

JSW STEEL COATED PRODUCTS LIMITED

CIN: U27100MH1985PLC037346
Regd. Off.: JSW Centre, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Tel.: +91-22-4286 1000; Email id – faisal.queshi@jsw.in

NOTICE

NOTICE is hereby given that the **37TH ANNUAL GENERAL MEETING** of the Shareholders of **JSW STEEL COATED PRODUCTS LIMITED** will be held on **WEDNESDAY, 5TH JULY, 2023** at **3.00 P.M.** at JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, to transact the following business:

ORDINARY BUSINESS:

- 1.** To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution.
- 2.** To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2023 including the Audited Balance Sheet as at 31st March, 2023 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board and Auditors thereon and in this regard, pass the following resolution as an Ordinary Resolution.
- 3.** To appoint a Director in place of Mr. Rajeev Pai (DIN: 00045604), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

- 4. Ratification of Remuneration payable to M/s. Shome & Banerjee, Cost Auditors of the Company for the financial year ending March 31, 2024.**

To consider, and if thought fit, to pass, with or without modification(s) 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), the remuneration of Rs. 9,40,000/- plus goods and service tax and out-of-pocket expenses, to be paid to M/s. Shome & Banerjee, Cost Auditors of the Company, for the financial year 2023-24, as approved by the Board of Directors of the Company, be and is hereby ratified.”

- 5. To appoint Statutory Auditors of the Company:**

To consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT in accordance with the provisions of Section 139 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force the approval of the

members are be and hereby accorded for appointment of M/s. Deloitte Haskins & Sells LLP Chartered Accountants, (ICAI Firm Registration No: 117366W/W-100018) as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of the Annual General Meeting until the conclusion of forty second Annual General Meeting to be held in the calendar year 2028 on such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and matters including but not limited to filing of statutory forms, if any, with the concerned Registrar of Companies and such other things as may be necessary or expedient to implement this resolution.”

**Order of the Board
For JSW Steel Coated Products Limited**

**Mohammed Faisal Qureshi
Company Secretary
ACS-53078**

Place: Mumbai
Date: May 2, 2023

NOTES:

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 setting out the material facts in respect of the business under Item No. 4 and 5 as set out above, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A Proxy Form, in prescribed format (Form MGT-11), is being sent herewith, with instructions for filing, signing and submitting the same. The instrument of proxy, in order to be effective, must be deposited with the Company at its registered office not less than forty-eight (48) hours before the commencement time of the Annual General Meeting ("Meeting") of the Company. The Proxy Form, if not complete in all respects, will be considered invalid.

3. Members seeking any information with respect to the accounts or any matter to be place at the AGM, are requested to e-mail to the Company Secretary at faisal.queshi@jsw.in.
4. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member. Proxies submitted on behalf of Companies, must be supported by an appropriate resolution/authority as applicable.
5. Pursuant to the provisions of Section 113 of the Act, Body Corporate Members who intend to send their authorised representative(s) to attend the Meeting are requested to send, to the Company, a certified copy of the Resolution, of its Board of Directors or other governing body, authorising such representative(s) along with the respective specimen signature(s) of those representative(s) authorised to attend and vote on their behalf at the Meeting.
6. Members are requested to produce the enclosed attendance slip duly signed as per the specimen signature recorded with the Company for admission to the meeting along with a valid photo identity proof for verification purpose.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
8. All the documents referred to in the Notice will be available for inspection by the Members of the Company in physical or in electronic form at the Registered Office of the Company between 10:30 a.m. to 2:00 p.m. on all working days from the date hereof upto the date of the Meeting and at the venue of meeting and copies thereof shall also be made available for inspection in physical or electronic form at the registered office of the Company.
9. Members are requested to register their email addresses and intimate changes in the email addresses from time to time with the Company/ Registrar & Transfer Agents, so as to enable to serve the documents to the shareholders through electronic mode.
10. As per the requirements of SS - 2, a route map showing directions to reach the venue of the Meeting is given at the end of this Notice.

**ANNEXURE TO NOTICE
STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT 2013:**

The Statement pursuant to Section 102(1) of the Companies Act, 2013 for Item Nos. 4 and 5 of the accompanying notice is as under:

ITEM NO. 4

The Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on May 3, 2023, has considered and approved the appointment of M/s. Shome & Banerjee, as the Cost Auditor of the Company for the financial year 2023-24 at a remuneration of Rs. 9,40,000/- plus goods and service tax and out-of-pocket expenses.

Pursuant to Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration, as approved by the Board of Directors of the Company on the recommendation of the Audit Committee, is required to be subsequently ratified by the Members of the Company.

The Resolution as at Item No.4 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 4 of the notice.

Your Directors recommend the resolution as at Item No.4 for your approval.

ITEM NO. 5

The Board of Directors of the Company, recommends the shareholders of the Company appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (ICAI Firm Registration No: 117366W/W-100018) as the Statutory Auditors of the Company for a period of five years commencing from the conclusion of the ensuing Annual General Meeting until the conclusion of forty second Annual General Meeting to be held in the calendar year 2028 on such remuneration as may be mutually agreed upon between the Auditors and the Board of Directors of the Company.

Pursuant to section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the appointment, as approved by the Board of Directors of the Company, is required to be subsequently ratified by the Members of the Company.

The Resolution as at Item No. 5 of the Notice is therefore set out as an Ordinary Resolution for approval and ratification by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at item no. 5 of the notice.

Your Directors recommend the resolution as at Item No.5 for your approval.

**Order of the Board
For JSW Steel Coated Products Limited**

**Mohammed Faisal Qureshi
Company Secretary
ACS-53078**

Place: Mumbai

Date: May 2, 2023

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

37TH ANNUAL GENERAL MEETING	
Name of the Member:	_____
Registered Address:	_____
Email id:	_____
DP ID / Client ID / Folio No.:	_____
No. of Share:	_____

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name _____ Address _____
Email id _____ Signature _____ failing him;
2. Name _____
Address : _____
Email id _____ Signature _____ failing him;
3. Name _____
Address : _____
Email id _____ Signature _____ failing him;

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **WEDNESDAY, 5TH JULY, 2023** at **3.00 P.M.** at JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Description	No. of Equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	To consider and adopt the Standalone Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended on March 31, 2023.			
2	To consider and adopt the Consolidated Audited Financial Statements, Reports of the Board of Directors and Auditors for the year ended on March 31, 2023.			
3	To appoint a Director in place of Mr. Rajeev Pai (DIN: 00045604), who retires by rotation and being eligible, offers himself for re-appointment.			

4	To ratify the payment of remuneration of Cost Auditors of the Company for the FY 2023-24.			
5	To appoint Statutory Auditors of the Company			

Signed this..... day of..... 2023

Affix revenue stamp

Signature of Shareholder: _____ Signature of Proxy holder(s): _____

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ATTENDANCE SLIP
37TH ANNUAL GENERAL MEETING – WEDNESDAY, 5TH JULY, 2023 at 3.00 P.M.

Name of the Member(s):	
Folio No./ DP ID and Client ID:	
Name of the Proxy: (to be filled if proxy attends)	
No. of Shares Held:	
	(Figures)
	(in words)

I certify that I am a shareholder/proxy for the shareholder of the Company. I hereby record my presence at the **37TH ANNUAL GENERAL MEETING** of the Company held on **WEDNESDAY, 5TH JULY, 2023** at **3.00 P.M.** at **JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.**

Member's/Proxy's Signature

Note:

1. Shareholder/Proxy must bring the Attendance slip to the Meeting and hand it over, duly signed, at the registration counter.
2. The copy of the Notice may please be brought to the Meeting Hall.

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ROUTE MAP OF THE VENUE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

Venue: JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra

Prominent Landmark: Near MMRDA Ground, Bandra Kurla Complex, Mumbai

