



## **NOTICE**

**NOTICE** is hereby given that the Twelfth Annual General Meeting of the Members of **JSW Severfield Structures Limited** will be held on Thursday, the 15<sup>th</sup> July, 2021 at 17:00 hours at the Registered Office of the Company at Office No. 05-08, B-wing, Lower Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai - 400070 to transact the following business:-

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended March 31, 2021 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rajeev Pai (DIN 00045604), Director, who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To fix remuneration of the cost auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and all 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(s) thereof, for the time being in force), the remuneration of Rs. 1,40,000/- (Rupees One Lakh Forty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses, to be paid to M/s G. R & Co., (Registration No. 101504), Cost Auditor of the Company, for the financial year 2021-22, as approved by the Board of Directors of the Company, be and is hereby ratified.”

4. To regularize the appointment of Mr. Pawan Kedia as the Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Pawan Kedia (DIN: 00020570), who was appointed as an Additional Director, based on the recommendation of Nomination & Remuneration Committee, with effect from May 04, 2021 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013 in a



prescribed manner, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

5. To regularize the appointment of Mr. Ranjit Pillai as the Director of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** Mr. Ranjit Pillai (DIN: 0008915833), who was appointed as an Additional Director with effect from October 16, 2020 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013 in a prescribed manner, proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

6. To re-appoint Mr. Jugal Kishore Tandon as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Jugal Kishore Tandon (DIN:01282681), who was appointed as an Independent Director and who holds office of Independent Director up to the Annual General Meeting to be held this year and being eligible, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of one year from the conclusion of this AGM till the conclusion of the 13<sup>th</sup> AGM to be held in the year 2022.”

7. To re-appoint Mrs. Anuradha Ambar Bajpai as an Independent Director

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mrs. Anuradha Ambar Bajpai (DIN: 07128141), who was appointed as an Independent Director and who holds office of Independent Director up to the Annual General Meeting to be held this year and being eligible, and in respect of whom the Company has received



a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a period of one year from the conclusion of this AGM till the conclusion of the 13<sup>th</sup> AGM to be held in the year 2022.”

**By Order of the Board of Directors  
For JSW Severfield Structures Limited**

Place: Mumbai  
Date: 04.05.2021

**Swatika Gupta  
Company Secretary**

**NOTES:**

- (1) A Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of business under Item Nos. 3 as set out in the Notice is annexed hereto.
- (2) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.**
- (3) Corporate Members intending to send their authorized representatives to attend the Meeting under Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of its Board Resolution authorizing its representative to attend and vote on their behalf at the Meeting.
- (4) Relevant documents referred to in the Notice and the accompanying statement is open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- (5) Prominent landmark for the venue of the meeting is Mercedes-Benz Showroom. The route map of the venue of the Meeting is annexed hereto.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 3**



The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on April 30, 2021, had considered and approved the appointment of M/s G. R & Co. as the Cost Auditor of the Company for the financial year 2021-22 at a remuneration of Rs. 1,40,000/- (Rupees One Lakh Forty Thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year 2021-22 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

#### **Item No. 4**

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on May 04, 2021, had considered and approved the appointment of Mr. Pawan Kedia (DIN: 00020570) as the Additional Director of the Company, who holds office up to the date of the Annual General Meeting.

Mr. Pawan Kedia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The said appointment of Mr. Pawan Kedia as a Director of the Company is required to be approved by the Members of the Company.

Mr. Pawan Kedia is a Fellow Member of Institute of Cost and Management Accountants of India (ICMA) and also acquired Diploma in Management. Mr. Pawan Kedia has a rich experience in the Manufacturing Industry and he has started his career with BHEL, Hardwar plant in 1982 and joined JSW Group in 1990. In his total years of work journey, he has worked 14 years in field of Finance, Accounts, Costing, Budgeting and 20 years in Commercial field like Procurement of Bulk Imported Raw Material, Capex, Opex, Stores, Excise, Customs, Shipping, Insurance and EXIM. Mr. Kedia, was the Group President – Commercial Strategy for the JSW Group, and in charge of CPC (High Value Procurement of Capex and Revenue items), Shipping, Insurance and EXIM functions for all JSW Group Verticals. He was instrumental in putting in place Central Procurement Cell (CPC) at Corporate Office for JSW Group, and accomplished Synergic Benefits, Economies of Scale, Benchmarking with the Best, Application of Best Practices and Fast Track Decision Making.



None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Pawan Kedia is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

#### **Item No. 5**

The Board of Directors of the Company at its meeting held on October 16, 2020, had considered and approved the appointment of Mr. Ranjit Pillai (DIN: 0008915833) as the Additional Director of the Company, who holds office up to the date of the Annual General Meeting.

The Company has received a notice in writing from Mr. Ranjit Pillai along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company. Mr. Ranjit Pillai is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The said appointment of Mr. Ranjit Pillai as a Director of the Company is required to be approved by the Members of the Company.

Mr. Ranjit Pillai is a Commerce graduate (Honors) from Mumbai University with an MBA from Mumbai University specializing in Human Resources and Industrial Relations. He has also done a certification course from Indian Society of Training & Development (ISTD), New Delhi. Mr. Ranjit Pillai is currently the Occupier of the Company's factory at Bellary and also heading Operations & Special Projects. Earlier he was in charge of Business Improvements for 2 years and was heading the HR, EHS & IT functions since 2009. Prior to this, he was in the Corporate HR department of JSW Steel Limited. He is having a wealth of experience and exposure and before joining JSW, Mr. Ranjit Pillai was associated with Crompton Greaves, heading the HR Operations and L&D Functions at Corporate office for the entire group. Prior to this assignment he was associated with Proctor and Gamble, leading the Sales HR Function.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Ranjit Pillai is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

#### **Item No. 6 & 7**

With the enactment of the Companies Act, 2013 ('Act') it is now incumbent upon some class or classes of companies as may be prescribed in the Companies (Appointment and Qualification of Directors) Rules, 2014 to appoint 'Independent Director' and 'Woman Director' as defined in section 149 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that Mr. Jugal Kishore Tandon and Mrs. Anuradha Ambar Bajpai who were re-appointed for 1 year in the 11<sup>th</sup> AGM dated 16.07.2020, satisfy the conditions specified in the Act and the Rules made



there under to be eligible to be re-appointed as Independent Directors for another period of one year, pursuant to the provisions of section 149 of the Act. The Board of Directors of your Company is also of the opinion that Mr. Jugal Kishore Tandon and Mrs. Anuradha Ambar Bajpai are independent of the management of the Company.

Mr. Jugal Kishore Tandon holds a Bachelor of Technology degree in Metallurgical Engineering from IIT Mumbai. He has over 40 years of rich and vast experience in setting up of mega projects, bringing them to commercial operation and overseeing all aspects of business enterprise. He possesses efficient management skill, talent to fulfill his responsibility effectively and efficiently.

Mrs. Anuradha Ambar Bajpai possesses qualification as B.Com and CA. Currently she is practicing in individual capacity on Financial Reporting and Auditing of different companies. Before that she worked on a flexi-schedule basis for 17 years till March 2013 with Deloitte, Haskins & Sells for different group of Companies like the Merrill Lynch group of Companies, the Morgan Stanley Group of Companies, The J M Financial Group of Companies, etc. She had also worked as a Senior Manager with DSP Merrill Lynch Private Limited and as a sub-broker on the Bombay Stock Exchange for two years. She possesses efficient management skill, talent to fulfill her responsibility effectively and efficiently.

Mr. Jugal Kishore Tandon and Mrs. Anuradha Ambar Bajpai may be deemed to be concerned or interested in the proposed Resolution in so far as it relates to his/ her own appointment. None of the other Directors and/or Key Managerial Personnel of the Company either directly or through their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

The Board of Directors recommends the resolution as mentioned in Item No. 6 and 7 of Notice for approval of the Members.

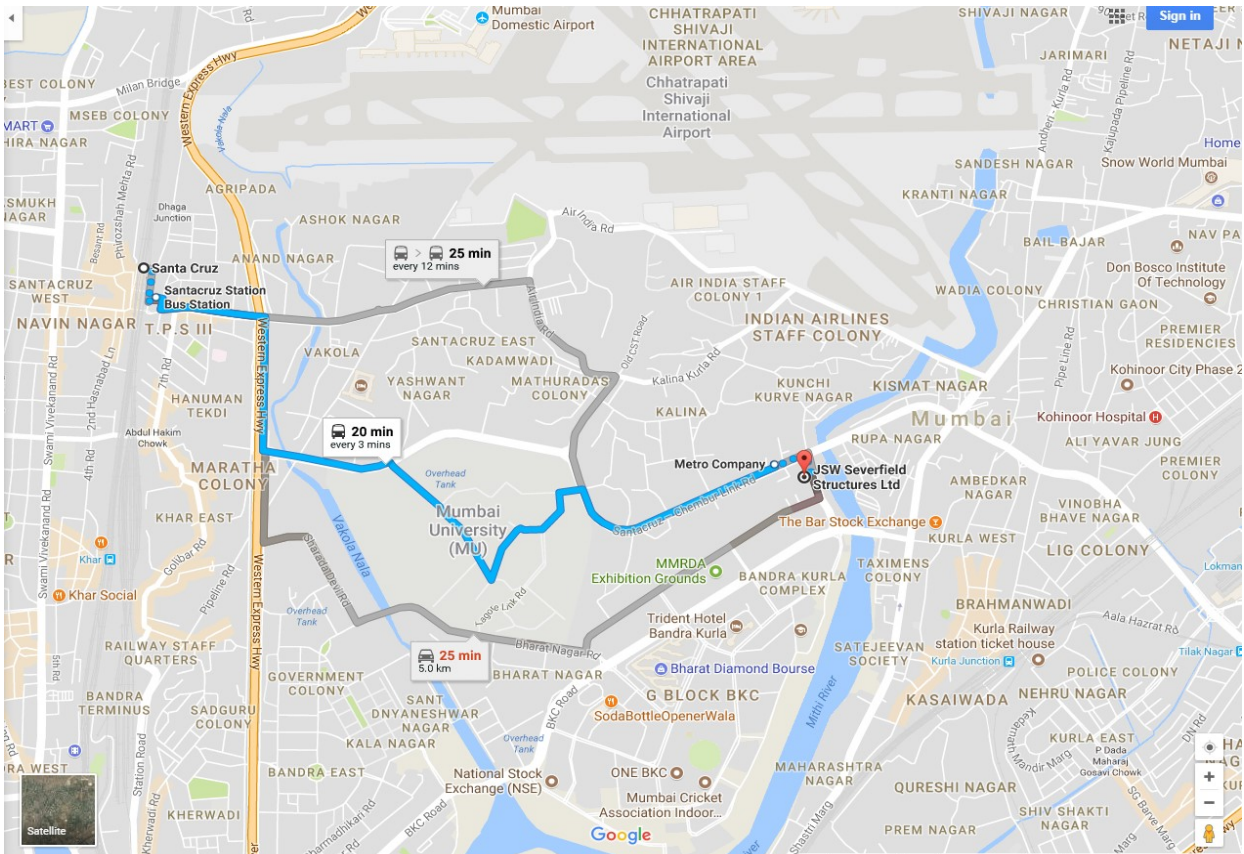
**By Order of the Board of Directors  
For JSW Severfield Structures Limited**

A handwritten signature in blue ink that reads "Swatika Gupta".

Place: Mumbai  
Date: 04.05.2021

**Swatika Gupta  
Company Secretary**

**Venue of the AGM**



**JSW Severfield Structures Limited**  
Office No. 05-08, B-wing, Lower  
Ground Floor, Art Guild House  
Phoenix Market City, L.B.S  
Marg, Kurla (West) Mumbai -  
400070



**JSW Severfield Structures Limited**

**CIN : U28112MH2009PLC191045**

**Registered Office :** Office No. 05-08, Lower Ground Floor, B-Wing, Art Guild House, Phoenix Market City, L.B.S. Marg, Kurla (West), Mumbai 400070

**Website :** [www.jssl.in](http://www.jssl.in), **Email:** [arun.singh@jssl.in](mailto:arun.singh@jssl.in)

PROXY FORM

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

CIN :	<b>U28112MH2009PLC191045</b>
Name of the Company :	<b>JSW Severfield Structures Limited</b>
Registered Office :	Office No. 05-08, Lower Ground Floor, B-Wing, Art Guild House, Phoenix Market City, L.B.S. Marg, Kurla (West), Mumbai 400070
Name of the Members(s) :	
Registered address :	
Email Id :	
Folio No. :	

I/We, being the Member (s) of ..... shares of the above-named Company, hereby appoint

1.	Name :
	Address :
	E-mail Id :
	Signature :
	or failing him :
2.	Name :
	Address :
	E-mail Id :
	Signature :
	or failing him :
3.	Name :
	Address :
	E-mail Id :
	Signature :

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twelfth Annual General Meeting of the Company, to be held on Thursday, the **15<sup>th</sup> JULY, 2021** at **17:00 HOURS** at **OFFICE NO. 05-08, B-WING, LOWER GROUND FLOOR, ART GUILD HOUSE PHOENIX MARKET CITY, L.B.S MARG, KURLA (WEST), MUMBAI- 400 070** and at any adjournment thereof in respect of such



resolutions as are indicated below:

Ordinary Business		Vote (Optional) (See Note no. 3)	
Resolution No.	Resolution	For	Against
1.	ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31.03.2021 ALONG WITH AUDITORS' REPORT AND DIRECTORS' REPORT (Ordinary Resolution)		
2.	APPOINTMENT OF Mr. RAJEEV PAI, WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT (Ordinary Resolution)		
<b>SPECIAL BUSINESS</b>			
3.	FIXING THE REMUNERATION OF COST AUDITORS (Ordinary Resolution)		
4.	APPOINTMENT OF MR. PAWAN KEDIA AS THE DIRECTOR OF THE COMPANY (Ordinary Resolution)		
5.	APPOINTMENT OF MR. RANJIT PILLAI AS THE DIRECTOR OF THE COMPANY (Ordinary Resolution)		
6.	RE-APPOINTMENT OF MR. J.K. TANDON AS AN INDEPENDENT DIRECTOR (Special Resolution)		
7.	RE-APPOINTMENT OF MRS. ANURADHA AMBAR BAJPAI AS AN INDEPENDENT DIRECTOR (Special Resolution)		

Signed this ..... day of ..... 2021.

Signature of the Shareholder: .....

Affix Revenue Stamp
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Signature of Proxy holder(s): .....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alternation or correction made to this Proxy form must be initialled by the signatory/ signatories
3. If you wish to vote for a Resolution, place a tick in the corresponding box under the column marked



“For”. If you wish to vote against a Resolution, place a tick in the corresponding box under the column marked “Against”. If no direction is given, your proxy may vote or abstain as he/she think fit.

ATTENDANCE SLIP

REGD. FOLIO NO.  
NO. OF SHARE(S) HELD


I hereby record my presence at the Twelfth Annual General Meeting of the Company held on Thursday, the 15Th JULY, 2021 at 17:00 HOURS at OFFICE NO. 05-08, B-WING, LOWER GROUND FLOOR, ART GUILD HOUSE PHOENIX MARKET CITY, L.B.S MARG, KURLA (WEST), MUMBAI- 400 070

Full name of Shareholder/Proxy .....  
(in block letters)

\_\_\_\_\_  
Signature of the Shareholder/Proxy

## NOTICE

**NOTICE** is hereby given that the **Extra Ordinary General Meeting (EGM)** of JSW Severfield Structures Limited will be held at a shorter notice on Tuesday, 12<sup>th</sup> October, 2021 at 18.00 hours through Video Conference (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

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### Special Business:

1. 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 Sections 2(54), 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company and such other consent and permissions, as may be necessary, and subject to such modification and variation as may be approved and acceptable to the appointee, the Company hereby approves the re-appointment of Mr. Ranjit Pillai (DIN: 08915833) as a Whole Time Director of the Company for a period of 2 (Two) years from 16<sup>th</sup> October, 2021 to 16<sup>th</sup> October, 2023 on such terms and conditions as set out in this resolution and pursuant to Statement Section 102(1) of the Companies Act, 2013 annexed to the Notice of this Extra-Ordinary General Meeting and with specific authority to the Board of Directors to alter or vary the terms and conditions of the said appointment.

**RESOLVED FURTHER THAT** the consent of the members be and is hereby accorded to pay the total remuneration on cost to company basis aggregating to INR 68,27,184 p.a. and the individual component of the said remuneration (on a cost to company basis) shall be as per HR policy of the Company.

**RESOLVED FURTHER THAT** notwithstanding anything stated hereinabove, where in any financial year during the currency of tenure of Mr. Ranjit Pillai, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Ranjit Pillai, remuneration by way of salary and perquisites and allowances as specified above, subject to conditions specified in Schedule V to the Companies Act, 2013 or any amendments thereto.

**FURTHER RESOLVED THAT** Mr. Ranjit Pillai shall have general control and management of the business and shall exercise and perform all such powers and duties, which in the ordinary course of business may be considered necessary, proper and in the interest of the Company, subject to directions or restrictions as given or imposed by Board of Directors from time to time and by law for time being in force.

**RESOLVED FURTHER THAT** Mr. Ranjit Pillai, Whole Time Director on reappointment as a director liable to retirement by rotation, shall continue to hold his office of Whole Time Director, and the reappointment as such director shall not be deemed to constitute a break in his office of Whole Time Director.

**RESOLVED FURTHER THAT** any one of the Board of Directors, CFO or CS of the Company be and are hereby authorized to file requisite e-forms with the Registrar of Companies, to execute all such documents,



instruments and writings and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
For JSW Severfield Structures Limited**

Place: Mumbai  
Date: 12/10/2021

**Santanu Chaudhary  
Chief Financial Officer**

**NOTES:**

- (1) Pursuant to the **Circular No. 14/2020 dated April 08, 2020**, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
- (2) In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the **Circular No. 14/2020 dated April 08, 2020**, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members are requested to attend and participate in the ensuing EGM though VC/OAVM.
- (3) Those Shareholders whose email IDs are not registered, are requested to register their email ID with NSDL Database Management Limited, Registrar & Share Transfer Agent (R&STA) by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
- (4) The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
- (5) The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (6) The Members will be allowed to pose questions during the Meeting.
- (7) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 1 are annexed hereto.
- (8) All documents referred to in the Notice calling the EGM and the Explanatory Statement are available for inspection by the Members.
- (9) EGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with **MCA Circular No. 14/2020 dated April 08, 2020** and **MCA Circular No. 17/2020 dated April 13, 2020**.
- (10) The members of the Company have given their consent, as required under section 101 (1) of the Companies Act, 2013, to convene the extraordinary general meeting at a shorter notice.
- (11) The Register of Directors and Key Managerial Personnel and their shareholding as maintained under section 170 of the Companies Act, 2013, the Register of contracts or arrangement in which directors are interested as maintained under section 189 of the Companies Act, 2013 and all documents as mentioned in the accompanying Notice, resolutions and explanatory statements will be available for inspection by the members at the registered office of the Company during normal business hours on all working days.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/ OAVM ARE AS UNDER:**

- (1) Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/ OAVM can apply at [naizee.fadia@jssl.in](mailto:naizee.fadia@jssl.in) requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID/ Client ID or Folio Number and the Registered email ID.
- (2) Members who are desirous of attending the EGM through VC/ OAVM and whose email IDs are not registered with the company, may get their email IDs registered with the Registrar & Transfer Agent by sending an email to [fort@stockholding.com](mailto:fort@stockholding.com), with the following credentials:
  - i. Name registered as per the records of the company.
  - ii. DPID-Client ID/ Folio Number
  - iii. Email ID to be registered for attending the Meeting.
- (3) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application.
- (4) The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), NSDL Database Management Limited, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

**EXPLANATORY STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RELATION TO SPECIAL BUSINESS TO BE CONDUCTED AT THE EXTRA ORDINARY GENERAL MEETING OF JSW SEVERFIELD STRUCTURES LIMITED**

**Item No. 1**

**Past Appointment**

The Members of the Company in their Extra-Ordinary General Meeting held on March 19, 2021 has approved the re-appointment of Mr. Ranjit Pillai as a Whole-time Director of the Company, for a period of one year commencing from October 16, 2020 upon a remuneration Rs. 68,27,184/- p.a. The term of Mr. Ranjit Pillai will expire on October 16, 2021.

The Board of Directors (“the Board”) at its meeting held on dated 12<sup>th</sup> October, 2021, subject to the approval of the members, has appointed Mr. Ranjit Pillai (DIN: 08915833) as a Whole time Director on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee. It is proposed to seek members’ approval for the appointment of and remuneration payable to Mr. Ranjit Pillai as a Whole time Director of the Company, in terms of the applicable provisions of the Act. Broad particulars of the terms of appointment of and remuneration payable to Mr. Ranjit Pillai (DIN: 08915833) are as under:

**a) Remuneration:**

His total CTC salary including variable pay will be Rs. 68,27,184/- p.a.

**b) Reimbursement of Expenses:**

Expenses incurred for travelling, board and lodging during business trips shall be reimbursed at actuals and not considered as perquisites.

**c) General:**

(i) The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board/ Managing Director from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board/ Managing Director and the functions of the Wholetime Director will be under the overall authority of the Managing Director.

(ii) The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act regarding duties of directors.

(iii) The Whole-time Director shall adhere to the Company’s Code of Conduct.

Mr. Ranjit Pillai satisfies all the other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of appointment of Mr. Ranjit Pillai under Section 190 of the Act.

A brief profile of Mr. Ranjit Pillai and disclosure pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings is set out in annexure-1.



Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 1 of the Notice for the appointment and payment of the remuneration to Mr. Ranjit Pillai as a Whole time Director of the Company.

Except Mr. Ranjit Pillai, none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Your directors recommend the Resolution set out at Item No. 1 of the Notice for your approval.

**By order of the Board of Directors  
For JSW Severfield Structures Limited**

Place: Mumbai  
Date: 12/10/2021

**Santanu Chaudhary  
Chief Financial Officer**



**Annexure- 1**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING  
EXTRA-ORDINARY GENERAL MEETING**

[Pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

<b>Particulars</b>	<b>Mr. Ranjit Pillai</b>
Age	55 years
Qualification	Commerce graduate (Honors) from Mumbai University with an MBA from Mumbai University specializing in Human Resources and Industrial Relations. He has also done a certification course from Indian Society of Training & Development (ISTD), New Delhi
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Ranjit Pillai is currently the Occupier of the Company's factory at Bellary and heading Operations & Special Projects. Earlier he oversaw Business Improvements for 2 years and was heading the HR, EHS & IT functions since 2009. Prior to this, he was in the Corporate HR department of JSW Steel Limited. He is having a wealth of experience and exposure and before joining JSW, Mr. Ranjit Pillai was associated with Crompton Greaves, heading the HR Operations and L&D Functions at Corporate office for the entire group. Prior to this assignment he was associated with Proctor and Gamble, leading the Sales HR Function.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at item no. 1 of this notice convening the Extra Ordinary General Meeting on October 12, 2021 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	As stated in the Explanatory Statement at Item No.1 of this Notice
Remuneration proposed to be paid	As stated in the item no 1 read with Explanatory Statement thereto
Date of re-appointment on the Board	October 12, 2021
Shareholding in the Company as on March 31, 2020	Nil
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel
Number of meetings of the Board	2 out of 2



attended during during the year	
Directorships of other Boards	Nil
Membership/ Chairmanship of Committees of other Boards	Nil

**By order of the Board of Directors  
For JSW Severfield Structures Limited**

Place: Mumbai  
Date: 12/10/2021

**Santanu Chaudhary  
Chief Financial Officer**

## NOTICE

**NOTICE** is hereby given that the **Extra Ordinary General Meeting (EGM)** of JSW Severfield Structures Limited will be held at a shorter notice on Wednesday, 16<sup>th</sup> March, 2022 at 17.00 hours through Video Conference (VC)/ Other Audio-Visual Means (OAVM) to transact the following business:

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### **Special Business:**

1. 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 196, 197, 203 and Schedule V of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such other approvals as may be required, the approval of the members be and is hereby accorded for the re-appointment of Dr. Derek Randall (DIN: 02433966) as the Managing Director of the Company for a period of one year from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023, on such terms and conditions hereinafter mentioned.

**RESOLVED FURTHER THAT** an all-inclusive remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) subject to a maximum total limit of an amount not exceeding Rs. 40,000,000/- (Rupees Four Crores only) per annum be paid to the Managing Director in such manner and for such purpose in compliance with Sec 197, 198 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or other applicable provision(s) and/or under any Act or law for time being in force and such other consents and approvals as may be necessary.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter or vary the terms of re-appointment of Dr. Derek Randall, including relating to remuneration, as it may, at its discretion, deem fit, from time to time, provided however that the remuneration after the alteration/ variation shall be in accordance with section 197, 198, Schedule V of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 or any amendment thereto for the time being in force.



**RESOLVED FURTHER THAT** any one of the Board of Directors, CFO or CS of the Company be and are hereby authorized to file requisite e-forms with the Registrar of Companies and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.”

**By order of the Board of Directors  
For JSW Severfield Structures Limited**

*Santanu Chaudhary*

**Santanu Chaudhary  
Chief Financial Officer**

Place: Mumbai  
Date: 16.03.2022

**NOTES:**

- (1) Pursuant to the **Circular No. 14/2020 dated April 08, 2020**, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes.
- (2) In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and pursuant to the **Circular No. 14/2020 dated April 08, 2020**, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the EGM venue is not required. Hence, Members are requested to attend and participate in the ensuing EGM through VC/OAVM.
- (3) Those Shareholders whose email IDs are not registered, are requested to register their email ID with NSDL Database Management Limited, Registrar & Share Transfer Agent (R&STA) by providing their Name as registered with the R&STA, Address, email ID, PAN, DPID/Client ID or Folio Number and Number of shares held by them.
- (4) The Members can join the EGM in the VC/ OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting.
- (5) The attendance of the Members attending the EGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (6) The Members will be allowed to pose questions during the Meeting.
- (7) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, setting out material facts in respect of the item no. 1 are annexed hereto.
- (8) All documents referred to in the Notice calling the EGM and the Explanatory Statement are available for inspection by the Members.
- (9) EGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with **MCA Circular No. 14/2020 dated April 08, 2020** and **MCA Circular No. 17/2020 dated April 13, 2020**.
- (10) The members of the Company have given their consent, as required under section 101 (1) of the Companies Act, 2013, to convene the extraordinary general meeting at a shorter notice.
- (11) The Register of Directors and Key Managerial Personnel and their shareholding as maintained under section 170 of the Companies Act, 2013, the Register of contracts or arrangement in which directors are interested as maintained under section 189 of the Companies Act, 2013 and all documents as mentioned in the accompanying Notice, resolutions and explanatory statements will be available for inspection by the members at the registered office of the Company during normal business hours on all working days.



**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/ OAVM ARE AS UNDER:**

- (1) Members whose email IDs are already registered with the Company and who are desirous to attend the EGM through VC/ OAVM can apply at [naizee.fadia@jssl.in](mailto:naizee.fadia@jssl.in) requesting for participation in the EGM, by giving their name as registered in the records of the Company, DPID/ Client ID or Folio Number and the Registered email ID.
- (2) Members who are desirous of attending the EGM through VC/ OAVM and whose email IDs are not registered with the company, may get their email IDs registered with the Registrar & Transfer Agent by sending an email to [fort@stockholding.com](mailto:fort@stockholding.com), with the following credentials:
  - i. Name registered as per the records of the company.
  - ii. DPID-Client ID/ Folio Number
  - iii. Email ID to be registered for attending the Meeting.
- (3) Members may attend the EGM, by following the invitation link sent to their registered email ID. Members will be able to locate Meeting ID/ Password/ and JOIN MEETING tab. By Clicking on JOIN MEETING, they will be redirected to Meeting Room via browser or by running Temporary Application.
- (4) The Members holding equity shares in physical form are requested to intimate to the Registrar and Share Transfer Agents (R&STA), NSDL Database Management Limited, regarding change of address, if any, at the earliest, quoting their registered folio number. Change of address in respect of shares held in dematerialized form is required to be intimated to the concerned Depository Participant.

**EXPLANATORY STATEMENT ANNEXED PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RELATION TO SPECIAL BUSINESS TO BE CONDUCTED AT THE EXTRA ORDINARY GENERAL MEETING OF JSW SEVERFIELD STRUCTURES LIMITED**

**Item No. 1**

The Members of the Company at its Extra-ordinary General Meeting held on 19<sup>th</sup> March, 2021 had approved the re-appointment of Dr. Derek Randall as a Managing Director of the Company for a period of one-year w.e.f. 1<sup>st</sup> April, 2021 and his present term will expire on 31<sup>st</sup> March, 2022.

In view of his present term expiring on 31<sup>st</sup> March, 2022, the Board in its meeting dated 16<sup>th</sup> March, 2022 and based on the recommendation of the Nomination and Remuneration Committee approved the reappointment of Dr. Derek Randall as a Managing Director of the Company and accordingly the member's approval is sought to re-appoint him for a period of one years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 on an all-inclusive remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year) subject to a maximum total limit of an amount not exceeding Rs. 40,000,000/- (Rupees Four Crores only) per annum in compliance with Section 197, 198 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The payment of remuneration of Dr. Derek Randall as a Managing Director of the Company was approved by the Board based on industry standards and is subject to the approval of the Members.

Dr. Derek Randall shall not be entitled to any sitting fee for attending meetings of the Board and/or Committee(s) of Directors. Pursuant to Section 152(6) of Companies Act, 2013, he shall be liable to retire by rotation.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 1 of the Notice for re-appointment and payment of the remuneration to Dr. Derek Randall, Managing Director of the Company.

Dr. Derek Randall holds 10 equity share of the Company as Nominee Holder on behalf of Severfield Mauritius Limited. Except Dr. Derek Randall, none of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Your Directors recommend the Resolution set out at Item No. 1 of the Notice for your approval.

**By order of the Board of Directors  
For JSW Severfield Structures Limited**



**Santanu Chaudhary  
Chief Financial Officer**

Place: Mumbai  
Date: 16/03/2022

**Annexure- 1**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT AT THE ENSUING  
EXTRA-ORDINARY GENERAL MEETING**

[Pursuant to Clause 1.2.5 of Secretarial Standards-2 on General Meetings]

<b>Particulars</b>	<b>Dr. Derek Rendall</b>
Age	60 years
Qualification	Master of Business Administration from Warwick Business School and a Doctor of Business Administration from Nottingham Business School
Experience (including expertise in specific functional area)/ Brief Resume	Dr. Derek Randall is associated with the Company as Promoter and Director since its inception. He has more than 30 years of extensive experience in the field of Finance, Accounts, Market Development, Strategic Business Planning and Commercial functions. He served as Executive Director of Business Development at Severfield plc since May 2008. Prior to Severfield plc, he served with Corus Group (the steel company which is part of Tata), where his last position was as Commercial Director of Long Products Division, responsible for a sales portfolio of circa £5 billion. He held several international Board positions with Corus. He is the Visiting Professor of International Management and Development at Business School of Birmingham City University. He served on the Executive Council of The Steel Construction Institute.
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at item no. 1 of this notice convening the Extra Ordinary General Meeting on March 16, 2022 read with explanatory statement thereto
Remuneration last drawn (including sitting fees, if any)	As stated in the Explanatory Statement at Item No.1 of this Notice
Remuneration proposed to be paid	As stated in the item no 1 read with Explanatory Statement thereto
Date of re-appointment on the Board	Dr. Derek Randall is associated with the Company as Partner and Director since its inception
Shareholding in the Company as on March 31, 2020	He holds 10 Equity Share as a Nominee Holder on behalf of Severfield Mauritius Limited (JV Partner).
Relationship with other Directors/ Key Managerial Personnel	Not related to any Director/ Key Managerial Personnel



Number of meetings of the Board attended during during the year	4 out of 4
Directorships of other Boards	1. JSW Structural Metal Decking Limited 2. Severfield PLC
Membership/ Chairmanship of Committees of other Boards	Nil

**By order of the Board of Directors  
For JSW Severfield Structures Limited**

*Santanu Chaudhary*

**Santanu Chaudhary  
Chief Financial Officer**

Place: Mumbai  
Date: 16/03/2022