JSW Cement

CEMENT LIMITED

Registered Office: JSW Centre, Opp. MMRDA Ground, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.
Website: https://www.jswcement.in/ **Email:** secretarial.jswcl@jsw.in
Tel: +91-22-4286 1000 **Fax:** 26502001
CIN: L26957MH2006PLC160839

NOTICE OF 20TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 20th **ANNUAL GENERAL MEETING ("AGM")** of Members of JSW Cement Limited ("the Company") will be held on Friday, 31st July 2026 at 12:00 p.m. (IST) through Video Conferencing ("VC") or Other Audio- Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of the Annual Audited Financial Statements and Reports thereon.

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2026, together with the Report of the Statutory Auditors thereon.

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

"RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statement of the Company for the financial year ended 31st March, 2026, together with the Report of the Auditors thereon, as circulated to the Members be and are hereby received, considered and adopted."

2. Declaration of Dividend

To declare a dividend on equity shares for the financial year ended 31st March, 2026, as recommended by the Board of Directors.

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

"RESOLVED THAT as recommended by the Board of Directors, dividend at the rate of ₹ 0.50/- per Equity Share of face value ₹ 10/- each of the Company, be and is hereby declared for the financial year ended 31st March 2026 and that the said dividend be paid out of the free reserves of the Company to the eligible Members."

3. Appointment of a Director in place of one retiring by rotation

To appoint a Director in place of Mr. Seshagiri Rao MVS (DIN: 00029136) who retires by rotation as a Director and, being eligible, has offered himself for re-appointment.

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

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Seshagiri Rao MVS (DIN: 00029136), who retires by rotation as a Director at this Annual General Meeting and, being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. Remuneration payable to the Cost Auditor

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

"RESOLVED THAT pursuant to the provisions of section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and as recommended by the Audit Committee and approved by the Board of Directors, remuneration of ₹ 4,00,000 (Rupees Four Lakhs only) and reimbursement of out of pocket expenses at actuals plus applicable taxes, to be paid to M/s Kishore Bhatia & Associates, Cost Accountants, (Firm Registration No. 00294) for the conduct of the audit of the cost accounting records of the Company for the financial year ending 31st March 2027 be and is hereby ratified."

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "Board", which term shall include any Committee duly constituted by the Board or which the Board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient for the purpose of giving effect to this resolution."

5. Payment of Commission To Non-Executive Directors

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

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 (6) and all other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the consent of the members be and hereby accorded to pay such remuneration by way of commission for a period of 5 (five) years commencing from April 1, 2026, not exceeding in aggregate 1% (one percent) of the net profits of the Company for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof, with authority to the Board to determine the quantum, proportion and manner in which the amount be distributed among all the Non-Executive Directors of the Company including Independent Director (other than Managing Director, Whole-time Director and Executive Director).

RESOLVED FURTHER THAT the above remuneration shall be in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board and/or other meetings being paid to the non-executive Directors."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including deciding on the manner of payment of commission and settle all questions or difficulties that may arise with regard to the aforesaid resolution as it may deem fit and to execute any agreements, documents, instructions, etc. as may be necessary or desirable in connection with or incidental to give effect to the aforesaid resolution."

By Order of the Board of Directors
For **JSW Cement Limited**

Sd/-
Sneha Bindra
Company Secretary & Compliance Officer

Place: Mumbai
Date: 21.05.2026

Registered Office:
JSW Centre, Opp. MMRDA Ground,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.
CIN: L26957MH2006PLC160839
Website: https://www.jswcement.in/
Email: secretarial.jswcl@jsw.in
Tel: +91-22-4286 1000
Fax: 26502001

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts for the proposed resolution in respect of Special Business and disclosures as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") forms part of this Notice.

2. The Ministry of Corporate Affairs (MCA) by Circular No.14/2020 dated 8th April 2020, Circular No. 17/2020 dated 13th April 2020 and Circular No. 20/2020 dated 5th May 2020 and subsequent Circulars issued in this regard latest being Circular No.03/2025 dated 22nd September 2025 ("said Circulars") had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company / Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Accordingly in compliance with applicable provisions of the Act and the said Circulars therein:

   a. Notice of the AGM along with Annual Report for the Financial Year 2025-26 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories.

   b. 20th AGM of the Members will be held through VC/ OAVM.

   Members may note that the Notice along with the Annual Report for the Financial Year 2025-26 has been uploaded on the website of the Company at https://www.jswcement.in/. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of KFin Technologies Limited (KFintech) (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at www.kfintech.com.

3. As the Members can attend and participate in the AGM through VC / OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice. Similarly, the route map is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.

4. Information regarding re-appointment of Directors and Explanatory Statement in respect of special businesses to be transacted pursuant to Companies Act, 2013 ('the Act') and/ or Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), is annexed hereto as Annexure A to the Explanatory Statement.

5. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC / OAVM and vote on their behalf. Institutional / Corporate Shareholders

(i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Authorisation, authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at csmeghanamhatre2@gmail.com with a copy marked to KFintech at evoting@kfintech.com.

6. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at https://www.jswcement.in/shareholders-meeting.php

7. The Company has notified Friday, 10th July 2026 as the Record Date for determining the Members eligible to receive dividend, if declared by the Members.

8. Dividend on equity shares, if declared by the Members, will be paid within 30 days of declaration of Dividend. In respect of shares held in dematerialised form, the dividend will be paid to Members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as at the close of business hours on Friday, 10th July 2026.

9. Pursuant to the Finance Act 2020, dividend income is taxable in the hands of Members and the Company is required to deduct tax at source at the prescribed rates from the dividend paid to Members. For the prescribed rates for various categories, Members are requested to refer to the Finance Act, 2020, as amended. Members are requested to update their Permanent Account Number (PAN) with their respective Depository Participant(s) (DP) (in case of shares held in a dematerialised form).

10. To avail the benefit of non-deduction of tax at source / avail beneficial rates, Members were requested to submit the requisite declarations / documents, as applicable, at https://ris.kfintech.com/form15.

11. In accordance with Regulation 12 of the Listing Regulations read with SEBI Master Circular No. HO/38/13/(4)2026 – MIRSD - POD/I/4298/2026 dated February 6, 2026, all the payments to shareholders with respect to dividend shall be made in electronic mode only and no 'payable at par' warrants or cheques or drafts shall be issued towards dividend payouts. Therefore, the Members are requested to update their bank account details. Members who wish to change their bank account details may advise their DPs about such change with complete details of bank account, including IFSC Code. Members residing at the regions where NECS / NEFT / Direct Credit / RTGS / Swift Facility is available are advised to avail of the option to collect dividend by way of these electronic modes.

12. Pursuant to the provisions of Section 124 of the Act and the relevant rules made thereunder, the amount of dividend remaining unpaid or unclaimed for a period of 7 years from the date of transfer to the unpaid dividend account, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shares in respect of which dividend remains unclaimed for 7 consecutive years are also required to be transferred to the IEPF as per Section 124 of the Act and the relevant rules thereunder.

13. SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs.

14. Members are requested to promptly intimate any change in their name, postal address, e-mail address, contact numbers, PAN, mandates, bank details, etc. to their DPs for equity shares held in dematerialised form.

15. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants.

16. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested maintained under the provisions of the Act and all the documents referred to in the accompanying Notice and Explanatory Statement will be available for inspection during the meeting in electronic mode and the same may be accessed upon log-in to https://evoting.kfintech.com. The said documents will also be available for inspection by Members at the Registered Office of the Company between 11.00 a.m. and 1.00 p.m. on all working days of the Company upto the date of the AGM.

INSTRUCTIONS AND OTHER INSTRUCTIONS RELATING TO E-VOTING & AGM:

17. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9th December 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

18. Any person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners (in case of electronic shareholding) maintained by the depositories as on Cut-Off Date, Friday, 24th July, 2026 only shall be entitled to avail the facility of remote e-voting.

19. The remote e-Voting facility will be available during the following period:

    Commencement of remote e-voting: Tuesday, 28th July, 2026 at 9:00 a.m. (IST)

End of remote e-voting: Thursday, 30th July, 2026 at 5:00 p.m. (IST).

The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by Kfintech upon expiry of the aforesaid period.

20. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.

21. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

22. The details of process and manner for remote e-voting and e-AGM are explained herein below:

Step 1: Access to Depositories e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to KFintech e-Voting system in case of non-individual shareholders in demat mode.

Step 3: Access to join virtual meetings (e-AGM) of the Company on KFin system to participate e-AGM and vote at the AGM.

Details on Step 1 are mentioned below:

Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login method
Individual shareholders holding securities in demat mode with NSDL	A. **Users registered for NSDL IDeAS facility:** 1. Open web browser and type the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under **"Login"** which is available under **"IDeAS"** section. 2. A new screen will open. Enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on **"Access to e-voting"** under e-voting services and you will be able to see e-voting page. 3. Click on options available against Company name or e-voting service provider **- KFintech** and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	B. **Users 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.jsp and proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. **By visiting the e-voting website of NSDL:** 1. Visit the e-voting website of NSDL. Open web browser and type 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 **"Login"** icon, available under the 'Shareholder/Member' section. 2. A new screen will open. Enter your User ID (i.e., your 16-digit demat account number held 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. 3. Click on options available against Company name or e-voting service provider - KFintech and you will be re-directed to e-voting service provider website for casting your vote during the e-voting period.
	D. **NSDL Speede** Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login method
Individual Shareholders holding securities in demat mode with CDSL	**A. Existing users who have opted for Easi/Easiest:** 1. Open web browser and type: www.cdslindia.com and click on login icon and select New System Myeasi 2. Shareholders can login through their existing user ID and password. Option will be made available to reach e-voting page without any further authentication. 3. After successful login on Easi/Easiest, the user will also be able to see the e-voting Menu. The menu will have links of ESPs. Click on KFintech to cast your vote.
	B. Users who have not opted for Easi/Easiest: Option to register for Easi/Easiest is available at www.cdslindia.com Proceed with completing the required fields. After successful registration, please follow the steps given above to cast your vote.
	C. By visiting the e-voting website of CDSL: 1. The user can directly access e-voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com. The system will authenticate the user by sending OTP on registered Mobile & e-mail ID as recorded in the demat Account. 2. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and will also be able to directly access the system of e-Voting Service Provider, i.e., KFintech.
Individual Shareholders (holding securities in demat mode) logging through their depository participant(s)	1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL/CDSL for e-voting facility. Once logged-in, you will be able to see e-voting option. 2. Once you click on e-voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-voting feature. 3. Click on option available against Company name or e-voting service provider- KFintech and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Important Note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at respective websites.	
Helpdesk for Individual Shareholders holding securities in demat mode who need assistance for any technical issues related to login through Depository i.e., NSDL and CDSL:	
Members facing any technical issue - NSDL	**Members facing any technical issue – CDSL**
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact on 1800 22 55 33

Details on Step 2 are mentioned below:

Login method for e-Voting for shareholders other than Individual's shareholders holding securities in demat mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants (s), will receive an email from KFintech which will include details of E-Voting Event Number (9885), USER ID and password. They will have to follow the following process:

i. Launch internet browser and type the URL: https://evoting.kfintech.com in the address bar.

ii. Enter the login credentials i.e., User ID and password mentioned in your e-mail. Your Folio No./DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will reach the password change menu wherein, you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "9885" i.e., "JSW Cement Limited - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/ demat accounts shall choose to vote separately for each folio/ demat account.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

xii. 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 authorized signatory(ies) who is/are authorized 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. The scanned image of the above documents should be in the naming format 'JSW Cement_9885.'

In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of https://evoting.kfintech.com or call KFin on 1-800-309-4001 (toll free).

Details on Step 3 are mentioned below:

Instructions for all the Shareholders for attending the AGM of the Company through VC/ OAVM and e-voting during the meeting.

i) Members will be provided with a facility to attend the AGM through VC / OAVM platform provided by KFintech. Members may access the same at https://emeetings.kfintech. com/ by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN (9885) of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.

ii) Facility for joining AGM though VC/ OAVM shall open at least 30 minutes before the commencement of the Meeting.

iii) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.

iv) Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

v) As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id. Questions / queries received by the Company till Wednesday, 29th July 2026 shall only be considered and responded during the AGM.

vi) The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC / OAVM platform. Members may click on the voting icon displayed on the screen to cast their votes.

vii) A Member can opt for only single mode of voting i.e., through remote e-voting or voting at the AGM. If a Member cast votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

viii) Facility of joining the AGM through VC / OAVM shall be available for at least 2000 members on first come first served basis.

ix) Institutional Members are encouraged to attend and vote at the AGM through VC / OAVM.

23. Other Instructions:

i. Speaker Registration: The Members who would like to express their views / ask questions during the meeting may do so at https://emeetings.kfintech.com and login through the User ID and password provided in the mail received from KFintech. On successful login, select 'Speaker Registration' which will remain open from Monday, 27th July, 2026 to Wednesday, 29th July, 2026. Members shall be provided a 'queue number' before the meeting.

The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM. For ease of conduct and due to limitation of transmission and coordination during the Q&A session, the Company may dispense with the speaker registration during the AGM.

ii. Post your Question: The Members who wish to post their questions prior to the meeting can do the same by visiting https://emeetings.kfintech.com. Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will open from Monday, 27th July, 2026 to Wednesday, 29th July, 2026.

iii. Query / Grievance: In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech. com (KFintech Website) or contact Mr. G Ramdas – Senior Manager Corporate Registry at evoting@kfintech.com or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

iv. The result declared along with the Scrutiniser's Report shall be placed on the Company's website https://www. jswcement.in/and also communicated to NSE and BSE, where the Shares of the Company are listed.

v. The recorded transcript of the AGM shall be made available as soon as possible on the website of the Company at the link - https://www.jswcement.in/ the Investor Section.

vi. Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 24th July 2026, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.

v. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:

If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.kfintech. com/, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

Members who may require any technical assistance or support before or during the AGM are requested to contact KFintech at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

EXPLANATORY STATEMENT FOR RESOLUTIONS MENTIONED UNDER ITEM NOS. 4 AND 5 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND/ OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Item No. 4: Remuneration payable to Cost Auditors

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 18th May 2026 adjourned to and concluded on 21st May, 2026 have considered and approved the appointment of M/s Kishore Bhatia & Associates, Cost Accountant as Cost Auditor of the Company for the financial year 2026-27 at a remuneration of ₹ 4,00,000 (Rupees Four Lakhs only) plus out of pocket expenses, travelling and other expenses (which would be reimbursable at actuals) plus taxes, wherever applicable.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors of the Company is required to be ratified by the Members of the Company.

Accordingly, the consent of the Members of the Company is sought for passing an Ordinary Resolution as set out at Item No. 4 of this Notice for ratification of the remuneration payable to M/s. Kishore Bhatia and Associates, Cost Accountants.

The Members of the Company are requested to note that, M/s Kishore Bhatia and Associates, Cost Accountants, have confirmed that they are eligible for appointment as Cost Auditors, are free from any disqualifications, are working independently and maintaining arm's length relationship with the Company.

None of other the Directors, Key Managerial Personnel of the Company and their respective relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company, if any, in the proposed Ordinary Resolution, as set out in Item no. 4 of this Notice.

The Board recommends passing of the Ordinary Resolution as set out in Item No. 4 of this Notice, for approval by the Members of the Company.

Item no. 5: Payment of Commission to Non-Executive Directors

Considering the rich experience and expertise brought to the Board by the Non-Executive Directors of the Company,the Nomination & Remuneration Committee ("NRC"), at its meeting held on 18th May 2026, has recommended the Board of Directors to pay the Non-Executive Directors of the Company remuneration by way of commission not exceeding one percent of the net profits of the Company as computed in the manner specified under Section 198 of the Companies Act, 2013, in addition to the sitting fees and reimbursement of expenses for attending the meetings of the Board and/ or Committees thereof, for a period of five years from the financial year commencing from April 1, 2026.

Additionally, the Company's Non-executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, corporate governance, finance & taxation, risk management amongst others. Non-executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances. Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and the SEBI Listing Regulations with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-Executive Directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

Pursuant to the provisions of Sections 197 and 198 of the Companies Act, 2013 read with the applicable Rules framed thereunder and the SEBI Listing Regulations approval may be recommended for payment of commission to the Non-Executive Directors of the Company within the overall limit of 1% of the net profits of the Company (if there is a Managing or Whole-Time Director or Manager) for 5 years i.e from FY 2026-27 to FY 2030-2031, as may be approved by the Board from time to time.

This profit linked commission shall be in addition to the sitting fees payable to the Non-Executive Directors and Independent Directors for attending the meetings of the Board of Directors or its Committees or for any other purpose whatsoever and/or reimbursement of expenses for participation in the Board and other meetings.

The amount of remuneration payable to each of the Non-Executive Directors shall be decided by the Board of Directors (or any duly authorised committee thereof) for each financial year within the ceiling specified above.

Except all the Non-Executive Directors of the Company, and their relatives (to the extent of their shareholding interest, if any in the Company), none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends passing of the Special Resolution as set out in Item No. 5 of this Notice, for approval by the Members of the Company.

By Order of the Board of Directors
For **JSW Cement Limited**

Sd/-

Place: Mumbai
Date: 21.05.2026

Sneha Bindra
Company Secretary & Compliance Officer

Registered Office:
JSW Centre, Opp. MMRDA Ground,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.
CIN: L26957MH2006PLC160839
Website: https://www.jswcement.in/
Email: secretarial.jswcl@jsw.in
Tel: +91-22-4286 1000
Fax: 26502001

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. Seshagiri Rao MVS**
2	**DIN**	00029136
3	**Category/Designation**	Non-Executive –Non-Independent Director (Chairman)
4	**Nationality**	Indian
5	**Age**	68
6	**Date of Birth**	15 January, 1958
7	**Qualification**	Mr. Seshagiri Rao MVS holds a bachelor's degree in commerce from Nagarjuna University and a diploma in business finance from the Institute of Chartered Financial Analysts of India. He is a Licenciate of the Institute of Company Secretaries of India, he is a member of the Indian Institute of Bankers and he is qualified Cost Accountant.
8	**Experience/ brief profile / nature of expertise in specific functional areas**	Seshagiri Rao Venkata Satya Metlapalli, aged 68 years, is the Chairman and Non-Executive Director of our Company. He holds a bachelor's degree in commerce from Nagarjuna University and a diploma in business finance from the Institute of Chartered Financial Analysts of India. He is enrolled with the Institute of Company Secretaries of India, he is a member of the Indian Institute of Bankers and he has passed the final examination of the Institute of Cost and Works Accountants of India. He was previously associated with JSW Steel Limited in various capacities including as a Joint Managing Director and Group Chief Financial Officer for 27 years. He is currently associated with JSW Holdings Limited as the Group Chief Financial Officer.
9	**Original date of Appointment / Date of First Appointment on the Board**	1st August, 2023
10	**Terms and conditions of appointment / reappointment**	Non-Executive, Non-Independent - Chairman Liable to retire by rotation
11	**Details of remuneration last drawn & Details of proposed remuneration**	Nil
12	**Shareholding in the Company including shareholding as a beneficial owner**	-
13	**Number of Meeting of the Board attended during F.Y 2025-26**	10 meetings out of the 10 meetings held in FY 2025-26
14	**Directorships held in other Listed Companies***	Nil
15	**Directorships held in other Companies (excluding foreign Companies)***	Nil
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*** **[C= Chairman] [M= Member]** **(Only Audit Committee & Stakeholders Relationship Committee considered)**	Nil
18	**Disclosure of relationships with Directors inter-se, with other Directors, Managers & Key Managerial Personnel**	None

* As per disclosures received from Directors.