



Date: 26.11.2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400 001,
Maharashtra, India
Scrip Code: **544480**

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051
Maharashtra, India
Symbol: **JSWCEMENT**

Sub.: Intimation of Postal Ballot Notice

Ref.: Regulation 30 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

NOTICE is hereby given to the members of JSW Cement Limited (the “Company”) that pursuant to the provisions of Section 110 Section 108 and all other applicable provisions, if any, of Companies Act, 2013 (the “Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) (as amended) issued by the Institute of Company Secretaries of India, read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and other subsequent circulars, the latest being 19th September, 2024 issued by the Ministry of Corporate Affairs (“MCA”), Government of India (hereinafter collectively referred to as 'MCA Circulars'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), for seeking approval by means of Postal Ballot by voting through electronic means (“remote e-voting”) process for the following matter:

Item no.	Description of the Resolution
1.	Ordinary - Appointment of Mr. Sudhir Maheshwari (holding DIN: 02376365) as a Non-Executive, Non-Independent Director of the Company.

The Company has initiated the process of dispatching the Postal Ballot Notice, dated 7th November, 2025 ("the Notice") along with Explanatory Statement on Wednesday, 26th November, 2025, only through electronic mode to those members of the Company whose email address was registered with the Company/ Depository Participant(s) as on Friday, 21st November, 2025 ("Cut-off date").

A copy of the Postal Ballot Notice is available on the website of the Company at www.jswcement.in and also on the websites of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com , NSE Limited at www.nseindia.com and of National Securities Depositories Limited “NSDL” (the agency engaged for providing the e-voting facility) at www.evoting.nsdl.com.



The e-voting portal will be open for voting from 9.00 a. m. (IST) on Friday, 28th November, 2025 and shall end at 5.00 p.m. (IST) on Saturday, 27th December, 2025 (both days inclusive).

The Board has appointed Ms. Meghana Mhatre (Membership No. ACS 18352, CP No. 7499), Practicing Company Secretary, Proprietor of M/s. Meghana Mhatre & Associates, as Scrutinizer for conducting the Postal Ballot/E-voting in a fair and transparent manner.

The result of the e-voting will be declared by placing the same along with the Scrutinizer's Report on the Company's website www.jswcement.in as well as on the website of the Stock Exchange i.e. BSE Limited (BSE) at www.bseindia.com, NSE Limited at www.nseindia.com and of National Securities Depositories Limited at www.evoting.nsdl.com within two working days from the date closure of e-voting.

The Resolutions, if passed by the requisite majority through Postal Ballot by e-voting, will be deemed to have been passed on the last date specified by the Company for e-voting i.e., Saturday, 27th December, 2025.

Kindly take the same on record.

Thanking you,

Yours sincerely,

For JSW Cement Limited

Sneha Bindra
Company Secretary and Compliance Officer
Membership No. 29721
Encl : Postal Ballot Notice



CEMENT LIMITED

Registered Office: JSW Centre, Opp. MMRDA Ground, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.

Website: www.jsw.in **Email:** secretarial.jswcl@jsw.in

Tel : +91-22-4286 1000 **Fax :** 26502001

CIN: L26957MH2006PLC160839

NOTICE OF POSTAL BALLOT

{PURSUANT TO SECTION 108 & 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 20 & 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014}

To,
The Members,

NOTICE is hereby given to the members of **JSW Cement Limited** (the "**Company**") that pursuant to the provisions of Section 110 Section 108 and all other applicable provisions, if any, of Companies Act, 2013 (**the "Act"**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), Secretarial Standard on General Meetings ("**SS-2**") (as amended) issued by the Institute of Company Secretaries of India, read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, and other subsequent circulars, the latest being 19th September, 2024 issued by the Ministry of Corporate Affairs ("**MCA**"), Government of India (hereinafter collectively referred to as '**MCA Circulars**'), and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the resolution seeking approval for the appointment of Mr. Sudhir Maheshwari as a Non-Executive Non-Independent Director of the Company with effect from 7th November, 2025, is proposed to be passed as a Ordinary Resolution by the Members the Company by means of Postal Ballot, only by way of remote e-voting ("**e-voting**") process.

The proposed resolution and the Explanatory Statement pursuant to Section 102 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder, setting out the material facts and reasons thereof concerning the resolution mentioned in this Postal Ballot Notice ("**Notice**"), are annexed hereto.

Members are requested to read the instructions in the Notes to this Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

VOTING STARTS ON:	VOTING ENDS ON:
Friday, 28th November, 2025	Saturday, 27th December, 2025

SPECIAL BUSINESS

Appointment of Mr. Sudhir Maheshwari (holding DIN: 02376365) as a Non-Executive, Non-Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, and based on the recommendation of the Nomination and Remuneration Committee, Mr. Sudhir Maheshwari (holding DIN: 02376365), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 7th November, 2025 and who holds office until the date of the next Annual General Meeting of the Company or a period of three



months from the date of appointment, whichever is earlier, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member, proposing his candidature for the office of Director of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company with effect from 7th November, 2025, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution.

**By Order of the Board of Directors
For JSW CEMENT LIMITED**

**Sd/-
SNEHA BINDRA
Company Secretary and Compliance Officer
A29721**

Registered Office:

JSW Centre, Opp. MMRDA Ground,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.

Website: www.jsw.in **Email:** secretarial.jswcl@jsw.in

Tel : +91-22-4286 1000 **Fax :** 26502001

Date: 7th November, 2025

Place: Mumbai



NOTES:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any of the Act read with the rules framed thereunder concerning the resolution as set out in the postal ballot notice is annexed hereto and forms part of this Notice. Also, relevant details in respect of the Director seeking appointment, in terms of Regulation 36(3) SEBI Listing Regulations and Clause 1.2.5 of Secretarial Standard - 2 on General Meetings are also annexed to this Notice.
2. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the SEBI Listing Regulations and the MCA Circulars:
 - This Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses were registered with the RTA / Depository (ies) and whose name appears in the Register of Members / Register of Beneficial Owners as on the cut-off date i.e., Friday, 21st November, 2025. The manner of voting on the proposed Resolutions are restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members for this Postal Ballot.
 - The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited ("NSDL"), the instructions for remote e-voting are provided in this Postal Ballot Notice.
 - The Postal Ballot Notice will also be available on the Company's website at www.jsw.in. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchange, i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com on the website of NSDL the agency engaged by the Company for providing e-voting facility at www.evoting.nsdl.com.
3. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
5. The remote e-voting period commences at 9:00 a.m. (IST) on Friday, 28th November, 2025 and ends at 5:00 p.m. (IST) on Saturday, 27th December, 2025. The remote e-voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares in dematerialised form, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently. Voting rights of a Member / Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. The Board of Directors at its meeting held on 7th November, 2025, appointed Ms. Meghana Mhatre, Practicing Company Secretary, Proprietor of M/s. Meghana Mhatre & Associates, Mumbai (Membership No. ACS 18352, CP No. 7499) as the 'Scrutiniser' to conduct the postal Ballot /e-voting process in a fair and transparent manner and she has communicated her willingness to be appointed as such and be available for the said purpose.
7. Corporate / institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at csmeghanamhatre2@gmail.com and may also upload the same in the e-voting module in their login.
8. Resolutions passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Saturday, 27th December, 2025, subject to receipt of the requisite number of votes in favour of the resolutions.



9. The Scrutinizer will submit the report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of Postal Ballot will be announced on or before Tuesday, 30th December, 2025, and will be displayed on the Company's website www.jsw.in and the website of NSDL at www.evoting.nsdl.com, and will simultaneously be communicated to the Stock Exchanges and will also be displayed at the Registered Office of the Company.
10. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement is available on the website of the Company at www.jsw.in.



THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. User have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and user will be redirected to e-Voting website of NSDL for casting their vote during the remote e-Voting period.2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



	<p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div>   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then enter the existing my Easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>Users can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL on your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- Please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company/RTA email id. If you are an Individual shareholders holding securities in demat mode, you are requested to



refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
3. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cmeghanamhatre2@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager NSDL at evoting@nsdl.com.

Members holding shares in demat form need to contact their respective Depository Participants for registration of their email addresses;



Annexure to Postal Ballot Notice

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

Appointment of Mr. Sudhir Maheshwari (holding DIN: 02376365) as a Non-Executive, Non-Independent Director of the Company

The Board of Directors of the Company ("the Board") at its Meeting held on 7th November, 2025, based on recommendation of the Nomination and Remuneration Committee ("NRC"), approved the appointment of Mr. Sudhir Maheshwari (holding DIN: 02376365), as an Additional Director and Non-Executive Non-Independent Director of the Company, subject to approval of Members of the Company at the next Annual General Meeting or within a period of three months from the date of appointment whichever is earlier.

Mr. Sudhir Maheshwari was a Non-Executive Nominee Director on the Board of the Company with effect from 28th July, 2021 and has resigned from the Board of Directors of the Company with effect from 24th October, 2025. Mr. Sudhir Maheshwari's resignation was pursuant to the recent Initial Public Offering (IPO) of the Company and its subsequent listing on the stock exchanges. His appointment on the Board was made in accordance with the terms of the Shareholders Agreement ("SHA") dated June 22, 2021, by and amongst Adarsh Advisory Services Private Limited, Synergy Metals Investments Holding Limited and the Company. In terms of the Amendment and Waiver Agreement dated August 12, 2024, by and amongst the Company, Adarsh Advisory Services Private Limited, Synergy Metals Investments Holding Limited, AP Asia Opportunistic Holdings Pte. Ltd., and State Bank of India, on the IPO of the Company, his continued role as a Nominee Director is no longer applicable.

Mr. Sudhir Maheshwari, aged 61 years, has passed the final examination held by the Institute of Chartered Accountants of India and is an associate of the Institute of Company Secretaries of India. He is the founding and managing partner of Synergy Capital. He was previously associated with ArcelorMittal. He has over 26 years of experience in corporate finance, mergers, acquisition and divestments and risk management.

Considering Mr. Sudhir Maheshwari's skills, competency, experience and expertise in corporate finance, mergers, acquisition and divestments and risk management, the Board is of the opinion that it would be in the interest of the Company to appoint him as Non-Executive Non-Independent Director of the Company.

The Company has received a notice in writing from a Member, in terms of Section 160(1) of the Act, proposing his candidature for the office of Director. Mr. Sudhir Maheshwari has confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

Mr. Sudhir Maheshwari shall be entitled to receive remuneration in the form of sitting fees for attending meetings of the Board of Directors or its Committees, or any other meetings, as well as reimbursement of expenses incurred in connection with his participation in such meetings, as may be determined by the Board of Directors.

As per Section 161 of the Act, an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17(1C)(a) of the Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the aforesaid provision of the Listing Regulations, the appointment of Mr. Sudhir Maheshwari as a Non-Executive Non-Independent Director is put up for the consideration and approval of the Members by way of Postal Ballot.

Accordingly, the approval of the Members is sought for the appointment of Mr. Sudhir Maheshwari (holding DIN: 02376365), as Non-Executive Non-Independent Director of the Company.



None of the Directors or Key Managerial Personnel of the Company or their relatives, except Mr. Sudhir Maheshwari, to whom the resolution relates, are in any way concerned or interested financially or otherwise in the resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends the ordinary resolution set out in this notice for the approval of members.

**By Order of the Board of Directors
For JSW CEMENT LIMITED**

**Sd/-
SNEHA BINDRA
Company Secretary and Compliance Officer
A29721**

Registered Office:

JSW Centre, Opp. MMRDA Ground,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.

Website: www.jsw.in **Email:** secretarial.jswdl@jsw.in

Tel : +91-22-4286 1000 **Fax :** 26502001

Date: 7th November, 2025

Place: Mumbai



Annexure A

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India:

Sr. No	Particulars	Remarks
1	Name of the Director	Mr. Sudhir Maheshwari
2	DIN	02376365
3	Category/Designation	Non-Executive Non-Independent Director
4	Nationality	British
5	Age	61 years
6	Date of Birth	2nd November, 1963
7	Qualification	He has passed the final examination held by the Institute of Chartered Accountants of India and is an associate of the Institute of Company Secretaries of India.
8	Experience/ brief profile / nature of expertise in specific functional areas	Mr. Sudhir Maheshwari, aged 61 years, was a Non-Executive Nominee Director on the Board of the Company with effect from 28th July, 2021. He is the founding and managing partner of Synergy Capital. He was previously associated with ArcelorMittal. He has over 26 years of experience in corporate finance, mergers, acquisition and divestments and risk management.
9	Original date of Appointment / Date of First Appointment on the Board	Mr. Sudhir Maheshwari, was appointed as a Non-Executive Nominee Director on the Board of the Company with effect from 28th July, 2021 in accordance with the terms of the Shareholders Agreement ("SHA") dated June 22, 2021, by and amongst Adarsh Advisory Services Private Limited, Synergy Metals Investments Holding Limited and the Company. He has resigned from the Board of Directors of the Company with effect from 24th October, 2025.
10	Terms and conditions of appointment / reappointment	Appointment as a Non-Executive, Non-Independent Director with effect from 7th November, 2025, liable to retire by rotation
11	Details of remuneration last drawn & Details of proposed remuneration	Remuneration last drawn : Not Applicable Proposed Remuneration: Mr. Sudhir Maheshwari shall be paid sitting fees.
12	Shareholding in the Company including shareholding as a beneficial owner	Nil
13	Number of Meeting of the Board attended during F.Y 2025-26	6 meetings out of the 7 meetings held till date in FY 2025-26
14	Directorships held in other Listed Companies as on 7th November, 2025*	1. Sangam (India) Limited
15	Directorships held in other Companies (excluding foreign Companies) as on 7th November, 2025*	1. WAISL Limited 2. Nutriwel Health (India) Private Limited 3. Synergy Cap Corp India Private Limited
16	Listed entities from which the person has resigned in the past three years	Nil
17	Chairmanship / Membership of the Committees of the Board in other Indian Public Limited Companies including Listed Companies, as on 7th November, 2025* [C= Chairman] [M= Member] (Only Audit Committee & Stakeholders Relationship Committee considered)	1. Sangam (India) Limited : Audit Committee – Member 2. Sangam (India) Limited: Stakeholders Relationship Committee - Chairperson
18	Disclosure of relationships with other Directors, Managers & Key Managerial Personnel	None

* Date of disclosures obtained from Mr. Sudhir Maheshwari.