

Notice

NOTICE is hereby given that the Twenty Third Annual General Meeting of the Members of JSW Energy Limited will be held at Yashwantrao Chavan Pratisthan, Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400021 on Thursday, 13th July, 2017 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. Adoption of the annual audited Financial Statement and Reports thereon

To receive, consider and adopt:

- a. the audited Financial Statement of the Company for the financial year ended 31st March, 2017, together with the reports of the Board of Directors and the Auditors thereon.
- b. the audited Consolidated Financial Statement of the Company and its subsidiaries for the financial year ended 31st March, 2017, together with the report of the Auditors thereon.

2. Declaration of Dividend

To declare a dividend on Equity Shares.

The Board of Directors has recommended a dividend of ₹ 0.50 (i.e. 5%) per Equity Share of ₹ 10.

3. Appointment of a Director in place of one retiring by rotation

To appoint a Director in place of Mr. Nirmal Kumar Jain (DIN: 00019442) who retires by rotation and, being eligible, offers himself for re-appointment.

4. Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 140 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof and pursuant to the recommendation of the Audit Committee and the Board of Directors, Deloitte Haskins & Sells LLP, Chartered Accountants, Firm Registration No. 117366W/W-100018, be and are hereby appointed

as the Statutory Auditors of the Company, to hold office from the conclusion of this 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting of the Company (subject to ratification of their appointment by Members at every intervening Annual General Meeting) at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. Appointment of Mr. Prashant Jain as a Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mr. Prashant Jain (DIN: 01281621), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 16th June, 2017 and who holds office up to date of this 23rd Annual General Meeting of the Company in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 from a Member proposing Mr. Jain’s candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. Appointment of Mr. Prashant Jain as a Whole-time Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V to the Act, including any statutory modification(s) or re-enactment thereof, consent of the Members be and is hereby accorded to the appointment of Mr. Prashant Jain (DIN: 01281621) as a Whole-time Director of the Company designated as ‘Joint Managing Director and Chief Executive Officer’ of the Company for a



period of 5 years with effect from 16th June, 2017, on the terms and conditions as set out in the Explanatory Statement.”

7. Appointment of Mr. Uday Chitale as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Mr. Uday Chitale (DIN: 00043268) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd July, 2016, and who holds office up to the date of this 23rd Annual General Meeting in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 from a Member proposing Mr. Chitale’s candidature for the office of Director, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, Mr. Chitale, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years from 22nd July, 2016 to 21st July, 2021.”

8. Appointment of Ms. Tanvi Shete as a Non-Executive Director
To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, Ms. Tanvi Shete (DIN: 07565435), who was

appointed by the Board of Directors as an Additional Director of the Company with effect from 22nd July, 2016, and who holds office up to date of this 23rd Annual General Meeting of the Company in terms of Section 161 of the Act and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing along with a deposit of ₹ 1,00,000 from a Member proposing Ms. Shete’s candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. Ratification of the remuneration of Cost Auditor

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

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof, the remuneration of ₹ 1,50,000 plus service tax as applicable and reimbursement of actual travel and out of pocket expenses as approved by the Board of Directors of the Company, to be paid to S. R. Bhargave & Co., Cost Accountants, for the conduct of the audit of the cost accounting records of the Company, for the financial year ending 31st March, 2018, be and is hereby ratified and confirmed.”

10. Approval for Material Related Party Transactions with JSW International Tradecorp Pte. Limited

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

“RESOLVED THAT subject to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, consent of the Members be and is hereby accorded for the Company to enter into various transactions for procuring imported thermal coal in the ordinary course of its business for an aggregate value of ₹ 9,000 Crore (Rupees Nine Thousand Crore) over a period of 36 months starting from 1st April, 2017 with JSW International Tradecorp Pte. Limited, Singapore, a JSW group company, on such terms and conditions on arm’s length basis, as may be agreed to by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts,

deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this Resolution.”

11. Approval for Material Related Party Transactions with JSW Steel limited

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

“RESOLVED THAT subject to the provisions of Section 177 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder and Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof, consent of the Members be and is hereby accorded for the Company to enter into various transactions in the ordinary course of its business with JSW Steel Limited, a Promoter group company, for an aggregate value of ₹ 8,000 Crore (Rupees Eight Thousand Crore) over a period of 36 months starting from 1st April, 2017, on such terms and conditions on arm’s length basis, as may be agreed to by the Board of Directors.

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

12. Issue of Non-Convertible Debentures, etc.

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, including any statutory modification(s) or re-enactment thereof, and subject to applicable Regulations, Rules and Guidelines prescribed by the Securities and Exchange Board of India and subject to the provisions of the Memorandum and Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee(s) constituted / to be constituted by the Board to exercise the powers conferred on the Board by this Resolution), for making offer(s) or invitation(s) to subscribe to secured / unsecured, redeemable non-convertible debentures, in one or more tranches, aggregating to ₹ 5,000 Crore

(Rupees Five Thousand Crore) during the year, on a private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to timing of the issue, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.

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

13. Issue of Equity Shares, etc.

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

“RESOLVED THAT in supersession of the Special Resolution passed by the Members of the Company at the 22nd Annual General Meeting held on 21st July, 2016 and pursuant to the provisions of Sections 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) and the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment thereof, all other applicable Laws and Regulations including the Foreign Exchange Management Act, 1999 (“FEMA”), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 including any statutory modification(s) or re-enactment thereof, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993, as amended and modified from time to time, the Depository Receipts Scheme, 2014 and such other Statutes, Notifications, Clarifications, Circulars, Guidelines, Rules and Regulations as may be applicable, as amended from time to time, issued by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the “SEBI Regulations”), Stock Exchanges and any other appropriate authorities, whether in India or abroad to the extent applicable and in accordance with the enabling provisions in the Memorandum and Articles of Association of the Company and / or stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”) and subject to such



approvals, consents, permissions and sanctions, **if any, of the GOI, SEBI, RBI, Stock Exchanges** and any other relevant statutory / governmental authority (the "Relevant Authorities") as may be required and applicable and further subject to such terms and conditions as may be prescribed or imposed by any of the Relevant Authorities while granting such approvals, consents, permissions and sanctions as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee(s) constituted / to be constituted by **the Board to exercise the powers conferred on the Board** by this Resolution) to create, issue, offer and allot (including with provisions for reservation **on firm and / or competitive basis, of such part** of issue and for such categories of persons as may be permitted), such number of equity shares of the Company (the "Equity Shares") and / or Equity Shares through depository receipts including American Depository Receipts ("ADRs"), Global Depository Receipts ("GDRs") and / or Foreign Currency Convertible Bonds ("FCCBs"), Fully Convertible Debentures ("FCDs"), Partly Convertible Debentures ("PCDs"), Optionally Convertible Debentures ("OCDs"), Non-Convertible Debentures with warrants and / or other securities convertible into Equity Shares at a later date, at the option of the Company and / or the holder(s) of such securities or with or without detachable **warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency (collectively referred as "Securities") or any combination of Securities, as the Board at its sole discretion or in consultation with Underwriters, Merchant Bankers, Financial Advisors or Legal Advisors may at any time decide, by way of one or more public or private offerings in domestic and / or one or more international market(s), with or without a green shoe option, or issued / allotted through Qualified Institutional Placement ('QIP') in accordance with the SEBI Regulations, or by any one or more combinations of the above or otherwise and at such time or times and in one or more tranches, whether rupee denominated or denominated in foreign currency, at such price or prices, at market price or at a discount or premium to market price in terms of applicable regulations, to any eligible investors, including residents and / or non-residents and / or qualified institutional buyers and / or institutions / banks and / or incorporated bodies and / or individuals and / or trustees and /**

or stabilizing agent or otherwise, whether or not such investors are Members of the Company, as may be deemed appropriate by the Board and as permitted under applicable laws and regulations (the "Investors"), for an aggregate amount not **exceeding** 7,500 Crore (Rupees Seven Thousand Five Hundred Crore Only) on such terms and conditions and in such manner as the Board may in its sole discretion decide including the timing of the issue(s) / offering(s), the Investors to whom the Securities are to be issued, terms of issue, issue price, number of Securities to be issued, the **Stock Exchanges on which such Securities will be listed, finalization of allotment of the Securities** on the basis of the subscriptions received including details on face value, premium, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the ratio / number of Equity Shares to be allotted on redemption / **conversion, period of conversion, fixing of record date or book closure dates, etc.**, as the case may be applicable, prescribe any terms or a combination of terms in respect of the Securities in accordance with local and / or international practices including conditions in relation to offer, early redemption of Securities, debt service payments, voting rights, variation of price and all such terms as are provided in domestic and / or international offerings and any other matter in connection with, or incidental to the issue, in consultation with the Merchant Bankers or other Advisors or otherwise, **together with any amendments or modifications thereto ("the Issue").**

RESOLVED FURTHER THAT the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the Equity Shares to be allotted in terms of this Resolution shall rank pari passu in all respects **with the existing equity shares of the Company.**

RESOLVED FURTHER THAT if the Issue or any part thereof is made by way of a Qualified Institutional Placement (QIP) pursuant to Chapter VIII of the SEBI (ICDR) Regulations, the allotment of Securities (or any combination of the Securities **as decided by the Board**) shall be only to Qualified Institutional Buyers as defined under the SEBI Regulations, such Securities shall be fully paid up and the allotment of such Securities shall be completed within 12 months from the date of this Resolution or such other time as may be allowed under the SEBI (ICDR) Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula

provided under Chapter VIII of the SEBI (ICDR) Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI Regulations.

RESOLVED FURTHER THAT in the event of issue of Securities by way of a QIP in terms of Chapter VIII of the SEBI (ICDR) Regulations, the 'Relevant Date' shall mean the "Relevant Date" as defined under Regulation 81(c) of SEBI (ICDR) Regulations, on the basis of which the price of the Securities shall be determined as specified under SEBI (ICDR) Regulations, subject to any relevant provisions of applicable Laws, Rules and Regulations as amended from time to time, in relation to the proposed issue of the Specified Securities.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing of the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised Committee decides to open such issue after the date of this Resolution.

RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as ADRs or GDRs, the pricing of the Securities and the relevant date, if any, for the purpose of pricing of the Securities to be issued pursuant to such issue shall be determined in accordance with the provisions of applicable law including the provisions of the Depository Receipts Scheme, 2014, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and such other Notifications, Clarifications, Circulars, Guidelines, Rules and Regulations issued by Relevant Authorities (including any statutory modifications, amendments or re-enactment thereof).

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing Members;
- (c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (d) in the event of consolidation and / or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and / or involvement in such other event or circumstances which in the opinion of concerned Stock Exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevalent market practices in the capital markets including but not limited to the terms and conditions relating to variation of the price or period of conversion of the Securities into Equity Shares or for issue of additional Securities and such of these Securities to be issued, if not subscribed, may be disposed of by the Board, in such manner and / or on such terms including



offering or placing them with banks / financial institutions / mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable Laws, Rules and Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions and any issue, offer and allotment of Securities, the Board be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds, things and matters connected therewith, as it may, in its absolute discretion deem necessary, desirable or incidental thereto including without limitation to the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic and international markets and proportion thereof, timing for issuance of such Securities and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, the entering into and executing arrangements / agreements for managing, underwriting, marketing, listing of Securities, trading, appointment of Merchant Banker(s), Advisor(s), Registrar(s), Paying and Conversion Agent(s) and any other Advisors, Professionals, Intermediaries and all such Agencies as may be involved or concerned in such offerings of Securities and to issue and sign all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the issue and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and / or letter of offer and / or circular and / or Placement Document, documents and agreements including conducting all requisite filings with GOI, RBI, SEBI, Stock Exchanges, if required and any other Relevant Authority in India or outside, and to give such directions that may be necessary in regard to or in connection with any such issue, offer and allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, 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, and accordingly any such action, decision or direction of the Board shall be binding on all the Members of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and / or GDRs on the Stock Exchanges in India."

14. Authority to raise funds through Bonds

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 71 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014 made thereunder, the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004, the Foreign Exchange Management (Borrowing or Lending in Foreign Exchange) Regulations, 2000, the External Commercial Borrowings Guidelines of the Reserve Bank of India ("RBI") as also of any other applicable Laws, Rules, Regulations and Guidelines (including any amendment thereto or re-enactment thereof) and the enabling provisions in the Memorandum and Articles of Association of the Company and the SEBI (Listing Obligation Disclosure Requirement), 2015 and in accordance with the Regulations and Guidelines issued by and subject to all such approvals, consents, permissions and sanctions of the Government of India, RBI, Securities and Exchange Board of India (SEBI) and all other appropriate and / or concerned authorities and subject to such conditions and modifications, as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include any committee(s), which the Board may have constituted or hereafter constitute in this behalf to exercise the powers conferred on the Board by this Resolution), which the Board be and is hereby authorised to accept, if it thinks fit in the interest of the Company, consent of the Company be and is hereby accorded to the Board to create, offer, issue, and allot such number of non-convertible bonds denominated in foreign currency or Indian currency ("Bonds"), for an aggregate sum of upto USD 750 Million

(United States Dollars Seven Hundred and Fifty Million only) or its equivalent in Indian or any other currency(ies), inclusive of such premium as may be determined by the Board, in the course of an international offering, in one or more foreign market(s), to all eligible investors including foreign / non-resident investors (whether Institutions / Incorporated Bodies / Mutual Funds / Trusts / Foreign Institutional Investors / Banks and / or otherwise, whether or not such investors are Members of the Company), through an offering circular and / or private placement basis or through such offerings as may be permitted in accordance with applicable law, at such time or times, in one or more tranches, at such price or prices, at a discount or a premium to market price in such manner and on such terms and conditions as may be deemed appropriate by the Board at the time of such issue or allotment considering the prevailing market conditions and other relevant factors, wherever necessary in consultation with the Lead Managers, Underwriters and Advisors.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid issue of Bonds in international offering may have all or any term or combination of terms or conditions in accordance with applicable regulations, prevalent market practices, including but not limited to the terms and conditions relating to payment of interest, premium on redemption at the option of the Company and / or holders of the Bonds.

RESOLVED FURTHER THAT the Board may enter into any arrangement with any Agency or Body for the issue of the Bonds, in registered or bearer form with such features and attributes as are prevalent in international markets for instruments of this nature and to provide for the tradability or free transferability thereof as per the prevailing practices and regulations in international capital market.

RESOLVED FURTHER THAT subject to applicable law, the Bonds issued in international offering(s) shall be deemed to have been made abroad and / or in the International Market and / or at the place of issue of the Bonds and shall be governed by the applicable laws.

RESOLVED FURTHER THAT the Board be and is hereby authorised to dispose of such Bonds as are to be issued and are not subscribed on such terms and conditions as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint such Consultants, Lead Managers, Underwriters, Guarantors, Depositories, Custodians, Registrars, Trustees, Bankers, Solicitors, Lawyers, Merchant Bankers and any such Agencies and Intermediaries as may be involved or concerned in such offerings of Bonds and to remunerate all such agencies by way of commission, brokerage, fees or the like, and to enter into or execute agreements / arrangements with any such agency or intermediary and also to seek the listing of such Bonds in one or more Stock Exchanges and the admission of the Bonds in Depositories outside India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise the mode, terms and timing of the issue(s) including the class of investors to whom the Bonds are to be offered, issued and allotted, to the exclusion of all other categories of investors, the number of Bonds to be allotted in each tranche, issue price, face value, premium amounts on issue / redemptions of the Bonds, rates of interest, period as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of Bonds, as described herein above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may at its absolute discretion deem necessary or desirable."

By order of the Board of Directors
JSW Energy Limited



Monica Chopra
Company Secretary

Registered Office:
JSW Energy Limited
JSW Centre
Bandra Kurla Complex
Bandra (East)
Mumbai – 400051

Mumbai
13th June, 2017

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business given in the Notice is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as Proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as a Proxy and such person cannot act as a Proxy for any other person or Member.
3. The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxies submitted on behalf of companies, societies etc., must be supported by an appropriate resolution / authority, as applicable.
4. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a duly certified copy of the resolution authorizing their representatives to attend and vote on their behalf at the meeting.
5. Route map giving directions to the venue of the meeting is annexed to the Notice.
6. The business set out in the Notice will be transacted inter alia through remote e-voting system, the facility of which is being provided by the Company.

Instructions and other information relating to e-voting are given in this Notice. The communication relating to remote e-voting which would contain details about User ID and password is sent along with the Notice.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Members / Proxies are requested to bring the Attendance Slip duly filled in for attending the meeting.
9. Members who hold Shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold Shares in physical form are requested to write their Folio number in the Attendance Slip for attending the meeting to facilitate identification of membership at the meeting.
10. (a) The Company has notified closure of Register of Members and Share Transfer Books from Tuesday, 4th July, 2017 to Thursday, 13th July, 2017 (both days inclusive) for determining the names of the Members eligible for dividend on Equity Shares, if declared at the Meeting.

(b) The dividend on Equity Shares, if declared at the Meeting, will be paid on or before Friday, 11th August, 2017; in respect of the shares held in dematerialized form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as at the close of business hours on Monday, 3rd July, 2017 and to those Members who hold shares in physical form and whose names appear on the Company's Register of Members as on Thursday, 13th July, 2017 .
11. The provisions of the Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), are applicable to the Company. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2009-10, as on the last date of the 22nd Annual General Meeting held on 21st July, 2016, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.jsw.in.
12. Pursuant to the provisions of Section 124 of the Companies Act, 2013, the amount of refund / dividend remaining unpaid or unclaimed for a period of 7 years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Accordingly, unpaid or unclaimed amount in respect of the IPO Refund Account has been duly transferred to the IEPF.

13. Members who have not en-cashed the dividend **from the financial year 2009-10, are requested to contact the Company's Registrar and Share Transfer Agent – Karvy Computershare Private Limited, at the earliest.**
14. Members are requested to note that Shares on which dividend remains unpaid or unclaimed for 7 consecutive years, will be transferred to the IEPF as per Section 124 of the Companies Act, 2013 and the relevant Rules thereunder.
15. Members holding Shares in electronic form may note that the bank particulars registered against their respective Depository Accounts will be used by the Company for payment of dividend. Members who wish to change their bank accounts may advise their respective Depository Participants (DPs) about such change. The Company or its Registrar and Share Transfer Agent cannot act on any direct request from such Members for change / deletion of such bank details.
- Members holding Shares in physical form are requested to send their NECS Mandate Form in the format available for download on the **Company's website www.jsw.in duly filled in**, to the Registrar and Share Transfer Agent of the Company i.e. Karvy Computershare Private Limited. In order to provide protection against fraudulent encashment of dividend warrants, Members holding Shares in physical form are requested to intimate the Company under the signature of the Sole / First joint holder, the following information which will be used by the Company for dividend payments:
- I. Name of Sole / First joint holder and Folio No.
 - II. Particulars of Bank account viz:
 - i. Name of the Bank.
 - ii. Name of Branch.
 - iii. Bank Account number allotted by the Bank.
 - iv. Nine Digits MICR code of Bank.
 - v. Account Type, whether Savings Bank (SB) or Current Account (CA).
 - vi. Complete address of the Bank with Pin Code Number.
 - vii. Cancelled cheque leaf of the aforesaid Bank Account.
16. Members are requested to intimate the Registrar and Share Transfer Agents of the Company - Karvy Computershare Private Limited, Unit: JSW Energy Limited, Karvy Selenium Tower B, Plot. No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad –500032, immediately of any change in their address in respect of Equity Shares held in physical mode and to their DPs for Equity Shares held in dematerialized form.
17. **The Securities and Exchange Board of India (SEBI)** has mandated the 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 DPs. Members holding shares in physical form can submit their PAN details to the Company / Karvy.
18. Members who have not registered their e-mail address so far, are requested to register the same for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. All the documents referred to in the accompanying **Notice and Explanatory Statement are open for inspection at the Company's Registered Office at JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051** on all working days of the Company between 11.00 a.m. and 1.00 p.m. upto the date of the 23rd Annual General Meeting.
20. Members desirous of having any information regarding Accounts of the Company are requested to address their queries to the Vice President – **Accounts at the Company's Registered Office at JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400051** or e-mail the queries to jswel.investor@jsw.in with "Query on Accounts" in the subject line, atleast 7 days before the date of the meeting, so that requisite information is made available at the meeting.
21. Information and other instructions relating to remote e-voting are as under:
- i. In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is providing the facility to its Members holding shares as on Cut-off Date ["Cut-off Date" means a date not earlier than 7 days before the date of general meeting for determining the eligibility to vote by electronic means or in the general meeting], i.e. **Thursday, 6th July, 2017 to exercise their right to vote on Resolutions proposed to be passed in the meeting by electronic means.**



Members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting") Details of the process and manner of remote e-voting along with the User ID and Password is being sent to all the Members along with the Notice.

- ii. The facility for voting through voting paper shall be made available at the venue of the meeting and only the Members attending the meeting who have not cast their vote through remote e-voting shall be entitled to vote at the meeting.
- iii. Members who have cast their vote through remote e-voting may also attend the meeting but shall not be entitled to cast their vote again, at the meeting.
- iv. The Company has engaged the services of Karvy ("Karvy") as the Agency to provide e-voting facility.
- v. Voting rights of the Members shall be in proportion to their share of the paid up equity share capital of the Company, as on the Cut-off Date, i.e. Thursday, 6th July, 2017.
- vi. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date, i.e. Thursday, 6th July, 2017 only shall be entitled to avail the facility of remote e-voting / voting by electronic means or by voting paper at the meeting.
- vii. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: 9.00 a.m. (IST) on Monday, 10th July, 2017

End of remote e-voting : 5.00 p.m. (IST) on Wednesday, 12th July, 2017

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
- viii. The Board of Directors of the Company has appointed Mr. Shreyans Jain, Proprietor of Shreyans Jain & Co., Company Secretaries (Membership Number. FCS 9801), as a

Scrutinizer to scrutinize the remote e-voting and voting through electronic means / voting papers process in a fair and transparent manner and he has communicated his willingness to be appointed and will be present at the meeting for same purpose.

- ix. **Any person who becomes a Member of the Company** after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date i.e. Thursday, 6th July, 2017 may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: MYEPWD < space > E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399

Example for NSDL:
MYEPWD < SPACE > IN12345612345678

Example for CDSL :
MYEPWD < SPACE > 1402345612345678

Example for Physical:
MYEPWD < SPACE > XXXX1234567890
 - b) If e-mail address or mobile number of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1-800-3454-001 or send an e-mail request to evoting@karvy.com.

If the Member is already registered with Karvy e-voting platform, he can use his existing User ID and password for casting his vote through remote e-voting.

- x. **The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than three days of conclusion of the meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company**

- www.jsw.in and on the website of Karvy <https://evoting.karvy.com>. The results shall be communicated to the Stock Exchanges simultaneously.
- xi. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting, i.e. 13th July, 2017.
- xii. **Information and other instructions relating to remote e-voting are as under:**
- A. In case of Members receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]
- (i) Launch internet browser by typing the following URL for e-voting: <https://evoting.karvy.com/>
- (ii) Enter the login credentials i.e., USER ID and password mentioned. Your Folio No / DP ID / Client ID will be your USER ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- Enter the verification code (Captcha) i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.
- (iii) After entering the details appropriately, click on LOGIN.
- (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- (v) Login again with the new credentials.
- (vi) On successful login, system will prompt to select the 'EVEN' (E-voting Event Number) i.e., the Company's name 'JSW Energy Limited'.
- (vii) On the voting page, you will see the 'Resolution Description' and against the same, the option 'FOR / AGAINST / ABSTAIN' from voting.
- (viii) Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR / AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast his / her vote, select 'ABSTAIN' and the shares will not be counted under either head.
- (ix) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- (x) 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.
- (xi) 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 click on 'CANCEL' to modify your vote.
- (xii) Once you 'CONFIRM' your vote on the Resolution, 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(s).

(xiii) **Corporate / Institutional Members** (other than Individuals, HUF, NRI, etc) are required to send a scanned **certified true copy (PDF format)** of the relevant Board Resolution / Power of Attorney / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer's E-mail ID: shreyanscs@gmail.com with a copy to evoting@karvy.com and jswel.investor@jsw.in.

- B. In case of Members receiving physical copy of the Notice by post [for Members whose email IDs are not registered with the Depository Participant(s) / Company]:
1. User ID and initial Password as provided.
 2. Please follow all steps from Sr. **No. (i) to (xiii) as mentioned in (A)** above, to cast your vote.
- C. 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.
- D. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the download section of <https://evoting.karvy.com> or contact Mr. Varghese P A of Karvy at 040-67161500 or at 1800 345 4001 (toll free).
22. As a green initiative, copies of Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copy to the meeting.
23. The Annual Report for FY 2016-2017 of the Company circulated to the Members of the Company is available on the Company's website at www.jsw.in.

24. Item No. 4 of the Notice

Appointment of Statutory Auditors

As per Section 139(2) of the Companies Act, 2013 (hereinafter referred to as 'the Act') which has come into effect from 1st April 2014, a listed company cannot appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years each. An audit firm which has completed the two terms is not eligible for **reappointment as auditor of the Company for five years from the completion of such term.** Rule 6(3)(i) of the Companies (Audit and Auditors) Rules, 2014, provides that the period for which **the firm has held office as auditor prior to the commencement of the Act shall be taken into account for calculating the period of ten consecutive years.**

Every existing company is required to comply with the provisions of Section 139(2) of the Act not later than the date of the first Annual General Meeting of the company held after three years from the date of commencement of the Act i.e. 1st April, 2014.

Lodha & Co., Chartered Accountants, Mumbai, have been the Statutory Auditors of the Company since 30th March, 1995, and were last appointed as the Statutory Auditors of the Company to hold **office till the conclusion of this 23rd Annual General Meeting.**

Lodha & Co., Chartered Accountants, have completed their term and tenure as envisaged in Section 139 of the Act making them ineligible for appointment as Statutory Auditors. Further, as per the Section 139 (1) of the Act, the **Statutory Auditors shall hold office from the conclusion of this 23rd Annual General Meeting till the conclusion of its 6th Annual General Meeting thereafter.** Such appointment shall be placed **before the Members for ratification at every intervening Annual General Meeting.**

The Audit Committee and the Board of Directors of Company at its meeting held on 28th April, 2017 and 29th April, 2017, respectively, have recommended to the Members the appointment of Deloitte Haskins & Sells LLP, as the Statutory Auditors of the Company for a period of 5 years from the conclusion of this 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting. The Company has received a **certificate under Section 141(3) of the Act read with Rule 10 of the Companies (Audit and Auditors) Rules, 2014 from Deloitte, Haskins & Sells LLP,**

Chartered Accountants, Mumbai, confirming their eligibility to be appointed as the Auditors of the Company and that they are free from any disqualifications and that they do not violate the limits as specified under the Act.

Consent of the Members is sought for the appointment of Deloitte Haskins & Sells LLP, as the Statutory Auditors of the Company for a period of 5 years, from the conclusion of this 23rd Annual General Meeting till the conclusion of the 28th Annual General Meeting at a remuneration to be determined by the Board of Directors.

Your Directors recommend the Resolution for approval by the Members.

None of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolution.

Statement pursuant to Section 102 (1) of the Companies Act, 2013

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Items No. 5 and 6

Based on the recommendation of the Compensation and Nomination & Remuneration Committee, the Board of Directors at its meeting held on 13th June, 2017, appointed Mr. Prashant Jain as an Additional Director of the Company with effect from 16th June, 2017 and he holds office upto the date of this 23rd Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013. At the same meeting, the Board of Directors appointed Mr. Prashant Jain as a Whole-time Director designated as 'Joint Managing Director and Chief Executive Officer' for a period of 5 years, subject to the approval of the Members.

Mr. Jain, aged about 45 years, is a Mechanical Engineer with over 2 decades of rich experience in the areas of Policy Advocacy, Corporate Strategy & Business Development, Domestic & International M&A, Information Technology & Digitization, Investor Relations, Corporate & Regulatory Affairs. Mr. Jain is a persuasive professional with strong techno-commercial acumen and a proven proficiency in executing key business initiatives and strategies across businesses within JSW group. As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume is furnished and forms a part of this Notice.

Mr. Jain has conveyed his consent to act as a Director of the Company and made the necessary disclosures and declarations. The Company has received a notice in writing from a Member proposing the candidature of Mr. Jain for the office of Director of the Company along with a deposit of the requisite amount under Section 160 of the Companies Act, 2013. Mr. Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The present terms and conditions of appointment of Mr. Jain, as approved by the Board of Directors upon recommendation of the Compensation and Nomination & Remuneration Committee, are as under:

1. Remuneration:

- i) Remuneration of Mr. Jain will be so fixed by the Board of Directors from time to time after taking into account the recommendations of the Compensation and Nomination & Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances like furnished accommodation or house rent allowance in lieu thereof; house maintenance allowance together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; bonus; performance incentive; ESOPs; reimbursement of expenses incurred for travelling, boarding and lodging during business trips, entertainment expenses actually and properly incurred for the Company's business, medical reimbursement, club fees and leave travel concession for himself and his family, medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Jain shall not exceed the overall ceiling on remuneration approved by the Members in General Meeting. Your Directors have recommended a ceiling on remuneration of ` 50,00,000/- (Rupees Fifty Lakh) per month.
- ii) For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Act, 1961



wherever applicable. In the absence of any such Act, perquisites shall be evaluated at actual cost.

- iii) Subject to the overall limits on managerial remuneration prescribed under the Companies Act, 2013, the perquisite value computed in terms of **the Income Tax Act, 1961, upon exercise** by Mr. Jain of the options to be granted to him, shall not be included in the overall ceiling on remuneration payable to him.
- iv) Provision for use of the Company's **car for official duties and telephone at residence (including payment for local calls and long distance official calls)** shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- v) Company's contribution to Provident Fund and Superannuation or Annuity fund, to the extent these either singly or together are not taxable under the **Income Tax Act, 1961 gratuity payable** as per the rules of the Company and encashment of leave at the end of his tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- vi) Mr. Jain shall not be entitled to sitting fees for attending the meetings of the Board of Directors or any committee thereof.

2. Minimum Remuneration

Notwithstanding anything hereinabove, **where in any financial year during the** currency of Mr. Jain's tenure as a Whole-time Director, the Company has no profits or its profits are inadequate, the Company will pay the remuneration that he is then entitled to as Minimum Remuneration.

Your Directors recommend the Resolutions for approval by the Members.

Except Mr. Prashant Jain, none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolutions.

Item No. 7

Considering the recommendation of the Compensation and Nomination & Remuneration Committee, the Board of Directors at its meeting held on 18th July, 2016, appointed Mr. Chitale as an Additional Director of the Company effective **22nd July, 2016 and he holds office up to the date of** this 23rd Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act").

The Company has received a notice in writing from a Member under the provisions of Section 160 of the Act along with the requisite deposit proposing **the candidature of Mr. Chitale for the office of** Director. Mr. Chitale has informed the Company **that he is not disqualified from being appointed** as a Director in terms of Section 164 of the Act. Accordingly, it is proposed to appoint Mr. Chitale as a Director of the Company.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, his brief resume is furnished and forms a part of this Notice.

Mr. Chitale has given a declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Act and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board of Directors, Mr. Chitale **fulfils the conditions for his appointment as an Independent Director as specified in the Act and** the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Chitale is independent of the Management. Accordingly, it is proposed to appoint Mr. Chitale as an Independent Director for a term of 5 consecutive years from 22nd July, 2016 to 21st July, 2021, in terms of Section 149 and other applicable provisions of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Pursuant to the provisions of Section 149 (13) of the Act, Mr. Chitale will not be liable to retire by rotation. A copy of the draft letter of appointment of Mr. Chitale as an Independent Director stating the terms and conditions, is available for inspection by the Members at the **Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the** Company and the same is also available on the Company's website www.jsw.in.

As per Section 152 of the Act and the Rules thereunder, a Director can be appointed with the approval of the Members in the General Meeting. Accordingly, the approval of the Members is sought for the appointment of Mr. Chitale as an Independent Director.

The Board considers that the proposed appointment of Mr. Uday Chitale as a Director, given his vast experience and knowledge in diverse areas, will be in the best interest of the Company.

Your Directors recommend the Resolutions for approval by the Members.

Except Mr. Uday Chitale, none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolutions.

Item No. 8

Considering the recommendation of the Compensation and Nomination & Remuneration Committee, the Board of Directors at its meeting held on 18th July, 2016, appointed Ms. Tanvi Shete as an Additional Director effective 22nd July, 2016, and she holds office up to the date of this 23rd Annual General Meeting pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 ("the Act").

The Company has received a notice in writing from a Member under the provisions of Section 160 of the Act, along with the requisite deposit, proposing the candidature of Ms. Shete for the office of Director.

Ms. Shete is not disqualified from being appointed as a Director in terms of Section 164 of the Act. The Board considers that the proposed appointment of Ms. Shete as a Non-Executive Director, will be in the best interest of the Company and bring diversity to the composition of the Board.

As required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, her brief resume is furnished and forms a part of this Notice.

As per Section 152 of the Act and the Rules thereunder, a Director can be appointed with the approval of the Members in the General Meeting. Accordingly, the approval of the Members is sought for the appointment of Ms. Shete as a Non-Executive Director.

Your Directors recommend the Resolution for approval by the Members.

Except Ms. Tanvi Shete and Mr. Sajjan Jindal, Chairman and Managing Director of the Company being Ms. Shete's father, none of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolution.

Item No.9

As per Notification dated 31st December, 2014 issued by the Ministry of Corporate Affairs, the Companies (Cost Records and Audit) Rules, 2014, provisions relating to auditing of cost accounting records are applicable to the Company.

S. R. Bhargave & Co., Cost Accountants (Firm), has been conducting the audit of the cost accounting records of the Company since past many years. The Firm has, as required under Section 141 of the Companies Act, 2013, consented to act as the **Cost Auditor of the Company for the financial year 2017-18 and confirmed its eligibility to conduct the audit of the cost accounting records of the Company.**

Accordingly, on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on 29th April, 2017, approved appointment of S. R. Bhargave & Co., Cost Accountants, for the conduct of the audit of the cost accounting records of the Company, at a remuneration of ₹ 1,50,000 plus service tax as applicable and reimbursement of actual travel and out of pocket expenses for the financial year ending 31st March, 2018, subject to ratification by the Members pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditor) Rules, 2014.

Your Directors recommend the Resolution for ratification by the Members.

None of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolution.

Item No. 10

At the 20th Annual General Meeting held on 23rd July, 2014, Members had accorded approval for the Company to enter into an agreement / transactions for an aggregate value of ₹ 9,000 crore over a period of 36 months starting from 1st April, 2014, with JSW International Tradecorp Pte. Limited (JSWITPL), Singapore, a JSW group



company, for procuring imported thermal coal in the ordinary course of business and on an arm's length basis.

Pursuant to the said approval, transactions aggregating to ₹ 6,293 crore were entered into during the period of 36 months.

Out of the 3,140 MW of thermal generation capacity, 2,060 MW is primarily based on imported coal for which the Company will need to import about 6.5 to 7 mpta of imported coal every year. At the same time, other verticals of JSW group **have also seen significant increase in the volume of business with significant reliance on imports.** Considering the substantial requirement of imported thermal coal for the group and in turn to consolidate the procurement of thermal coal **aimed at bringing in efficiency of time and costs,** a dedicated team had been created for procuring imported coal under JSW International Tradecorp Pte. Limited (JSWITPL) in Singapore for the entire **group. This is expected to enable the business verticals to focus on the core business with the procurement of thermal coal being handled on consolidated basis by a separate group company which will be able to negotiate better deals on consolidated volumes, develop better understanding of coal markets, besides reducing the overhead as also financing costs. Accordingly,** your Company had entered into an agreement with JSWITPL, a Promoter group company, on 7th March, 2014, for procurement of quality thermal coal originating from Indonesia, South Africa, Australia and Mozambique and other parts of the world, which is still in force / ongoing. **The aforesaid arrangement is expected to benefit your Company in the form of reduced overheads and better planning and leveraging of group requirement for cost advantage.**

The value of the transactions proposed to be undertaken on an arm's length basis and in the ordinary course of business with JSWITPL with effect from 1st April, 2017 over a period of 36 months, based on the business plan for 3 years **duly extrapolated and marked appropriately for any exigencies and price variation, is expected to be ₹ 9,000 crore.**

The transaction, which is at arm's length, and in the ordinary course of business of the Company, being a related party transaction, was approved by the Audit Committee at its meeting held on 28th April, 2017, in terms of Section 177 of the Companies Act, 2013.

Even though approval of the Members would not be required under the provisions of the Companies Act, 2013 for transactions which are in the ordinary course of the Company's business and are at arm's length, the related party transaction envisaged in this Resolution is considered material as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) **Regulations, 2015, being in excess of 10% of the annual consolidated turnover of the Company and, hence, approval of the Members is sought.**

In terms of Section 102 of the Companies Act, 2013, the shareholding interest of the Directors / Key Managerial Personnel of the Company and **their relatives in JSWITPL to the extent that such shareholding is in excess of 2%, is set out below:**

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

All related parties shall abstain from voting on this Resolution, irrespective of whether they are a party to the transaction or not.

Your Directors recommend the Resolution for approval by the Members.

Except for Mr. Sajjan Jindal, Ms. Tanvi Shete and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise in the Resolution.

Item No. 11

The Company, in the ordinary course of its business and on an arm's length basis, undertakes sale of power and other materials, supplies power under a conversion agreement, provides operation and maintenance services, etc. to JSW Steel Limited (JSWSL), a Promoter group company and

also purchases from JSWSL fuel, steel and other materials, receives / avails services, etc, besides reimbursement of expenses paid on each other's behalf.

At the 20th Annual General Meeting held on 23rd July, 2014, the Members had accorded approval for the Company to enter into various transactions with JSWSL for an aggregate value of ₹ 7,500 crore over a period of 36 months starting from 1st April, 2014.

Pursuant to the said approval, transactions aggregating to ₹ 5,009 crore were entered into during the period of 36 months.

The value of the transactions proposed to be undertaken on an arm's length basis and in the ordinary course of business with JSWSL with effect from 1st April, 2017 over a period of 36 months, based on the business plan for 3 years

duly extrapolated and marked appropriately for any exigencies and price variation, is expected to be for ₹ 8,000 crore.

The transaction, which is at arm's length, and in the ordinary course of business of the Company, being a related party transaction, was approved by the Audit Committee at its meeting held on 28th April, 2017, in terms of section 177 of the Companies Act, 2013.

Even though approval of the Members would not be required under the provisions of the Companies Act, 2013 for transactions which are in the ordinary course of the Company's business and are at arm's length, the related party transaction envisaged in this Resolution is considered material as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, being in excess of 10% of the annual consolidated turnover of the Company and, hence, approval of the Members is sought.

In terms of Section 102 of the Companies Act, 2013, the shareholding interest of the Directors / Key Managerial Personnel of the Company and their relatives, in JSW Steel Limited (JSWSL) to the extent that such shareholding by each of them is in excess of 2%, is set out below:

Sr. No.	Name of the Director / Key Managerial Personnel of the Company	Number of shares held in excess of 2% in JSW Steel Limited	%
1.	JSW Holdings Limited	17,57,94,230	7.27
2.	Sahyog Holdings Private Limited	10,99,22,360	4.55
3.	Danta Enterprises Private Limited	6,03,68,250	2.50
4.	Virtuous Tradecorp Private Limited	6,03,68,250	2.50

All related parties shall abstain from voting on this Resolution, irrespective of whether they are a party to the transaction or not.

Your Directors recommend the Resolution for approval by the Members.

Except for Mr. Sajjan Jindal, Ms. Tanvi Shete and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise in the Resolution.

Item No. 12

In terms of Section 42 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe to the securities has

been previously approved by the members of the company by a special resolution. In case of an offer or invitation to subscribe to non-convertible debentures on private placement basis, the company can obtain previous approval of its members by means of a special resolution once a year for all the offers or invitations for such non-convertible debentures during the year.

Accordingly, a Special Resolution was passed by the Members at the 22nd Annual General Meeting held on 21st July, 2016 for an amount of ₹ 5000 Crore, which was valid for one year and pursuant to which, your Company issued non-convertible debentures on private placement basis for ₹ 500 Crore (Rupees Five hundred Crore).



In order to augment the long term resources for financing, inter alia, the ongoing capital expenditure, for general corporate purposes, etc. the Company may offer or invite subscription to secured / unsecured redeemable non-convertible debentures, in one or more tranches on a private placement basis.

Accordingly, an enabling Resolution, as set out at Item No. 12 of the Notice, is being proposed to borrow funds by offer or invitation to subscribe to secured / unsecured redeemable non-convertible debentures for an amount not exceeding ₹ 5,000 Crore (Rupees Five Thousand Crore only). This Resolution would be valid for all the offers or invitations for such non-convertible debentures made till the date of the next Annual General Meeting.

The number of debentures to be offered, the parties to whom and the price at which, the debentures are to be offered, will be determined by the Board of Directors of the Company in accordance with applicable law and in consultation with the advisors.

Your Directors recommend the Resolution for approval by the Members.

None of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolution.

Item No. 13

To fund the requirements of capital and revenue expenditure including working capital, to meet long term capital requirements of the Company and its subsidiaries, joint ventures and affiliates, including investment in subsidiaries (including overseas subsidiaries), joint ventures and affiliates, including repayment of debt, towards strengthening the balance sheet of the Company and other general corporate purposes, it is proposed to enable the Board to create, issue, offer and allot Equity Shares, Global Depository Receipts, American Depository Receipts, Foreign Currency Convertible Bonds, Convertible Debentures, Non-Convertible Debentures with warrants and such other securities as stated in the Resolution (the "Securities") at such price as may be deemed appropriate by the Board of Directors at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and

other relevant factors and wherever necessary, in consultation with Merchant Bankers, Advisors, Underwriters, etc., inclusive of such premium, as may be determined by the Board of Directors in one or more tranche(s), subject to the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (the "SEBI Regulations") and other applicable laws, rules and regulations.

An enabling Resolution was passed by the Members at the 22nd Annual General Meeting held on 21st July, 2016, for ₹ 7,500 Crore which was valid for 12 months and pursuant to which, no amount was raised by the Company.

The Company is in the midst of pursuing various growth opportunities including organic and inorganic opportunities and the Board of Directors believes that it would be necessary to raise funds.

The proposed Resolution enables the Board of Directors to issue Securities for an aggregate amount not exceeding ₹ 7,500 Crore (Rupees Seven Thousand Five Hundred Crore only) or its equivalent in any foreign currency.

The Special Resolution also authorizes the Board of Directors of the Company to undertake a Qualified Institutional Placement ("QIP") to Qualified Institutional Buyers ("QIBs") in the manner prescribed under Chapter VIII of the SEBI (ICDR) Regulations for raising capital. The pricing of the Specified Securities to be issued to QIBs pursuant to the SEBI (ICDR) Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the SEBI (ICDR) Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined in accordance with Chapter VIII of the SEBI (ICDR) Regulations. The "Relevant Date" for this purpose will mean "Relevant Date" as defined under regulation 81(c) of SEBI (ICDR) Regulations .

The detailed terms and conditions for the offer will be determined by the Board of Directors in consultation with the Advisors, Merchant Bankers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The issue / allotment / conversion of Securities would be subject to the receipt of regulatory approvals, if any. Further the conversion of Securities held by foreign investors, into Equity Shares would be subject to the permissible foreign shareholding limits / cap specified by Reserve Bank of India from time to time.

Section 62(1)(a) of the Companies Act, 2013, 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 shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution in a general meeting decide otherwise. Since, the Special Resolution proposed in the Notice may result in the issue of Equity Shares of the Company to persons other than existing shareholders of the Company, consent is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable Rules thereunder and the provisions of the Listing Regulations.

The Special Resolution as set out at Item No. 13 of the Notice, if passed, will have the effect of permitting the Board of Directors to issue and allot Securities to Investors, who may or may not be existing shareholders of the Company in the manner as set out in Resolution. The Board of Directors believes that the proposed Special Resolution is in the interest of the Company.

Your Directors recommend the Resolution for approval by the Members.

None of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolution.

Item No. 14

It is in the interest of the Company to pro-actively arrange long-term funding to meet the planned capital expenditure and for other corporate purposes, including refinancing of expensive debt to reduce interest costs and to meet any unlikely shortfall due to unforeseen circumstances.

It is proposed that the Board of Directors be authorised by way of enabling Resolutions as at Item No. 14 of this Notice, to raise additional long term resources to part finance the Company's capital expenditure needs and / or for other general corporate purposes, including refinancing of expensive debt, depending upon market dynamics by way of issue of non-convertible foreign currency denominated bonds not exceeding US \$ 750 Million (United States Dollar Seven Hundred and Fifty Million only) and / or masala bonds denominated in equivalent Indian currency in the aggregate in the international capital market.

The detailed terms and conditions for the offer will be determined by the Board of Directors in consultation with the Advisors, Merchant Bankers, Underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevalent market conditions from time to time and in accordance with the applicable provisions of law, rules and regulations and other relevant factors.

The end use of the issue proceeds will be in compliance with applicable laws and regulations.

Your Directors recommend the Resolution for approval by the Members.

None of the Directors, the Key Managerial Personnel of the Company and their relatives, have any concern or interest, financial or otherwise, in the Resolution.



Pursuant to Regulation 36 of the Listing Regulations, the details for the Directors proposed to be appointed / re-appointed at the ensuing 23rd Annual General Meeting are given below:

Name of Director	Mr. Nirmal Kumar Jain	Mr. Uday Chitale	Ms. Tanvi Shete	Mr. Prashant Jain
Date of Birth	3 rd May, 1946	20 th October, 1949	14 th February, 1987	26 th September, 1971
Original Date of Appointment	2 nd January, 2010	22 nd July, 2016	22 nd July, 2016	16 th June, 2017
Expertise in specific functional areas	Mr. Jain, aged 71 years, who joined the JSW Group in 1992, held positions of increasing responsibilities including as Director-Finance in 1994, Deputy MD & CEO in 1996 and Executive Vice-Chairman of Jindal Iron & Steel Co. Ltd. Mr. Jain has over four decades of wide experience in the areas of mergers and acquisition, finance, law and capital restructuring. His deep knowledge and astute eye for all aspects of business have helped establish JSW as a still-rapidly growing diversified conglomerate.	Mr. Chitale, aged 68 years, is a Senior Partner of M/s M.P. Chitale & Co., Chartered Accountants, with offices at Mumbai and Pune. Mr. Chitale has extensive experience of Corporate Auditing, Commercial Dispute Resolution (Mediation / Conciliation & Arbitration), Business negotiations and valuation. He is also on the panel of Arbitrators of Leading Institutions in India and abroad and on the panel of resource persons of the Hon'ble Bombay High Court for implementing the scheme of court annexed Alternate Dispute Resolution (ADR). Mr. Chitale has served on various Expert Committees set up by organizations such as Institute of Chartered Accountants of India, Securities & Exchange Board of India, Reserve Bank of India, Insurance Regulatory & Development Authority, Indian Banks' Association. He is also a Member of Committees / Governing Councils of various Chambers of Commerce.	Ms. Tanvi Shete, aged 30 years, has been a Teach for India Fellow, having done a two-year fellowship program teaching underprivileged children in Mumbai. She has also worked at Akanksha Foundation which is a non-profit organisation with a mission to provide children from low-income communities with a high-quality education, enabling them to maximize their potential and transform their lives. She was the Vice Principal for one of their schools. She is actively involved with the JSW Foundation. She is the Managing Trustee of the Jindal Education Trust looking after all the education initiatives including seven JSW managed schools.	Mr. Jain, aged about 45 years, is a Mechanical Engineer with over 2 decades of rich experience in the areas of Policy Advocacy, Corporate Strategy & Business Development, Domestic & International M&A, Information Technology & Digitization, Investor Relations, Corporate & Regulatory Affairs. Mr. Jain is a persuasive professional with strong techno-commercial acumen and a proven proficiency in executing key business initiatives and strategies in driving business operations encompassing steel, cement, power and infrastructure sector.
Qualifications	Bachelor's Degree in Commerce. Fellow Member of Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.	Chartered Accountant	Graduate from American School of Bombay with a degree in Economics from New York University	Mechanical Engineer
Directorship in other Indian Companies as on 31 st March 2017	<ol style="list-style-type: none"> 1) JSW Holdings Limited 2) Epsilon Carbon Private Limited 3) JSW Cement Limited 4) Toshiba JSW Power Systems Private Limited 5) Raj WestPower Limited 6) JSW Power Trading Company Limited 7) JSW Infrastructure Limited 8) JSW Jaigarh Port Limited 9) JSW Industrial Gases Private Limited 10) JSW Nandgaon Port Private Limited 11) Himachal Baspa Power Company Limited 	<ol style="list-style-type: none"> 1) India Infradebt Limited 2) ICICI Prudential Pension Funds Management Company Limited 3) Axis Mutual Fund Trustee Limited 4) Janalakshmi Financial Services Limited 5) Indian Council for Dispute Resolution 6) ICICI Lombard General Insurance Company Limited 7) DFK Consulting Services (India) Private Limited 8) GMR Vemagiri Power Generation Limited 	<ol style="list-style-type: none"> 1) JSW Bengal Steel Limited 2) JSW Jharkhand Steel Limited 3) Rohne Coal Company Private Limited 4) Janakalyan Electoral Trust 	

Name of Director	Mr. Nirmal Kumar Jain	Mr. Uday Chitale	Ms. Tanvi Shete	Mr. Prashant Jain
Chairmanship / Membership of Committees in other Indian Companies as on 31 st March 2017*	Audit Committee Member: JSW Infrastructure Limited JSW Jaigarh Port Limited JSW Nandgaon Port Private Limited JSW Holdings Limited JSW Cement Limited Epsilon Carbon Private Limited Stakeholders' Relationship Committee Chairman: JSW Holdings Limited	Audit Committee Member: GMR Vemagiri Power Generation Limited Axis Mutual Fund Trustee Limited ICICI Prudential Pension Funds Management Company Limited ICICI Lombard General Insurance Company Limited Audit Committee Chairman: India Infradebt Limited Janalakshmi Financial Services Limited	Nil	Nil
Number of Equity Shares held in the Company	5,000	Nil	2,50,02,225	Nil
Relationship between Directors inter-se	None	None	Daughter of Mr. Sajjan Jindal, Chairman and Managing Director	None

*only two committees namely Audit Committee and Stakeholders Relationship Committee have been considered.

By order of the Board of Directors
JSW Energy Limited



Monica Chopra
Company Secretary

Registered Office:
JSW Energy Limited
JSW Centre, Bandra Kurla Complex
Bandra (East), Mumbai – 400051

Mumbai
13th June, 2017

E-Communication Registration Form

To,
Karvy Computershare Private Limited
Unit: JSW Energy Limited
Karvy Selenium Tower B, Plot 31-32, Gachibowli
Financial District, Nanakramguda, Hyderabad –500032
Ph. Nos: 040-67161500
Fax No. 040- 23001153
E-mail: einward.ris@karvy.com
Website: www.karvy.com

GREEN INITIATIVE IN CORPORATE GOVERNANCE

I / We hereby exercise my /our option to receive all Notices / Documents, etc. from the Company including Notice of General Meetings, Audited Financial Statements, Directors' Report, Auditors' Report, Postal Ballot Notices, etc. in electronic mode. Please register my e-mail ID as given below, in your records, for sending the communications:

DP ID & Client ID / Folio No. :

Name of 1st Registered Holder :

Name of Joint Holder(s), if any :

**Registered Address of the Sole /
1st Registered Holder** :

.....
.....
.....

E-mail ID (to be registered) :

.....

Date :

Signature :

Notes:

1. The above form may be used for registering the E-mail IDs by those Members who have not got their E-mail id registered.
2. Members holding shares in electronic mode are requested to have their e-mail addresses registered with their respective Depository Participants.
3. **Members holding shares in physical mode are requested to send the duly filled and signed form to the Company's Registrar, as mentioned above.**
4. Members are requested to keep their Depository Participants / Company's Registrar-Karvy Computershare Private Limited, informed as and when there is any change in the e-mail address.
5. The form is also available on the website of the Company www.jsw.in under the Section 'Investor information'.
6. On registration, all the communications will be sent to the E-mail ID registered.

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.]



Regd Office: JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Phone: +91 22 4286 1000 Fax: +91 22 4286 3000, website: www.jsw.in
CIN: L74999MH1994PLC077041

Name of the Member(s)	
Registered Address:	
Email Id:	
Folio No. / Client Id:	
DP ID:	

I / We, being the member(s) of shares of JSW Energy Limited, hereby appoint

1. Name..... Email Id:

Address.....

..... Signature:.....

or failing him / her

2. Name..... Email Id:

Address.....

..... Signature:.....

or failing him / her

3. Name..... Email Id:

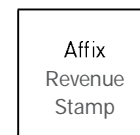
Address.....

..... Signature:.....

as my / our Proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 23rd Annual General Meeting of the Company, to be held on Thursday, 13th July, 2017 at 3.00 p.m at Yashwantrao Chavan Pratisthan, Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021 and at adjournment thereof in respect of such Resolution as mentioned overleaf:

Resolution Number	Resolution	Vote (See Note 3)	
		For	Against
Ordinary Business			
1.	Adoption of the annual audited Financial Statement and Reports thereon		
2.	Declaration of Dividend		
3.	Appointment of a Director in place of one retiring by rotation		
4.	Appointment of the Statutory Auditors		
Special Business			
5.	Appointment of Mr. Prashant Jain as a Director		
6.	Appointment of Mr. Prashant Jain as a Whole-time Director		
7.	Appointment of Mr. Uday Chitale as an Independent Director		
8.	Appointment of Ms. Tanvi Shete as a Non-Executive Director		
9.	Ratification of the remuneration of Cost Auditor		
10.	Approval for Material Related Party Transactions with JSW International Tradecorp Pte. Limited		
11.	Approval for Material Related Party Transactions with JSW Steel Limited		
12.	Issue of Non-Convertible Debentures, etc.		
13.	Issue of Equity Shares, etc.		
14.	Authority to raise funds through Bonds		

Signed this day of 2017



Signature of Shareholder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office at JSW Centre, JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, not less than 48 hours before the scheduled time of the meeting.
2. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than 10% of the total share capital of the Company may appoint a single person as a Proxy and such person cannot act as a Proxy for any other Member.
3. Please put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the "For" or "Against" column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.



Regd Office: JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051
Phone: +91 22 4286 1000 Fax: +91 22 4286 3000, website: www.jsw.in
CIN: L74999MH1994PLC077041

Attendance Slip

*Regd. Folio No.

DP. ID.

Client ID.

23rd ANNUAL GENERAL MEETING - 13th JULY, 2017

I certify that I am a Member/ Proxy for the Member of the Company.

I hereby record my presence at the **23rd Annual General Meeting** of the Company held on Thursday, 13th July, 2017 at 3.00 p.m at Yashwantrao Chavan Pratishthan, Y. B. Chavan Auditorium, General Jagannath Bhosale Marg, Mumbai - 400 021.

.....

** Member's / Proxy's Name in Block Letters

.....

** Member's / Proxy's Signature

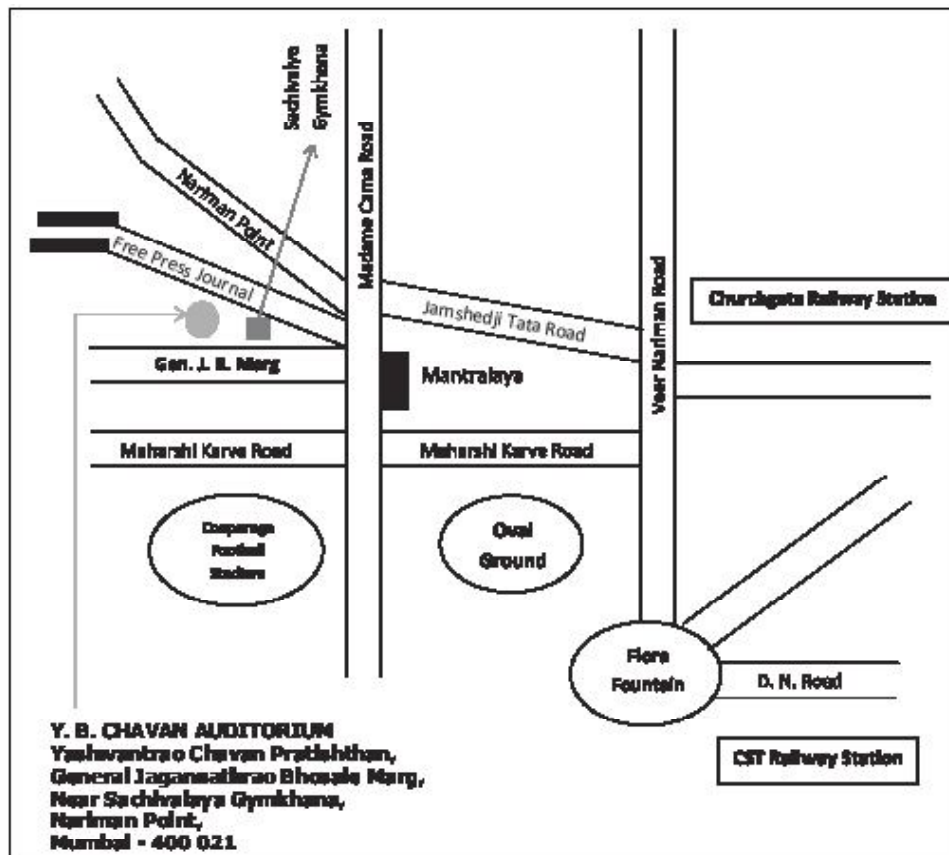
Notes:

- Member / Proxy must bring the Attendance Slip to the Meeting and hand it over, duly signed, at the registration counter.
- The copy of the Notice may please be brought to the Meeting Hall.

*Applicable only in case of Members holding shares in physical form.

**Strike out whichever is not applicable

**ROUTE MAP TO VENUE OF THE ANNUAL GENERAL MEETING ON
THURSDAY, 13TH JULY 2017, AT 3.00 P.M.**



Not to scale

