



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF JSW ENERGY LIMITED AT THEIR MEETING HELD ON 2<sup>ND</sup> FEBRUARY 2015 AT THE BOARD ROOM, 9<sup>TH</sup> FLOOR, JSW CENTRE, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI 400 051**

**Approval for Scheme of Arrangement envisaging Amalgamation of JSW Power Trading Company Limited (post demerger of trading business) with the Company**

“RESOLVED THAT pursuant to the provisions of Sections 391 to 394 and all other applicable provisions, if any, of the Companies Act, 1956, and provisions of Section 179(3)(i) and all other applicable provisions, if any of the Companies Act, 2013 or any amended act and enabling provisions in the Company's Memorandum and Articles of Association and subject to the sanction of the High Court of Judicature at Bombay or such other competent authority, the consent of the Board be and is hereby accorded to the Scheme of Arrangement between JSW Power Trading Company Limited and JSW Green Energy Limited or 'JSWGEL' and JSW Energy Limited and their respective shareholders ("Scheme" or "the Scheme"), as per terms and conditions mentioned in the Scheme placed before the Board and initialed by the Chairman of the meeting for the purposes of identification.

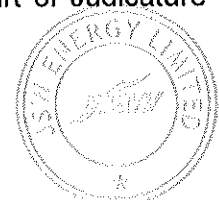
RESOLVED FURTHER THAT the report from the Audit Committee recommending the Draft Scheme, taking into consideration, inter alia the Valuation Report issued by Manish P Jain and Associates, Independent Chartered Accountant and Fairness Opinion issued by Dalmia Securities Private Limited, Merchant Banker, as placed before the Board be and is hereby accepted and approved.

RESOLVED FURTHER THAT the Board has decided that BSE Limited ('BSE') be chosen as Designated Stock Exchange ('DSE') for coordinating with SEBI for obtaining approval of SEBI in accordance with the Circular No. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February 2013 and Circular No. CIR/CFD/DIL/8/2013 issued by SEBI read with Clause 24(f) of the Listing Agreement.

RESOLVED FURTHER THAT the undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a) of the SEBI Circular dated 21<sup>st</sup> May, 2013, as placed before the Board be and is hereby accepted and approved.

RESOLVED FURTHER THAT Mr. Sajjan Jindal, Chairman and Managing Director, Mr. Sanjay Sagar, Jt. Managing Director and CEO, Mr. Pramod Menon, Director – Finance, Mr. Sampath Madhavan, Company Secretary or Mr. J. P. Nair, AVP – Accounts for the purpose of giving effect to this resolution, be and is hereby authorised jointly or severally on behalf of the Board, inter alia, for:

- (a) Filing of applications / affidavits with the High Court of Judicature at Bombay or such other competent authority and holding meeting of the shareholders/ creditors of the Company as may be directed by the Court to give effect to the Scheme;
- (b) Filing of petitions for confirmation of the Scheme by the High Court of Judicature at Bombay or such other competent authority;





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- (c) For the above purposes to engage advocates and if considered necessary, also engage services of counsel(s), declare and file all pleadings, reports, and sign and issue public advertisements and notices;
- (d) Obtaining approval from such other authorities and parties including the shareholders, term loan lenders, financial institution, as may be considered necessary, to the said Scheme;
- (e) To settle any question or difficulty that may arise with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (f) To make any alterations/ changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme;
- (g) To sign all applications / affidavits, petitions, documents, relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and
- (h) To do all acts and things as may be considered necessary and expedient in relation thereto.

**RESOLVED FURTHER THAT** the Finance Committee of the Board of Directors be and is hereby authorized and empowered to pass any further resolutions as may be required / necessary in connection with the said scheme.

**RESOLVED FURTHER THAT** the Common Seal of the Company be affixed on any deed, document or writing if found necessary in this regard, in the presence of any two Directors or any one Director and Mr. Sampath Madhavan, Company Secretary or Mr. J.P. Nair or Mr. Pawan Parakh or Mr. Narendra Rahalkar or Mr. Amit Das, Authorised Persons, who shall sign the same in token thereof.

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby authorized to sign copies of this resolution as certified true copies thereof and furnish the same to whomsoever concerned."

Certified True Copy  
For **JSW ENERGY LIMITED**

**S. Madhavan**  
Company Secretary  
ACS 5852

