

JSW HOLDINGS LIMITED

CIN: L67120MH2001PLC217751

Regd Office: Village: Vasind, Taluka: Shahapur, District Thane – 421604

Phone: 02527-220 022/25; Fax: 02527-220020/84.

POSTAL BALLOT FORM

Postal Ballot No.

1) Name and Registered address of :
the sole/ first named member

2) Name of the Joint Holder(s), if any :

3) Registered Folio no. / DP ID No./ :
Client ID No.

4) Number of shares :

I/We hereby exercise my/our vote in respect of the following Special Resolutions to be passed through Postal Ballot /e-voting, by conveying my /our assent or dissent to the said Resolutions by placing tick (√) mark in the appropriate box below:

Item No.	Description of Resolutions	No. of Shares for which votes cast	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Approval of "JSWHL Employees' Stock Ownership Plan, 2016"			
2.	Authorization to ESOP Trust for acquisition of equity shares from secondary market and granting of loan to ESOP Trust			

Place :

Date :

(Signature of the Member)

The electronic voting particulars are set out as below:

The e-voting facility is available at the link <https://www.evoting.nsdl.com>

EVEN (E-Voting Event Number)	USER ID	PASSWORD /PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
Monday, February 22, 2016 (9.00 a.m.)	Tuesday, March 22, 2016 (05.00 p.m.)

Notes:

1. Please read the instructions printed below carefully before filling this Form and for e-voting.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Tuesday, March 22, 2016 up to 05:00 p.m.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.

2. PROCESS FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Sunil Agarwal of Sunil Agarwal & Co., Practicing Company Secretaries, at Sharepro Services (India) Pvt. Ltd. 13AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri - Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072 in the enclosed postage prepaid self-addressed envelope. Postal Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) Completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours i.e at 5.00 p.m. on Tuesday, March 22, 2016. Postal Ballot Forms received after this date will be considered invalid.
- f) Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- g) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars- Sharepro Services (India) Pvt. Ltd. 13AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Andheri - Kurla Road, Sakinaka, Andheri (E), Mumbai – 400 072 or to the e-mail ID indira@shareproservices.com. Duly completed and signed duplicate Postal Ballot Forms should, however, reach the Scrutinizer not later than the close of working hours on Tuesday, March 22, 2016.
- h) Members are requested to send resolution/authority as mentioned above along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

3. PROCESS FOR MEMBERS OPTING FOR E-VOTING

A. In case of Members receiving Postal Ballot Notice and Form by E-mail:

- i. Open email and open PDF file viz; "JSW Holdings-e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and Password/PIN for e-voting. Please note that the password is an initial password.
- ii. Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>.
- iii. Click on Shareholders – Login.
- iv. Enter the login credentials (i.e. **User ID and Password**). Your DP ID-Client ID /Folio No. will be your User ID. However, if you are already registered with NSDL for e-voting, you can use your existing User ID and password for casting your vote.
- v. You will now reach password change Menu wherein you are required to mandatorily change your password with minimum 8 digits/characters or combination thereof. You can also update your mobile number, email-id, etc., which may be used for future communications. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- vii. On successful login, the system will prompt you to select the "EVEN" of "JSW Holdings Limited".
- viii. Shareholders holding multiple demat accounts /folios shall choose the voting process separately for each demat accounts/folios.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution.**
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: sunilcs_mumbai@rediffmail.com or agarwalcs_mumbai@yahoo.in with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format "JSW Holdings Limited, Postal Ballot 2016".

B. In case of Members receiving Postal Ballot Notice & Form by Post:

- i. **User ID and initial password** as provided above.
- ii. Please follow all steps from Sr. No. (ii) to (xii) as mentioned in (A) above, to cast your vote.
 - **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**
 - In case of any query pertaining to e-voting, please visit Help, FAQ's and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com. You can also send your queries at evoting@nsdl.co.in.