

# NOTICE

Notice is hereby given that the **FIFTEENTH ANNUAL GENERAL MEETING** of the Members of **JSW HOLDINGS LIMITED** will be held on Saturday, the 30th day of July, 2016 at 12.30 p.m. at HRD Centre of JSW Steel Coated Products Limited situated at Village Vasind, Taluka Shahapur, District Thane - 421 604 to transact the following business: -

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and the Statement of Profit and Loss Account for the year ended on that date, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. N. K. Jain (holding DIN: 00019442), who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Shah Gupta & Co., Chartered Accountants, Firm Registration No. 109574W, the retiring auditors, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on remuneration as may be fixed by the Board of Directors of the Company.

## SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to give any loans to or make investments in Bodies Corporates or to issue guarantees or provide any securities by way of creation of charge on all or any immovable and movable properties of the Company both present and future including but not limited to pledge of equity shares of JSW Steel Limited held and owned by the Company (the “Shares”) in favour of the Banks/ Financial Institutions/ Companies and trustees for the holders of Debentures/ Bonds/ other instruments for securing any loan facility availed/debentures or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable, notwithstanding that such pledge of Shares together with all other securities, guarantees given and investments / loans made by the Company to or in all other body(ies) corporate shall not exceed ₹ 3,000 crores.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

5. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, other applicable

provisions of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (the “**Board**”) to give guarantee/ hypothecate/ mortgage/ pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies and trustees for the holders of Debentures/ Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures or for securing any loans of the Company or any other Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company up to a sum not exceeding ₹ 2,700 crores.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

6. To consider and if thought fit, to pass, with or without modification(s), 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, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Company to enter into loan transactions with JSW Investments Private Limited, a Promoter Group Company and JSW Techno Projects Management Limited for an aggregate value of ₹ 126.50 crores upto 31st March, 2017, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so entered into shall at all times be on arm’s length basis and in the ordinary course of the Company’s business.

**RESOLVED FURTHER THAT** the Board 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.”

7. To consider and if thought fit, to pass, with or without modification(s), 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, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the

consent of the members be and is hereby accorded to the Company to enter into loan transactions with Realcom Reality Private Limited for an aggregate value of ₹ 35 crores upto 31st March, 2017, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so entered into shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board 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."

8. To consider and if thought fit, to pass, with or without modification(s), 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, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Company to enter into loan transactions with Reynold Traders Private Limited, a Promoter Company, for an aggregate value of ₹ 10 crores upto 31st March, 2017, on such terms and conditions as may be agreed to by the Board, provided however that the transactions so entered into shall at all times be on arm's length basis and in the ordinary course of the Company's business.

**RESOLVED FURTHER THAT** the Board 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."

9. To consider and if thought fit, to pass, with or without modification(s), 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, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time by the Securities and Exchange Board of India and the Stock Exchanges), and the Memorandum and Articles of Association of the Company, the consent of the members be and is hereby accorded to the Company to pledge equity shares of JSW Steel Limited held by the Company as security for loans/ financial facilities obtained by JSW Investments Private Limited and JSW Techno Projects Management Limited, on such terms and conditions as may be agreed to by the Board, provided however that (a) the providing of security by way of pledge of equity shares of JSW Steel Limited shall at all times be on arm's length basis and in the ordinary course of the Company's business (b) the total number of equity shares of JSW Steel Limited provided as security as aforesaid (including existing pledge of equity shares of JSW Steel Limited provided as security for loans/financial facilities obtained by JSW Techno Projects

Management Limited) shall not at any time exceed 1,72,84,923 equity shares and (c) the liability of the Company in respect of the above pledge of shares shall not exceed the market value of the shares pledged.

**RESOLVED FURTHER THAT** the Board 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."

By order of the Board of Directors  
For JSW Holdings Limited

**Deepak Bhat**

Company Secretary

Membership No. A29582

Place: Mumbai,

Dated: May 6, 2016

### NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business under Item No. 4 to 9 as set out above and the details as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [**"SEBI (LODR) Regulations, 2015"**] in respect of Director proposed to be re-appointed at the Annual General Meeting, is also 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 THE PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

A person cannot represent as a proxy for more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

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 the Companies, Societies, FIs, Financial Institutions, Banks, Corporations, etc., must be supported by an appropriate resolution / authority, as applicable.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representatives to attend and vote at the Annual General Meeting.
4. 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.
5. Members who hold shares in electronic form are requested to write their Client ID and DP 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.
6. The Register of Members and Share Transfer Books of the

Company will remain closed from Tuesday, 28th day of June, 2016 to Thursday, 30th day of June, 2016 (both days inclusive).

7. Members are requested to immediately intimate the Registrar and Share Transfer Agents (RTA) of the Company– Karvy Computershare Private Limited Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. of any change in their address in respect of equity shares held in physical mode and to their Depository Participant (DPs) in respect of equity shares held in electronic form.
8. 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 Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
9. Members desirous of having any information regarding Accounts are requested to address their queries to Accounts Department at the Corporate Office of the Company at JSW Centre, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051, atleast seven days before the date of the meeting, so that requisite information is made available at the meeting. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Corporate Office of the Company on all working days between 11.00 a.m. and 1.00 p.m., except Saturdays and Sundays upto the date of the Annual General Meeting.
10. Members/ Proxies should bring the attendance slip duly filled in for attending the meeting alongwith their copy of Annual Report.
11. The Annual Report for FY 2015-16 of the Company circulated to the Members of the Company is made available on the Company's website at [www.jsw.in](http://www.jsw.in) for their download. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: [grievance.jsw@jsw.in](mailto:grievance.jsw@jsw.in).
12. Electronic copy of the Annual Report for FY 2015-16 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for FY 2015-16 are being sent in the permitted mode.
13. Voting through electronic means

**Information and other instructions relating to E-voting are as under:**

- i. In terms of Section 108 of Companies, Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time and pursuant to Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing the facility to its members holding shares in dematerialized or physical form as on cut-off date, being Friday, 22nd day of July, 2016 to exercise their right to vote on resolutions proposed to be passed in the

Meeting by electronic means. The 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 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 e-voting or poll or ballot paper voting system shall be made available at the venue of the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through any of the above voting system.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") to provide e-voting facility.
- v. **Voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company, as on the cut-off date (record date), being Friday, 22nd day of July, 2016.**
- 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. Friday, 22nd day of July, 2016 only shall be entitled to avail the facility of remote e-voting or voting by poll or ballot at the meeting.**
- vii. **The remote e-voting facility will be available during the following period:**

**Commencement of remote e-voting: From 9.00 a.m. (IST) on Wednesday, the 27th day of July, 2016**

**End of remote e-voting: Upto 5.00 p.m. (IST) on Friday, the 29th day of July, 2016**

**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. Sunil Agarwal, Proprietor of M/s. Sunil Agarwal & Co., Company Secretaries (Membership Number. 10736), as a Scrutinizer to scrutinize the remote e-voting and voting through poll/ ballot process in a fair and transparent manner. He has communicated his willingness to be appointed and will be available for the 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. Friday, 22nd day of July, 2016 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
- d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). If the member is already registered with Karvy e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.
- x. Information and other instructions relating to Remote E-voting are as under:
- A. In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]
- Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 2367 followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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.
  - After entering these details appropriately, Click on "LOGIN".
  - 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.
  - You need to login again with the new credentials.
  - On successful login, the system will prompt you to select the "EVENT" i.e., JSW Holdings Limited.
  - On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off date viz., Friday, 22nd July, 2016 under "FOR/AGAINST" 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 as mentioned herein above. You may also choose the option "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- 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. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. 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(s).**
- 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](mailto:sunilcs_mumbai@rediffmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "JSW Holdings Limited, 15th Annual General Meeting".
- B. In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s) / Company]:
- E-voting event number (EVEN) User ID and initial password** as provided in the Attendance Slip.
  - Please follow all steps from Sr. No. (i) to (xii) 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 query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).
- E. The Scrutinizer immediately after the conclusion of the meeting unblock and count the votes cast in the presence of at least two witness not in the employment of the Company, make a consolidated report not later than three days of conclusion of the Meeting, and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.jsw.in](http://www.jsw.in) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- F. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Saturday, the 30th day of July, 2016.



**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 4**

As per the provisions of Section 186 of the Companies Act, 2013, the Company can invest in the securities of other bodies corporates, give loans, guarantees and provide securities for any loan facility to the extent of 60% of its paid-up share capital and free reserves or 100% of its free reserves whichever is higher with the approval of the Board of Directors but where the aggregate of investments, loans, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a Special Resolution.

Accordingly, consent of the Members is sought for making investments in the securities of other bodies corporates, give loans, guarantees and provide securities for any loan facility to be availed by the other Companies not exceeding ₹ 3,000 crores.

None of the Directors/ Managers/ Key Managerial Personnel or relatives of any of the Directors/ Managers/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the Item No. 4.

Your Directors recommend the resolutions set out in the Item No. 4 for your approval.

**Item No. 5**

In terms of provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company cannot lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company without the approval of the Members by way of a Special Resolution.

Pursuant to Section 180(1)(a), undertaking means an undertaking in which the investment of the Company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the Company during the previous financial year.

Creation of pledge on equity shares of JSW Steel Limited held and owned by the Company to secure the borrowings of other Companies would exceed twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year which constitutes "sale (which is construed as disposal) of substantially the whole of the Company's undertaking" and thereby attract the provisions of the said Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the consent of the Members is sought to authorise the Board of Directors to give guarantee /hypothecate/mortgage/pledge and/or create charge in addition to the hypothecation/mortgage/pledge/guarantee and/ or charge already created by the Company, on all or any part of the movable and/ or immovable properties of the Company as and when necessary to secure the borrowings from time to time of other Companies.

None of the Directors/ Managers/ Key Managerial Personnel or relatives of any of the Directors/ Managers/ Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the Item No. 5.

Your Directors recommend the resolutions set out in the Item No. 5 for your approval.

**Item Nos. 6, 7, 8 & 9**

In terms of Regulation 23 of the SEBI (LODR) Regulations, 2015, all material related party transactions shall be placed for approval of the shareholders. The transaction with related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. The transactions envisaged during the period are likely to exceed in each of the financial year, 10% of the annual turnover of the Company as per the latest Audited Financial Statements of the Company and is thus required to be approved by shareholders. Further it was also provided in the said Regulation that all related parties shall abstain from voting on such resolutions.

Your Company is a Core Investment Company ("CIC") and accordingly, is required to have 90% of its investments, loans, advances, etc. in its Group Companies. Therefore, the Company in its ordinary course of business grants loans/advances and provides guarantees/securities to only its Group Companies.

Accordingly, Board of Directors have approved:

- a) granting of loans to Group Companies namely JSW Investments Private Limited (JSWIPL) and JSW Techno Projects Management Limited (JSWTPML) amounting ₹ 126.50 crores, Realcom Reality Private Limited (RRPL) and Reynold Traders Private Limited (RTPL) and upto ₹ 35 crores and ₹ 10 crores respectively.
- b) pledge on shares not exceeding 1,72,84,923 in aggregate as security for the borrowings of JSW Investments Private Limited and/or JSW Techno Projects Management Limited, the liability of the Company in respect of shares pledged shall not exceed its market value.

These transactions have been and are proposed to be undertaken during period from 01.04.2016 to 31.03.2017 on arm's length in the ordinary course of business of the Company and are not covered under Section 188 of the Companies Act, 2013.

Mr. Sajjan Jindal (Promoter & Chairman of the Company) holds 100 shares in JSWIPL. Mrs. Sangita Jindal spouse of Mr. Sajjan Jindal, holds 20,49,980 equity shares directly and through nominee(s) representing 99.99% of JSWIPL, 10,000 equity shares directly and through nominee representing 100% of RRPL, 49,900 equity shares directly and through nominee(s) representing 99.80% of JSWTPML and 31,97,500 shares representing 99.92% of RTPL. Ms. Tarini Jindal daughter of Mr. Sajjan Jindal holds 2,500 shares representing 0.08% of RTPL.

Except as set out above, none of the other Directors and/ or Key Managerial Personnel of the Company has any interest, financial or otherwise, in the resolutions set out at Item Nos. 6, 7, 8 & 9 of this notice.

The transactions with JSW Investments Private Limited, Realcom Reality Private Limited, Reynold Traders Private Limited and JSW Techno Projects Management Limited exceeds the said limit of materiality and have been put forth for the approval of the members by way of an ordinary resolution.

Your Directors recommend the resolutions at Item Nos. 6, 7, 8 & 9 for your approval.

Details of Director seeking re-appointment at the Annual General Meeting to be held on Saturday, the 30<sup>th</sup> day of July, 2016

[Pursuant to Regulation 36(3) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards]

Name of Director	<b>Mr. N. K. Jain</b>	
Date of Birth	03.05.1946	
Date of Appointment	12.07.2001	
Expertise in specific functional areas	Mr. N. K. Jain, aged 70 years has held several key positions in the O.P Jindal Group. Having travelled extensively in Asia, Europe, USA and within India, he has gained enormous insight into the workings of many successful companies.  He possesses rich and varied experience spanning over four decades in the areas of Strategic Planning, Project Identification & Appraisal, Corporate Financial Management and other allied areas.	
Qualification	B.Com., F.C.A., F.C.S.	
Terms & conditions of re-appointment & remuneration	As per Remuneration and Nomination Policy of the Company as displayed on the Company's website viz. www.jsw.in	
Directorship in other Public Limited Companies *	<ul style="list-style-type: none"> <li>• JSW Energy Limited</li> <li>• JSW Infrastructure Limited</li> <li>• JSW Cement Limited</li> <li>• JSW Energy ( Toranagallu ) Limited</li> </ul>	<ul style="list-style-type: none"> <li>• JSW Power Trading Company Limited</li> <li>• Raj West Power Limited</li> <li>• JSW Jaigarh Port Limited</li> <li>• JSW Energy (Kutehr) Limited</li> </ul>
Membership of Committees in other Public Limited Companies # (C = Chairman M = Member)	<p><b>Audit Committee</b></p> <ul style="list-style-type: none"> <li>• JSW Infrastructure Limited ( C )</li> <li>• JSW Energy Limited ( M )</li> </ul> <p><b>Stakeholders Relationship Committee</b></p> <ul style="list-style-type: none"> <li>• JSW Energy Limited ( M )</li> </ul>	<ul style="list-style-type: none"> <li>• JSW Jaigarh Port Limited ( C )</li> <li>• JSW Cement Limited ( M )</li> </ul>
No. of Equity Shares held	100	
Relationship between directors inter-se	-	
Number of Meetings of the Board attended during the year	Five out of five	

\* Excluding directorship in Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

# Only two committees i.e. Audit Committee and Stakeholders Relationship Committee have been considered as per provisions of Regulation 26 of the SEBI (LODR) Regulations, 2015

Route Map from Vasind Railway Station to the Venue of the AGM

