



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE IPO COMMITTEE OF JSW CEMENT LIMITED HELD ON FRIDAY, 16TH AUGUST 2024 AT JSW CENTRE, BANDRA KURLA COMPLEX, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI-400051**

---

**APPROVAL OF AMENDMENT OF THE DRAFT RED HERRING PROSPECTUS IN RELATION TO THE INITIAL PUBLIC OFFER BY THE COMPANY**

“**RESOLVED THAT**, in furtherance of the resolution passed by the Board on 27<sup>th</sup> July 2024 authorizing the proposed initial public offering and on 12<sup>th</sup> August 2024 approving the draft of the draft red herring prospectus (“**DRHP**”) and subject to and in accordance with all applicable law including the Companies Act, 2013, and rules there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”) and other regulations issued by Securities and Exchange Board of India (“**SEBI**”) in connection with the proposed initial public offering of its equity shares of face value of ₹ 10 each (the “**Equity Shares**”), consisting of a fresh issue of [such number of] Equity Shares up to an aggregate amount of ₹ 20,000 Million and an offer for sale of up to 115,044,844, 115,044,844 and 15,339,312 Equity Shares by AP Asia Opportunistic Holdings Pte. Ltd , Synergy Metals Investments Holding Limited and State Bank of India, (the “**Selling Shareholders**”) at such price as may be determined in accordance with the book building process under the SEBI ICDR Regulations and as agreed to by the Company in consultation with the book running lead manager(s) to the Offer, containing the requisite information as prescribed by applicable laws and regulations, and subject to the DRHP being duly signed by the Directors of the Company, the Chief Financial Officer and the Selling Shareholders (or their duly authorised representative), the DRHP as provided to and placed before the members of the IPO Committee be and is hereby approved for filing with the Securities and Exchange Board of India and the stock exchanges where the Equity Shares are proposed to be listed and any other regulatory authority or persons as may be required or necessary.”

“**RESOLVED FURTHER THAT** any member of the IPO Committee and/or the Company Secretary and Compliance Officer and the Chief Financial Officer of the Company be and are hereby severally authorised to do all such deeds and acts as necessary to give effect to such resolution.”

“**RESOLVED FURTHER THAT**, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

For JSW Cement Limited

**Sneha Bindra**  
**Company Secretary**  
**ACS-29721**

**Date: 16.08.2024**

**Place: Mumbai**



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE IPO COMMITTEE OF JSW CEMENT LIMITED HELD ON FRIDAY, 16TH AUGUST 2024 AT JSW CENTRE, BANDRA KURLA COMPLEX, BANDRA KURLA COMPLEX, BANDRA EAST, MUMBAI-400051**

---

**TO TAKE ON RECORD CONSENT OF THE SELLING SHAREHOLDER(S)**

“**RESOLVED THAT** the Board hereby takes on record that AP Asia Opportunistic Holdings Pte. Ltd., Synergy Metals Investments Holding Limited and State Bank of India, the existing shareholders of the Company have, vide their letters dated 11th August 2024, 16th August 2024 and 16th August 2024 and resolutions dated 31st July, 2024, 13th July, 2024 and 16th July 2024 respectively, consented to offer up to 115,044,844, 115,044,844 and 15,339,312 Equity Shares held by them respectively for sale through the Offer and that the Company has been authorised by the Selling Shareholders in terms of Section 28(3) of the Companies Act, 2013 to take all actions in respect of offer of sale for and on their behalf.”

“**RESOLVED FURTHER THAT** Mr. Nilesh Narwekar, Whole-time Director & CEO, Mr. Narinder Singh Kahlon, Director - Finance & Commercial; and Ms. Sneha Bindra, Company Secretary, be and are hereby severally authorised to file necessary forms with the Registrar of Companies, Maharashtra at Mumbai and execute and sign all relevant documents including but not limited to consent letters, powers of attorney, certificates etc., as may be required in order to give effect to this resolution.”

“**RESOLVED FURTHER THAT**, certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary wherever required.”

For **JSW Cement Limited**

**Sneha Bindra**  
**Company Secretary**  
**ACS-29721**

**Date: 16.08.2024**

**Place: Mumbai**