



Annexure - B

**JSW Steel Limited**

Regd. Office : JSW Centre,  
Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051  
CIN: L27102MH1994PLC152925  
Phone : +91 22 4286 1000  
Fax : +91 22 4286 3000  
Website : www.jsw.in

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF JSW STEEL LIMITED IN ITS MEETING HELD ON OCTOBER 17, 2025 AT 10.00 AM AT JSW CENTRE, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI 400 051**

**TO CONSIDER AND APPROVE THE SCHEME OF AMALGAMATION OF AMBA RIVER COKE LIMITED ('ARCL' OR 'THE TRANSFEROR COMPANY 1') AND MONNET CEMENT LIMITED ('MCL' OR 'THE TRANSFEROR COMPANY 2') AND JSW RETAIL AND DISTRIBUTION LIMITED ('JRDL' OR 'THE TRANSFEROR COMPANY 3') WITH JSW STEEL LIMITED ('JSL' OR 'THE TRANSFEREE COMPANY' OR 'THE COMPANY') AND THEIR RESPECTIVE SHAREHOLDERS ('THE SCHEME'):**

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactments thereof for the time being in force), the enabling clauses of the Memorandum of Association and Articles of Association of the Company and subject to requisite approvals, consents, sanctions and permissions of the Shareholders, Creditors, National Company Law Tribunal ('NCLT'), the Central Government and other concerned regulatory authorities, as may be necessary, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the approval of the Board of Directors of the Company ('Board') be and is hereby accorded to the draft Scheme of Amalgamation of Amba River Coke Limited ('the Transferor Company 1' or 'ARCL') and Monnet Cement Limited ('the Transferor Company 2' or 'MCL') and JSW Retail and Distribution Limited ('the Transferor Company 3' or 'JRDL') with JSW Steel Limited ('the Transferee Company' or 'JSL') and their respective shareholders ('the Scheme') as per terms and conditions mentioned in the draft Scheme.

**RESOLVED FURTHER THAT** as the entire issued, subscribed, paid-up capital of the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 (hereinafter the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 are collectively referred to as 'the Transferor Companies') is held by the Transferee Company, no shares shall be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme becoming effective.

**RESOLVED FURTHER THAT**

- a) the draft certificate of the Statutory Auditors of the Company i.e. M/s SRBC & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/E300003), to the effect that the accounting treatment prescribed in the Scheme is in compliance with applicable Accounting Standards specified by the Central Government in Section 133 of the Companies Act, 2013, as placed before the Board be and is hereby accepted and taken on record; and
- b) the report explaining the effect of the Scheme on shareholders, key managerial personnel, promoters and non-promoter shareholders under the provisions of Section 232(2)(c) of the Companies Act, 2013 be and is hereby adopted and taken on record;





**RESOLVED FURTHER THAT** any one of the Directors or Chief Financial Officer or Company Secretary of the Company or Mr. Chandrasekaran Prabhakaran, Dy. Chief Financial Officer (Accounts & Taxation) or Mr. Ravishankar Jayaraman, Executive Vice President (F&A) or Mr. Mohit Goyal, Associated Vice President (Accounts) (collectively referred hereto as Authorised Representatives) be and are hereby individually and severally authorized to take all the necessary steps in connection with the Scheme, including but not limited to:

- (a) file the Scheme and/or any other information/details with the Securities and Exchange Board of India ('SEBI'), Stock Exchanges or any appropriate authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- (b) file applications with the NCLT or such other competent authority seeking directions to hold or dispense meetings of the shareholders and /or creditors and/or debenture holders and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (c) signing and filing of petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- (d) filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- (e) applying for and obtaining requisite approvals of the Central/State Government(s) and their agencies, SEBI, Stock Exchanges, any other authority or agency or whose consent is required including the shareholders, creditors, lenders, financial institutions, as may be considered necessary, to the Scheme;
- (f) settling any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (g) making modifications, amendments, revisions, edits and all the other actions as may be required to finalize the Scheme;
- (h) making any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or creditors or by the Stock Exchanges where the shares and debentures of the Transferee Company are listed or any other authority;
- (i) suspending, withdrawing or reviving the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (j) take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (k) signing all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and
- (l) do all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto



**RESOLVED FURTHER THAT** any Director of the Company or the Chief Financial Officer or the Company Secretary of the Company or Mr. Chandrasekaran Prabhakaran, Dy. Chief Financial Officer (Accounts & Taxation) or Mr. Ravishankar Jayaraman, Executive Vice President (F&A) or Mr. Mohit Goyal, Associated Vice President (Accounts) be and are hereby jointly and severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute direction, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board.

**RESOLVED FURTHER THAT** the Jt. Managing Director & CEO or the Chief Financial Officer or the Company Secretary be and is hereby authorised to sign and certify any copy of this resolution or a relevant extract thereof as a true copy thereof and furnish the same to whomsoever concerned upon request".

**Place:** Mumbai


**Date:** November 11, 2025

**Regd. Office:**

JSW Centre, Bandra Kurla Complex,  
Bandra East, Mumbai – 400 051

for **JSW STEEL LIMITED**



  
**MANOJ PRASAD SINGH**  
COMPANY SECRETARY  
(in the interim capacity)  
Membership No. FCS 4231



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF AMBA RIVER COKE LIMITED IN ITS MEETING HELD ON 17<sup>TH</sup> OCTOBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT JSW CENTRE BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI - 400051**

**Approval of the Scheme of Amalgamation**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification or re-enactments thereof for the time being in force), the enabling clauses of the Memorandum of Association and Articles of Association of the Company and subject to requisite approvals, consents, sanctions and permissions of the Shareholders, Creditors, National Company Law Tribunal (‘NCLT’), the Central Government and other concerned regulatory authorities, as may be necessary, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the approval of the Board of Directors of the Company (‘Board’) be and is hereby accorded to the draft Scheme of Amalgamation of Amba River Coke Limited (‘the Transferor Company 1’ or ‘ARCL’), and Monnet Cement Limited (‘the Transferor Company 2’ or ‘MCL’) and JSW Retail and Distribution Limited (‘the Transferor Company 3’ or ‘JRDL’) with JSW Steel Limited (‘the Transferee Company’ or ‘JSL’) and their respective shareholders (‘the Scheme’) as per terms and conditions mentioned in the draft Scheme.

**RESOLVED FURTHER THAT** as the entire issued, subscribed and paid-up capital of the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 (hereinafter the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 are collectively referred to as ‘the Transferor Companies’) is held by the Transferee Company, no shares shall be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme becoming effective.

**RESOLVED FURTHER THAT** the Board hereby adopts the report explaining effect of the Scheme on shareholders, key managerial personnel, promoters and non-promoter shareholders as per the provisions of Section 232(2)(c) of the Act.

**RESOLVED FURTHER THAT** any one of the Directors or Chief Financial Officer or Company Secretary of the Company or Mr. Chandrasekaran Prabhakaran, Authorised Signatory, Mr Manoj Prasad Singh, Authorised Signatory or Mr Mohit Goyal, Authorised Signatory (collectively referred hereto as Authorised Representatives) be and are hereby individually and severally authorized to take all the necessary steps in connection with the Scheme, including but not limited to:

- (a) signing and filing applications with the NCLT or such other competent authority seeking directions to hold or dispense meetings of the shareholders and /or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- (b) signing and filing of petitions for confirmation of the Scheme with the NCLT or such other appropriate authority;
- (c) filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever



necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the Scheme and for giving effect to the Scheme;

- (d) applying for and obtaining requisite approvals of the Central/State Government(s) and their agencies, and any other authority or agency, whose consent is required including the shareholders, creditors, lenders, financial institutions, as may be considered necessary, to the said Scheme;
- (e) settling any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (f) making modifications, amendments, revisions, edits and all the other actions as may be required to finalize the Scheme;
- (g) making any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or creditors or by the Stock Exchanges where the shares and debentures of the Transferee Company are listed or any other authority;
- (h) suspending, withdrawing or reviving the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (i) taking all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (j) signing all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and
- (k) do all further acts, deeds, matters and things as may be considered necessary, proper or expedient, including signing and filing necessary Forms with the Registrar of Companies or other competent authorities, to give effect to the Scheme and for matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** any of the Directors or Chief Financial Officer or Company Secretary of the Company or Mr. Chandrasekaran Prabhakaran, Authorised Signatory or Mr. Manoj Prasad Singh, Authorised Signatory or Mr Mohit Goyal, Authorised Signatory be and are hereby severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute direction, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board.

**RESOLVED FURTHER THAT** a copy of this resolution duly certified as true by any Director or the Company Secretary of the Company be furnished to the concerned persons.”

Place: Mumbai

Date: 11.11.2025



Certified to be true

For Amba River Coke Limited

  
**Rajeev Kumar Jain**  
Company Secretary



# MONNET CEMENT LIMITED

CIN: U26941MH2007PLC453774

Registered Office: JSW Centre, Bandra Kurla Complex, Bandra East, Mumbai-400051

Phone No.: 022 4286 1000; Email: [roc.monnetcement@gmail.com](mailto:roc.monnetcement@gmail.com)

**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF MONNET CEMENT LIMITED ('THE COMPANY') IN ITS MEETING HELD ON FRIDAY, 17<sup>th</sup> OCTOBER, 2025 AT RAIGARH WORKS, VILLAGE & AMP; PO NAHARPALI TEHSIL, KHARSIA, RAIGARH-496661**

## Approval of the Scheme of Amalgamation

**"RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Act') and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification or re-enactments thereof for the time being in force), the enabling clauses of the Memorandum of Association and Articles of Association of the Company and subject to requisite approvals, consents, sanctions and permissions of the Shareholders, Creditors, National Company Law Tribunal ('NCLT'), the Central Government and other concerned regulatory authorities, as may be necessary, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to the draft Scheme of Amalgamation of Amba River Coke Limited ('the Transferor Company 1' or 'ARCL'), Monnet Cement Limited ('the Transferor Company 2' or 'MCL') and JSW Retail and Distribution Limited ('the Transferor Company 3' or 'JRDL') with JSW Steel Limited ('the Transferee Company' or 'JSL') and their respective shareholders ('the Scheme') as per terms and conditions mentioned in the draft Scheme;

**RESOLVED FURTHER THAT** as the entire issued, subscribed and paid-up capital of the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 (hereinafter the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 are collectively referred to as 'the Transferor Companies') is held by the Transferee Company, no shares shall be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme becoming effective;

**RESOLVED FURTHER THAT** the Board hereby adopts the report explaining effect of the Scheme on shareholders/ key managerial personnel, promoters and non-promoter shareholders as per the provisions of Section 232(2)(c) of the Act;

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Chandrasekaran Prabhakaran, Authorised Signatory, Mr. Manoj Prasad Singh, Authorised Signatory, Mr. Mohit Goyal, Authorised Signatory and Ms. Snigdha Tripathi, Authorised Signatory, (collectively referred hereto as Authorised Representatives) be and are hereby individually and severally authorized to take all the necessary steps in connection with the Scheme, including but not limited to:

- (a) signing of Scheme and signing/filing applications with the NCLT or such other competent authority seeking directions to hold or dispense meetings of the shareholders and /or creditors



# MONNET CEMENT LIMITED

CIN: U26941MH2007PLC453774

Registered Office: JSW Centre, Bandra Kurla Complex, Bandra East, Mumbai-400051

Phone No.: 022 4286 1000; Email: [roc.monnetcement@gmail.com](mailto:roc.monnetcement@gmail.com)

and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;

- (b) signing and filing of petitions for confirmation of the Scheme with the NCLT or such other appropriate authority;
- (c) filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the Scheme and for giving effect to the Scheme;
- (d) applying for and obtaining requisite approvals of the Central/State Government(s) and their agencies, and any other authority or agency or whose consent is required including the shareholders, creditors, lenders, financial institutions, as may be considered necessary, to the said Scheme;
- (e) settling any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (f) making modifications, amendments, revisions, edits and all the other actions as may be required to finalize the Scheme;
- (g) making any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or creditors or by the Stock Exchanges where the shares and debentures of the Transferee Company are listed or any other authority;
- (h) suspending, withdrawing or reviving the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (i) taking all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (j) signing all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and
- (k) do all further acts, deeds, matters and things as may be considered necessary, proper or expedient, including signing and filing necessary Forms with the Registrar of Companies or other competent authorities, to give effect to the Scheme and for matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Chandrasekaran Prabhakaran, Authorised Signatory, Mr. Manoj Prasad Singh, Authorised Signatory, Mr. Mohit Goyal, Authorised Signatory, and Ms. Snigdha Tripathi Authorised Signatory, (collectively referred hereto as Authorised Representatives) be and are hereby severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above



# MONNET CEMENT LIMITED

CIN: U26941MH2007PLC453774

Registered Office: JSW Centre, Bandra Kurla Complex, Bandra East, Mumbai-400051

Phone No.: 022 4286 1000; Email: [roc.monnetcement@gmail.com](mailto:roc.monnetcement@gmail.com)

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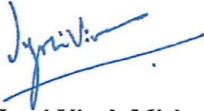
mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute direction, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution;

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board;

**RESOLVED FURTHER** a copy of this resolution duly certified as true by any Director of the Company be furnished to the concerned persons."

"Certified True Copy"

For Monnet Cement Limited



Jyoti Vivek Mishra  
Director

DIN: 08650330

Address: House No: B-21, Vrindavan Colony,  
Jindal Road, Raigarh, Chattisgarh- 496001





**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF JSW RETAIL AND DISTRIBUTION LIMITED IN THE BOARD MEETING HELD ON 17<sup>TH</sup> OCTOBER, 2025 AT THE REGISTERED OFFICE OF THE COMPANY AT 5<sup>TH</sup> FLOOR, JSW CENTRE, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI, 400051**

**Approval of the Scheme of Amalgamation**

**“RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification or re-enactments thereof for the time being in force), the enabling clauses of the Memorandum of Association and Articles of Association of the Company and to requisite approvals, consents, sanctions and permissions of the Shareholders, Creditors, National Company Law Tribunal (‘NCLT’), the Central Government and other concerned regulatory authorities, as may be necessary, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Company, the approval of the Board of Directors of the Company (‘Board’) be and is hereby accorded to the draft Scheme of Amalgamation of Amba River Coke Limited (‘the Transferor Company 1’ or ‘ARCL’), and Monnet Cement Limited (‘the Transferor Company 2’ or ‘MCL’) and JSW Retail and Distribution Limited (‘the Transferor Company 3’ or ‘JRDL’) with JSW Steel Limited (‘the Transferee Company’ or ‘JSL’) and their respective shareholders (‘the Scheme’) as per terms and conditions mentioned in the draft Scheme.

**RESOLVED FURTHER THAT** as the entire issued, subscribed and paid-up capital of the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 (hereinafter the Transferor Company1, the Transferor Company 2 and the Transferor Company 3 are collectively referred to as ‘the Transferor Companies’) is held by the Transferee Company, no shares shall be issued by the Transferee Company to the shareholders of the Transferor Companies pursuant to the Scheme becoming effective.

**RESOLVED FURTHER THAT** the Board hereby adopts the report explaining effect of the Scheme on shareholders, key managerial personnel, promoters and non-promoter shareholders as per the provisions of Section 232(2)(c) of the Act.

**RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Chandrasekaran Prabhakaran, Authorised Signatory, or Mr. Manoj Prasad Singh, Authorised Signatory, or Mr. Mohit Goyal, Authorised Signatory, or Mr. Mohammed Faisal Qureshi, Authorised Signatory, (collectively referred hereto as Authorised Representatives) be and are hereby individually and severally authorized to take all the necessary steps in connection with the Scheme, including but not limited to:

- (a) signing and filing applications with the NCLT or such other competent authority seeking directions to hold or dispense meetings of the shareholders and /or creditors and/or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;

- (b) signing and filing of petitions for confirmation of the Scheme with the NCLT or such other appropriate authority;
- (c) filing affidavits, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocates, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the Scheme and for giving effect to the Scheme;
- (d) applying for and obtaining requisite approvals of the Central/State Government(s) and their agencies, and any other authority or agency or whose consent is required including the shareholders, creditors, lenders, financial institutions, as may be considered necessary, to the said Scheme;
- (e) settling any question or difficulty that may arise and give any directions necessary with regard to the implementation of the above Scheme, and to give effect to the above resolution;
- (f) making modifications, amendments, revisions, edits and all the other actions as may be required to finalize the Scheme;
- (g) making any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirements or conditions imposed by the Central/State Government or the NCLT or shareholders or creditors or by the Stock Exchanges where the shares and debentures of the Transferee Company are listed or any other authority;
- (h) suspending, withdrawing or reviving the Scheme from time to time as may be specified by any statutory authority or as may be suo moto decided by the Board in its absolute discretion;
- (i) taking all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- (j) signing all applications, petitions, documents, or to issue public advertisement and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney; and
- (k) do all further acts, deeds, matters and things as may be considered necessary, proper or expedient, including signing and filing necessary Forms with the Registrar of Companies or other competent authorities, to give effect to the Scheme and for matters connected therewith or incidental thereto;

**RESOLVED FURTHER THAT** any sone of the Directors of the Company or Mr. Chandrasekaran Prabhakaran, Authorised Signatory, or Mr. Manoj Prasad Singh, Authorised Signatory, or Mr. Mohit Goyal, Authorised Signatory, or Mr. Mohammed Faisal Qureshi, Authorised Signatory, be and are hereby severally authorized to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution, and also to take all other decisions as it/they may, in its/their absolute direction, deem appropriate and to deal all questions or difficulties that may arise in the course of implementing the above mentioned resolution.

**RESOLVED FURTHER THAT** this resolution shall remain in full force and effect until otherwise amended or rescinded by the Board.

**Retail & Distribution Limited**

Regd. Office: 5th Floor, JSW Centre,  
Bandra – Kurla Complex, Bandra East,  
Mumbai – 400 051

CIN : U51909MH2021PLC356994

Phone : +91 22 4286 1000

Fax : +91 22 4286 3000

Website : [www.jsw.in](http://www.jsw.in)

**RESOLVED FURTHER** a copy of this resolution duly certified as true by any Director of the Company be furnished to the concerned persons.”

**Certified to be true  
For JSW Retail and Distribution Limited**

**Chandrasekaran Prabhakaran  
Director  
DIN 03573049**

**Place: Mumbai  
Date: 11.11.2025**