

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF JSW CEMENT LIMITED HELD ON FRIDAY, 1<sup>st</sup> AUGUST, 2025 THROUGH VIDEO CONFERENCING**

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**APPROVAL AND ADOPTION OF THE RED HERRING PROSPECTUS**

**“RESOLVED THAT**, in furtherance of the resolution of the Board dated August 12, 2024, approving the DRHP, the “in-principle” approvals each dated October 25, 2024, received from BSE Limited and the National Stock Exchange of India Limited, the resolution of the IPO Committee dated July 23, 2025 approving the updated draft red herring prospectus and the Securities and Exchange Board of India (“**SEBI**”) letter bearing reference number SEBI/HO/CFD/RAC/DIL2/P/OW/2025/20329/1 dated July 29, 2025 noting changes made to the draft red herring prospectus, the red herring prospectus of the Company (“**RHP**”), a copy of which is placed before the Board and containing the requisite information as prescribed by applicable law including applicable provisions of the Companies Act, 2013, and the rules notified thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), as amended (“**Companies Act**”), the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended (“**SEBI Act**”), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“**SEBI ICDR Regulations**”), the Securities Contracts (Regulation) Act, 1956, as amended (“**SCRA**”), the Securities Contracts (Regulations) Rules, 1957, as amended (“**SCRR**”) and any other directives, circulars or regulations issued by SEBI, be and is hereby approved and taken on record in connection with the proposed initial public offering of equity shares of face value of ₹ 10 each of the Company for filing with the RoC, the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.”

**“RESOLVED FURTHER THAT**, subject to and in accordance with the applicable provisions of the Companies Act, the SCRA, the SCRR, the applicable provisions of the SEBI Act, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, Mr. Parth Jindal, Managing Director, Mr. Nilesh Narwekar, Whole-Time Director & CEO, Mr. Narinder Singh Kahlon, Director - Finance & Commercial, Mr. Kunal Mukherjee, Sr. Vice President- Accounts & MIS, Finance, be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, to finalise the RHP and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the RoC, the Stock Exchanges and with any other regulatory authority as may be necessary with respect to the initial public offering and undertake such other necessary steps to implement the above resolution.”

**“RESOLVED FURTHER THAT**, each of the directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.”



**“RESOLVED FURTHER THAT,** the draft preliminary international wrap dated August 01, 2025 of the Company which is placed before the Board in respect of the Offer (**“Preliminary International Wrap”**), be and is hereby approved.”

**“RESOLVED FURTHER THAT,** any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the RHP that may be filed with the RoC, SEBI, the Stock Exchanges or any other regulatory authority, be and is hereby approved in accordance with applicable law.”

**“RESOLVED FURTHER THAT,** all monies received out of the Offer (as defined in the RHP) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT,** Mr. Parth Jindal, Managing Director, Mr. Nilesh Narwekar, Whole-Time Director & CEO, Mr. Narinder Singh Kahlon, Director-Finance & Commercial, Mr. Kunal Mukherjee, Sr. Vice President-Accounts & MIS, Finance & Accounts, the authorised representatives of the Company, be and are hereby severally authorised to undertake necessary steps to implement the above resolution and execute any documents necessary in this regard and do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the foregoing resolution, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions including any amendment, supplement, corrigenda or notice to investors issued by the Company in relation to the Preliminary International Wrap and RHP that may be filed with the RoC, the SEBI, the Stock Exchanges or any other regulatory authority, as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal advisors and the book running lead managers to the Offer, appointed in this respect.”

**“RESOLVED FURTHER THAT,** certified true copies of the above resolutions be provided to those concerned under the hands of a Director or the Company Secretary and Compliance Officer of the Company wherever required.”

**For JSW Cement Limited**

**Sneha Bindra**  
**Company Secretary**  
**ACS-29721**  
**Date: 01.08.2025**  
**Place: Mumbai**