

JSW HOLDINGS LIMITED

CIN: L67120MH2001PLC217751

Registered Office: Village Vasind, Taluka Shahapur, District Thane - 421 604,

Phone : 02527- 220022/25; **Fax :** 02527- 220020/84

POSTAL BALLOT NOTICE

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/e-Voting. The Explanatory Statement pursuant to Section 102 of the Act, pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form (the "Form") for your consideration. The Board of Directors have appointed Shri Sunil Agrawal, Practicing Company Secretary, Mumbai as the Scrutinizer to scrutinize the e-voting process and the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed overleaf on the Form, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05.30 p.m. on Monday, February 2, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

Upon completion of the e-voting process and the scrutiny of Forms, the Scrutinizer will submit his report to the Chairman/Whole-time Director. The result of the Postal Ballot would be announced by a Director or the Company Secretary of the Company on or before Thursday, February 5, 2015 at 05.00 p.m. at the Corporate Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website viz. www.jsw.in.

Special Business:

ITEM NO. 1:

TO GRANT LOANS OR INVEST IN BODIES CORPORATES OR TO ISSUE GUARANTEE OR PROVIDE SECURITY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013 and subject to such other approvals as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors to give any loan to or invest in Bodies Corporates or to issue guarantee or provide any security by way of creation of charge on all or any immovable and movable properties of the Company both present and future including but not limited to pledge of equity shares of JSW Steel Limited held and owned by the Company (the "Shares") in favour of the Banks/ Financial Institutions/ Companies and trustees for the holders of Debentures/ Bonds/ other instruments for securing any loan facility availed/debentures or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable, notwithstanding

that such pledge of Shares together with all other securities, guarantees given and investments / loans made by the Company to or in all other body(ies) corporate shall not exceed Rs.2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

ITEM NO. 2:

TO CREATE CHARGE ON WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors (the “Board”) to give guarantee/ hypothecate/ mortgage/pledge and/or create charge on all or any immovable and movable properties of the Company both present and future or the whole or substantially the whole of the undertaking(s) of the Company in favour of the Banks/ Financial Institutions/ Companies and trustees for the holders of Debentures/ Bonds/ other instruments and/or any issue of Non-Convertible Debentures and/or Compulsorily or Optionally, Fully or Partly Convertible Debentures or for securing any loans of the Company or any other Companies or obtaining any other facility, together with interest, costs, charges, expenses and any other monies payable by the Company up to a sum not exceeding Rs.2200,00,00,000/- (Rupees Two Thousand Two Hundred Crores only).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/writings/papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.”

**By Order of the Board
For JSW Holdings Limited**

Registered Office

Village Vasind, Taluka Shahapur,
Thane – 421 604.

Place: Mumbai

Date: November 1, 2014

Deepak Bhat

Company Secretary

Membership No: A29582

Address: 4, Vrindavan Society,

New N. Datta Road, Four Bungalow,

Andheri (W), Mumbai-400058

NOTES:

1. An explanatory statement pursuant to Section 102 of the Act, setting out the material facts and reasons for the proposed special resolutions at Item Nos. 1 to 2 above, are appended herein below.
2. The Board has appointed Mr. Sunil Agrawal of Sunil Agrawal & Co., Company Secretaries, as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.
3. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Friday, 19th day of December 2014.
4. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on Friday, 19th day of December 2014.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Marathi newspaper, each with wide circulation in Thane, where the Registered Office of the Company is situated, and published on the Company website.
6. As per Companies (Management and Administration) Rules, 2014, Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent notice of Postal Ballot by e-mail. For Members whose email IDs are not registered, physical copies of the Postal Ballot notice are being sent by permitted mode (i.e. through registered / speed post or through courier), along with a postage-prepaid self-addressed Business Reply Envelope.
7. In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
9. The Postal Ballot Notice is placed in the 'Shareholders Information' section on the Company's website: www.jsw.in and on the NSDL's website www.evoting.nsd.com.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 1**

In terms of Section 372A(8) of the Companies Act, 1956, the Company was exempt from the applicability of the provisions/ limits stated in the said Section for investment and lending activities and for providing any guarantee or any security to any person(s) and Body Corporate. However, pursuant to provisions of Section 186 (11) of the Companies Act, 2013, the Company can avail exemption only for acquisition of securities.

As per the provisions of Section 186 of the Companies Act, 2013, the Company can invest in the securities of other bodies corporates, give loans, guarantees and provide securities for any loan facility to the extent of 60%

of its paid-up share capital and free reserves or 100% of its free reserves whichever is higher with the approval of the Board of Directors but where the aggregate of investments, loans, guarantees given and securities provided exceeds the aforesaid limits, prior approval of the shareholders is required by way of a Special Resolution.

Accordingly, consent of the Members is sought for making investments in the securities of other bodies corporates, give loans, guarantees and provide securities for any loan facility to be availed by the other companies not exceeding Rs.2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores only).

ITEM NO. 2

In terms of provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company cannot lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company without the approval of the Members by way of a Special Resolution.

Pursuant to Section 180(1)(a), undertaking means an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year.

Creation of pledge on equity shares of JSW Steel Limited held and owned by the Company to secure the borrowings of other companies would exceed twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year which constitutes "sale (which is construed as disposal) of substantially the whole of the Company's undertaking" and thereby attract the provisions of the said Section 180(1)(a) of the Companies Act, 2013.

Accordingly, the consent of the Members is sought to authorise the Board of Directors to give guarantee / hypothecate/mortgage/pledge and/or create charge in addition to the hypothecation/mortgage/pledge/guarantee and/ or charge already created by the Company, on all or any part of the movable and/or immovable properties of the Company as and when necessary to secure the borrowings from time to time of other companies.

None of the Directors/Managers/Key Managerial Personnel or relatives of any of the Directors/Managers/Key Managerial Personnel of your Company are in any way concerned or interested in the resolutions set out in the notice.

Your Directors recommend the resolutions set out in the notice for your approval.

**By Order of the Board
For JSW Holdings Limited**

Registered Office

Village Vasind, Taluka Shahapur,
Thane – 421 604.

Place: Mumbai

Date: November 1, 2014

Deepak Bhat

Company Secretary

Membership No: A29582

Address: 4, Vrindavan Society,
New N. Datta Road, Four Bungalow,
Andheri (W), Mumbai-400058