

NOTICE

NOTICE is hereby given that the 14th (Fourteenth) Annual General Meeting of the Members of **JSW Severfield Structures Limited** will be held on Friday, July 14, 2023, 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 - 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, 2023, and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pawan Kumar Kedia (DIN- 00020570), 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. 1,60,000/- (Rupees One Lakh Sixty 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 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.”

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

A handwritten signature in blue ink, reading 'Swatika Gupta', is written over a horizontal line.

Place: Mumbai
Date: 03.05.2023

**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 are 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 Phoenix Market City Mall. 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 May 3, 2023, had considered, and approved the appointment of M/s G. R & Co. as the Cost Auditor of the Company for the financial year 2023-24 at a remuneration of Rs. 1,60,000/- (Rupees One Lakh Sixty 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 of the remuneration payable to the Cost Auditors for the financial year 2023-24 by passing an Ordinary Resolution as set out in 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 in Item No. 3 of the Notice for approval by the members.

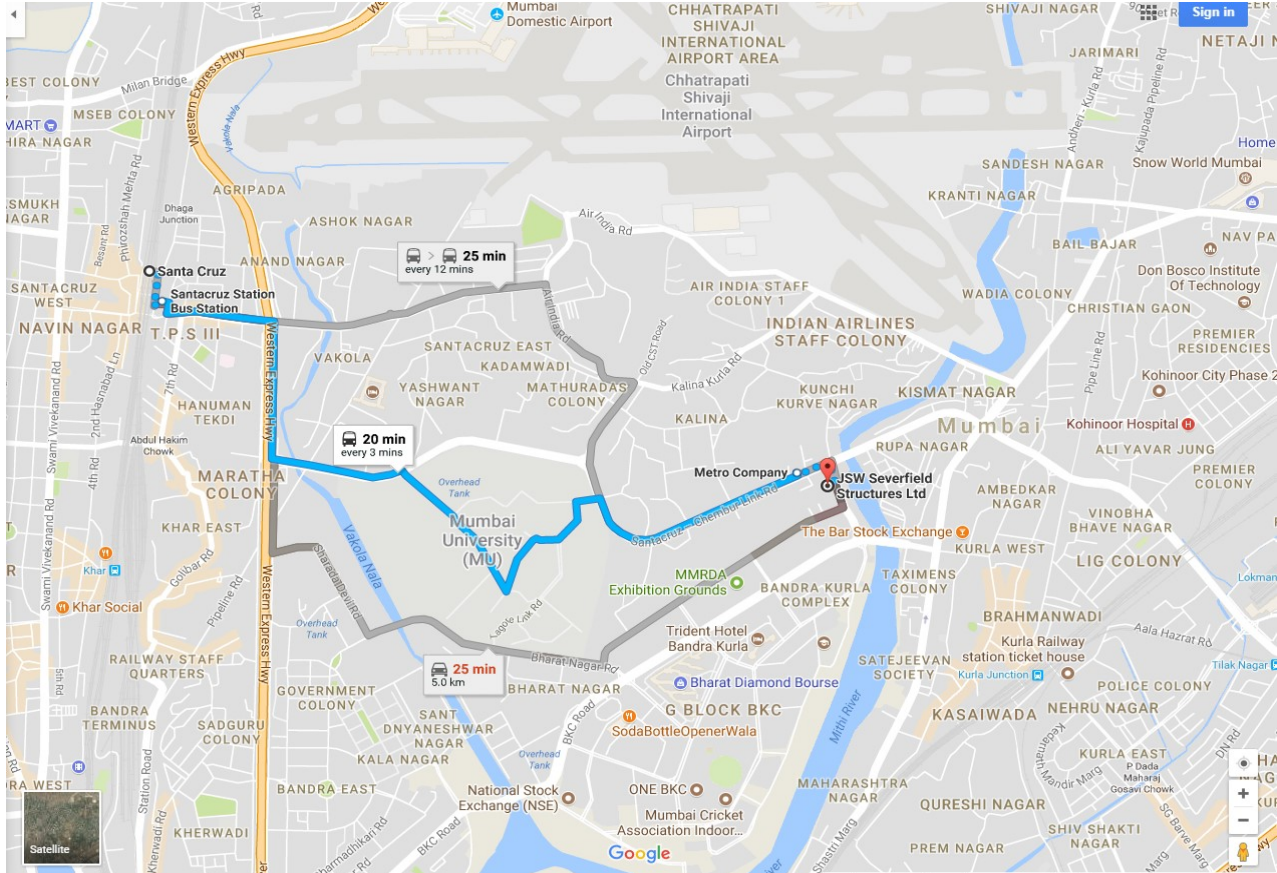
**By Order of the Board of Directors
For JSW Severfield Structures Limited**

A handwritten signature in blue ink that reads 'Swatika Gupta' with a decorative flourish at the end.

Place: Mumbai
Date: 03.05.2023

**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, **Email:** swatika.gupta@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 :	U28112MH2009PLC191045
Name of the Company :	JSW Severfield Structures Limited
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 Fourteenth Annual General Meeting of the Company, to be held on Friday, July 14, 2023, 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 – 400070 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 31.03.2023 ALONG WITH AUDITORS' REPORT AND DIRECTORS' REPORT (Ordinary Resolution)		
2.	APPOINTMENT OF MR. PAWAN KUMAR KEDIA (DIN-00020570) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT (Ordinary Resolution)		
SPECIAL BUSINESS			
3.	FIXING THE REMUNERATION OF COST AUDITORS (Ordinary Resolution)		

Signed this day of 2023.

Signature of the Shareholder:

Affix Revenue Stamp

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 Fourteenth Annual General Meeting of the Company, to be held on Friday, July 14, 2023, 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 – 400070.

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/1/FY23-24) of JSW Severfield Structures Limited will be held at a shorter notice on Thursday, 12th October 2023 at 16.00 hours at Office No. 05-08, B-wing, Lower Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070 to transact the following business: -

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 196, 197, 203 and other applicable provisions, if any read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force (collectively referred as 'the Act'), the consent of the Company be and is hereby accorded for the re-appointment and terms of appointment of Mr. Ranjit Kumar Gopinath Pillai (Din: 08915833) as Whole-time Director of the Company, for a duration of 2 (two) years with effect from 16th October, 2023, based on the Nomination and Remuneration Committee's recommendations until 16th October 2025 upon the terms and conditions of remuneration to be kept at status quo as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, as set out in the Explanatory Statement annexed to this Notice, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during his said tenure within the overall limits of section 197 of the Act with authority to the Board of Directors (which shall be deemed to include a Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration in such manner, as may be agreed to between the Board of Directors and Mr. Ranjit Kumar Gopinath Pillai.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), CFO or Company Secretary be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient, and desirable for the purpose of giving effect to this resolution,"

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

"**RESOLVED THAT** pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or amendments thereto, or re-enactments thereof for the time being in force) and in terms of Articles of Association of

the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Resolution) to borrow any sum or sums of moneys from time to time from any one or more Banks, Company's Directors, firms, Bodies Corporate, Financial Institutions, Insurance Companies, Mutual Funds, Trusts, Investment Institutions, any other persons or other acceptable sources (hereinafter also referred to as the "Lending Agencies) by way of secured borrowings or through any other vehicle as permitted by law for the time being in force, designated in Indian or foreign currency and on such terms and conditions as the Board may deem fit, notwithstanding that such sum or sums of monies to be borrowed. together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed aggregate of its paid-up capital, free reserves and Securities Premium of the Company, provided that the total amount so borrowed by the Board shall not exceed Rs. 1900 Crores (Rupees Nineteen Hundred Crores Only), together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the to the Lending Agencies or to Trustees , if any, under their respective Agreements/Loan Agreements entered/to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.

"RESOLVED FURTHER THAT the Board of Directors, CFO or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for: obtaining necessary approvals (statutory, contractual or otherwise) in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds. matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or amendments thereto or re-enactments thereof) and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating. pledging or in any manner creating charge on all or any part of the present and future



moveable or immovable assets or properties of the Company or the whole or any part of the undertaking of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets, together with the power to take over the management of the business and concern of the Company in certain events of default, to or in favour of Banks, Trustees if any , Firms, Bodies Corporate, Financial Institutions, Insurance Companies, Mutual Funds, Trusts, Investment Institutions, any other persons or any other lenders to secure the amount borrowed by the Company or Subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution."

"RESOLVED FURTHER THAT the Board of Directors, CFO or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

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

A handwritten signature in blue ink that reads 'Swatika Gupta'. The signature is written in a cursive style and is underlined with a blue line.

Place: Mumbai
Date: 12.10.2023

**Swatika Gupta
Company Secretary**

NOTES:

- (1) The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, setting out material facts in respect of the item no. 1 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) Members are requested to deliver their consent to convene the proposed extraordinary general meeting at shorter notice (in the form attached as Annexure- A to this notice) to the Company prior to the proposed time for the extra- ordinary general meeting.
- (5) Relevant documents referred to in the Notice and the accompanying statement are 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.
- (6) Prominent landmark for the venue of the meeting is Phoenix Market City Mall. The route map of the venue of the Meeting is annexed hereto.

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 Board of Directors of the Company at its meeting held on 12/10/2023, approved the re-appointment of Mr. Ranjit K. Pillai as Whole Time Director with effect from 16/10/2023 and subject to the approval of the Members, for a period of 2 (two) years from 16/10/2023, 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. 1 Crore (Rupees One Crores only) per annum in compliance with the relevant sections of Companies Act, 2013 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to all Whole-time Directors of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof. Pursuant to Section 152(6) of Companies Act, 2013, he shall not be liable to retire by rotation.

The Board recommends this resolution for approval of the members.



None of the Directors and Key Managerial Personnel of the Company other than Mr. Ranjit Kumar Gopinath Pillai, or their relatives, is interested in this Resolution.

Item No. 2

The Members vide Special resolution passed in the 13th Annual General Meeting held on 15th July 2022 had approved availing of the borrowing limits by the Company under Section 179(3)(d) read with Section 180 (1) (c) of the Companies Act, 2013 up to Rs.1700 crores (Rupees seventeen hundred crores only). The aggregate outstanding on the borrowings of the Company for the Financial Year ended 31-3-2023 was Rs. 902.80 Crores (Rupees Nine hundred and two and eighty lakhs only). The maximum borrowing limit now available to the Company under Section 180 (1) (c) of the Companies Act, 2013 is Rs 1700 Crores (Rupees One thousand seven hundred Crores only).

Your Company needs working capital facilities including fund and non-fund limits for business operations and borrowings to fund expansions. The Company is in discussions with various banks to enhance the facilities to support growth in the business. Having regard to the long term funding requirements in the business it is thought advisable to increase the overall borrowing limit to Rs. 1900CrS from Rs. 1700CrS.

Pursuant to Section 180 (1) (c) of the Companies Act, 2013 the borrowings, together with the money already borrowed exceeding aggregate of its paid-up share capital, free reserves and Securities Premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, should be consented to by the Members. As the proposed borrowing limits would exceed the said stipulated statutory limits during the current year, the proposed resolution is recommended for the consideration of the Members as your Board has already approved the proposed additional borrowings of Rs. 300 Crores (Rupees three hundred crores only) at its meeting held on 12-10-2023.

The Board recommends this resolution for approval of the members.

None of the Directors or Key Managerial Personnel or other relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Item No. 3

The Members vide a Special Resolution passed in the 13th Annual General Meeting held on 15th July, 2022 had approved limits for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company in respect of borrowings under Section 180 (1) (a) of the Companies Act, 2013 up to Rs.1700 Crores (Rupees One thousand Seven Hundred Crores Only).

The attention of the Board is invited to the fact that in respect of the proposed additional borrowings of Rs. 200 Crore (Rupees two hundred crores only) to be availed by the Company, the Company may require to create security by way of charge, mortgage, hypothecation or pledge of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets) and/or creating a floating charge on the Assets, together with the power to take over the



management of the business and concern of the Company in certain events of default in favour of Lenders, as per the terms and conditions mutually agreed in the course of borrowing of funds from time to time to support the operations of the Company Consequent to the proposed enhancement of the ceiling limits of borrowings from the present approved limits of Rs 1700 Crores (Rupees Seventeen Hundred Crores Only) to Rs. 1900 Crores (Rupees Nineteen Hundred Crores Only) under agenda item no. 3, the limits of creation of mortgage or charge on the assets, properties or undertaking(s) of the Company may also be enhanced accordingly.

The Board accordingly recommend the proposed resolution for the consideration and consent of the Members of the Company.

None of the Directors or Key Managerial Personnel or other relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

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

A handwritten signature in blue ink that reads 'Swatika Gupta' with a decorative flourish underneath.

Place: Mumbai
Date: 12.10.2023

**Swatika Gupta
Company Secretary**



Annexure – A

Shorter Notice Consent

THE COMPANIES ACT, 2013

Consent of shareholder for shorter notice

[Pursuant to section 101(1)]

Date:

To,

The Board of Directors

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

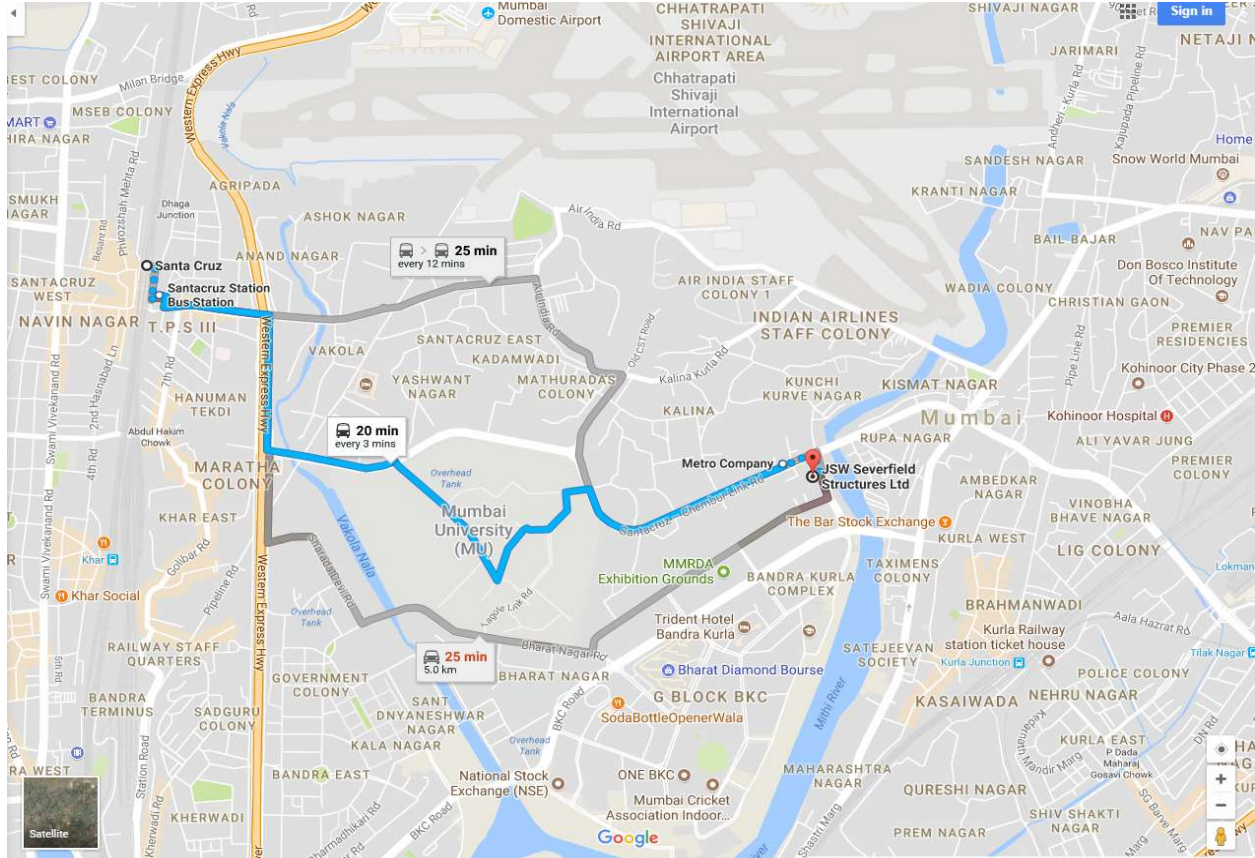
Subject: Consent to Convene Extra-Ordinary General meeting at shorter notice

Dear Sir/ Ma'am,

I/We _____, R/o _____ holding _____ Shares in the Company, hereby give my/ our consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the Extra- Ordinary General Meeting of the Company at a shorter notice on Thursday, 12th October 2023 2023 at 16:00 hours at Office No. 05-08, B-wing, Lower Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070.

Shareholder of the Company

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, **Email:** swatika.gupta@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 :	U28112MH2009PLC191045
Name of the Company :	JSW Severfield Structures Limited
Registered Office :	Office No. 08, 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 :

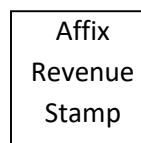
3.	Name :
	Address :
	E-mail Id :
	Signature :

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, held at a shorter notice on Thursday, 12th October 2023 at 16:00 hours at Office No. 05-08, B-wing, Lower Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070 in respect of such resolutions as are indicated below:

Special Business		Vote (Optional) (See Note no. 3)	
Resolution No.	Resolution	For	Against
1.	Re-appointment of Mr. Ranjit Pillai as a Whole-Time Director of the Company and continuance as "Occupier" under Factories Act, 1948 (Special Resolution)		
2.	Increase of borrowing limit under section 179(3)(d) read with 180(1)(c) of the Companies Act, 2013 (Special Resolution)		
3.	Increase of limits for the creation of charges / mortgages on the moveable and immoveable properties of the company, in respect of increased borrowings under section 180(1)(a) of the Companies Act, 2013 (Special Resolution)		

Signed this day of 2023.

Signature of the Shareholder:



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 Extra Ordinary General Meeting of the Company, held at a shorter notice on Thursday, 12th October 2023 at 16:00 hours at Office No. 05-08, B-wing, Lower Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070

Full name of Shareholder/Proxy

(in block letters)

Signature of the Shareholder/Proxy

NOTICE

NOTICE is hereby given that the second **Extra Ordinary General Meeting** for the FY 2023-24 of JSW Severfield Structures Limited will be held at a shorter notice on Wednesday, 13th March, 2024 at 17:30 hours at Office No. 07-08, B-wing, Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070 to transact the following business: -

Special Business:

1. 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 applicable provisions of Companies Act, 2013 read with relevant rules made thereunder, Dr. Derek Randall, be and is hereby appointed as a Director, Chairman of the Company with effect from 01/04/2024.

2. 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 applicable provisions of Companies Act, 2013 read with relevant rules made thereunder, Mr. Vincent Pinto, be and is hereby appointed as a Director of the Company with effect from 01/04/2024.

3. 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 5, 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification (s) or re-enactment thereof, for the time being in force), the Members do hereby approve the alternation of Articles of Association of the Company, by amending the existing Clauses 71.1, 71.5, 71.6, 71.8, 71.9, and 73.1; and adding new Clauses: 71.8A, 71.8B and 71.8C to be part of the Articles of association, as follows:

Clause No.	Existing Clauses	Proposed Amendments
71.1	<p>Number of Directors</p> <p>(i)The Company shall be incorporated initially with four (4) Directors, two (2) nominated by Severfield and two (2) by JSW Steel, whose names are set out below. Each Severfield and JSW Steel shall simultaneously have a right to nominate further two directors each within such</p>	<p>Insertion of new sub- clause 71.1(iv)</p> <p>Further, JSW Steel shall simultaneously have a right to nominate any person as CEO but not from the pool of nominee directors as stated in (i) above. The CEO will report directly and independently to the Board of Directors periodically and at any time that the Board may demand.</p>

Clause No.	Existing Clauses	Proposed Amendments
	<p>period as may be agreed upon between Severfield and JSW Steel, so that the total composition of the Board representing the shareholders shall be eight (8) Directors, four (4) Directors nominated by Severfield, and four (4) Directors nominated by JSW Steel.</p> <p>(ii) Each Severfield and JSW Steel shall simultaneously have a right to nominate further two directors each within such</p> <p>(ii)The Board shall have Power at any time, and from time to time, to appoint a person as an Additional Director together shall not at any time exceed the maximum strength fixed by the Board by the articles.</p> <p>(iii)The maximum number of Directors at any time shall not exceed 15 (fifteen).</p>	
71.5	<p>Notification for Appointment or Removal of Director</p> <p>Notice of any appointment or removal required under Article 74.3 or 74.4 shall be given to the Company at its registered office.</p>	<p>Deleted and substituted with the following new clause:</p> <p>Notice of any appointment or removal required under Article 71.3 or 71.4 shall be given to the Company at its registered office.</p>
71.6	<p>Without prejudice to their rights hereunder it is agreed that any Shareholder proposing to require the appointment or removal of a Director under this Article will consult with the other Shareholder before giving notice under Article 74.3 or 74.4 as the case may be.</p>	<p>Without prejudice to their rights hereunder it is agreed that any Shareholder proposing to require the appointment or removal of a Director under this Article will consult with the other Shareholder before giving notice under Article 71.3 or 71.4 as the case may be.</p>
71.8	<p>For so long as the Agreement is in full force and effect, JSW Steel shall have the right to appoint the chairman of the Company and Severfield shall have the right to appoint the Managing Director/CEO of the Company. The first chairman of the Board shall be Mr. Jayant Acharya. If the chairman is not present at any Board Meeting, the Directors present may appoint one of the JSW Steel nominee directors present to act as chairman for the purpose of the meeting.</p>	<p>Insertion of New clause 71. 8A (Chairman/ MD/ CEO/WTD)</p> <p>Subject to the provisions of the Act and of these Articles, the Board shall have power to appoint from time to time any one or more of its number as the Managing Director or CEO and/or Whole Time Director or Directors (including Technical Director) of the Company who shall be nominee of JSW Steel for fixed term not exceeding five years at a time and upon such terms and conditions as the Board thinks fit, and subject to the provisions of the Articles, the Board may by resolution</p>

Clause No.	Existing Clauses	Proposed Amendments
		<p>vest in such Managing Director or Whole Time Director or CEO or Directors (including Technical Director) such of the powers hereby vested in the Board generally as it thinks fit, and such powers may be made exercisable for such period or periods, and upon such conditions and subject to such restrictions as it may determine. The remuneration of Managing Director or Managing Directors or CEO or Whole Time Director or Directors (including Technical Director) may be, by way of monthly payment, fee for such meeting or participation in profits, or by any or all these modes and /or any other mode not expressly prohibited by the Act.</p> <p>Insert of new Clause 71.8B as under:</p> <p>For so long as the Agreement is in full force and effect Severfield shall have the right to nominate the appointment of the Chairman of the Company and JSW Steel shall have the right to nominate the appointment of the Managing Director/CEO of the Company who may or may not be from the pool of nominee directors as set out no clause 71.1</p> <p>The first chairman of the Board shall be Mr. Jayant Acharya. If the chairman is not present at any Board Meeting, the Directors present may appoint one of the Severfield nominee directors present to act as chairman for the purpose of the meeting.</p> <p>Insertion of New Clause 71.8C Nomination of Director as “occupier” Subject to the provisions of the Act and of these Articles, and subject to the provisions of the Factories Act, 1948, and its relevant Rules, the Board shall have power to nominate and appoint any of the resident directors as the “Occupier of the Factory” as defined and required u/s 2(n)</p>

Clause No.	Existing Clauses	Proposed Amendments
		of the Factories Act,1948, fix his or her term of office and define his or her powers, duties, liabilities role responsibilities and obligations.
71.9	<p>Replacement of the Chairman</p> <p>The replacement of the Chairman or the Managing Director of the Company following the second anniversary of the date of the agreement shall be subject to prior Board discussion in accordance with Article 74.10</p>	<p>Deleted and substituted with the following new clause:</p> <p>The replacement of the Chairman or the Managing Director/CEO of the Company shall be subject to prior Board discussion.</p>
73.1	<p>Not more than three (3) months prior to the commencement of operations by the Company, the Shareholders shall determine which persons will constitute the Company's management committee, comprising a managing director/CEO and heads of production/site, commercial operations, finance and HR (the "Management Committee"). The managing director/CEO and heads of production/site and commercial operations will be nominated by Severfield, and the heads of finance and HR will be nominated by JSWSteel. All nominations are subject to Board approval prior to appointment. The remuneration of each member of the Management Committee, the level of authority granted to members of the Management Committee and the governance procedures applying to the Management Committee will be determined by the Board and notified to the Management Committee in writing.</p>	<p>Deletion of this clause and substituted by the following new clause:</p> <p>The CEO and Whole-time director appointed pursuant to clause 71.8A will have the powers of day-to-day management and powers to recruit and appoint all or any departmental or factory heads and fix responsibilities on them after following all procedure stated in the Company's Policies and all these personnel will be accountable to him on their performance. The CEO and Whole-time Director shall report to the Board independently and periodically as directed by the Board.</p>

RESOLVED FURTHER THAT the Board of Directors, CFO or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary in connection therewith."

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 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 appointment of Mr. Vincent Pinto as Whole-time Director and CEO of the Company for a period of 1 (One) year from 1st April, 2024 to 31st March 2025 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. 2,50,00,000/- (Rupees Two Crores Fifty Lacs only) per annum be paid to the Whole-time Director and CEO 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 (including its Nomination and Remuneration Committee thereof) of the Company be and is hereby authorized to alter or vary the terms of appointment of Mr. Vincent Pinto, 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.

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

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or amendments thereto, or re-enactments thereof for the time being in force) and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Resolution) to borrow any sum or sums of moneys from time to time from any one or more Banks, Company's Directors, firms, Bodies Corporate, Financial Institutions, Insurance Companies, Mutual Funds, Trusts, Investment Institutions, any other persons or other acceptable sources (hereinafter also referred to as the "Lending Agencies) by way of secured borrowings or through any other vehicle as permitted by law for the time being in force, designated in Indian or foreign currency and on such terms and conditions as the Board may deem fit, notwithstanding that such sum or sums of monies to be borrowed. together with the monies already borrowed by the Company (apart

from the temporary loans obtained from the Company's Bankers in the ordinary course of business), may exceed aggregate of its paid-up capital, free reserves and Securities Premium of the Company, provided that the total amount so borrowed by the Board shall not exceed Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores Only), together with interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the to the Lending Agencies or to Trustees , if any, under their respective Agreements/Loan Agreements entered/to be entered into by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution.

"RESOLVED FURTHER THAT the Board of Directors, CFO or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise) in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds. matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

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

"RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modifications or amendments thereto or re-enactments thereof) and in terms of Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by the Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets") and/or creating a floating charge on the Assets, together with the power to take over the management of the business and concern of the Company in certain events of default, to or in favour of Banks, Trustees if any , Firms, Bodies Corporate, Financial Institutions, Insurance Companies, Mutual Funds, Trusts, Investment Institutions, any other persons or any other lenders to secure the amount borrowed by the Company or Subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act."



"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution."

"**RESOLVED FURTHER THAT** the Board of Directors, CFO or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals (statutory, contractual or otherwise), in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs and other concerned Authorities and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution."

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

Sd/-

Place: Mumbai
Date: 13.03.2024

**Swatika Gupta
Company Secretary**

NOTES:

- (1) The Explanatory Statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, setting out material facts in respect of the item no. 1 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) Members are requested to deliver their consent to convene the proposed extraordinary general meeting at shorter notice (in the form attached as Annexure- A to this notice) to the Company prior to the proposed time for the extra- ordinary general meeting.
- (5) Relevant documents referred to in the Notice and the accompanying statement are 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.

- (6) Prominent landmark for the venue of the meeting is Phoenix Market City Mall. The route map of the venue of the Meeting is annexed hereto.

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 Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on March 13, 2024, had considered, and approved the appointment of Dr. Derek Randall as the Director, Chairman of the Company, with effect from 01/04/2024.

Dr. Derek Randall is not disqualified from being appointed as the director pursuant to the relevant provisions of the Companies Act 2013 and has given his consent to act as a director of the Company. The said appointment of Dr. Derek Randall as the Director, Chairman of the Company is required to be approved by the Members of the Company.

Dr. Derek Randall is associated with the Company as Partner and Director since its inception. He has more than 30 years of extensive experience in the field of Market Development, Strategic Business Planning and Commercial functions. Derek has been involved in the formative years of the company and has established JSSL as premiere steel construction contractor in India. During his tenure of 12 years with JSSL he has set up the organization structure and delivery teams to consistently deliver outstanding projects for customers in India. He has led the market development initiative for steel construction in India and continues to engage with prospective customers to share the benefits of adopting modern steel construction technology. His deep understanding of the sector in India along with his international experience provides JSSL with an opportunity to further grow the business and expand its footprint in India and near markets.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Dr. Derek Randall is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the members.

Item No. 2

The Board of Directors of the Company, on the recommendation of the Nomination & Remuneration Committee, at its meeting held on March 13, 2024, had considered, and approved the appointment of Mr. Vincent Pinto as the Director of the Company, with effect from 01/04/2024.



Mr. Vincent Pinto is not disqualified from being appointed as the director pursuant to the relevant provisions of the Companies Act 2013 and has given his consent to act as the director of the Company. The said appointment of Mr. Vincent Pinto as the Director of the Company is required to be approved by the Members of the Company.

Mr. Vincent Pinto is a highly accomplished senior management professional with a track record spanning over 2 decades in the realms of Industrial Engineering. He comes with experience across operations & maintenance, front end Sales & Business Development, International Business and strategic leadership roles and has spent close to 21 years of his career with Schindler. Mr. Pinto holds a Bachelors in Engineering & PG Executive Management in strategic marketing from SP Jain Institute of Management & Research.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Vincent Pinto is in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members.

Item No. 3

As per the Articles, the prerogative to nominate the Chairman of the Company is with JSW Steel and the prerogative to nominate the MD/CEO is with Severfield.

The Board of Directors of the Company at its meeting held on 13/03/2024, has approved the appointment of Dr. Derek Randall, the nominee of Severfield as the Chairman and in his place Mr. Vincent Pinto, a nominee of JSW Steel will occupy the post of CEO (and not as MD). This would effectively mean changes in the management structure of roles of Severfield and that of JSW Steel as was originally envisaged when the JV agreement was signed and when the AoA was framed. Now what is contemplated is interpolation of these roles.

In this regard, the consent of the members of the Company by way of a Special Resolution is required for alteration of certain clauses in the Articles of Association of the Company pursuant to Section 5, 14 and all other applicable provisions of the Companies Act, 2013.

Accordingly, this matter has been placed before the Members for their approval. A copy of the Altered Articles of Association of the Company would be available for inspection by the members at the registered office of the Company during business normal hours on any working day.

None of the Directors, Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company.

The Board of Directors recommends the resolution as mentioned in Item No. 1 of the Notice for approval of the Members.



Item No. 4

The Board of Directors of the Company at its meeting held on 13/03/2024, approved the appointment of Mr. Vincent Pinto as Whole Time Director and CEO of the Company with effect from 01/04/2024 and subject to the approval of the Members, for a period of 1 (One) year from 01/04/2024, 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. 2,50,00,000/- (Rupees Two Crores Fifty Lacs only) per annum in compliance with the relevant sections of Companies Act, 2013 and Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The aggregate of the remuneration and perquisites / benefits, including contributions towards Provident Fund, Superannuation Fund and Gratuity Fund, payable to all Whole-time Directors and CEO of the Company taken together, shall be within the limit prescribed under the Companies Act, 2013, or any amendment thereto or modification thereof.

The Board recommends this resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company other than Mr. Vincent Pinto, or their relatives, is interested in this Resolution.

Item No. 5

The Members vide Special resolution passed in the Extra Ordinary General Meeting held on 12th October 2023 had approved availing of the borrowing limits by the Company under Section 179(3)(d) read with Section 180 (1) (c) of the Companies Act, 2013 up to Rs.1900 crores (Rupees nineteen hundred crores only). The maximum borrowing limit now available to the Company under Section 180 (1) (c) of the Companies Act, 2013 is Rs.1900 crores (Rupees nineteen hundred crores only)

Your Company needs working capital facilities including fund and non-fund limits for business operations and borrowings to fund expansions. The Company is in discussions with various banks to enhance the facilities to support growth in the business. The Company is in advanced stage of discussions with State Bank of India for a facility of Rs. 500Crs. The Company intends to surrender limits with some of the smaller banks over time in line with the consolidation plan. Having regard to the above and long term funding requirements in the business it is thought advisable to increase the overall borrowing limit to Rs. 2500Crs from Rs. 1900Crs.

Pursuant to Section 180 (1) (c) of the Companies Act, 2013 the borrowings, together with the money already borrowed exceeding aggregate of its paid-up share capital, free reserves and Securities Premium, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, should be consented to by the Members. As the proposed borrowing limits would exceed the said stipulated statutory limits during the current year, the proposed resolution is recommended for the consideration of the Members as your Board has already approved the proposed additional borrowings of Rs. 600 Crores (Rupees six hundred crores only) at its meeting held on 13-03-2024.



The Board recommends this resolution for approval of the members.

None of the Directors or Key Managerial Personnel or other relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

Item No. 6

The Members vide a Special Resolution passed in the Extra Ordinary General Meeting held on 12th October, 2023 had approved limits for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company in respect of borrowings under Section 180 (1) (a) of the Companies Act, 2013 up to Rs.1900 Crores (Rupees One thousand Nine Hundred Crores Only).

The attention of the Board is invited to the fact that in respect of the proposed additional borrowings of Rs. 600 Crore (Rupees six hundred crores only) to be availed by the Company, the Company may require to create security by way of charge, mortgage, hypothecation or pledge of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the "Assets) and/or creating a floating charge on the Assets, together with the power to take over the management of the business and concern of the Company in certain events of default in favour of Lenders, as per the terms and conditions mutually agreed in the course of borrowing of funds from time to time to support the operations of the Company Consequent to the proposed enhancement of the ceiling limits of borrowings from the present approved limits of Rs 1900 Crores (Rupees Nineteen Hundred Crores Only) to Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores Only) under agenda item no. 4, the limits of creation of mortgage or charge on the assets, properties or undertaking(s) of the Company may also be enhanced accordingly.

The Board accordingly recommend the proposed resolution for the consideration and consent of the Members of the Company.

None of the Directors or Key Managerial Personnel or other relatives are, in any way, concerned or interested, financially or otherwise in the said Resolution.

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

Sd/-

Place: Mumbai
Date: 13.03.2024

**Swatika Gupta
Company Secretary**



Annexure – A
Shorter Notice Consent
THE COMPANIES ACT, 2013
Consent of shareholder for shorter notice
[Pursuant to section 101(1)]

Date:

To,
The Board of Directors
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

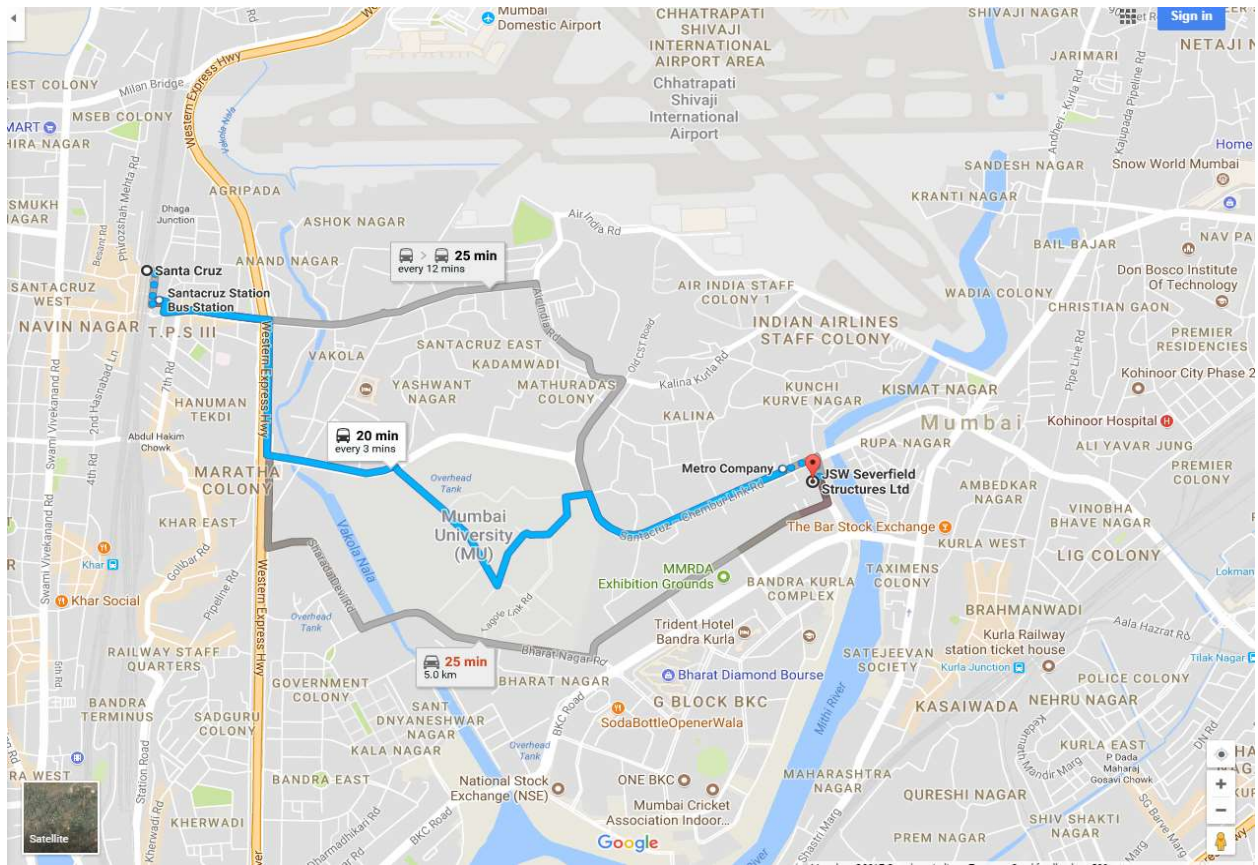
Subject: Consent to Convene Extra-Ordinary General meeting at shorter notice

Dear Sir/ Ma'am,

I/We _____, R/o _____ holding _____ Shares in the Company, hereby give my/ our consent pursuant to Section 101(1) of the Companies Act, 2013 to hold the Extra- Ordinary General Meeting of the Company at a shorter notice on Wednesday, 13th March 2024 at 17:30 hours at Office No. 07-08, B-wing, Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070.

Shareholder of the Company

Venue of the AGM



JSW Severfield Structures Limited

Office No. 07-08, B-wing, 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. 07-08, Ground Floor, B-Wing, Art Guild House, Phoenix Market City, L.B.S. Marg, Kurla (West), Mumbai 400070

Website : www.jssl.in, **Email:** swatika.gupta@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 :	U28112MH2009PLC191045
Name of the Company :	JSW Severfield Structures Limited
Registered Office :	Office No. 07-08, 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 Extra Ordinary General Meeting of the Company, held at a shorter notice on Wednesday, the 13th Day of March 2024 at 17:30 hours at Office No. 07-08, B-wing, Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070 in respect of such resolutions as are indicated below:

Special Business		Vote (Optional) (See Note no. 3)	
Resol ution No.	Resolution	For	Against
1.	To consider and approve appointment of Dr. Derek Randall as the Director, Chairman of the Company (Ordinary Resolution)		
2.	To consider and approve appointment of Mr. Vincent Pinto as the Director of the Company (Ordinary Resolution)		
3.	To consider and approve alteration of certain clauses in the Articles of Association (Special Resolution)		
4.	To consider and approve appointment and remuneration of Mr. Vincent Pinto as Whole Time Director and CEO of the Company (Special Resolution)		
5.	Increase of borrowing limit under section 179(3)(d) read with 180(1)(c) of the Companies Act, 2013 (Special Resolution)		
6.	Increase of limits for the creation of charges / mortgages on the moveable and immovable properties of the company, in respect of increased borrowings under section 180(1)(a) of the Companies Act, 2013 (Special Resolution)		

Signed this day of 2024.

Affix Revenue Stamp



Signature of the Shareholder:

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 Extra Ordinary General Meeting of the Company, held at a shorter notice on Wednesday, the 13th Day of March 2024 at 17:30 hours at Office No. 07-08, B-wing, Ground Floor, Art Guild House Phoenix Market City, L.B.S Marg, Kurla (West) Mumbai 400070

Full name of Shareholder/Proxy

(in block letters)

Signature of the Shareholder/Proxy