2019		

JINDAL STAINLESS LIMITED  
Consolidated Cash Flow Statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
A	Cash flow from operating activities		
	Profit before tax	221.71	519.54
	<u>Adjustments for:</u>		
	Depreciation & amortisation expense	351.50	320.03
	Loss on sale of property, plant and equipment (net)	0.34	2.90
	Gain on disposal of investments (net)	(0.02)	(0.01)
	Interest income on investments	(3.08)	(4.07)
	Liability no longer required written back	(20.74)	(28.75)
	Amortisation of deferred revenue	(12.63)	(10.80)
	Foreign currency fluctuation arising on consolidation	(1.42)	0.73
	Bad debts written off and allowance for expected credit loss	7.80	15.31
	Interest income on fixed deposits, receivables and income tax refund	(6.58)	(1.68)
	Interest income on financial assets measured at amortised cost	(1.10)	(3.57)
	Share of profit in associates	(12.23)	(15.77)
	Unwinding of discount on financial asset measured at amortised cost	1.58	-
	Net unrealised foreign exchange loss/(gain)	(27.77)	(31.94)
	Provision for estimated recompense liability	(27.50)	27.50
	Finance costs (net)	636.87	566.06
	Operating profit before working capital changes	1,106.73	1,355.48
	<u>Adjustment for changes in:</u>		
	Inventories	(30.14)	(31.87)
	Trade receivables	(31.55)	(287.93)
	Other financial assets	(41.96)	146.51
	Other assets	103.13	26.07
	Trade payables	401.37	328.30
	Other financial liabilities	(76.87)	(131.28)
	Other liabilities	(11.92)	35.47
	Provisions	2.59	(2.85)
	Cash flow from operating activities post working capital changes	1,421.38	1,437.90
	Income tax paid (net of refund)	(2.73)	14.57
	Net cash generated from operating activities (A)	1,418.65	1,452.47

**JINDAL STAINLESS LIMITED**  
**Consolidated Cash Flow Statement for the year ended 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
<b>B</b>	<b>Cash flow from investing activities</b>		
	Purchase of property, plant & equipment and intangible assets (including Capital work in progress and intangible assets under development)	(205.76)	(202.27)
	Proceeds from sale of property, plant & equipment	(0.34)	7.37
	Interest received	7.79	7.53
	Loans to related parties	(1.66)	4.20
	(Investment in)/ Redemption of deposits with banks	7.28	(10.57)
	Proceeds from disposal of investments in subsidiary	0.23	0.50
	<b>Net cash used in investing activities (B)</b>	<b>(192.46)</b>	<b>(193.24)</b>
<b>C</b>	<b>Cash flow from financing activities</b>		
	Proceeds from issue of shares/warrants	-	49.99
	Loans to related parties	-	415.00
	Repayment of short term borrowing (net)	(304.69)	(946.24)
	Proceeds from borrowings	-	590.00
	Repayment of borrowings	(471.25)	(733.38)
	Interest paid	(461.21)	(632.62)
	<b>Net cash used in financing activities (C)</b>	<b>(1,237.15)</b>	<b>(1,257.25)</b>
	<b>Net change in cash and cash equivalents (A+B+C)</b>	<b>(10.96)</b>	<b>1.98</b>
	Cash and cash equivalents at the beginning of the year (refer note 10)	46.90	45.59
	Cash and cash equivalents at the end of the year (refer note 10)	36.33	46.90
	Foreign currency translation (gain)/loss on Cash & cash equivalents	(0.39)	0.67
	<b>Net changes in cash and cash equivalents</b>	<b>(10.96)</b>	<b>1.98</b>
	<b>Summary of significant accounting policies</b>	<b>1</b>	
	The summary of significant accounting policies and other explanatory information are an integral part of the consolidated financial statements.		

This is the Consolidated Cash Flow Statement referred to in our report of even date.		For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013		Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner		Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi			
Date: 20 May 2019			

**JINDAL STAINLESS LIMITED**  
**Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

**2 Property, plant and equipment**

Particulars	Leasehold land	Freehold land *	Buildings **	Plant and Machinery ***	Railway siding	Electric installation	Vehicles	Furniture and Fixtures	Office equipment	Power line and bay extension	Total
<b>Gross carrying amount</b>											
As at 01 April 2017	442.63	322.01	1,105.45	5,274.25	113.82	121.35	11.40	4.58	13.80	9.19	7,418.48
Additions	0.16	0.36	9.00	39.83	-	0.38	3.72	1.04	0.59	-	55.08
Disposal	(2.81)	-	(0.83)	(10.49)	-	(0.55)	(1.55)	(2.26)	(0.68)	-	(19.17)
Translation difference	-	0.42	0.20	1.70	-	-	0.03	0.01	0.06	-	2.42
As at 31 March 2018	439.98	322.79	1,113.82	5,305.29	113.82	121.18	13.60	3.37	13.77	9.19	7,456.81
Additions	0.03	0.61	22.73	274.82	4.42	17.94	1.50	2.76	1.58	-	326.39
Disposal	-	-	-	(10.54)	-	-	(1.16)	-	(0.01)	-	(11.71)
Translation difference	-	5.18	2.24	19.76	-	-	0.33	-	0.65	-	28.16
As at 31 March 2019	440.01	328.58	1,138.79	5,589.33	118.24	139.12	14.27	6.13	15.99	9.19	7,799.65
<b>Accumulated depreciation</b>											
As at 01 April 2017	10.66	-	79.09	699.18	7.82	14.42	5.21	1.82	11.85	1.10	831.15
Depreciation charge	5.40	-	32.39	255.14	7.21	6.97	1.76	0.18	0.33	0.55	309.93
Disposal	(0.11)	-	(0.01)	(5.60)	-	(0.45)	(1.21)	(1.30)	(0.21)	-	(8.89)
Translation difference	-	-	0.11	1.28	-	-	0.01	(0.00)	0.06	-	1.46
As at 31 March 2018	15.95	-	111.58	950.00	15.03	20.94	5.77	0.70	12.03	1.65	1,133.65
Depreciation charge	5.36	-	33.34	286.33	7.45	7.41	1.95	0.46	0.82	0.55	343.67
Disposal	-	-	-	(8.15)	-	-	(0.69)	-	(0.01)	-	(8.85)
Translation difference	-	-	1.22	13.95	-	-	0.17	-	0.65	-	15.99
As at 31 March 2019	21.31	-	146.14	1,242.13	22.48	28.35	7.20	1.16	13.49	2.20	1,484.46

**JINDAL STAINLESS LIMITED**  
**Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019**  
**(All amount in ₹ crores, unless otherwise stated)**

Particulars	Leasehold land	Freehold land *	Buildings **	Plant and Machinery ***	Railway siding	Electric installation	Vehicles	Furniture and Fixtures	Office equipment	Power line and bay extension	Total
Net carrying amount											
As at 31 March 2018	424.03	322.79	1,002.24	4,355.29	98.79	100.24	7.83	2.67	1.74	7.54	6,323.16
As at 31 March 2019	418.70	328.58	992.65	4,347.20	95.76	110.77	7.07	4.97	2.50	6.99	6,315.19

\* Gross carrying amount includes ₹ 16.78 crores (previous year ₹ 16.78 crores) jointly owned with other body corporate with 50% share.

\*\* Gross carrying amount includes ₹ 1.17 crores (previous year ₹ 1.17 crores) jointly owned with other body corporate with 50% share.

\*\*\* Additions includes ₹ 33.98 crores (previous year ₹ 3.65 crores) on account of exchange difference on foreign currency loans

**(i) Contractual obligations**

Refer note 36 for disclosures of contractual commitments for the acquisition of property, plant and equipment.

**(ii) Property, plant and equipment pledged as security**

Refer note 45 and 15 for information on property, plant and equipment pledged as security by the Group.

**2A** The Group has capital work-in-progress amounting to ₹ 23.50 crores as at 31 March 2019 (previous year: ₹ 132.22 crores)



**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**3 Other intangible assets**

Particulars	Computer software	Mining development expense (stripping cost)	Total
Gross carrying amount			
As at 01 April 2017	22.42	14.38	36.80
Additions	9.21	-	9.21
Disposal	(1.05)	-	(1.05)
Translation difference	0.01	-	0.01
As at 31 March 2018	30.59	14.38	44.97
Additions	19.90	-	19.90
Disposal	(1.86)	-	(1.86)
As at 31 March 2019	48.63	14.38	63.01
Accumulated amortisation			
As at 01 April 2017	10.69	4.97	15.66
Amortisation charge	6.42	3.68	10.10
As at 31 March 2018	17.11	8.65	25.76
Amortisation charge	4.15	3.68	7.83
As at 31 March 2019	21.26	12.33	33.59
Net carrying amount			
As at 31 March 2018	13.48	5.73	19.21
As at 31 March 2019	27.37	2.05	29.42

3A The Group has intangible assets under development amounting to ₹ 5.64 crores as at 31 March 2019 (previous year: ₹ 11.53 crores)

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

4	Investments	As at 31 March 2019			As at 31 March 2018		
		Nos.	Face Value (₹)	Amount	Nos.	Face Value (₹)	Amount
I	Non-current investments						
A	Investment accounted for using equity method						
(i)	Investment in associate companies carried at cost (unquoted)						
	Jindal Stainless Corporate Management Services Private Limited	5,000	10	2.92	5,000	10	1.22
	Jindal United Steel Limited #	58,166,145	10	58.15	43,918,859	10	43.90
	Jindal Coke Limited	8,432,372	10	60.85	8,432,372	10	50.42
				121.92			95.54
(i)	Investment in 10 % Non-cumulative non-convertible redeemable preference shares (equity portion) of associate companies carried at cost (unquoted) *						
	Jindal United Steel Limited #			75.88			75.88
	Jindal Coke Limited			79.31			79.31
				155.19			155.19
	Total (i)			277.11			250.73
II	Other Non-current investments						
A	Investment in other companies-carried at fair value through other comprehensive income (unquoted)						
	MJSJ Coal Limited	8,559,000	10	8.47	8,559,000	10	8.47
	Jindal Synfuels Limited	100,000	10	0.10	100,000	10	0.10
	JSL Energy Limited	-	10	-	1,000	10	0.00
	Arian Resources Corporation	111,102		0.01	111,102		0.01
	TOTAL (A)			8.58			8.58
B	Investment in preference shares of associate companies						
(i)	0.01 % Non-cumulative compulsorily convertible preference shares carried at cost (pending allotment)						
	Jindal Coke Limited	-	-	-	17,617,568	10	17.62
	Jindal United Steel Limited #	-	-	-	131,131,081	10	131.13
				-			148.75
(ii)	0.01 % Non-cumulative compulsorily convertible preference shares carried at cost						
	Jindal Coke Limited	17,617,568	10	17.62	-	-	-
	Jindal United Steel Limited #	116,883,795	10	116.88	-	-	-
				134.50			-
(iii)	10 % Non-Cumulative non-convertible redeemable preference shares carried at amortised cost *						
	Jindal Coke Limited	91,647,073	10	15.81	91,647,073	10	14.30
	Jindal United Steel Limited #	87,673,311	10	15.12	87,673,311	10	13.68
				30.93			27.98
	Total (B)			165.44			176.73

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

C	Investment in government or securities carried at amortised cost						
	8.57% Andhra Pradesh SDL 2020	220,000	100	2.31	220,000	100	2.31
	Total (C)			2.31			2.31
	Total (A+B+C)			176.33			187.62
III	Current investments						
A	Investment in equity instruments - carried at fair value through profit or loss (quoted)						
	Hotel Leela Ventures Limited	90,000	2	0.10	90,000	2	0.15
	Central Bank of India	7,247	10	0.02	7,247	10	0.06
	Adani Ports and Special Economic Zone Limited	7,355	2	0.28	7,355	2	0.26
	Total			0.40			0.47
	Aggregate amount of unquoted investments			176.33			187.62
	Aggregate amount and market value of quoted investments			0.40			0.47

\* In terms of Composite Scheme of Arrangement (Refer note 34), Jindal Coke Limited and Jindal United Steel Limited issued 10% non cumulative non convertible redeemable preference shares to the Holding Company. The difference between the fair value of such preference shares upon initial recognition and the amount of settlement as per the said scheme, has been accounted as deemed equity contribution has been classified as investment in equity instrument.

# The management of the Holding Company compared the carrying amount of its investment in its associate company, Jindal United Stainless Limited ('JUSL'), as at 31 March 2019, with the carrying amount of net assets of JUSL. The management observed the existence of certain indicators of impairment and accordingly appointed an independent valuation specialist to assesses the recoverable amount of the investment by comparing the value in use and carrying amount of the investment as on the reporting date.

The independent valuation specialist concluded that there is no impairment in the carrying amount of investment. Further, the management believes that due to certain strategic changes in the business of JUSL, the indicators of impairment shall no longer exist in future."

5	Loans	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Loans receivables considered good - Secured	-	-	-	-
	Loans receivables considered good - Unsecured				
	Security deposits	28.25	24.95	7.87	6.64
	Other loans	10.70	9.04	-	-
	Loan receivables which have significant increase in credit risk	-	-	-	-
	Loan receivables - Credit impaired	-	-	-	-
	Total	38.95	33.99	7.87	6.64
	Less: Provision for impairment	-	-	-	-
	Total	38.95	33.99	7.87	6.64
	Refer note 48 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.				

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

6	Other financial assets	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Receivables from related party	-	-	73.48	5.97
	Derivative asset (foreign exchange forward contracts)	-	-	32.97	10.10
	Bank deposits with remaining maturity of more than 12 months*	0.43	0.40	-	-
	Other receivables *	-	-	30.80	45.61
	Total	0.43	0.40	137.25	61.68

\* ₹ 0.43 Crore (previous year: ₹ 0.37 Crore) is under lien with banks.

Refer note 48 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

7	Other assets	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Capital advances	18.45	45.04	-	-
	Prepaid expenses	9.56	11.14	10.15	9.80
	Advances to vendors	-	-	108.52	116.21
	Balances with statutory authorities	8.20	7.89	113.64	207.51
	Other assets	-	0.33	2.31	2.79
	Total	36.21	64.40	234.62	336.31

8	Inventories	As at 31 March 2019	As at 31 March 2018
	Raw materials [Including material in transit ₹ 286.91 crores (previous year ₹ 125.46 crores)] *	511.23	685.12
	Work-in-progress	1,024.29	666.37
	Finished goods [Including goods-in-transit ₹ 38.05 crores (previous year ₹ 36.55 crores)] *	577.79	652.58
	Stock-in-trade [Including material in transit ₹ 6.09 crores (previous year ₹ 56.02)]	11.81	60.93
	Store and spares [Including material in transit ₹ 16.93 crores (previous year ₹ 35.40)]	289.49	319.47
	Total	2,414.61	2,384.47

\* Write-downs of inventories to net realisable value on account of slow moving and obsolete items amounted to ₹ 7.39 crores (31 March 2018 : Nil). These were recognized as an expense during the year and were included in 'changes in inventories of finished goods, stock-in-trade and work-in-progress' in Statement of Profit and Loss.

Refer note 45 and 15 for information on inventories pledged as security by the Group.

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

9	Trade receivables	As at 31 March 2019	As at 31 March 2018
	Trade receivables considered good - Secured	100.53	111.73
	Trade receivables considered good - Unsecured	818.85	795.08
	Trade receivables which have significant increase in credit risk	-	-
	Trade receivables - credit impaired	11.59	10.87
	Total	930.97	917.68
	Less : Provision for impairment	(11.59)	(10.87)
		919.38	906.81

Refer note 48 (C.1)(b)(ii) for details of expected credit loss for trade receivables under simplified approach

Refer note 48 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

Refer note 45 and 15 for information on trade receivables pledged as security by the Group.

10	Cash and cash equivalents	As at 31 March 2019	As at 31 March 2018
	Balances with banks	0.74	15.33
	Balances with banks in foreign currency	22.77	25.59
	Bank deposits with original maturity of less than three months *	11.91	1.88
	Cheques on hand/remittances in transit	0.81	4.01
	Cash on hand	0.10	0.09
	Total	36.33	46.90

\* ₹ 11.77 crores (previous year ₹ 1.87 crores) is under lien with banks.

Refer note 48 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

11	Other bank balances	As at 31 March 2019	As at 31 March 2018
	Bank deposits with original maturity of more than three month but residual maturity of less than twelve months*	8.89	16.08
	Total	8.89	16.08

\* ₹ 2.10 crores (previous year ₹ 4.02 crores) is under lien with banks.

Refer note 48 for disclosure of fair values in respect of financial assets measured at amortised cost and assessment of expected credit losses.

12	Current tax assets (net)	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Prepaid taxes [net of provision for tax]	31.12	37.34	21.25	13.99
	Total	31.12	37.34	21.25	13.99

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019

(All amount in ₹ crores, unless otherwise stated)

13	Equity share capital	As at 31 March 2019	As at 31 March 2018
	Authorised		
	605,000,000 (previous year 605,000,000) Equity Shares of ₹ 2 each	121.00	121.00
	170,000,000 (previous year 170,000,000) Preference Shares of ₹ 2 each	34.00	34.00
		155.00	155.00
	Issued, subscribed and paid-up		
	479,221,660 (previous year 479,221,660) Equity Shares of ₹ 2 each fully paid up	95.84	95.84
		95.84	95.84

A	Reconciliation of the number of equity shares outstanding at the beginning and at the end of the reporting year	As at 31 March 2019	As at 31 March 2018
		No. of Shares	No. of Shares
	Shares outstanding at the beginning of the year	479,221,660	399,469,754
	<i>Shares issued during the year</i>		
	On conversion of Funded Interest Term Loan I and Funded Interest Term Loan II	-	60,570,320
	On conversion of compulsorily convertible warrants	-	19,181,586
	Shares outstanding at the end of the year	479,221,660	479,221,660

(i) During the year ended 31 March 2018, the Holding Company allotted 60,570,320 equity shares having face value of ₹ 2 each ("Equity Shares") to the lenders of the Holding Company upon conversion of the Funded interest term loan I and the Funded interest term loan II at a price of ₹ 39.10 (including premium of ₹ 37.10) per share, aggregating to ₹ 236.83 crores.

(ii) **Compulsorily convertible warrants (CCWs)**

During the year ended 31 March 2018, 19,181,586 CCWs of ₹ 2 each (which were allotted to Virtuous Tradecorp Private Limited ("VTPL"), a promoter group entity, for cash consideration, at a price of ₹ 39.10 per CCW (including premium of ₹ 37.10 per CCW) by way of preferential allotment during the year ended 31 March 2017) have been converted into 19,181,586 Equity Shares of ₹ 2 each on receipt of the balance subscription amount of ₹ 26.06 per CCW from VTPL.

(iii) As on 31 March 2019, 8,802,167 GDSs (previous year 8,802,167 GDSs) with 17,604,334 underlying equity shares (previous year 17,604,334 equity shares) were outstanding. Each GDS represents 2 underlying equity shares of the Holding Company.

**B Terms/rights attached to equity shares**

The Holding Company has only one class of equity shares having a face 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 Depository Shares (the "GDSs") issued by the Holding Company whose voting rights are subject to certain conditions and procedure as prescribed under the Regulation S Deposit Agreement]. The Holding 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.

C Equity shares in the Holding Company held by each shareholder holding more than 5% equity shares are as under

Name of the shareholder	As at 31 March 2019		As at 31 March 2018	
	No. of Equity Shares	% holding	No. of Equity Shares	% holding
JSL Overseas Holding Limited	70,995,424	14.81	70,995,424	14.81
Jindal Stainless (Hisar) Limited	168,284,309	35.12	168,284,309	35.12

# JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

D During the five years immediately preceding 31 March 2019, in year ended 31 March 2017, the Holding Company issued 168,284,309 equity shares to Jindal stainless (Hisar) Limited in terms of the composite scheme of arrangement referred to in note 34. In the aforementioned period of five years, the Holding Company has neither allotted any bonus shares nor have any shares been bought back.

## E Optionally convertible redeemable preference shares

During the year ended 31 March 2018, the Holding Company had allotted 142,830,637 0.01% Optionally Convertible Redeemable Preference Shares having face value of ₹ 2 each ("OCRPS") to the lenders of the Company upon conversion of the Funded Interest Term Loan I and the Funded Interest Term Loan II at a price of ₹ 39.10 (including premium of ₹ 37.10) per OCRPS aggregating to ₹ 558.47 crores, on the terms as approved by the Board of Directors of the Company (Refer note 15 and 38).

F Refer note 41 for shares reserved for issue under Employee Stock Option Plan (ESOP) 2010, equity shares of ₹ 2 each at an exercise price ₹ 75 per share.

14	Other equity		
A	Employees stock option outstanding (ESOP)		
	This reserve represents accumulated expense in respect of vested employee stock options.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	-	1.27
	Less : Expired during the year	-	1.27
	Balance at the end of the year	-	-
B	Amalgamation Reserve		
	This reserve was created in accordance with an approved scheme of amalgamation between Jindal Stainless Limited, Austenitic Creations Pvt Limited and J-Inox Creations Pvt Limited with effect from 1 April 2003.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	1.22	1.22
	Balance at the end of the year	1.22	1.22
C	Foreign currency monetary items translation difference account		
	This reserve represents unamortised foreign exchange differences arising on translation of long-term foreign currency monetary items.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	-	(5.90)
	Add: Accumulated during the year	(25.09)	5.90
	Less : Amortised during the year	9.34	-
	Balance at the end of the year	(15.75)	-
D	Debenture redemption reserve		
	The Companies Act 2013 requires companies that issue debentures to create a debenture redemption reserve from annual profits. Companies are required to maintain a reserve of 25% of the value of redeemable debentures. The amounts credited to the debenture redemption reserve may not be utilised except to redeem debentures.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	51.69	54.19
	Less : Transferred during the year to retained earnings	19.62	2.50
	Balance at the end of the year	32.07	51.69

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

<b>E</b>	<b>Securities premium</b>		
	Represents the amount received in excess of par value of securities.		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	1,053.91	758.04
	Add : Securities premium received on conversion of compulsorily convertible warrants and funded interest term loan	-	295.87
	Balance at the end of the year	1,053.91	1,053.91
<b>F</b>	<b>Capital Redemption Reserve</b>		
	Capital redemption reserve represents reserves created as per provisions of section 80 of Companies Act, 1956 on redemption of 10.5% Redeemable Cumulative Non Convertible Preference Shares in the financial year 2003-04.		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	20.00	20.00
	Balance at the end of the year	20.00	20.00
<b>G</b>	<b>Retained earnings</b>		
	Represents the undistributed surplus of the Group		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	1,187.89	842.26
	Add: Profit for the year	142.38	342.97
	Add: Other comprehensive income for the year (net of tax)	0.11	(1.06)
	Add: Transfer from debenture redemption reserve	19.62	2.50
	Add: Stock options expired	-	1.27
	Add: Others	1.43	(0.05)
	Add: Transferred from revaluation reserve to retained earnings	0.58	-
	Balance at the end of the year	1,352.01	1,187.89
<b>H</b>	<b>Money received against share warrants</b>		
	Represents amounts received towards subscription of compulsorily convertible warrants (Refer note 13 (A)(ii))		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	-	25.01
	Add : Subscription amount towards compulsorily convertible warrants	-	49.99
	Less : Conversion of compulsorily convertible warrants	-	75.00
	Balance at the end of the year	-	-
<b>I</b>	<b>Foreign currency translation reserve</b>		
	This represents amount arising due to foreign currency translation differences while consolidating foreign operations		
	<b>Particulars</b>	<b>Year ended 31 March 2019</b>	<b>Year ended 31 March 2018</b>
	Balance at the beginning of the year	(10.01)	(10.74)
	Add : Other comprehensive income for the year (net of tax)	(2.46)	0.73
	Balance at the end of the year	(12.47)	(10.01)



**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

J	Revaluation reserve		
	This represents revaluation gain against revaluation of Land, building and plant & machinery.		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	64.86	48.75
	Add : Other comprehensive income for the year (net of tax)	-	16.11
	Less: Transferred from revaluation reserve to retained earnings	(0.58)	-
	Balance at the end of the year	64.28	64.86
K	Other comprehensive income - share of associate		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Balance at the beginning of the year	(0.20)	-
	Add : Other comprehensive income for the year (net of tax)	(0.09)	(0.20)
	Balance at the end of the year	(0.29)	(0.20)
	Total of other equity	2,494.98	2,369.36

15	Borrowings	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
I	Secured				
A	Debentures				
(i)	Redeemable non-convertible debentures	97.68	138.48	30.60	28.80
		97.68	138.48	30.60	28.80
B	Term loans				
(i)	From banks				
	Rupee term loans	987.82	1,198.54	133.62	92.34
	Foreign currency loans	252.87	476.63	252.87	238.31
(ii)	From others (Non banking financial corporations)				
	Rupee term loans	202.77	202.77	65.05	43.31
		1,443.46	1,877.94	451.54	373.96
C	Funded interest term loans				
	From others	16.63	27.98	9.90	9.64
		16.63	27.98	9.90	9.64
	Total	1,557.77	2,044.40	492.04	412.40
II	Unsecured				
A	0.01% Optionally convertible redeemable preference shares [Refer note 38]	694.92	606.50	-	-
B	Inter corporate deposits from related party	900.00	900.00	-	-
	Total	1,594.92	1,506.50	-	-
	Less : Amount disclosed under the head other financial liabilities- current (Refer note 16)	-	-	492.04	412.40
	Total	3,152.69	3,550.90	-	-
	Refer note 48 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profile.				

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

II	Reconciliation of liabilities arising from financing activities				
	Particulars	31 March 2019		31 March 2018	
		Long-term borrowings	Short-term borrowings (Refer note 20)*	Long-term borrowings	Short-term borrowings (Refer note 20)*
	Opening balance	3,963.30	1,051.51	3,889.98	1,997.75
	Cash flows				
	Repayment	(471.25)	(304.69)	(733.38)	(946.24)
	Proceeds	-	-	1,005.00	-
	Non cash:				
	Conversion of Funded Interest Term Loan I and Funded Interest Term Loan II into equity shares	-	-	(236.83)	-
	Unrealised foreign exchange (gain)/loss on restatement of foreign currency loans	59.07	(3.83)	-	-
	Interest accrued on 0.01% Optionally convertible redeemable preference shares [Refer note 38(B)]	88.42	-	48.04	-
	Amortisation of transaction costs in respect of financial liabilities carried at amortised cost	5.19	-	(9.51)	-
	Closing balance	3,644.73	742.99	3,963.30	1,051.51
	* Movement in short term borrowings is presented on net basis				

16	Other financial liabilities	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Current maturities of long term borrowings	-	-	492.04	412.40
	Interest accrued	-	-	98.36	16.31
	Capital creditors *	-	-	46.67	73.87
	Security deposit	26.01	23.23	13.00	61.42
	Unpaid matured deposits and interest accrued thereon	-	-	0.23	0.36
	Derivative liability	-	-	16.59	12.06
	Other outstanding financial liabilities **	-	27.50	286.13	301.60
	Total	26.01	50.73	953.02	878.02
	* Refer note 21(A) for dues to micro and small enterprises amounting to ₹ 0.94 crores (previous year ₹ 0.12 crores).				
	** Include ₹ Nil (previous year ₹ 141.41 crores) payable to Jindal Stainless (Hisar) Limited.				
	Refer note 48 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profile.				

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

17	Provisions	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	For employee benefits	14.55	12.31	0.62	0.34
	<b>Total</b>	<b>14.55</b>	<b>12.31</b>	<b>0.62</b>	<b>0.34</b>

18	Deferred tax liabilities (net)			As at 31 March 2019	As at 31 March 2018
	Deferred tax liability arising on account of				
	Property, plant and equipment and intangible assets			1,237.23	1,205.80
	Financial assets and financial liabilities measured at amortised cost			3.95	-
	<b>Total deferred tax liability</b>			<b>1,241.18</b>	<b>1,205.80</b>
	Deferred tax assets arising on account of				
	Expenses deductible on payment			289.13	253.04
	Allowance for expected credit losses			25.27	21.38
	Brought forward loss/Unabsorbed depreciation			713.45	814.15
	MAT credit entitlement			77.65	57.67
	Others			3.43	0.61
	<b>Total deferred tax asset</b>			<b>1,108.93</b>	<b>1,146.85</b>
	<b>Net deferred tax liability</b>			<b>(132.25)</b>	<b>(58.95)</b>

19	Other liabilities	Non-current		Current	
		As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
	Advance from customers	-	-	128.60	120.90
	Deferred revenue	271.53	284.16	12.63	12.63
	Other outstanding liabilities *	65.19	65.19	122.10	141.72
	<b>Total</b>	<b>336.72</b>	<b>349.35</b>	<b>263.33</b>	<b>275.25</b>
	*Includes statutory dues				

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

20	Borrowings (Current)	As at 31 March 2019	As at 31 March 2018
	Secured		
	Working capital facilities from bank *	634.97	571.25
	Buyer credit in foreign currency - against working capital	-	387.82
		634.97	959.07
	Unsecured		
	Working capital facilities from bank	108.02	92.44
		108.02	92.44
	<b>Total</b>	<b>742.99</b>	<b>1,051.51</b>
	* Working capital facilities including Buyer's credit facility are secured by first parri-passu charge by way of hypothecation and/or pledge of current assets namely finished goods, raw material, work in progress, consumable stores and spares, book debts, bills receivable both present and future and second parri-passu charge by way of mortgage and/or hypothecation in respect of other movable and immovable properties both present & future of the Holding Company.		
	* Working capital facility amounting (including overdraft facilities) to ₹ 162.00 crores (previous year ₹ 193.54), obtained by subsidiary PT. Jindal Stainless Indonesia is collateralized by inventories, land & machinery and accounts receivable and letter of comfort/undertaking for non disposing of equity investment in PT. Jindal Stainless Indonesia by Holding Company.		
	* Working capital facility from bank amounting to ₹ 468.96 crores (previous year ₹ 368.23 crores) and working capital buyers credit amounting to ₹ Nil (previous year ₹ 371.98 crores) are also secured by additional securities as mentioned in note 38(C).		
	Refer note 48 for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profile.		

21	Trade payables	As at 31 March 2019	As at 31 March 2018
	Total outstanding dues to creditors other than micro enterprises and small enterprises	2,410.89	2,113.43
	Total outstanding dues of micro enterprises and small enterprises (refer note A below)	77.44	19.09
	<b>Total</b>	<b>2,488.33</b>	<b>2,132.52</b>
A	On the basis of confirmation obtained from suppliers who have registered themselves under the Micro, Small and Medium Enterprise Development Act, 2006 (MSMED Act, 2006) and based on the information available with the Group, dues disclosed as per the Micro, Small and Medium Enterprise Development Act, 2006 at the year end are below:		
	Particulars	31 March 2019	31 March 2018
(i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year		
	Principal amount due	78.38	19.09
	Interest amount due	0.04	-
(ii)	The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
(iii)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	0.04	-
(v)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

22	Current tax liabilities (net)	As at 31 March 2019	As at 31 March 2018
	Provision for taxation (net of prepaid taxes)	1.57	-
	<b>Total</b>	<b>1.57</b>	<b>-</b>

	Particulars	As at 31 March 2019	As at 31 March 2018
<b>I</b>	<b>Secured borrowings</b>		
<b>A</b>	<b>Debentures</b>		
(i)	Redeemable Non-Convertible Debentures Redeemable in quarterly instalments of: - ₹ 10.20 crores each during 2019-20 (three instalments) - ₹ 11.40 crores each during 2020-21 - ₹ 10.42 crores each during 2021-22 (five instalments) Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of movable fixed assets both present & future - 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 and bills receivable, both present and future. Also, refer note 38(C)	128.28	167.28
	<b>Total - Debentures</b>	<b>128.28</b>	<b>167.28</b>
	Particulars	As at 31 March 2019	As at 31 March 2018
<b>B</b>	<b>Term loans</b>		
(i)	Rupee term loan Repayable in quarterly instalments of: - ₹ 2.76 crores each during 2019-20 (three instalments) - ₹ 3.09 crores each during 2020-21 - ₹ 2.82 crores each during 2021-22 (five instalments with last instalment of ₹ 2.65 crores) Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	34.60	45.26
(ii)	Rupee term loan Repayable in quarterly instalments of: Repayable in quarterly instalments of: - ₹ 2.94 crores each during 2019-20 (three instalments) - ₹ 3.81 crores each during 2020-21 - ranging from ₹ 1.60 Crores to ₹ 2.91 crores each during 2021-22 (five instalments) Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	36.91	48.02

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	As at 31 March 2019	As at 31 March 2018
(iii)	Rupee term loan Repayable in quarterly instalments of: - ₹ 9.58 crores each during 2019-20 - thereafter ranging from ₹ 14.37 crores to ₹ 46.44 crores each during 2020-21 to 2026-27 Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	879.99	911.52
(iv)	Rupee term loan Repayable in quarterly instalments of - ₹ 18.75 crores each during 2019-20 - ₹ 18.75 crores each during 2020-21 - ₹ 18.75 crores each during 2021-22 and instalment of ₹ 0.3 crores during 2022-23 Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and future. Also, refer note 38(C)(a)	225.30	274.18
(v)	Rupee term loan Repayable in monthly instalments of ranging from ₹ 1.25 crores to ₹ 6.67 crores during 2019-20 to 2022-23 Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and future. Also, refer note 38(C)(a)	203.36	250.00
(vi)	Rupee term loan Repayable in quarterly instalments of - ₹ 1.06 crores each during 2019-20 (Three Instalments) - ₹ 1.19 crores each during 2020-21 - ₹ 1.08 Crores each during 2021-22 (Five Instalments) Secured by: - second pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and future and hypothecation and/or pledge of current assets namely finished goods, raw materials, work-in-progress, consumable stores and spares, book debts and bills receivable, both present and future. Also, refer note 38(C)	13.32	17.38
(vii)	Foreign currency loan Repayable in annual instalments of - ₹ 252.87 Crores each during 2018-19 to 2020-21 Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)(c)	505.73	714.94
	<b>Total</b>	<b>1,899.21</b>	<b>2,261.30</b>
	Less: Unamortised portion of upfront fees and transaction cost	4.21	9.40
	<b>Total - Rupee term loans</b>	<b>1,895.00</b>	<b>2,251.90</b>

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	As at 31 March 2019	As at 31 March 2018
C	Funded interest term loans		
(i)	Funded interest term loans Repayable in quarterly instalments of - ₹ 1.45 crores each during 2019-20 (three instalments) - ₹ 1.62 crores each during 2020-21 - ₹ 1.47 crores each during 2021-22 (five Instalments) Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	18.21	23.76
(ii)	Funded interest term loans Repayable in quarterly instalments of - ₹ 1.39 crores each from 30 April 2019 till 31 July 2020 Secured by: - first pari-passu charge by way of mortgage of Group's immovable properties and hypothecation of moveable fixed assets both present and 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 and bills receivable, both present and future. Also, refer note 38(C)	8.32	13.86
	Total - Funded interest term loans	26.53	37.62
	Total - Secured	2,049.81	2,456.80
II	Unsecured		
A	0.01% Optionally Convertible Redeemable Preference Shares	694.92	606.50
	Refer note 38 for details		
B	Inter corporate deposits from related party Repayable in one or more instalments by 31 March 2023 or such other terms as may be mutually agreed between the Holding Company and Jindal Stainless (Hisar) Limited.	900.00	900.00
	Total - Unsecured	1,594.92	1,506.50
	<p>The above term loans (including redeemable non-convertible debentures, rupee term loans and funded interest term loans) bear a floating rate of interest linked with SBI Base Rate / MCLR of respective banks plus applicable spread ranging from 135 bps to 465 bps.</p> <p>Foreign currency loan facilities carry rate of interest, equivalent to applicable LIBOR plus applicable spread of 395 bps.</p> <p>The inter corporate deposit from the related party is also a variable rate facility which is subject to changes as notified by lender from time to time in accordance with prevailing market interest rates. As at 31 March 2019, the aforementioned deposits carry rate of interest of 10%.</p>		

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

23	Revenue from operations	Year ended 31 March 2019	Year ended 31 March 2018
	Sale of products		
	Manufactured goods	12,349.81	10,665.64
	Trading goods	771.24	661.33
		13,121.05	11,326.97
	Sale of services		
	Job charges received	207.03	281.23
	Business support services	66.22	49.14
	Consultancy	6.54	9.29
		279.79	339.66
	Other operating revenue		
	Export Benefits	88.51	100.68
	Sale of gases	2.57	0.30
	Liability no longer required written back	20.74	28.75
	Others	44.67	20.50
		156.49	150.23
	<b>Total</b>	<b>13,557.33</b>	<b>11,816.86</b>

24	Other income	Year ended 31 March 2019	Year ended 31 March 2018
	Interest income on		
	Investments	3.08	4.07
	Fixed deposits and other receivables	5.64	1.68
	Trade receivables	7.94	4.49
	Income tax refund	0.94	1.94
	Financial assets measured at amortised cost	1.10	3.57
	Gain on disposal of investments (net)	0.02	0.01
	Insurance claim received	5.52	13.32
	Others	8.37	16.00
	<b>Total</b>	<b>32.61</b>	<b>45.08</b>



**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

25	Changes in inventories of finished goods, work in progress and stock-in-trade	Year ended 31 March 2019	Year ended 31 March 2018
	Opening stock		
	Finished goods	652.58	853.14
	Work in progress	666.37	710.19
	Stock-in-trade	60.93	1.37
		1,379.88	1,564.70
	Closing stock		
	Finished goods	577.79	652.58
	Work in progress	1,024.29	666.37
	Stock-in-trade	11.81	60.93
		1,613.89	1,379.88
	Excise duty on account of (decrease)/increase in stock of finished products	16.29	(43.59)
	Total	(217.72)	141.23

26	Employee benefit expense	Year ended 31 March 2019	Year ended 31 March 2018
	Salaries, wages, bonus and other benefits	196.04	180.14
	Contribution to provident and other funds	7.39	5.46
	Staff welfare expenses	8.48	10.68
	Total	211.91	196.28

27	Finance cost	Year ended 31 March 2019	Year ended 31 March 2018
	Interest expenses [net of interest refund ₹ Nil (Previous year: ₹ 109.07 crores from banks)]	570.33	522.35
	Other borrowing costs	66.54	43.71
	Total	636.87	566.06

28	Depreciation and amortisation expenses	Year ended 31 March 2019	Year ended 31 March 2018
	Depreciation on property, plant and equipments	343.67	309.93
	Amortisation of intangible assets	7.83	10.10
	Total	351.50	320.03

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

29	Other expenses	Year ended 31 March 2019	Year ended 31 March 2018
	Consumption of stores and spare parts	857.71	594.54
	Power and fuel	732.38	690.42
	Labour processing and transportation charges	153.08	130.65
	Repairs to buildings	13.16	12.57
	Repairs to plant and machinery	34.13	29.44
	Job work expenses	689.61	544.34
	Other manufacturing expenses	177.71	167.83
	Loss on disposal of property, plant and equipment	0.34	2.90
	Insurance	9.50	10.16
	Rent	8.12	7.31
	Rates and taxes	4.41	9.97
	Legal and professional	68.18	71.34
	Communication	2.54	2.92
	Printing & stationary	4.99	5.01
	Travelling and conveyance	6.09	5.12
	Director's meeting fees	0.21	0.18
	Vehicle upkeep and maintenance	11.82	9.41
	Auditor's remuneration*	0.57	0.62
	Miscellaneous expenses	20.52	19.70
	Freight and forwarding expenses	157.66	212.92
	Commission on sales	15.27	26.64
	Other selling expenses	28.97	28.48
	Allowance for expected credit losses	2.09	9.73
	Bad debts written off	5.71	5.58
	Advertisement and publicity	0.86	1.61
		3,005.63	2,599.39
	*Payment to auditors		
	As statutory auditor	0.46	0.36
	For company law matters	-	0.06
	For other services	0.06	0.02
	For reimbursement of expenses	0.05	0.04
	Total	0.57	0.48

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

30	Income Tax	Year ended 31 March 2019	Year ended 31 March 2018
	The income tax expense consists of the following:		
	Current tax		
	Current tax	2.73	2.34
	Tax earlier year	0.53	-
		3.26	2.34
	Deferred tax		
	Relating to origination & reversal of temporary differences	79.13	164.28
	Deferred tax (credit)/ expense pertaining to prior periods	(5.79)	7.42
		73.34	171.70
	Total tax expense	76.60	174.04
	Reconciliation of tax expense applicable to profit before tax at the latest statutory enacted tax rate in India to income tax expense reported is as follows:	Year ended 31 March 2019	Year ended 31 March 2018
	Profit before tax	221.71	519.54
	Applicable tax rate for Holding Company	34.94%	34.94%
	Expected income tax expense	77.46	181.54
	Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense	Year ended 31 March 2019	Year ended 31 March 2018
	(Income exempted from) / Expenses not deductible in tax	7.83	(5.78)
	Change in tax rates	-	(5.01)
	Income taxable at different rate	(2.33)	(9.00)
	Tax pertaining to prior years	(5.79)	7.42
	Deferred tax not recognised on share of profit of associates	(4.27)	(5.51)
	Others	3.70	10.38
	Income tax expense	76.60	174.04

Movement in deferred tax assets and liabilities for the year ended 31 March 2019 :-				
Particulars	Opening deferred tax asset / (liability)	Income tax (expense) / credit recognized in profit or loss	Income tax (expense) / credit recognized in other comprehensive income	Closing deferred tax asset / (liability)
Property, plant and equipment and intangible assets	(1,205.80)	(31.43)	-	(1,237.23)
Financial assets and financial liabilities measured at amortised cost	-	(3.95)	-	(3.95)
Expenses deductible on payment	253.04	36.05	0.04	289.13
Allowance for expected credit losses	21.38	3.89	-	25.27
Brought forward loss/Unabsorbed depreciation	814.15	(100.70)	-	713.45
MAT credit entitlement	57.67	19.98	-	77.65
Others	0.61	2.82	-	3.43
Net deferred tax asset / (liability)	(58.95)	(73.34)	0.04	(132.25)

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Movement in deferred tax assets and liabilities for the year ended 31 March 2018 :-				
Particulars	Opening deferred tax asset / (liability)	Income tax (expense) / credit recognized in profit or loss	Income tax (expense) / credit recognized in other comprehensive income	Closing deferred tax asset / (liability)
Property, plant and equipment and intangible assets	(1,167.02)	(38.78)	-	(1,205.80)
Expenses deductible on payment	326.33	(73.76)	0.47	253.04
Allowance for expected credit losses	18.81	2.57	-	21.38
Brought forward loss/Unabsorbed depreciation	876.49	(62.34)	-	814.15
MAT credit entitlement	57.67	-	-	57.67
Others	-	0.61	-	0.61
Net deferred tax asset / (liability)	112.28	(171.70)	0.47	(58.95)

31 Goods and Services Tax ("GST") has been implemented with effect from 1 July 2017 and therefore, revenue from operations for the year ended 31 March 2018 and 31 March 2019 are presented net of GST. Revenue from operations and expenses for the year ended 31 March 2018, till 30 June 2017, being inclusive of excise duty, are not comparable with corresponding figures of year ended 31 March 2019.

32 **Revenue from Contracts with Customers**

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

- Identify the contract(s) with customer;
- Identify separate performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations; and
- Recognise revenue when a performance obligation is satisfied.

The Group has adopted the standard on 1 April 2018 on a modified retrospective basis with a cumulative catch-up adjustment booked to retained earnings as at 1 April 2018 as if the standard had always been in effect. The standard is applied only to contracts that are not completed as at 1 April 2018. Comparative information has not been restated and continues to be reported under the accounting standards in effect for those periods. The adoption of the new standard did not result in any material adjustments to the Group's net income. In case of certain contracts with customers, the Group arranges the logistics of the goods to customers' premises and charges the freight on actual basis (actuals as levied by the transporter). In such cases, the Group acts as an agent in arranging such logistics services. Hence, revenue from such services are netted off with the expenses as levied by the transporter. Such expenses were earlier grouped under 'other expenses' upto 31 March 2018. There is no impact on the retained earnings as at 1 April 2017 and on the profit for the year ended 31 March 2018.

For the year ended 31 March 2019, the revenue from operations is lower by ₹ 37.95 crores and total expense lower by ₹ 37.95 crores, on account of the change in accounting practice outlined above.

A Disaggregation of revenue				
The Group has performed a disaggregated analysis of revenues considering the nature, amount, timing and uncertainty of revenues. This includes disclosure of revenues by geography and timing of recognition.				
Revenue from operations	Goods	Services	Other operating revenue*	Total
Revenue by geography				
Within India	9,777.73	273.22	154.87	10,205.82
Outside India	3,343.32	6.57	1.62	3,351.51
Total	13,121.05	279.79	156.49	13,557.33

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Revenue by time	
Revenue recognised at point in time	13,277.54
Revenue recognised over time	279.79
<b>Total</b>	<b>13,557.33</b>
* Export benefit has been included in domestic revenue	

<b>B Revenue recognised in relation to contract liabilities</b>	
Ind AS 115 also requires disclosure of 'revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period' and 'revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods. Same has been disclosed as below:	
Description	Year ended 31 March 2019
Revenue recognised in the reporting period that was included in the contract liability balance at the beginning of the period	120.90
Revenue recognised in the reporting period from performance obligations satisfied (or partially satisfied) in previous periods	-
<b>Total</b>	<b>120.90</b>

<b>C Assets and liabilities related to contracts with customers</b>				
Description	As at 31 March 2019		As at 31 March 2018	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Advance from customers	-	128.60	-	120.90

<b>D Reconciliation of revenue recognised in Statement of Profit and Loss with Contract price</b>	
Description	Year ended 31 March 2019
Contract price	13,694.94
Less: Discount, rebates, credits etc.	137.61
<b>Revenue from operations as per Statement of Profit and Loss</b>	<b>13,557.33</b>

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

33 Earnings per share (EPS)		
	Year ended 31 March 2019	Year ended 31 March 2018
Net profit for the year (in ₹ crores) for basic EPS (A)	142.38	342.97
Add: Interest expenses on potential equity shares (in ₹ crores)	57.52	42.63
Net profit for the year (in ₹ crores) for diluted EPS (B)	199.90	385.60
Total shares outstanding in the beginning of the year (in numbers)	479,221,660	399,469,754
Add: Weighted average number of shares issued during the year on conversion of Funded Interest Term Loan I (FITL I) and Funded Interest Term Loan II (FITL II)	-	51,443,285
Add: Weighted average number of shares issued during the year on conversion of Compulsorily Convertible Warrants (CCW)	-	210,209
Weighted-average number of equity shares for basic EPS (C)	479,221,660	451,123,248
<b>Effect of dilution :</b>		
Add: Weighted average number of shares outstanding before conversion of Funded Interest Term Loan I (FITL I) and Funded Interest Term Loan II (FITL II)	-	9,127,035
Add: Weighted average number of shares outstanding before conversion of Compulsory Convertible Warrants (CCW)	-	18,971,377
Add: Weighted average number of shares outstanding on account of Optionally Convertible Redeemable Preference Shares	142,830,637	142,830,637
Weighted-average number of equity shares for diluted EPS (D)	622,052,297	622,052,297
Basic EPS (Amount in ₹) (A/C)	2.97	7.60
Diluted EPS (Amount in ₹) (B/D)	2.97	6.20

**34 Composite Scheme of Arrangement**

- A Composite Scheme of Arrangement (hereinafter referred to as the 'Scheme') amongst the Holding 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) (resulting companies) under the provisions of Section 391-394 read with Section 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 21 September 2015, amended vide order dated 12 October 2015.

Section I and Section II of the Scheme became effective on 1 November 2015, operative from the appointed date i.e. close of business hours before midnight of 31 March 2014. Section III and Section IV of the Scheme became effective on 24 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 of the land on which Hot Strip Mill (HSM) Plant and Coke Oven Plants are located to JUSL and JCL respectively as specified in the Scheme), operative from the appointed date i.e. close of business hours before midnight of 31 March 2015.

**B Pursuant to the Section III and Section IV of the Scheme becoming effective:**

- (i) Business undertaking 2, comprising, inter alia, of the HSM plant of the Holding Company, has been transferred to JUSL at a lump sum consideration of ₹ 2,412.67 crores; out of this ₹ 2,150.00 crores has been received, and against the balance amount of ₹ 262.67 crores, JUSL is to issue and allot to the Holding Company:
- 175,000,000 0.01% non-cumulative compulsorily convertible preference shares (CCPS) having face value of ₹ 10 each [upto the year ended 31 March 2019 58,116,205 CCPS were allotted to the Holding Company and converted into equal number of equity shares of ₹ 10 each as fully paid at par and the balance 116,883,795 CCPS have been presented as "Investment in 0.01% Non-cumulative compulsorily convertible preference shares" (Refer note 4)], and
  - 87,673,311 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each, which have been allotted to the Holding Company.

# JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

- (ii) Business undertaking 3, comprising, inter alia, of the Coke Oven plant of the Holding Company, has been transferred to JCL at a lump sum consideration of ₹ 492.65 crores; out of this ₹ 375.00 crores has been received and against the balance amount of ₹ 117.65 crores, JCL is to issue and allot to the Holding Company:

- 26,000,000 0.01% non-cumulative CCPS having face value of ₹ 10 each [upto the year ended 31 March 2019 8,382,432 CCPS were allotted to the Holding Company and converted into equal number of equity shares of ₹ 10 each fully paid at par and the balance 17,617,568 CCPS have been presented as "Investment in 0.01% non-cumulative compulsorily convertible preference shares" (Refer note 4)], and

- 91,647,073 10% non-cumulative non-convertible redeemable preference shares having face value of ₹ 10 each, which have been allotted to the Holding Company.

- (iii) As per the Scheme, the Holding Company is continuing to operate the business on behalf of JCL and JUSL in trust in so far as may be necessary until all rights, licenses and permits stand fully devolved to and in favour of the resulting companies (JCL and JUSL). Accordingly, the revenue and expenses in this regard for year ended 31 March 2019 and previous year ended 31 March 2018 have been excluded from statement of profit and loss and the transactions entered undertaken on behalf of such companies are recognised in Group's books as inter-company balances.

35	Contingent liabilities	As at 31 March 2019	As at 31 March 2018
A	Demands from statutory and regulatory authorities		
(i)	- Sales tax, value added tax and entry tax*	108.71	141.77
	- Excise duty, custom duty and service tax	38.54	39.08
	- Income tax	83.70	48.48
	- Demand from office of the Dy. Director of Mines, Jajpur Road Circle, Odisha on account of mining of excess quantity of chrome ore over and above the approved quantity under mining plan/scheme	77.53	85.40
	- Royalty under the Mines and Minerals (Development and Regulation) Act, 1957, rural infrastructure and socio-economic development tax under the Orissa Rural Infrastructure and Socio-Economic Development Act, 2004 and Water tax under the Orissa Irrigation Act, 1959	5.72	6.91
B	Corporate guarantee given to banks against credit facilities / financial assistance availed by Jindal Stainless (Hisar) Limited - amount for facilities outstanding (read with note 34)	3,774.86	4,569.84
		4,089.06	4,891.48
C.	Pursuant to recent judgement by the Hon'ble Supreme Court of India dated 28 February 2019, it was held that basic wages, for the purpose of provident fund, should include certain allowances which are common for all employees. However, there is uncertainty with respect to the applicability of the judgement and period from which the same applies and accordingly, the Holding Company has not provided for any liability on account of this.		
	* The Holding Company had challenged the legality of Orissa Entry Tax Act, 1999 before the Hon'ble Supreme Court. In accordance with the order dated 09 October 2017 of Divisional bench of the Hon'ble Supreme Court read with the order dated 11 November 2016 of 9 judge bench of Hon'ble Supreme Court, the Holding Company has filed revival petition before the Hon'ble High Court of Orissa on the ground of discrimination under Article 304(a), as per the direction of the Hon'ble Supreme Court. Liability in this regard has been provided for. However, interest/penalty (if any) has been stayed by Hon'ble High Court of Orissa in three separate writ petitions filed by the Holding Company on the issue exclusively on the legality of imposing interest under the Orissa Entry Tax Act, 1999, and therefore, liability, if any, in this regard will be recognised when this matter is finally settled/determined by the Hon'ble High Court of Orissa.		

36	Commitments	As at 31 March 2019	As at 31 March 2018
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	57.71	161.29
	Other commitments	60.26	-
		117.97	161.29

# JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

37	Exceptional items	Year ended 31 March 2019	Year ended 31 March 2018
	Gain (net) on translation/settlement of foreign currency monetary items.	50.96	39.54
	Provision for recompense liability payable to CDR lenders (refer note 38)*	(27.50)	(27.50)
	Loss (net) on fair valuation and settlement of derivative contracts *	(13.45)	(1.70)
	Amortisation of debit balance in foreign currency monetary item translation difference account *	(9.34)	(5.90)
		0.67	4.44
	* Amount under bracket represents exceptional loss		

## 38 Corporate Debt Restructuring (CDR)

A Pursuant to the approval of reworked CDR package ("Rework Scheme") in September 2012 and execution of Amended and 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.

B In accordance with CDR Empowered Group (EG) approval vide letter dated 26 December 2014, during the year ended 31 March 2018, the Holding Company has allotted 60,570,320 equity shares of face value of ₹ 2 each and 142,830,637 0.01% Optionally Convertible Redeemable Preference Shares (OCRPS) of face value of ₹ 2 each, both at a premium of ₹ 37.10 per share on conversion of funded interest term loan I and II.

As per the terms of the OCRPS, these are redeemable at the option of the Holding Company, anytime upto 31 October 2020. If these are not redeemed by then, the CDR lenders have an option to convert these into equal number of equity shares of the Holding Company anytime upto 31 March 2022. If neither of these options are exercised, these are redeemable on 1 April 2022. If redeemed, the Holding Company shall be obligated to pay recompense amount upto the date of redemption.

C The credit facilities / loans under the Rework Scheme are also secured by:

- Unconditional and irrevocable personal guarantee of CMD Mr. Ratan Jindal;
- Unconditional and irrevocable corporate guarantee of promoter group companies in proportion to the number and to the extent of equity shares pledged by each promoter group company;
- Unconditional and irrevocable corporate guarantee of Jindal Stainless (Hisar) Limited.
- Pari-passu pledge of 183,832,727 equity shares held in the Holding Company by promoters.
- Pledge over shares of the entities as listed below:

- PT. Jindal Stainless Indonesia
- Jindal Stainless UK Limited (ceased to be subsidiary of the Company w.e.f. 11 December 2018)
- JSL Stainless FZE
- JSL Group Holdings Pte. Limited
- Iberjindal S.L.
- Jindal Coke Limited
- Jindal United Steel Limited"

D Since the financial performance of the Holding Company during the previous financial years viz. 2016-17 and 2017-18 was better than the projections as per the approved CDR package, the Holding Company initiated negotiations with the CDR lenders for voluntary exit from CDR scheme. The consortium of CDR lenders has agreed to allow CDR exit to the Holding Company with effect from 31 March 2019, subject to requisite approvals from their respective competent authorities and signing of the revised financing documents in line with CDR guidelines. CDR exit will lead to greater operational and financial flexibility for the Holding Company so that it can go ahead with its growth plans.

E The Amended MRA as well as the Master Circulars on Corporate Debt Restructuring issued by the Reserve Bank of India, gives a right to the CDR lenders to get the recompense of their waivers and sacrifice made as a part of the CDR package sanctioned to the Holding Company. The total amount of recompense worked out by lenders as at 31 March 2019 is

"₹ 191.45 Crores in accordance with Master Circulars on Corporate Debt Restructuring comprising of:

- ₹ 55 crores on CDR loans payable to the lenders in cash upon signing of the revised financing documents and as per the pro rata share of each lender in the sacrifice recorded in the CDR package submitted by Monitoring Institution (MI) i.e. State Bank of India to CDR cell in 2009 (read with note 37) and
- ₹ 136.45 crores on outstanding OCRPS to be settled through issuance of an instrument with terms and conditions agreeable to lenders.



**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

39	Derivative contracts entered into by the Group and outstanding as on 31 March 2019 for hedging foreign currency risks:					
	Nature of derivative	Type	31 March 2019		31 March 2018	
			No. of contracts	Foreign currency (in million)	No. of contracts	Foreign currency (in million)
	Forward covers					
	USD/INR	Sell	45	\$92.39	73	\$202.05
	EURO/USD	Sell	26	€ 38.91	32	€ 69.72
	USD/INR	Buy	188	\$95.79	217	\$145.46
	USD/INR (ECB and interest)	Buy	1	€ 0.16	-	-

40	Employee benefits		
A	Defined contribution plans		
	The amount recognised as expense towards contribution to defined contribution plans for the year is as below:	Year ended 31 March 2019	Year ended 31 March 2018
	Group's contribution to Provident Fund	4.92	4.69
	Group's contribution to Employer welfare fund	0.25	0.23
	Group's contribution to National pension scheme	0.45	0.25
	Group's contribution to Employee's State Insurance Scheme	0.20	0.29
	Group's contribution to other fund	1.57	-
	Total	7.39	5.46
B	Defined benefit plan – Gratuity		
(i)	Reconciliation of present value of defined benefit obligation and the fair value of plan assets	As at 31 March 2019	As at 31 March 2018
	Present value of defined benefit obligation as at the end of the year	18.81	15.67
	Less: Fair value of plan assets at the end of the year	9.96	8.70
	Net liability recognised in the balance sheet	8.85	6.97
	Nun-current portion of defined benefit obligation	8.85	6.97
	Current portion of defined benefit obligation	-	-
(ii)	Movement in the present value of defined benefit obligation recognised in the balance sheet	Year ended 31 March 2019	Year ended 31 March 2018
	Present value of defined benefit obligation as at the start of the year	15.67	12.37
	Transfer in/out of employees between group companies	0.12	(0.13)
	Current service cost	2.24	1.98
	Past service cost	-	0.17
	Interest cost	1.20	0.93
	Benefits paid	(0.54)	(1.18)
	Foreign exchange gain / loss	0.24	(0.09)
	Actuarial (gain)/loss	(0.12)	1.62
	Present value of defined benefit obligation as at the end of the year	18.81	15.67

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

(iii)	Movement in the plan assets recognised in the balance sheet	As at 31 March 2019	As at 31 March 2018
	Fair value of plan assets at the beginning of the year	8.70	2.87
	Actual return on plan assets	0.63	0.30
	Employer contributions	1.05	6.54
	Benefits paid	(0.42)	(1.01)
	Fair value of plan assets at the end of the year	9.96	8.70
	<i>The Group's plan assets primarily comprise of qualifying insurance policies issued by Life Insurance Corporation of India amounting to ₹ 9.96 crores (previous year ₹ 8.70 crores) for group gratuity scheme</i>		
(iv)	Expense recognised in the statement of profit and loss consists of:	Year ended 31 March 2019	Year ended 31 March 2018
	Employee benefit expense		
	Current service Cost	2.24	1.98
	Past service cost	-	0.17
	Net interest cost	0.52	0.72
	Amount recognised in the statement of profit and loss	2.76	2.87
	Other comprehensive income		
	Actuarial (gain)/loss arising from changes in financial assumptions	(0.55)	0.41
	Actuarial (gain)/loss arising from experience adjustments	0.43	1.21
	Return on plan assets excluding amounts included in net interest on net defined benefit liability (asset)	0.05	(0.09)
		(0.07)	1.53
(v)	Actuarial gain/(loss) on plan assets	Year ended 31 March 2019	Year ended 31 March 2018
	Expected interest income	0.68	0.21
	Actual income on plan asset	0.63	0.30
	Actuarial gain/(loss) for the year on plan asset	(0.05)	0.09
(vi)	The principal actuarial assumptions used for estimating the Group's defined benefit obligations are set out below:	Year ended 31 March 2019	Year ended 31 March 2018
	Discount rate	7.69% p.a. - 8.21% p.a.	7.34% p.a. - 7.80% p.a.
	Expected rate of increase in salary	5.57% p.a. - 7.00% p.a.	5.57% p.a. - 7.00% p.a.
	Retirement age	58 Years	58 Years
	Mortality rate (inclusive of provision for disability)	100% of IALM (2006-08) / 10% dari- of CSO'80	100% of IALM (2006-08) / 10% dari- of CSO'80
	Expected average remaining working lives of employees(years)	23.50	23.89
	The assumption of discount rate is based upon the market yields available on Government bonds at the accounting date with a term that matches that of the liabilities. Future salary increase rate takes into account the inflation, seniority, promotion and other relevant factors on long term basis. Same assumptions were considered for comparative period i.e. 2017-18 as reported.		

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

(vii)	Sensitivity analysis for gratuity liability	Year ended 31 March 2019	Year ended 31 March 2018
	Impact of the change in discount rate		
	Present value of obligation at the end of the period		
	Increase of 0.50%	(4.48)	(3.93)
	Decrease of 0.50%	5.28	4.65
	Impact of the change in salary increase		
	Present value of obligation at the end of the period	5.29	4.66
	Increase of 0.50%	(4.49)	(3.94)
	Decrease of 0.50%		
(viii)	Estimate of expected benefit payments (in absolute terms i.e. undiscounted)	Year ended 31 March 2019	Year ended 31 March 2018
	0 to 1 Year	1.02	0.54
	1 to 5 Year	2.89	2.32
	Beyond 5 Years	92.71	79.26
	The Company expects to contribute ₹ 1.57 crores (previous year ₹ 1.34 crores) to its gratuity plan for the next year.		

41	On 28 July 2010, the Company granted 3,577,500 stock options to eligible employees of the Holding Company and 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:					
		Grant I (granted on 28 July 2010)				
	Vesting schedule	Options will vest from the date of grant based on the performance conditions mentioned below in the following ratio:				
		Vesting Schedule	28 July 2011	28 July 2012	28 July 2013	28 July 2014
		Eligibility*	0%	30%	30%	40%
		* Maximum percentage of options that can vest				
	Performance 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 28 July 2012, 534,771 ESOPs were vested to eligible employees based on performance rating and 150,000 fresh ESOPs were granted to the employees of the Holding Company on 28 July 2012. Pursuant to 2nd vesting @ 30% of ESOP outstanding on 28 July 2013, 426,024 ESOPs were vested to eligible employees based on performance rating. Pursuant to 3rd vesting @ 40% of ESOP outstanding on 28 July 2014, 560,625 ESOPs were vested to eligible employees based on performance rating including employees transferred pursuant to the Scheme.

# JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

In terms of the Composite Scheme of Arrangement between the Holding Company and others, as approved by the Hon'ble High Court of Punjab and Haryana, the employees engaged in demerged undertakings (comprising of ferro alloys manufacturing facility located at Vizag, Andhra Pradesh and leasehold rights in the chromite mines at Sukhinda, Odisha), business undertakings 1 (comprising of Hisar stainless steel manufacturing undertaking), business undertaking 2 [refer note 34B(ii)] and business undertaking 3 [refer note 34B(iii)] of the Holding Company which 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 Holding 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 Holding 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. Jindal Stainless (Hisar) Limited shall be reduced in the same proportion as the assets of the Demerged Undertakings bear to the total assets of the Holding Company immediately prior to the Appointed Date 1.

Set out below is a summary of options granted under plan:	Year ended 31 March 2019	Year ended 31 March 2018
Opening balance	-	422,875
Lapsed during the year	-	(422,875)
Closed balance	-	-

42	Leases			
	Finance lease as a lessee			
	The Group has taken land parcels on finance lease for periods of 83-90 years. A reconciliation between the total of future minimum lease payments and their present value is given below:			
	Due as on 31 March 2019 and payable	Minimum lease payments	Finance charges	Net present values
	Not later than one year	0.60	0.60	-
	Later than one year but not later than five years	2.39	2.38	0.01
	Later than five years	38.76	33.12	5.64
	Total	41.75	36.10	5.65
	Due as on 31 March 2018 and payable	Minimum lease payments	Finance charges	Net present values
	Not later than one year	0.60	0.60	-
	Later than one year but not later than five years	2.39	2.38	0.01
	Later than five years	39.36	33.72	5.64
	Total	42.35	36.70	5.65
	Operating lease as a lessee			
	Significant leasing arrangements include lease for warehouses for periods ranging between 2-5 years renewable on mutual consent and lease of plants taken on hire dedicated for use under long term arrangement ranging between 15-18 years. Future minimum rentals payable under non-cancellable operating leases are as follows:			
	Particulars	As at 31 March 2019	As at 31 March 2018	
	Within one year	12.99	12.62	
	After one year but not more than five years	41.21	41.51	
	After more than five years	57.93	67.65	
	Total	112.13	121.78	
	During the year ended 31 March 2019, total operating lease rental expense recognised in the statement of profit and loss was ₹ 8.21 Crores, (31 March 2018: ₹ 7.31 Crores).			

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Operating lease as a lessor		
	Significant leasing arrangements include sub-lease of land with lease term of 30 years and some other leases. The lease term can be extended with mutual consent of the Group and the lessor. Minimum lease payments receivable under the operating lease is as below:		
	Particulars	As at 31 March 2019	As at 31 March 2018
	Not later than one year	1.03	0.18
	Later than one year but not later than five years	0.72	0.72
	Later than five years	4.16	4.34
	Total	5.91	5.24

43	<b>Operating Segments</b>		
	In accordance with Ind AS 108, the Board of Directors, being the Chief operating decision maker of the Group has determined "Stainless steel products" as the only operating segment. Further in terms of paragraph 31 of Ind AS 108, entity wide disclosures have been presented below:		
		31 March 2019	
		Within India	Outside India
	Revenue from operations	10,205.82	3,351.51
	Non current assets	6,676.01	258.01
		31 March 2018	
		Within India	Outside India
	Revenue from operations	8,219.89	3,561.36
	Non current assets	6,320.31	267.67

44	Remuneration paid to KMP *	Year ended 31 March 2019	Year ended 31 March 2018
	Short-term employee benefits	36.07	21.46
	Post-employment benefits **	0.14	0.13
	Other Long-term benefits	-	-
	Sitting fees	0.22	0.19
	Total	36.43	21.78

\*The Holding Company had filed requisite applications for obtaining the approval of the Central Government for payment of managerial remuneration to a director. Remuneration paid to such director amounted ₹ 5.33 crores for the period from 6 November 2015 to 31 March 2018. Also, the Central Government had not approved the excess managerial remuneration paid amounting to ₹ 3.26 crores to erstwhile three directors, in earlier years and the Holding Company had recorded excess remuneration as recoverable in the books of account.

During current year the provisions relating to managerial remuneration contained in Sections 196, 197, 198, 200, 201 and Schedule V to the Companies Act, 2013 (the "Act") have been amended pursuant to the Companies (Amendment) Act, 2017 (the "Amendment Act"), which has come into force with effect from 12 September 2018 (the "Effective Date"). Pursuant to the amended Section 197 of the Act, remuneration to managerial personnel can be paid in excess of the limits prescribed under Section 197 read with Schedule V to the Act with the consent of the members of the Holding Company given by way of a special resolution and any application pending with the Central Government under Section 197 on the Effective Date will automatically abate on the Effective Date.

Accordingly, in terms of the amended provisions of the Companies Act, 2013, the members of the Holding Company in their Extra-ordinary General Meeting held on 11 January 2019 approved the payment of remuneration to the Director and waived off the recovery of excess managerial remuneration paid to erstwhile directors, for whom the applications were pending with the Central Government under Section 197 of the Act as mentioned above. Consequently, the excess remuneration shown as recoverable in the books of account has been reversed in the current year. "

\*\* Employee benefit expense on account of gratuity and compensated absences are estimated based on actuarial valuation of the Group as a whole and hence cannot be identified separately for KMP's

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

45	Assets pledged as security for borrowings	As at 31 March 2019	As at 31 March 2018
	Current		
	Financial assets		
	Investments	0.40	0.47
	Trade receivables	746.38	682.14
	Cash and cash equivalents	13.50	20.52
	Bank balances other than above	8.19	16.08
	Loans	6.02	6.50
	Other financial assets	131.81	61.68
	Non financial assets		
	Inventories	2,113.31	2,077.53
	Other current assets	225.91	325.30
	Total current assets pledged as security	3,245.52	3,190.22
	Non-current		
	Property, plant and equipment	6,309.45	6,316.46
	Capital work-in-progress	20.14	130.25
	Investments	387.24	384.29
	Total non-currents assets pledged as security	6,716.83	6,831.00
	Total assets pledged as security	9,962.35	10,021.22

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**46 Related party disclosures****I. Relationships****A Key management personnel (KMP)**

S. No.	Name	Designation
1	Mr. Ratan Jindal	Chairman and Managing Director till 24 April 2018
2	Mr. Abhyuday Jindal	Till 24 April 2018 held the position of Vice Chairman (Non Executive) on Board. Appointed as Managing Director (KMP) w.e.f. 25 April 2018
3	Mr. S. Bhattacharya	Whole Time Director (Resigned w.e.f. 15 May 2018)
4	Mr. Tarun Kumar Khulbe	Whole Time Director (w.e.f. 15 May 2018)
5	Mr. Navneet Raghuvanshi	Company Secretary (Appointed w.e.f. 25 April 2018)
6	Mr. Sunil Yadav	Company Secretary (Ceased to be Company Secretary w.e.f. 25 April 2018)
7	Mr. Anurag Mantri	Chief Financial Officer
8	Mr. Gautam Kanjilal	Nominee Director
9	Mr. Suman Jyoti Khaitan	Independent Director
10	Mr. T.S. Bhattacharya	Independent Director
11	Ms. Ishani Chattopadhyay	Independent Director (Ceased to be director w.e.f. 9 May 2017)
12	Ms. Bhaswati Mukherjee	Independent Director (Appointed w.e.f. 15 July 2017)
13	Mr. K.J.S. Thind	Independent Director (Appointed w.e.f. 11 May 2017, ceased to be director w.e.f. 26 September 2017)
14	Dr. Rajeev Uberoi	Independent Director (Appointed w.e.f. 9 February 2018)

**B Associates**

S. No.	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business	Shareholding / Voting Power	
				As at 31 March 2019	As at 31 March 2018
1	Jindal Stainless Corporate Management Services Private Limited	India	Management services	50.00%	50.00%
2	Jindal United Steel Limited	India	Stainless Steel manufacturing	26.00%	26.00%
3	Jindal Coke Limited	India	Coke Manufacturing	26.00%	26.00%

**C Entity exercising significant influence on the Holding Company**

S. No	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business
1	Jindal Stainless (Hisar) Limited (JSHL)	India	Stainless Steel manufacturing

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**D Subsidiaries of entity exercising significant influence on the Holding Company**

S. No.	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business
1	JSL Lifestyle Limited	India	Stainless steel Consumer Products
2	JSL Logistics Limited	India	Logistic
3	Jindal Stainless Steelways Limited	India	Stainless Steel manufacturing
4	J.S.S. Steelitalia Limited	India	Stainless Steel manufacturing
5	Jindal Infrastructure and Utilities Limited	India	Infrastructure related activities
6	Jindal Strips Limited	India	Manufacturing of strips, pipes, billets, slabs etc.
7	Jindal Defence Systems Limited	India	Manufacturing of arms, ammunition etc. for defence forces.
8	Jindal Advance Materials Pvt. Ltd.	India	Glass composite business

**E Post-employment benefit plan for the benefit of employees of the Group**

S. No.	Name of the entity	Principal place of operation / country of incorporation	Principal activities / nature of business
1	Jindal Stainless Limited Group Gratuity Fund	India	Company's employee gratuity trust



**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

II.	Transactions with related parties during the year and balances as at the balance sheet date	Year ended and as at 31 March 2019				Year ended and as at 31 March 2018			
		Particulars							
		Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
	Transactions during the year								
1	Purchase of goods	160.14	857.39	10.19	-	181.45	1,028.70	2.62	-
	Jindal Stainless Steelways Limited	-	-	5.84	-	-	-	1.56	-
	Jindal Coke Limited	117.93	-	-	-	175.67	-	-	-
	Jindal Stainless (Hisar) Limited	-	857.39	-	-	-	1,028.70	-	-
	JSL Lifestyle Limited	-	-	1.03	-	-	-	1.06	-
	J.S.S Steelitalia Limited	-	-	3.32	-	-	-	-	-
	Jindal United Steel Limited	42.21	-	-	-	5.78	-	-	-
2	Job work charges paid	660.55	85.57	48.54	-	545.73	0.21	49.60	-
	Jindal Stainless (Hisar) Limited	-	85.57	-	-	-	0.21	-	-
	Jindal Stainless Steelways Limited	-	-	48.54	-	-	-	49.60	-
	Jindal United Steel Limited	660.55	-	-	-	545.73	-	-	-
3	Job work charges received	-	-	-	-	-	43.16	-	-
	Jindal Stainless (Hisar) Limited	-	-	-	-	-	43.16	-	-

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019					Year ended and as at 31 March 2018				
		Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP		Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	
4	Sale of goods	396.46	993.49	1,134.75	-		695.68	1,191.91	1,052.42	-	
	Jindal Stainless Steelways Limited	-	-	1,126.34	-		-	-	1,037.89	-	
	Jindal Stainless (Hisar) Limited	-	993.49	-	-		-	1,191.91	-	-	
	JSL Lifestyle Limited	-	-	7.63	-		-	-	2.28	-	
	Jindal Coke Limited	98.75	-	-	-		431.44	-	-	-	
	Jindal United Steel Limited	297.71	-	-	-		264.24	-	-	-	
	JSL Logistics Limited	-	-	0.17	-		-	-	-	-	
	J.S.S Steelitalia Limited	-	-	0.61	-		-	-	12.25	-	
		-	-	-	-		-	-	-	-	
5	Sale of fixed assets	-	-	-	-		0.05	-	-	-	
	Jindal Stainless Corporate Management Services Private Limited	-	-	-	-		0.05	-	-	-	
		-	-	-	-		-	-	-	-	
6	Business support services	-	-	9.98	-		-	-	8.49	-	
	Jindal Stainless Steelways Limited	-	-	9.98	-		-	-	8.49	-	
		-	-	-	-		-	-	-	-	
7	Quality claim paid	-	-	-	-		-	0.29	0.73	-	
	Jindal Stainless Steelways Limited	-	-	-	-		-	-	0.73	-	
	Jindal Stainless (Hisar) Limited	-	-	-	-		-	0.29	-	-	
		-	-	-	-		-	-	-	-	
8	Rent received	2.71	1.43	-	-		0.96	0.58	-	-	
	Jindal Stainless (Hisar) Limited	-	1.43	-	-		-	0.58	-	-	
	Jindal Stainless Corporate Management Services Private Limited	2.71	-	-	-		0.96	-	-	-	

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019				Year ended and as at 31 March 2018			
		Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
9	Rent paid	-	2.88	3.85	-	-	0.53	0.60	-
	Jindal Stainless (Hisar) Limited	-	2.88	-	-	-	0.53	-	-
	Jindal Stainless Steelways Limited	-	-	3.85	-	-	-	0.60	-
10	Freight charges paid	-	-	-	-	-	-	-	-
	JSL Logistics Limited	-	-	1.58	-	-	-	0.97	-
		-	-	-	-	-	-	-	-
11	Interest received	-	-	1.85	-	-	-	0.57	-
	Jindal Stainless Steelways Limited	-	-	1.85	-	-	-	0.57	-
12	Commission received	-	6.76	-	-	-	9.29	-	-
	Jindal Stainless (Hisar) Limited	-	6.76	-	-	-	9.29	-	-
13	Interest Paid	-	90.00	-	-	-	103.90	-	-
	Jindal Stainless (Hisar) Limited	-	90.00	-	-	-	103.90	-	-
14	Support service charges paid	58.92	-	-	-	42.11	-	-	-
	Jindal Stainless Corporate Management Services Private Limited	58.92	-	-	-	42.11	-	-	-
15	Support service charges received	47.15	-	0.42	-	44.82	-	-	-
	Jindal Coke Limited	15.01	-	-	-	8.87	-	-	-
	Jindal United Steel Limited	32.14	-	-	-	35.95	-	-	-
	JSL Logistics Limited	-	-	0.42	-	-	-	-	-

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019				Year ended and as at 31 March 2018			
		Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
16	Expenses incurred on behalf of Company and reimbursed	-	0.13	-	-	-	-	0.04	-
	Jindal Stainless Steelways Limited	-	-	-	-	-	-	0.04	-
	Jindal Stainless (Hisar) Limited	-	0.13	-	-	-	-	-	-
17	Expenses incurred and reimbursed by Company on behalf of	8.41	18.25	6.44	-	27.98	10.67	1.09	-
	Jindal Coke Limited	0.07	-	-	-	5.48	-	-	-
	JSL Lifestyle Limited	-	-	0.82	-	-	-	0.28	-
	Jindal United Steel Limited	0.33	-	-	-	22.50	-	-	-
	Jindal Stainless Steelways Limited	-	-	5.62	-	-	-	0.18	-
	Jindal Stainless Corporate Management Services Private Limited	8.01	-	-	-	-	-	-	-
	JSL Logistic Limited	-	-	-	-	-	-	0.63	-
	Jindal Stainless (Hisar) Limited	-	18.25	-	-	-	10.67	-	-
18	Bad debt written off	-	-	5.57	-	-	-	-	-
	J.S.S Steelitalia Limited	-	-	5.57	-	-	-	-	-
19	Remuneration	-	-	-	-	-	-	-	-
	Mr. Ratan Jindal	-	-	-	36.21	-	-	-	21.59
	Mr. S. Bhattacharya	-	-	-	31.86	-	-	-	16.64
	Mr. Tarun Kumar Khulbe	-	-	-	0.40	-	-	-	2.07
	Mr. Sunil Yadav	-	-	-	1.25	-	-	-	-
	Mr. Anurag Mantri	-	-	-	0.05	-	-	-	0.17
	Mr. Navneet Raghuvanshi	-	-	-	2.03	-	-	-	2.03
	Mr. Abhyuday Jindal	-	-	-	0.62	-	-	-	-
		-	-	-	-	-	-	-	0.68

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019				Year ended and as at 31 March 2018			
		Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
20	Non executive director-sitting fee	-	-	-	0.22	-	-	-	0.19
	Mr. Gautam Kanjilal	-	-	-	0.05	-	-	-	0.04
	Mr. Suman Jyoti Khaitan	-	-	-	0.05	-	-	-	0.04
	Mr. T.S. Bhattacharya	-	-	-	0.03	-	-	-	0.04
	Mr. K.J.S. Thind	-	-	-	-	-	-	-	0.01
	Ms. Bhaswati Mukherjee	-	-	-	0.04	-	-	-	0.03
	Mr. Abhyuday Jindal	-	-	-	-	-	-	-	0.02
	Dr. Rajeev Uberoi	-	-	-	0.05	-	-	-	0.01
21	Security deposits received	-	-	-	-	254.64	-	-	-
	Jindal Coke Limited	-	-	-	-	50.00	-	-	-
	Jindal United Steel Limited	-	-	-	-	204.64	-	-	-
22	Security deposits repaid	50.00	-	-	-	-	-	-	-
	Jindal Coke Limited	50.00	-	-	-	-	-	-	-
	Balances outstanding as at balance sheet date								
23	Corporate guarantee given	-	3,774.86	-	-	-	4,569.84	-	-
	Jindal Stainless (Hisar) Limited	-	3,774.86	-	-	-	4,569.84	-	-
24	Personal guarantee received	-	-	-	-	-	-	-	-
	Mr. Ratan Jindal	-	-	-	Refer note 15, 20 and 38	-	-	-	Refer note 15, 20 and 38

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

	Particulars	Year ended and as at 31 March 2019				Year ended and as at 31 March 2018			
		Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP	Associates	Entity exercising significant influence on the Company	Subsidiaries of entity exercising significant influence on the Company	KMP
25	Borrowings (inter corporate deposits)	-	900.00	-	-	-	900.00	-	-
	Jindal Stainless (Hisar) Limited	-	900.00	-	-	-	900.00	-	-
26	Receivables	78.71	8.14	9.57	-	8.99	21.37	64.21	-
	JSL Lifestyle Limited	-	-	1.37	-	-	-	-	-
	Jindal United Steel Limited*	73.48	-	-	-	5.97	-	-	-
	Jindal Stainless Corporate Management Services Private Limited	5.20	-	-	-	3.02	-	-	-
	Jindal Coke Limited*	0.03	-	-	-	-	-	-	-
	Jindal Stainless (Hisar) Limited	-	8.14	-	-	-	21.37	-	-
	Jindal Stainless Steelways Limited	-	-	2.63	-	-	-	46.21	-
	J.S.S. SteelItalia Limited	-	-	5.57	-	-	-	18.00	-
27	Security deposit payable	329.64	-	-	-	379.64	-	-	-
	Jindal Coke Limited	125.00	-	-	-	175.00	-	-	-
	Jindal United Steel Limited	204.64	-	-	-	204.64	-	-	-
28	Payables	-	148.30	11.16	-	43.71	174.71	0.99	-
	Jindal Coke Limited*	-	-	-	-	43.71	-	-	-
	Jindal Stainless Steelways Limited	-	-	10.88	-	-	-	0.22	-
	JSL Logistics Limited	-	-	0.13	-	-	-	0.07	-
	Jindal Stainless (Hisar) Limited	-	67.30	-	-	-	174.71	-	-
	Jindal Stainless (Hisar) Limited (Interest Payable)	-	81.00	-	-	-	-	-	-
	JSL Lifestyle Limited	-	-	0.15	-	-	-	0.70	-

# JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

\* Post section III and section IV of the Assets Monetization Cum Business Reorganisation Plan (Scheme) becoming effective, as per the Scheme the Holding Company has operated the business on behalf of Jindal Coke Limited ("JCL") and Jindal United Steel Limited ("JUSL") upto 31 July 2017, in trust in so far as may be necessary until all rights, licenses/permits stand fully devolved to and in favour of the resulting companies (JCL and JUSL). Accordingly, the expenses in this regard for the period upto 31 July 2017 have been excluded from the above disclosure and the transactions entered undertaken on behalf of such companies are recognised in Company's books as inter-company balances.

\*\* In the opinion of the management, the transactions reported herein are on arms' length basis.

## 47A Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	2018-19		2018-19		2018-19		2018-19	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Parent								
Jindal Stainless Limited	95.08%	2,474.51	95.82%	139.04	16.39%	(0.40)	97.18%	138.64
Subsidiaries								
Indian								
Jindal Park Limited	0.00%	0.05	-	-	-	-	-	-
Foreign								
PT Jindal Stainless Indonesia	3.56%	92.61	(15.53%)	(22.53)	(21.31%)	0.52	(15.43%)	(22.01)
Jindal Stainless UK Limited #	-	-	-	-	-	-	-	-
Jindal Stainless FZE	0.63%	16.28	(9.62%)	(13.96)	-	-	(9.79%)	(13.96)
JSL Group Holdings Pte Limited	1.15%	29.92	0.01%	0.02	-	-	0.01%	0.02
Iberjindal S.L.	1.08%	28.05	5.57%	8.08	-	-	5.66%	8.08
Non-controlling interest in all subsidiaries			1.88%	2.73	-	-	1.91%	2.73
Associates (Investment as per equity method)	0.45%	11.72						

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	2018-19		2018-19		2018-19		2018-19	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Indian *								
Jindal Coke Limited	5.39%	140.16	7.19%	10.43	(0.41%)	0.01	7.32%	10.44
Jindal United Steel Limited	5.15%	134.03	-	-	-	-	-	-
Jindal Stainless Corporate Management Services Pvt. Ltd.	0.11%	2.92	1.24%	1.80	4.10%	(0.10)	1.19%	1.70
Intercompany elimination and consolidation adjustment	(12.60%)	(327.71)	13.44%	19.50	101.23%	(2.47)	11.95%	17.03
<b>Total</b>	<b>100.00%</b>	<b>2,602.54</b>	<b>100.00%</b>	<b>145.11</b>	<b>100.00%</b>	<b>(2.44)</b>	<b>100.00%</b>	<b>142.67</b>

# Jindal Stainless UK Limited cease to be subsidiary w.e.f 11 December 2018

\* Refer note 50 for details

**47B Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013.**

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	2017-18		2017-18		2017-18		2017-18	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Parent								
Jindal Stainless Limited	95.05%	2,351.62	92.11%	318.26	(3.66%)	(0.57)	87.98%	317.69
Subsidiaries								
Foreign								
PT Jindal Stainless Indonesia	4.36%	107.81	3.58%	12.38	(3.21%)	(0.50)	3.29%	11.88
Jindal Stainless UK Limited	0.06%	1.39	(0.34%)	(1.17)	-	-	(0.32%)	(1.17)
Jindal Stainless FZE	1.15%	28.36	1.59%	5.48	-	-	1.52%	5.48
JSL Group Holdings Pte Limited	1.14%	28.18	(0.02%)	(0.08)	-	-	(0.02%)	(0.08)
Iberjindal S.L.	0.85%	21.00	2.09%	7.23	-	-	2.00%	7.23



**JINDAL STAINLESS LIMITED**  
Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Name of the entity	Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	2017-18		2017-18		2017-18		2017-18	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
Non-controlling interest in all subsidiaries	0.36%	8.99	0.73%	2.53	-	-	0.70%	2.53
Associates (Investment as per equity method)								
Indian *								
Jindal Coke Limited	5.24%	129.73	4.30%	14.87	103.47%	16.11	8.58%	30.98
Jindal United Steel Limited	4.84%	119.78	-	-	-	-	-	-
Jindal Stainless Corporate Management Services Pvt. Ltd.	0.05%	1.21	0.26%	0.90	(1.28%)	(0.20)	0.19%	0.70
Intercompany elimination and consolidation adjustment	(13.10%)	(323.89)	(4.30%)	(14.89)	4.68%	0.73	(3.92%)	(14.16)
<b>Total</b>	<b>100.00%</b>	<b>2,474.19</b>	<b>100.00%</b>	<b>345.51</b>	<b>100.00%</b>	<b>15.57</b>	<b>100.00%</b>	<b>361.08</b>

\* Refer note 50 for details

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**48 Financial Instruments****A Financial assets and liabilities**

The accounting classification of each category of financial instruments, and their carrying amounts, are set out below:

Particulars	Note	As at 31 March 2019	As at 31 March 2018
<b>Financial assets measured at fair value through profit or loss:</b>			
Investments	4	0.40	0.47
Derivative asset	6	32.97	10.10
<b>Financial assets measured at fair value through other comprehensive income:</b>			
Investments	4	8.58	8.58
<b>Financial assets measured at amortised cost:</b>			
Investments	4	33.24	30.29
Loans	5	46.82	40.63
Other financial assets	6	104.71	51.98
Trade receivables	9	919.38	906.81
Cash and cash equivalents	10	36.33	46.90
Other bank balances	11	8.89	16.08
<b>Total</b>		<b>1,191.32</b>	<b>1,111.84</b>
<b>Financial liabilities measured at fair value through profit or loss:</b>			
Derivative liability	16	16.59	12.06
<b>Financial liabilities measured at amortised cost:</b>			
Borrowings (including current maturity of long term debts)	15, 16 & 20	4,387.72	5,014.81
Other financial liabilities	16	470.40	504.29
Trade payables	21	2,488.33	2,132.52
<b>Total</b>		<b>7,363.04</b>	<b>7,663.68</b>

Investment in associates are measured as per equity method and hence, not presented here.

**B Fair values hierarchy**

The fair value of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

The categories used are as follows:

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**B.1 Financial assets and liabilities measured at fair value - recurring fair value measurements -**

As at 31 March 2019	Note	Level 1	Level 2	Level 3	Total
<b>Financial assets measured at fair value through profit or loss:</b>					
Investments	4	0.40	-	-	0.40
Derivative assets	6	-	32.97	-	32.97
<b>Financial assets measured at fair value through other comprehensive income:</b>					
Investments	4	-	-	8.58	8.58
<b>Financial liabilities measured at fair value through profit or loss:</b>					
Derivative liabilities	16	-	16.59	-	16.59
<b>As at 31 March 2018</b>	<b>Note</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets measured at fair value through profit or loss:</b>					
Investments	4	0.47	-	-	0.47
Derivative assets	6	-	10.10	-	10.10
<b>Financial assets measured at fair value through other comprehensive income:</b>					
Investments	4	-	-	8.58	8.58
<b>Financial liabilities measured at fair value through profit or loss:</b>					
Derivative liabilities	16	-	12.06	-	12.06

**a. Valuation process and technique used to determine fair value**

- The fair value of investments in government securities and quoted equity shares is based on the current bid price of respective investment as at the balance sheet date.
- The fair value of investments in unquoted equity shares is estimated at their respective costs, since those companies do not have any significant operations and there has neither been any significant change in their performance since initial recognition nor there is any expectation of such changes in foreseeable future.
- The Group enters into forward contracts with banks for hedging foreign currency risk of its borrowings and receivables and payables arising from import and export of goods. Fair values of such forward contracts are determined based on spot current exchange rates and forward foreign currency exchange premiums on similar contracts for the remaining maturity on the balance sheet date.

**B.2 Fair value of instruments measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	31 March 2019		31 March 2018	
	Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>				
Investments	33.24	31.36	30.29	27.60
Security deposits	28.25	29.19	24.95	25.74
Bank deposits with remaining maturity of more than 12 months	0.43	0.43	0.40	0.40
Loans	10.70	10.70	9.04	9.04
<b>Financial liabilities</b>				
Security deposits	26.01	26.01	23.23	27.44
Borrowings	3,152.69	3,152.69	3,550.90	3,550.90
Other financial liabilities	-	-	27.50	27.50

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019 (All amount in ₹ crores, unless otherwise stated)

The management assessed that fair values of current loans, current financial assets, cash and cash equivalents, other bank balances, trade receivables, other receivables, short term borrowings, trade payables and other current financial liabilities approximate their respective carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is disclosed at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- (i) Non-current investments, long-term loans and advances and non-current financial liabilities are evaluated by the Group based on parameters such as interest rates, individual creditworthiness of the counterparty/borrower and other market risk factors.
- (ii) The fair values of the Group's fixed interest-bearing liabilities, loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2019 was assessed to be insignificant.
- (iii) All the long term borrowing facilities availed by the Group from unrelated parties are variable rate facilities which are subject to changes in underlying interest rate indices. Further, the credit spread on these facilities are subject to change with changes in Group's creditworthiness. The inter corporate deposit from the related party is also a variable rate facility which is subject to changes as notified by lender from time to time in accordance with prevailing market interest rates. The management believes that the current rate of interest on these loans are in close approximation from market rates applicable to the Group. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

## C Financial Risk Management

### Risk Management

The Group's activities expose it to market risk, liquidity risk and credit risk. The Group's Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Investments in redeemable preference shares and government securities, loans, Cash and cash equivalents, trade receivables, derivative financial instruments and other financial assets measured at amortised cost	Aging analysis, Credit ratings	Bank deposits, diversification of asset base, credit limits
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (₹)	Cash flow forecasting	Forward foreign exchange contracts
Market risk - interest rate	Long-term borrowings at variable rates	Sensitivity analysis	Negotiation of terms that reflect the market factors
Market risk - security price	Investments in equity securities	Sensitivity analysis	Diversification of portfolio, with focus on strategic investments

The Group's risk management is carried out by a central treasury department (of the Company) under policies approved by the board of directors. The board of directors provides written principles for overall risk management, as well as policies covering specific areas, such as foreign exchange risk, interest rate risk, credit risk and investment of excess liquidity.

### C.1 Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Group. The Group's exposure to credit risk is influenced mainly by investments in redeemable preference shares of associate Company, cash and cash equivalents, trade receivables, derivative financial instruments and other financial assets measured at amortised cost. The Group continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

#### a) Credit risk management

The Group assesses and manages credit risk based on internal credit rating system. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

- (i) Low credit risk
- (ii) Moderate credit risk
- (iii) High credit risk

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Based on business environment in which the Group operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Group. The Group continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in statement of profit and loss.

The Group provides for expected credit loss based on the following:

Basis of categorisation	Asset class exposed to credit risk	Provision for expected credit loss
Low credit risk	Investments in redeemable preference shares, loans, Cash and cash equivalents, derivative financial instruments, financial assets measured at amortised cost	12 month expected credit loss
High credit risk	Trade receivable	Trade receivables - Life time expected credit loss or specific provision whichever is higher

Financial assets that expose the entity to credit risk\*

Particulars	At at 31 March 2019	At at 31 March 2018
Low credit risk		
Loans	46.82	40.63
Investments	33.24	30.29
Trade receivables	919.38	906.81
Cash and cash equivalents	36.33	46.90
Other bank balances	8.89	16.08
Derivative assets	32.97	10.10
Other financial assets	104.71	51.98
High credit risk		
Trade receivables	11.59	10.87
Total	1,193.93	1,113.66

\*These represent carrying values of financial assets, without deduction for expected credit losses

#### Cash and cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

#### Derivative financial instruments

Derivative financial instruments are considered to have low credit risk since the contracts are with reputable banks, most of which have an 'investment grade' credit rating.

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**Trade receivables**

Trade receivables are generally unsecured and non-interest bearing. There is no significant concentration of credit risk. The Group's credit risk management policy in relation to trade receivables involves periodically assessing the financial reliability of customers, taking into account their financial position, past experience and other factors. The utilization of credit limit is regularly monitored and a significant element of credit risk is covered by credit insurance. The Group's credit risk is mainly confined to the risk of customers defaulting against credit sales made. Outstanding trade receivables are regularly monitored by credit monitoring Group. The Group has also taken advances and security deposits from its customers, which mitigate the credit risk to an extent. In respect of trade receivables, the Group recognises a provision for lifetime expected credit losses after evaluating the individual probabilities of default of its customers which are duly based on the inputs received from the marketing teams of the Group.

**Other financial assets measured at amortised cost**

Investments in redeemable preference shares of associate companies, loans (comprising security deposits) and other financial assets are considered to have low credit risk since there is a low risk of default by the counterparties owing to their strong capacity to meet contractual cash flow obligations in the near term. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits.

**b) Expected credit losses for financial assets****i) Financial assets (other than trade receivables)**

Group provides for expected credit losses on loans and advances other than trade receivables by assessing individual financial instruments for expectation of any credit losses.

- For cash & cash equivalents, other bank balances and derivative financial instruments- Since the Group deals with only high-rated banks and financial institutions, credit risk in respect of cash and cash equivalents, derivative financial instruments, other bank balances and bank deposits is evaluated as very low.

- For loans comprising security deposits paid - Credit risk is considered low because the Group is in possession of the underlying asset.

- For other financial assets - Credit risk is evaluated based on Group knowledge of the credit worthiness of those parties and loss allowance is measured. For such financial assets, the Group policy is to provide for 12 month expected credit losses upon initial recognition and provide for lifetime expected credit losses upon significant increase in credit risk.

31 March 2019	Gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	36.33	0.00%	-	36.33
Investments	33.24	0.00%	-	33.24
Other bank balances	8.89	0.00%	-	8.89
Loans	46.82	0.00%	-	46.82
Derivative assets	32.97	0.00%	-	32.97
Other financial assets	104.71	0.00%	-	104.71

31 March 2018	Gross carrying amount	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
Cash and cash equivalents	46.90	0.00%	-	46.90
Investments	30.29	0.00%	-	30.29
Other bank balances	16.08	0.00%	-	16.08
Loans	40.63	0.00%	-	40.63
Derivative assets	10.10	0.00%	-	10.10
Other financial assets	51.98	0.00%	-	51.98

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### ii) Expected credit loss for trade receivables under simplified approach

As at 31 March 2019 and 31 March 2018, the Group considered the individual probabilities of default of its financial assets (other than trade receivables) and determined that in respect of counterparties with low credit risk, no default events are considered to be possible within the 12 months after the reporting date. In respect of trade receivables, the Group measures the loss allowance at an amount equal to lifetime expected credit losses using a simplified approach.

As at 31 March 2019	Gross carrying amount	% of expected credit losses	Allowance for expected credit losses	Net carrying amount of impairment provision
Amount not yet due	652.97	0.00%	-	652.97
Between one to six month overdue	174.23	0.00%	-	174.23
Between six month to one year overdue	13.15	0.00%	-	13.15
Greater than one year overdue	90.62	12.79%	11.59	79.03
<b>Total</b>	<b>930.97</b>		<b>11.59</b>	<b>919.38</b>
As at 31 March 2018	Gross carrying amount	% of expected credit losses	Allowance for expected credit losses	Net carrying amount of impairment provision
Amount not yet due	688.41	0.00%	-	688.41
Between one to six month overdue	77.81	0.00%	-	77.81
Between six month to one year overdue	27.34	0.00%	-	27.34
Greater than one year overdue	124.12	8.76%	10.87	113.25
<b>Total</b>	<b>917.68</b>		<b>10.87</b>	<b>906.81</b>

Reconciliation of loss allowance provision from beginning to end of reporting period:	
Reconciliation of loss allowance	Trade receivables
Loss allowance as at 01 April 2017	11.61
Charge in statement of profit and loss	9.73
Release to statement of profit and loss	(10.47)
Loss allowance as at 31 March 2018	10.87
Charge in statement of profit and loss	2.09
Release to statement of profit and loss	(1.37)
Loss allowance on 31 March 2019	11.59

### C.2 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**a) Financing arrangements**

The Group has access to the following undrawn borrowing facilities at the end of the reporting period:

Particulars	As at 31 March 2019	As at 31 March 2018
Secured*	711.52	943.95

\* Working capital facilities due for review every year

**b) Maturities of financial liabilities**

The tables below analyse the Group's financial liabilities into relevant maturity Companyings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant

31 March 2019	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-derivatives</b>					
Borrowing (including current maturities of long term debt) along with estimated future interest obligation	850.30	1,589.54	490.58	1,907.48	4,837.90
Short term borrowings	742.99	-	-	-	742.99
Security deposit	98.36	-	-	329.64	428.00
Trade payables	2,488.33	-	-	-	2,488.33
Other financial liabilities	431.39	-	-	-	431.39
<b>Derivatives</b>					
Derivative liability	16.59	-	-	-	16.59
<b>Total</b>	<b>4,627.96</b>	<b>1,589.54</b>	<b>490.58</b>	<b>2,237.12</b>	<b>8,945.20</b>

31 March 2018	Less than 1 year	1-2 year	2-3 year	More than 3 years	Total
<b>Non-derivatives</b>					
Borrowing (including current maturities of long term debt) along with estimated future interest obligation	729.84	774.89	1,562.16	2,399.28	5,466.17
Short term borrowings	1,051.51	-	-	-	1,051.51
Security deposit	61.42	-	-	329.64	391.06
Trade payables	2,132.52	-	-	-	2,132.52
Other financial liabilities	392.14	-	-	27.50	419.64
<b>Derivatives</b>					
Derivative liability	12.06	-	-	-	12.06
<b>Total</b>	<b>4,379.49</b>	<b>774.89</b>	<b>1,562.16</b>	<b>2,756.42</b>	<b>9,472.96</b>



## C.3 Market risk

## a) Foreign currency risk

The Group is exposed to foreign exchange risk in the normal course of its business. Multiple currency exposures arise from commercial transactions like sales, purchases, borrowings, recognized financial assets and liabilities (monetary items). Certain transactions of the Group act as natural hedge as a portion of both assets and liabilities are denominated in similar foreign currencies. For the remaining exposure to foreign exchange risk, the Group adapts the policy of selective hedging based on risk perception of management. Foreign exchange hedging contracts are carried at fair value. Foreign currency exposures that are not hedged by derivative instruments outstanding as on the balance sheet date are as under:

Particulars	As at 31 March 2019		As at 31 March 2018	
	Foreign currency (in million)	Amount (₹ crores)	Foreign currency (in million)	Amount (₹ crores)
Trade receivables				
GBP	0.06	0.52	-	-
Borrowings				
USD	88.76	613.84	195.48	1,274.04
EURO	2.23	17.29	-	-
Trade payables				
USD	57.04	394.49	22.14	144.33
EURO	2.03	15.75	6.35	50.97
GBP	-	-	0.01	0.08

Foreign exchange risk sensitivity analysis has been performed on the foreign currency exposures in the Group's financial assets and financial liabilities at the reporting date, net of derivative contracts for hedging those exposures. Reasonably possible changes are based on an analysis of historic currency volatility, together with any relevant assumptions regarding near-term future volatility.

The impact on the Group's profit before tax due to changes in the foreign currency exchange rates are given below:

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
USD Sensitivity		
INR/USD - Increase by 6.82% (31 March 2018 - 4.07%)	(68.77)	(57.73)
INR/USD - Decrease by 6.82% (31 March 2018 - 4.07%)	68.77	57.73
GBP Sensitivity		
INR/GBP - Increase by 8.82% (31 March 2018 - 8.70%)	0.05	(0.01)
INR/GBP - Decrease by 8.82% (31 March 2018 - 8.70%)	(0.05)	0.01
Euro Sensitivity		
INR/EURO - Increase by 7.26% (31 March 2018 - 6.89%)	(2.40)	(3.51)
INR/EURO - Decrease by 7.26% (31 March 2018 - 6.89%)	2.40	3.51

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

**b) Interest rate risk****i) Financial liabilities**

The Group's policy is to minimise interest rate cash flow risk exposures on external financing. At 31 March 2019 and 31 March 2018, the Group is exposed to changes in interest rates through bank borrowings carrying variable interest rates. The Group's investments in fixed deposits carry fixed interest rates.

**Interest rate risk exposure**

Below is the overall exposure of the Group to interest rate risk:

Particulars	As at 31 March 2019	As at 31 March 2018
Variable rate borrowing	3,489.44	4,162.24
Fixed rate borrowing	898.28	852.58
<b>Total borrowings</b>	<b>4,387.72</b>	<b>5,014.82</b>

**Sensitivity**

Below is the sensitivity of profit or loss to interest rates.

Particulars	Year ended 31 March 2019	Year ended 31 March 2018
Interest sensitivity*		
Interest rates – increase by 50 basis points	11.35	13.54
Interest rates – decrease by 50 basis points	(11.35)	(13.54)

\* Holding all other variables constant

**ii) Financial assets**

The Group's investments in redeemable preference shares of its associate companies and government securities, loan to a related party and deposits with banks are carried at amortised cost and are fixed rate instruments. They are, therefore, not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

**c) Price risk****i) Exposure**

The Group exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss (FVTPL). To manage the price risk arising from investments, the Group diversifies its portfolio of assets.

**ii) Sensitivity**

The table below summarises the impact of increases/decreases of the index on the Group's equity and profit for the period :

Impact on profit before tax

Particulars	As at 31 March 2019	As at 31 March 2018
Quoted equity		
Price increase by 5% - FVTPL	0.02	0.02
Price decrease by 5% - FVTPL	(0.02)	(0.02)

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

49

Capital Management

The Group's capital management objectives are

- to ensure the their ability to continue as a going concern
- to provide an adequate return to shareholders

The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group monitors capital on the basis of its gearing ratio, debt equity ratio and ratio of net debts to its earnings before interest, depreciation and amortisation (EBITDA)

Debt equity ratio		
Particulars	As at 31 March 2019	As at 31 March 2018
Total borrowings (including current maturities of long term debt)	4,387.72	5,014.81
Less: Cash and cash equivalents	36.33	46.90
Net debt	4,351.39	4,967.91
Total equity	2,602.54	2,474.19
Net debt to equity ratio	167.20%	200.79%
Ratio of net debt to EBITDA		
Particulars	As at 31 March 2019	As at 31 March 2018
Profit before exceptional item and tax	221.04	515.10
Less: Other income	32.61	45.08
Add: Depreciation and amortisation expense	351.50	320.03
Add: Finance cost	636.87	566.06
EBITDA	1,176.80	1,356.11
Net debt	4,351.39	4,967.91
Ratio of net debt to EBITDA	3.70	3.66
Gearing ratio		
Particulars	As at 31 March 2019	As at 31 March 2018
Total borrowings (including current maturities of long term debt)	4,387.72	5,014.81
Less: Cash and cash equivalents	36.33	46.90
Net debt	4,351.39	4,967.91
Total equity	2,602.54	2,474.19
Equity and net debt	6,953.93	7,442.10
Gearing ratio	62.57%	66.75%

As per loan covenants, the Group is required to comply with requirement relating to certain financial ratio (including total debt to EBITDA/ net worth, EBITDA to gross interest, debt service coverage ratio and fixed assets coverage ratio). During the year ended 31 March 2019 and 31 March 2018, the Group has complied with the financial ratios as per loan covenants.

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

50	Financial information of subsidiaries with material non-controlling interest and associates which are material to the Group				
I	Information about subsidiary with material non-controlling interest				
A	Name of entity	Principal activity	Principal place of business	% of equity	
				As at 31 March 2019	As at 31 March 2018
	Iber Jindal S.L	Processing and marketing of ferrous metals	Spain	65.00	65.00

(i)	Summarised balance sheet		
	Particulars	As at 31 March 2019	As at 31 March 2018
	Non-current assets	1.04	0.94
	Current assets	211.72	217.52
	Total assets	212.76	218.46
	Non-current liabilities	-	-
	Current liabilities	184.71	197.46
	Total liabilities	184.71	197.46
	Net assets *	28.05	21.00

(ii)	Summarised statement of profit and loss		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Revenue	427.20	385.73
	Profit for the year	8.08	7.23
	Other comprehensive income	-	-
	Total comprehensive income *	8.08	7.23
	Attributable to non controlling Interest *	2.83	2.53
	* This number is before considering inter-company elimination		

(iii)	Summarised cash flow statement		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Net cash inflow/(outflow) from operating activities	(16.80)	(29.26)
	Net cash inflow/(outflow) from investing activities	(0.26)	(0.59)
	Net cash inflow/(outflow) from financing activities	19.47	34.28
	Net cash inflow/(outflow)	2.41	4.43

(iv)	Non-controlling interest		
	Particulars	As at 31 March 2019	As at 31 March 2018
	Accumulated balance of material non-controlling interest	11.72	8.99
		11.72	8.99

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

II	Summarised financial information of associate Company's that are material to the Group:				
A	Name of entity	Principal activity	Principal place of business	% of equity	
				As at 31 March 2019	As at 31 March 2018
	Jindal United Steel Limited	Manufacturer of hot rolled products of stainless steel & carbon steel	India	26.00	26.00
	The above associate is accounted for using equity method in the consolidated financial statements. There is no quoted market price for Jindal United Steel Limited.				

(i)	Summarised balance sheet		
	Particulars	As at 31 March 2019	As at 31 March 2018
	Non-current assets	2,996.06	2,743.43
	Current assets	100.69	120.24
	Total assets	3,096.75	2,863.67
	Non-current liabilities	2,515.93	2,520.00
	Current liabilities	240.27	43.68
	Total liabilities	2,756.20	2,563.68
	Net assets	340.55	299.99

(ii)	Summarised statement of profit and loss		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Revenue	-	-
	Net profit	-	-
	Other comprehensive income	-	-
	Total comprehensive income	-	-
	Dividend received during the year	-	-

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

(iii)	Reconciliation of summarised financial Information to the carrying amount of the interest in the associates recognised in the consolidated financial statements:		
	Particulars	As at 31 March 2019	As at 31 March 2018
	Opening net assets	299.99	299.99
	Add: shares issued during the year	40.55	-
	Add: Profit during the year	-	-
	Add: Other comprehensive income during the year	-	-
	Closing net assets	340.54	299.99
	Less: Instruments entirely equity in nature *	116.88	131.13
	Closing net assets available for equity holders	223.66	168.86
	Group's share in %	26.00	26.00
	Group's share in ₹	58.15	43.90
	Investment in 10 % Non-cumulative non-convertible redeemable preference shares (equity portion)	75.88	75.88
	Carrying value of investment accounted for using equity method	134.03	119.78
	* Instruments entirely equity in nature includes non-cumulative compulsory convertible preference shares issued to Jindal Stainless Limited.		

B	Name of entity	Principal activity	Principal place of business	% of equity	
				As at 31 March 2019	As at 31 March 2018
	Jindal Coke Limited	Manufacturer of coke and coke products	India	26.00	26.00
	The above associate is accounted for using equity method in the consolidated financial statement. There is no quoted market price for Jindal Coke Limited.				

(i)	Summarised balance sheet		
	Particulars	As at 31 March 2019	As at 31 March 2018
	Non-current assets	616.19	620.63
	Current assets	237.07	230.50
	Total assets	853.26	851.13
	Non-current liabilities	544.92	621.91
	Current liabilities	108.13	69.14
	Total liabilities	653.05	691.05
	Net assets *	200.21	160.08

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

(ii)	Summarised statement of profit and loss		
	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
	Total revenue	940.65	902.09
	Net profit	40.11	57.17
	Other comprehensive income	0.02	61.98
	Total comprehensive income	40.13	119.15
	Dividend received during the year	-	-

**1 Significant accounting policies****A. Corporate and general information**

Jindal Stainless Limited is domiciled and incorporated in India and its equity shares and GDS are listed at Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) and Luxemburg Stock Exchange (LSE) respectively. The registered office of the Holding Company is located at O. P. Jindal Marg, Hisar, Haryana, India. The Holding Company is a leading manufacturer of Stainless Steel flat products in Austenitic, Ferritic, Martensitic and Duplex grades. The product range includes Ferro Alloys, Stainless Steel Slabs, Hot Rolled Coils, Plates and Sheets, and Cold Rolled Coils and Sheets.

These consolidated financial statements comprise financial statements of Jindal Stainless Limited ("the Holding Company") and its subsidiaries (collectively, the Group) and includes share of profit of the associates for the year ended 31 March 2019.

**Group structure**

I. Subsidiaries				
Name of the entity	Principal Activities	Country of Incorporation	% of equity Interest	
			As at 31 March 2019	As at 31 March 2018
<b>Indian</b>				
Jindal Stainless Park Limited	Development of industrial park	India	100.00	-
<b>Foreign</b>				
PT. Jindal Stainless Indonesia	Stainless steel manufacturing	Indonesia	99.999	99.999
Jindal Stainless UK Limited*	Stainless steel manufacturing	UK	-	100.00
Jindal Stainless FZE	Stainless steel manufacturing	UAE	100.00	100.00
JSL Group Holdings Pte. Limited	Stainless steel manufacturing	Singapore	100.00	100.00
Iberjindal S.L.	Stainless steel manufacturing	Spain	65.00	65.00
*Ceased to be subsidiary company w.e.f. 11 December 2018				
II. Associates				
Name of the entity	Principal Activities	Country of Incorporation	% of equity Interest	
			As at 31 March 2019	As at 31 March 2018
<b>Indian</b>				
Jindal Stainless Corporate Management Services Private Limited	Management services	India	50.00	50.00
Jindal United Steel Limited	Stainless steel manufacturing	India	26.00	26.00
Jindal Coke Limited	Coke Manufacturing	India	26.00	26.00

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### B Basis of preparation

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time.

These consolidated financial statements for the year ended 31 March 2019 have been prepared in accordance with Ind AS 110 and the same were also approved for issue by the Board of Directors on 20 May 2019.

The consolidated financial statements have been prepared under the historical cost convention basis except for the following:

- Certain financial assets and liabilities (including derivative instruments) which are measured at fair value;
- Defined benefit plans – plan assets measured at fair value; and
- Share based payments which are measured at fair value of the options

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The consolidated financial statements are presented in Indian Rupees ('₹'), which is the Holding Company's functional and presentation currency and all amounts are rounded to the nearest crores (except otherwise indicated).

### C. Basis of consolidation

#### Subsidiaries

Subsidiaries are all entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Profit/(loss) and other comprehensive income ('OCI') of subsidiaries acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable. All the consolidated subsidiaries have a consistent reporting date of 31 March 2019.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity, represent the portion of a subsidiary's statement of profit and loss and net assets that is not held by the Group. Profit/(loss) and each component of OCI are attributed to the equity holders of the parent company and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. The Group attributes total comprehensive income or loss of the subsidiaries between the owners of the parent and the non-controlling interests based on their respective ownership interests.

#### Associates

Investment in entities in which there exists significant influence but not a controlling interest are accounted for under the equity method i.e. the investment is initially recorded at cost, identifying any goodwill/capital reserve arising at the time of acquisition, as the case may be, which will be inherent in investment. The carrying amount of the investment is adjusted thereafter for the post acquisition change in the share of net assets of the investee, adjusted where necessary to ensure consistency with the accounting policies of the Group. The consolidated statement of profit and loss includes the Group's share of the results of the operations of the investee. Dividends received or receivable from associates are recognised as a reduction in the carrying amount of the investment.



## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### D. Significant accounting policies

#### 1 Revenue recognition

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. A performance obligation is a promise in a contract to transfer a distinct good or service (or a bundle of goods and services) to the customer and is the unit of account in Ind AS 115. A contract's transaction price is allocated to each distinct performance obligation and recognized as revenue, as, or when, the performance obligation is satisfied. The Group recognizes revenue when it transfers control of a product or service to a customer. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payments and excludes taxes and duties collected on behalf of the government. The Group recognizes revenue from the following major sources:-

##### Sale of stainless steel products

Revenue from sale of stainless steel products is recognised when it transfers control of the product to a customer i.e. when customers are billed (in case of ex-works) or when goods are delivered at the delivery point, as per terms of the agreement, which could be either customer premises or carrier premises who will deliver goods to the customer. When payments received from the customers exceed revenue recognised to date on a particular contract, any excess (a contract liability) is reported in the statement of financial position under other liabilities. Revenues in excess of invoicing are classified as contract assets (which we refer as unbilled revenue).

"In order to determine if it is acting as a principal or as an agent, the Group assesses whether it has exposure to the significant risks and rewards associated with the rendering of logistics services. Revenue from rendering of logistic services provided to its customer after the transfer of control of underlying goods is recognized on net basis i.e. after deducting the amount contractually payable to transporters out of the total consideration received and is recognized once the facilitation of such service is done as the Group does not assume any performance obligation.

Customer has a right to return for faulty products. Because the number of products returned has been minimal for years, it is highly probable that a significant reversal in the cumulative revenue recognised will not occur.

##### Sale of services

Income in respect of service contracts, which are generally in the nature of providing infrastructure and support services, are recognised in statement of profit and loss when such service are rendered. Customers are invoiced periodically (generally on monthly basis).

##### Satisfaction of performance obligations

The Group's revenue is derived from the single performance obligation to transfer primarily stainless steel products under arrangements in which the transfer of control of the products and the fulfillment of the Group's performance obligation occur at the same time. Therefore, revenue from the sale of goods is recognized when the Group transfers control at the point in time the customer takes undisputed delivery of the goods.

Whether the customer has obtained control over the asset depends on when the goods are made available to the carrier or the buyer takes possession of the goods, depending on the delivery terms. Revenue is measured at the transaction price of the consideration received or receivable, the amount the Group expects to be entitled to.

##### Payment terms

The sale of goods is typically made under credit payment terms differing from customer to customer and ranges between 0-90 days. No element of financing is deemed present as the sales are made with a credit term of 90 days, which is consistent with market practice.

##### Variable considerations associated with such sales

Periodically, the Group enters into volume or other rebate programs where once a certain volume or other conditions are met, it refunds the customer some portion of the amounts previously billed or paid. For such arrangements, the Group only recognizes revenue for the amounts it ultimately expects to realize from the customer. The Group estimates the variable consideration for these programs using the most likely amount method or the expected value method, whichever approach best predicts the amount of the consideration based on the terms of the contract and available information and updates its estimates each reporting period.

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### Dividend income

Dividend income is recognized at the time when right to receive the payment is established, which is generally when the shareholders approve the dividend.

### Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable. For all financial assets measured at amortised cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

### Income from export incentives

Income from export incentives are recognized on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and as to its ultimate collection exist.

## 2 Current versus non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

## 3 Foreign currency translation

The financial results are presented in Indian Rupees ('₹'), which is also the Group's functional currency.

### Foreign Currencies

#### Transactions and balances

##### *Initial recognition*

Transactions in foreign currencies are initially recorded by the Group using the exchange rates at the date of transaction.

##### *Subsequent measurement*

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

##### *Exchange differences*

"Exchange differences arising on monetary items on settlement, or restatement as at reporting date, at rates different from those at which they were initially recorded, are recognized in the statement of profit and loss in the year in which they arise.

Pursuant to the exemption under Ind AS 101, the Group has continued to apply the accounting policy of amortization of exchange differences arising from translation of long-term foreign currency monetary items recognized in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period (i.e. year ended 31 March 2016) over the tenure of the underlying item."

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### 4 Property, plant and equipment

#### *Recognition and initial measurement*

Property, plant and equipment are stated at their cost of acquisition. The cost comprises the purchase price and any attributable costs of bringing the asset to its working condition for its intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits attributable to such subsequent cost associated with the item will flow to the Group. All other repair and maintenance costs are recognised in statement of profit or loss as incurred.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognised as interest expense and not included in cost of asset.

#### *Subsequent measurement (depreciation and useful lives)*

Depreciation on property, plant and equipment is provided on the straight line method arrived on the basis of the useful life prescribed under Schedule II of the Companies Act, 2013. The following useful life of assets has been taken by the Group:

Tangible Assets	Useful Life (Years)
Building	2-60
Electric Installation	1-35
Continues Process Plant and Equipment	1-35
Railway sidings	15
Power Line and Bay Extension	15-20
Furniture and Fixtures	1-10
Vehicles	3-10
Office Equipment	1-15

Cost of the leasehold land is amortized over the period of the lease.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

#### *De-recognition*

An item of property, plant and equipment and any significant part initially recognised is de-recognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

### 5 Intangible assets

#### *Recognition and initial measurement*

##### *Assets acquired*

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment losses, if any.

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### *Internally developed intangible assets*

Expenditure on the research phase of projects is recognised as an expense as incurred.

Costs that are directly attributable to a project's development phase are recognised as intangible assets, provided the Group can demonstrate the following:

- the technical feasibility of completing the intangible asset so that it will be available for use;
- its intention to complete the intangible asset and use or sell it;
- its ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset; and
- its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development costs not meeting these criteria for capitalisation are expensed as incurred.

Directly attributable costs include employee costs incurred on development of prototypes along with an appropriate portion of relevant overheads and borrowing costs.

### *Subsequent measurement (amortisation)*

All finite-lived intangible assets, including internally developed intangible assets, are accounted for using the cost model whereby capitalised costs are amortised on a straight-line basis over their estimated useful lives. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Residual values and useful lives are reviewed at each reporting date. The following useful lives are applied:

Asset category	Estimated useful life (in years)
Mine development expenses (stripping costs)	Over the period of expected duration of benefits
Software	5

The amortisation period and the amortisation method for finite-lived intangible assets are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates.

### *Derecognition*

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

## 6 Leases

### *Finance lease*

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

### *Group as a Lessee*

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss. Contingent rentals are recognised as expenses in the periods in which they are incurred. Lease management fees, legal charges and other initial direct costs are capitalized.

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term, except in case where lease rentals are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost.

### *Group as a Lessor*

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

## 7 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest calculated using the effective interest method that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Eligible transaction/ancillary costs incurred in connection with the arrangement of borrowings are adjusted with the proceeds of the borrowings.

## 8 Inventories

Inventories are stated at lower of cost or net realisable value. The cost in respect of the various items of inventory is computed as under:

- Raw material: cost includes direct expenses and is determined on the basis of weighted average method.
- Stores and spares: cost includes direct expenses and is determined on the basis of weighted average method.
- In case of finished goods, cost includes raw material cost plus conversion costs and other overheads incurred to bring the goods to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less any applicable selling expenses. Provision for obsolescence and slow moving inventory is made based on management's best estimates of net realisable value of such inventories.

## 9 Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Government grants related to income are deferred and recognised in the profit and loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants related to the purchase of property plant and equipment are included in non-current liabilities as deferred income and are credited to the profit and loss on a straight line basis over the expected life of the related asset and presented within other income.

## 10 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

## 11 Post-employment, long term and short term employee benefits

The Group provides post-employment benefits through various defined contribution and defined benefit plans:

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### *Defined contribution plans*

A defined contribution plan is a plan under which the Group pays fixed contributions into an independent fund administered by the government, for example, contribution towards Employees' Provident Fund Scheme and Employees' State Insurance Scheme. The Group has no legal or constructive obligations to pay further contributions after its payment of the fixed contribution, which are recognised as an expense in the year that related employee services are received.

### *Defined benefit plans*

The defined benefit plans sponsored by the Group define the amount of the benefit that an employee will receive on completion of services by reference to length of service and last drawn salary. The legal obligation for any benefits remains with the Group.

Gratuity is post-employment benefit and is in the nature of a defined benefit plan. The liability recognised in the financial statements in respect of gratuity is the present value of the defined benefit obligation at the reporting date, together with adjustments for unrecognised actuarial gains or losses and past service costs. The defined benefit obligation is calculated at or near the reporting date by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are credited or charged to the statement of OCI in the year in which such gains or losses are determined.

### *Other long-term employee benefits*

Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Actuarial gains and losses arising from past experience and changes in actuarial assumptions are charged to statement of profit and loss in the year in which such gains or losses are determined.

### *Short-term employee benefits*

All employee benefits payable wholly within twelve months of rendering services (such as, salaries, wages, short-term compensated absences, performance incentives, expected cost of bonus, ex-gratia, etc.) are classified as short-term employee benefits. Expense in respect of short-term employee benefits is recognised on the basis of the amount paid or payable for the period during which services are rendered by the employee.

### *Termination benefits*

Termination benefits are recognised as an expense in the period in which they are incurred. The Group shall recognise a liability and expense for termination benefits at the earlier of the following dates:

- when the entity can no longer withdraw the offer of those benefits; and
- when the entity recognises costs for a restructuring that is within the scope of Ind AS 37 and involves the payment of termination benefits.

## 12 Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## 13 Provisions, contingent assets and contingent liabilities

Provisions are recognised only when there is a present obligation, as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted to reflect its present value using a current pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the obligation. When provisions are discounted, the increase in the provision due to the passage of time is recognised as a finance cost.

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

*Contingent liability is disclosed for:*

- Possible obligations which will be confirmed only by future events not wholly within the control of the Group or
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognised. However, when inflow of economic benefits is probable, related asset is disclosed.

### 14 Financial instruments

Financial instruments are recognised when the Group becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Group determines that the fair value at initial recognition differs from the transaction price, the Group accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Group recognises the difference between the fair value at initial recognition and the transaction price as a gain or loss.
- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Group recognises that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

#### Non-derivative financial assets

##### *Classification and subsequent measurement*

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

- Financial assets at amortised cost** – a financial instrument is measured at amortised cost if both the following conditions are met:
  - The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
  - Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest method.

- Investments in equity instruments of subsidiaries, joint ventures and associates** - Investments in equity instruments of subsidiaries, joint ventures and associates are accounted for at cost in accordance with Ind AS 27 Separate Financial Statements. On disposal of these investments, the difference between net disposal proceeds and the carrying amount are recognised in the Statement of profit and loss account.
- Financial assets at fair value**

Investments in equity instruments other than above – All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognised in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognised in the P&L.

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### *De-recognition of financial assets*

"Financial assets (or where applicable, a part of financial asset or part of a group of similar financial assets) are derecognized (i.e. removed from the Group's balance sheet) when the contractual rights to receive the cash flows from the financial asset have expired, or when the financial asset and substantially all the risks and rewards are transferred. The Group also derecognizes the financial asset if it has both transferred the financial asset and the transfer qualifies for derecognition.

### **Non-derivative financial liabilities**

#### *Subsequent measurement*

After initial recognition, the financial liabilities are subsequently measured at amortised cost using the effective interest method.

Amortised cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortisation is included as finance costs in the statement of profit and loss.

#### *De-recognition of financial liabilities*

A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

### *Derivative financial instruments*

The Group uses derivative financial instruments principally to manage its exposure to fluctuations in interest rates, exchange rates and prices of raw materials arising from operating, financing and investing activities. Derivative financial instruments are classified as current or non-current assets or liabilities based on their maturity dates. Embedded derivatives are separated from the host contract and accounted for separately if they are not closely related to the host contract. Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value at the end of each period. The method of recognising the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, on the nature of the item being hedged. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

### *Offsetting of financial instruments*

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

## **15 Impairment of financial assets**

All financial assets except for those at FVTPL are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets.

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets carried at amortised cost.

ECL is the weighted average of difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate, with the respective risks of default occurring as the weights. When estimating the cash flows, the Group is required to consider –

- All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### *Trade receivables*

For debtors that are not past due – The Group applies approach permitted by Ind AS 109 Financial Instruments, which requires lifetime expected credit losses to be recognised upon initial recognition of receivables. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument.



## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

Life time expected credit losses are assessed and accounted based on Group's historical counter party default rates and forecast of macro-economic factors, by dividing receivables that are not considered to be individually significant by reference to the business segment of the counter party and other shared credit risk characteristics to evaluate the expected credit loss. The expected credit loss estimate is then based on recent historical counter party default rates for each identified segment.

The Group defines default as an event when the financial asset is past due for more than 365 days and also considering various factors like specific communication with the concerned debtor, internal assessment of the Group etc. This definition is based on management's expectation of the time period beyond which if a receivable is outstanding, it is an objective evidence of impairment.

For debtors considered past due – an enhancement in the accrual done for expected credit loss on individually significant receivables is made to recognise any additional expected credit loss on amount recoverable. The Group writes off trade receivables after it is established beyond doubt that the account is uncollectible. Financial assets that are written-off are still subject to enforcement activity by the Group.

### *Other financial assets*

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If the credit risk has not increased significantly since initial recognition, the Group measures the loss allowance at an amount equal to 12-month expected credit losses, else at an amount equal to the lifetime expected credit losses.

When making this assessment, the Group uses the change in the risk of a default occurring over the expected life of the financial asset. To make that assessment, the Group compares the risk of a default occurring on the financial asset as at the balance sheet date with the risk of a default occurring on the financial asset as at the date of initial recognition and considers reasonable and supportable information, that is available without undue cost or effort, that is indicative of significant increases in credit risk since initial recognition. The Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the balance sheet date.

## 16 Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial results are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

**17 Impairment of non-financial assets**

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level.

At each reporting date, the Group assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Group estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed which is the higher of fair value less costs of disposal and value-in-use and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost. Impairment losses previously recognised are accordingly reversed in the statement of profit and loss.

To determine value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Group's latest approved budget, adjusted as necessary to exclude the effects of future re-organisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect current market assessment of the time value of money and asset-specific risk factors.

**18 Income taxes***Current Income Tax*

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted in India, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

*Deferred tax*

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date. The carrying amount of deferred tax assets are reviewed at each balance sheet date and derecognized to the extent it is no longer probable that sufficient future taxable profits will be available against which such deferred tax assets can be realized.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax ('MAT') credit is recognized as an asset only when and to the extent it is probable that the Group will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset, the said asset is created by way of a credit to the Statement of profit and loss and presented as MAT credit entitlement. The Group reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not probable that the Group will pay normal income tax during the specified period.

**19 Exceptional items**

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group is such that its disclosure improves the understanding of the performance of the Group. Such income or expense is classified as an exceptional item and accordingly, disclosed in the notes to the financial statements.

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### E. Significant management judgement in applying accounting policies and estimation uncertainty

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Group's accounting policies and that may have the most significant effect on the amounts recognised in the financial statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**Allowance for expected credit losses** – The allowance for expected credit losses reflects management's estimate of losses inherent in its credit portfolio. This allowance is based on Group's estimate of the losses to be incurred, which derives from past experience with similar receivables, current and historical past due amounts, write-offs and collections, the careful monitoring of portfolio credit quality and current and projected economic and market conditions. Should the present economic and financial situation persist or even worsen, there could be a further deterioration in the financial situation of the Group's debtors compared to that already taken into consideration in calculating the allowances recognised in the financial statements.

**Evaluation of indicators for impairment of assets** - The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

**Useful lives of depreciable/amortisable assets** – Management reviews its estimate of the useful lives of depreciable/amortisable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of Group's plant and equipment.

**Defined benefit obligation (DBO)** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Recognition of deferred tax assets** - The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

**Provisions** – At each balance sheet date basis the management judgment, changes in facts and legal aspects, the Group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

**Allowance for obsolete and slow-moving inventory** - The allowance for obsolete and slow-moving inventory reflects management's estimate of the expected loss in value, and has been determined on the basis of past experience and historical and expected future trends in the used vehicle market. A worsening of the economic and financial situation could cause a further deterioration in conditions in the used vehicle market compared to that taken into consideration in calculating the allowances recognized in the financial statements.

**Contingent liabilities** – The Group is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Group often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

**Fair value measurement of financial instruments** - Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument.

### F. Standards issued but not yet effective

#### Ind AS 116 - Leases

Ind AS 116, Leases, will take effect from financial year beginning on 1 April 2019. This standard requires lessees to adopt a single lease accounting model with most leases recognised in balance sheets to reflect the rights to use the leased assets and the associated obligations for lease payments. Recognition exemptions for low value assets and short term leases can be applied. The standard continues to adopt dual accounting lease model for lessor accounting. The Group plans to apply Ind AS 116 prospectively. The Group is currently in the process of assessing the impact of adoption of this standard, which is expected to be significant.

## JINDAL STAINLESS LIMITED

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

### Ind AS 12 - Appendix C, Uncertainty over Income Tax Treatments:

On 30 March 2019, MCA has notified Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments which is to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates.

The interpretation is effective for annual reporting periods beginning on or after 01 April 2019. The Group is evaluating the impact of this amendment on its financial statements.

### Amendment to Ind AS 12 – Income taxes

On 30 March 2019, MCA issued amendments to the guidance in Ind AS 12, 'Income Taxes', in connection with accounting for dividend distribution taxes. The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

The interpretation is effective for annual reporting periods beginning on or after 01 April 2019. The Group is evaluating the impact of this amendment on its financial statements.

### Amendment to Ind AS 19 – Plan amendment, curtailment or settlement

On 30 March 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements requiring an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling.

The interpretation is effective for annual reporting periods beginning on or after 01 April 2019. The Group is evaluating the impact of this amendment on its financial statements.

### Amendments to Ind 23 Borrowing Costs:

The amendments clarify that an entity treats as part of general borrowings any borrowing originally made to develop a qualifying asset when substantially all of the activities necessary to prepare that asset for its intended use or sale are complete.

An entity applies those amendments to borrowing costs incurred on or after the beginning of the annual reporting period in which the entity first applies those amendments. An entity applies those amendments for annual reporting periods beginning on or after 01 April 2019, with early application permitted. The Group does not expect any effect of this amendment on its financial statements.

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

(iii)	Reconciliation of summarised financial Information to the carrying amount of the interest in the associates recognised in the consolidated financial statements:		
		As at 31 March 2019	As at 31 March 2018
	Particulars		
	Opening net assets	160.08	40.93
	Add: Profit during the year	40.11	57.17
	Add: Other comprehensive income during the year	0.02	61.98
	Closing net assets	200.21	160.08
	Less: Instruments entirely equity in nature *	17.62	17.62
	Closing net assets available for equity holders	182.59	142.46
	Group's share in %	26.00	26.00
	Group's share in ₹	47.47	37.04
	Share of profit due to change in shareholding	13.38	13.38
	Investment in 10 % Non-cumulative non-convertible redeemable preference shares (equity portion)	79.31	79.31
	Carrying value of investment accounted for using equity method	140.16	129.73
	* Instruments entire equity in nature includes non-cumulative compulsory convertible preference shares issued to Jindal Stainless Limited.		

**JINDAL STAINLESS LIMITED**

Summary of significant accounting policies and other explanatory information to consolidated financial statement for the year ended 31 March 2019  
(All amount in ₹ crores, unless otherwise stated)

III	Immaterial interest in associate: Jindal Stainless Corporate Management Services Private Limited, an associate that is immaterial to the parent	As at 31 March 2019	As at 31 March 2018
	Aggregate carrying amount of individually immaterial associate	2.92	1.22
	Group share in:		
	Profit for the year	1.81	0.91
	Other comprehensive income	(0.09)	(0.20)
	Total comprehensive income	1.72	0.71
51	Loss of control in subsidiary Company		
	On 11 December 2018, one of the subsidiary company of the Group, Jindal UK Limited was liquidated. The resultant gain / loss on liquidation of the subsidiary company has been included in consolidated financial statements. The carrying amount of assets and liabilities on the date of liquidation, profit/loss on disposal and net cash inflow from disposal are set below.		
A	Carrying amount of subsidiary assets and liabilities		
	Assets		
	Cash and cash equivalents		1.17
	Current tax assets (net)		0.08
	Other current assets		0.14
	Total assets		1.39
	Total liabilities		-
	Net assets		1.39
B	Computation of gain on loss of control on account of liquidation of subsidiary Company		
	Group stake in subsidiary on date of liquidation		1.39
	Total consideration received in cash		1.41
	Net gain on disposal *		0.02
	* The aforementioned gain on disposal is recognised as "Gain on disposal of investments (net)" under the head other income		

This is the summary of significant accounting policies and other explanatory information referred in our report of even date.	For and on behalf of the Board of Directors	
For Walker Chandiok & Co LLP Chartered Accountants FRN 001076N/N500013	Ratan Jindal Chairman and Managing Director DIN: 00054026	Tarun Kumar Khulbe Whole Time Director DIN: 07302532
Siddharth Talwar Partner	Anurag Mantri Chief Financial Officer	Navneet Raghuvanshi Company Secretary
Place: New Delhi		
Date: 20 May 2019		

**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 in ₹	Exchange Rate in ₹	Share Capital	Other Equity	Total Assets	Total Liabilities	Investment	Turnover (Gross)	Profit/(Loss) before Taxation (Including Other Comprehensive Income)	Provision for Taxation	Profit/(Loss) after Taxation (Including Other Comprehensive Income)	Proposed Dividend	% of Share holding
PT. Jindal Stainless Indonesia	31-Mar-19	USD	69.15	86.44	6.17	669.72	577.10	-	990.56	-28.26	-6.24	-22.02	-	99.999%
Jindal Park Limited	31-Mar-19	INR	1.00	0.05	-	0.05	-	-	-	-	-	-	-	100.00%
Jindal Stainless FZE	31-Mar-19	AED	18.82	11.29	4.99	60.55	44.27	-	21.91	-13.96	-	-13.96	-	100.00%
JSL Group Holdings Pte Limited	31-Mar-19	USD	69.15	31.12	-1.20	31.12	1.20	-	-	0.02	-	0.02	-	100.00%
Iberjindal S.L	31-Mar-19	EURO	77.57	7.76	20.30	212.77	184.71	-	427.20	10.81	2.73	8.08	-	65.00%

Name of Associate	Latest audited Balance Sheet Date	Shares of Associate held by the company on the year end					Profit/Loss for the year (including Other Comprehensive Income)				
		No.	Amount of Investment in Associate	Extend of Holding%	Net worth attributable to shareholding as per latest audited Balance Sheet	Considered in Consolidation	Not Considered in Consolidation	Description of how there is significant influence	Reason why the Associate is not consolidated		
Jindal Stainless Corporate Management Services Private Limited	31-Mar-19	5,000	0.01	50%	2.92	1.71	1.71	% Holding	NA		
Jindal Coke Ltd	31-Mar-19	8,432,372	8.43	26%	52.05	10.43	29.70	% Holding	NA		
Jindal United Steel Ltd	31-Mar-19	58,166,145	58.17	26%	88.54	-	-	% Holding	NA		

**Note:**

i) Joint Ventures (a) MJSL 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.

PLACE: New Delhi DATED: 20 <sup>th</sup> May, 2019	ABHYUDAY JINDAL Managing Director	TARUN KUMAR KHULBE Whole Time Director	ANURAG MANTRI Chief Financial Officer
---	--------------------------------------	---	--

**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 - 110066  
Email Id. for Investors: [investorcare@jindalstainless.com](mailto:investorcare@jindalstainless.com)  
Website: [www.jislstainless.com](http://www.jislstainless.com)

### E-COMMUNICATION REGISTRATION FORM

To,  
Link Intime India Private Limited  
[Unit: Jindal Stainless Limited]  
Noble Heights, 1st Floor, Plot NH 2  
C-1 Block LSC, Near Savitri Market  
Janakpuri, New Delhi – 110058  
Phone No.: (011) 41410592/93/94  
Fax No.: (011) 41410591  
Email: [delhi@linkintime.co.in](mailto: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 21<sup>st</sup> April, 2011. Please register my e-mail ID as given below, in your records, for sending the communications:

Folio No. / DP ID & Client No.: .....

Name of 1st Registered Holder: .....

Name of Joint Holder(s), if any: .....

Registered Address of the Sole/1<sup>st</sup> 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]

Name of the Company: Jindal Stainless Limited

(CIN: L26922HR1980PLC010901)

Registered office: O.P. Jindal Marg, Hisar – 125005, Haryana

Name of the members(s):	
Registered address:	
Email Id:	
Folio No./Client Id:	
DP ID:	

I / We, being the member(s) of ..... shares 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.....,or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company, to be held  
on the 4<sup>th</sup> day of September, 2019 at 12.00 Noon. at Registered Office of the Company at O.P. Jindal Marg, Hisar – 125005, Haryana and at  
any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolution	For	Against
1.	To receive, consider and adopt: (a) the audited standalone financial statements of the Company for the financial year ended on 31 <sup>st</sup> March, 2019, 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 31 <sup>st</sup> March, 2019 and the Report of the Auditors thereon.		
2.	To appoint a Director in place of Mr. Abhyuday Jindal (DIN: 07290474), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	Re-appointment of Mr. Ratan Jindal (DIN: 00054026) as Chairman and Managing Director of the Company.		
4.	Ratification of remuneration to be paid to M/s Ramanath Iyer & Co., Cost Accountants, as Cost Auditors of the Company, for the financial year 2019-20.		
5.	Authority to enter into material related party contracts / arrangements / transactions		
6.	Re-appointment of Mr. Suman Jyoti Khaitan (DIN: 00023370) as an Independent Director for a second term of three consecutive years.		
7.	Appointment of Mr. Jayaram Eswaran (DIN: 02241192) as an Independent Director of the Company		
8.	Issue of 80,12,940 Equity Shares on a preferential basis		
9.	Authority to raise funds upto an aggregate amount of Rs. 1,200 (Rupees One Thousand Two Hundred Crore only) by issue of fresh securities of the Company.		

Signed this.....day of ....., 2019

Affix Revenue

Stamp

.....

.....

Signature of shareholders

Signature of proxy holders(s)

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.

**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.: investorcare@jindalstainless.com; Website: www.jslstainless.com

**ATTENDANCE SLIP**

Sr. No.

Name and Address of the Shareholder(s):
Registered Folio / DP ID & Client ID:
Number of Shares held:

I/We hereby record my/our presence at the 39<sup>th</sup> Annual General Meeting of the Company at its Registered Office at O.P. Jindal Marg, Hisar -125005 (Haryana) on Wednesday, the 4<sup>th</sup> day of September, 2019 at 12:00 Noon.

Signature of Shareholder / Proxy Present: .....

Note:

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.

**PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL**

**ELECTRONIC VOTING PARTICULARS**

(EVSN) E Voting Sequence Number	USER ID	* Sequence Number

\* Applicable to those members who have not updated their PAN with the Company / Depository Participant



**Venue of the Annual General Meeting**  
**Jindal Stainless Limited, O.P. Jindal Marg, Hisar- 125005, Haryana**



## **CORPORATE OFFICE**

Jindal Centre  
12, Bhikaiji Cama Place, New Delhi - 110066, India  
Phone : +91 - 011 - 26188345 - 60  
Fax : +91 - 011 - 26170691, 26161271  
Email : [info@jindalstainless.com](mailto:info@jindalstainless.com)  
Websites: [www.jindalstainless.com](http://www.jindalstainless.com), [www.jslstainless.com](http://www.jslstainless.com)

## **REGISTERED OFFICE**

O.P. Jindal Marg,  
Hisar - 125 005 (Haryana), India  
Phone : 01662 - 222471-83  
Fax : 01662 - 220499  
Email : [info@jindalstainless.com](mailto:info@jindalstainless.com)  
Email for Investors : [investorcare@jindalstainless.com](mailto:investorcare@jindalstainless.com)

## **MANUFACTURING FACILITIES**

ODISHA  
Kalinga Nagar Industrial Complex, Duburi  
Dist. Jajpur - 755 026, Odisha, India  
Phone : +91 - 6726 - 266031 - 33  
Fax : +91 - 6726 - 266006  
Email : [info@jindalstainless.com](mailto:info@jindalstainless.com)

INDONESIA  
PT. Jindal Stainless Indonesia,  
Kawasan Industry Maspion, Maspion Unit-V  
Desa Sukomylo-Manyar, Gresik - 61151, Surabaya  
Jawa Timur - Indonesia  
Phone : +62 31 3959588  
Fax : +62 31 3959666  
Email : [info.indonesia@jindalstainless.com](mailto:info.indonesia@jindalstainless.com)



*Shaping a Stainless World*