



JSW Energy Limited

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REPORT OF THE AUDIT COMMITTEE OF JSW ENERGY LIMITED RECOMMENDING THE DRAFT SCHEME OF ARRANGEMENT BETWEEN GE POWER INDIA LIMITED AND JSW ENERGY LIMITED AND THEIR RESPECTIVE SHAREHOLDERS, AT ITS MEETING HELD AT THE BOARD ROOM, 9TH FLOOR, JSW CENTRE, BANDRA KURLA COMPLEX, BANDRA (EAST), MUMBAI – 400 051 ON THURSDAY, 18TH SEPTEMBER, 2025 AT 6:30 P.M.

1. Background:

- 1.1. A meeting of the Audit Committee of JSW Energy Limited (“**JSW**” or “**the Company**”) was held on 18th September 2025, *inter alia*, to consider and recommend to the board of directors of the Company (“**the Board**”), the draft Scheme of Arrangement between GE Power India Limited (“**the Demerged Company**”) and JSW Energy Limited (“**the Resulting Company**”) and their respective shareholders, under Sections 230-232 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactments thereof for the time being in force) (“**the Act**”), and other applicable laws including the circulars issued by the Securities and Exchange Board of India (“**SEBI**”) *inter alia* including (a) the Master Circular bearing No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 ‘*Master Circular on (i) Scheme of Arrangement by Listed Entities and (ii) Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957*’ dated June 20, 2023, as amended from time to time (“**SEBI Master Circular**”), and (b) Chapter XII (Scheme(s) of Arrangement by entities who have listed their NCDs/ NCRPS) of the Master Circular bearing No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 ‘*Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instruments and/ or Commercial Paper*’ dated May 21, 2024, as amended from time to time (“**SEBI Master Circular–Debt**”), or any other circulars issued by SEBI in this regard, each as amended from time to time (collectively, “**SEBI Master Circulars**”), applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactments thereof for the time being in force) (“**SEBI LODR Regulations**”), Section 2(19AA), Section 47 and other relevant provisions of Income-tax Act, 1961 (“**IT Act**”), and on the terms and conditions as stated therein (“**Scheme**”).
- 1.2. The equity shares of the Company are listed on BSE Limited (“**BSE**”) and the National Stock Exchange of India Limited (“**NSE**”) (collectively, the “**Stock Exchanges**”). The Non-Convertible Debentures (“**NCDs**”) of the Company are listed on BSE. The shares of the Demerged Company are also listed on the Stock Exchanges.
- 1.3. In terms of the SEBI Master Circular, a report from the Audit Committee of the Company recommending the draft Scheme is required, taking into consideration, *inter alia*, the Share Entitlement Report (*as defined hereinafter*), and commenting on the need and rationale of the



Part of O. P. Jindal Group





Scheme, synergies of business of the entities involved in the Scheme, impact of the Scheme on the shareholders, and cost benefit analysis of the Scheme ("**Report**").

- 1.4. This Report of the Audit Committee is made in compliance with the requirements of the SEBI Master Circular and pursuant to the SEBI LODR Regulations.

2. Overview of the Scheme:

- 2.1. The Scheme is pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, and provides for, *inter alia*, the following:
- a) demerger by way of transfer as a going concern on an as is where is basis and vesting of the Demerged Undertaking (*as defined in the Scheme*) from the Demerged Company to the Resulting Company in accordance with Section 2(19AA), Section 47 and other relevant provisions of IT Act, Sections 230 to 232 and other relevant provisions of the Act and rules made thereunder, and the relevant provisions of the SEBI Master Circulars and the SEBI LODR Regulations, and the consequent issuance of Resulting Company New Shares (*as defined in the Scheme*) by the Resulting Company to the Eligible Shareholders (*as defined in the Scheme*) of the Demerged Company in accordance with the Share Entitlement Ratio (*as defined in the Scheme*) in the manner set forth in the Scheme ("**Demerger**");
 - b) various other matters consequential or otherwise integrally connected therewith in the manner set out in the Scheme.
- 2.2. The "**Appointed Date**" means the opening business hours of July 1, 2025, or such other date as may be mutually agreed by the Boards of the Demerged Company and the Resulting Company or such other date as the NCLT may direct or allow.
- 2.3. The "**Effective Date**" means the last of the dates on which all the conditions precedent and matters referred to in Clause 13 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme.
- 2.4. The Scheme will become operative on and from the Effective Date, and the Demerged Undertaking shall stand transferred to, and be vested in, the Resulting Company on and with effect from the Appointed Date.
- 2.5. The Company will be filing the Scheme along with necessary information/ documents with the Stock Exchanges pursuant to Regulation 37 and 59A of the SEBI LODR Regulations read with the SEBI Master Circulars for obtaining a no-objection letter from the Stock Exchanges.
- 2.6. Post receipt of the no-objection letter from the Stock Exchanges, the Scheme will be presented before the Mumbai bench of the National Company Law Tribunal ("**the NCLT**") under Sections 230 to 232 and other applicable provisions of the Act, the SEBI Master Circulars and will be in compliance with Section 2(19AA), Section 47 and other applicable provisions of IT Act.



- 2.7. The Scheme would be subject to the requisite approvals, consents, sanctions and permissions of the Central/State Government, the NCLT, Stock Exchanges, SEBI, Asansol Durgapur Development Authority and/or such other statutory/regulatory authorities, as may be applicable.
- 2.8. The Scheme complies with the definition of "demerger" as per Section 2(19AA), Section 47 and other provisions of IT Act. If any terms are found to be or interpreted to be inconsistent with the said provisions of IT Act, the Scheme shall stand modified/ amended to the extent determined necessary to comply and come within the definition and conditions relating to "demerger" as defined in IT Act. In such an event the clauses which are inconsistent shall be modified or if the need arises be deemed to be deleted and such modification/deemed deletion shall however not affect the other parts of the Scheme.

Words and expressions, used in capitalized form but not defined in this Report, shall have the meaning ascribed to them in the Scheme.

3. Documents placed before the Audit Committee:

- 3.1. For the purpose of making this Report, the Audit Committee has considered and taken on record the following documents:
- a) The draft Scheme;
 - b) The joint share entitlement ratio report dated 18th September 2025, prepared by GT Valuation Advisors Private Limited (Registration No.: IBBI/RV-E/05/2020/134) appointed by the Company, and RBSA Valuation Advisors LLP, Registered Valuers (Registration No.: IBBI/RV-E/05/2019/110) appointed by the Demerged Company, recommending the share entitlement ratio in relation to the Scheme ("**Share Entitlement Report**");
 - c) The fairness opinion dated 18th September, 2025, issued by 3Dimension Capital Services Limited, an independent SEBI-registered Category-I Merchant Banker (Registration No.: INM000012528), opining on the fairness of the share entitlement ratio determined by the Share Entitlement Report ("**Fairness Opinion**");
 - d) The certificate dated 18th September, 2025 from Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018), statutory auditor of the Company, certifying *inter-alia* that (a) the accounting treatment stated in the draft Scheme is in compliance with all the applicable Indian Accounting Standards as notified under Section 133 of the Act and other generally accepted accounting principles, and (b) the Company is capable of payment of interest / repayment of principal on its listed NCDs as per the requirements of the SEBI Master Circular–Debt;





- e) The undertaking dated 18th September, 2025 by the Company confirming non-applicability of the conditions specified in paragraph (A)(10)(a) read with (A)(10)(b) of Part I of the SEBI Master Circular, along with the certificate dated 18th September 2025 from Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration Number 117366W/W-100018), statutory auditor of the Company, certifying the said undertaking under paragraph (A)(10)(c) of Part I of the SEBI Master Circular; and
- f) Other presentations, reports, documents and information made to/furnished before the Audit Committee pertaining to the draft Scheme.

4. Need for the Scheme:

- 4.1. The Company has set ambitious growth targets in line with India's rising power demand and is actively pursuing expansion in the thermal sector through organic and inorganic routes. Timely availability of critical equipment such as boilers has emerged as a key bottleneck, given the limited domestic manufacturing capacity and the exit of several global OEMs from this space.
- 4.2. The Scheme seeks to address this challenge by enabling the Company to acquire a ready manufacturing facility with land, plant, machinery, and an experienced workforce. This will ensure assured access to critical components, support Company's long-term capacity addition plans, and provide strategic vertical integration in the thermal power value chain.

5. Rationale of the Scheme:

- 5.1. The transfer and vesting of the Demerged Undertaking from the Demerged Company to the Resulting Company pursuant to the Scheme will, *inter alia*, result in the following benefits for the Resulting Company and its shareholders, employees and other stakeholders:
 - a) the Demerger provides an opportunity for the Resulting Company to enter into boiler pressure parts manufacturing business in alignment with the long-term vision of expanding into energy portfolio and extending footprint in a highly competitive and fast growing business;
 - b) the Demerger will create value for shareholders by acquiring ready to use assets which shall create operational efficiencies;
 - c) the Demerger will also result in vertical integration by securing a dedicated manufacturing facility for boiler pressure parts and reducing dependency on third-party suppliers;
 - d) the Demerger will create significant operational synergies within existing business verticals and across ongoing and upcoming thermal power projects, leading to economies of scale, enhancing cost efficiencies, and improving control over critical component requirements of thermal power assets; and





e) the Demerger will enable increased production capacity to support future thermal projects.

6. Synergies of business of the entities involved in the Scheme:

6.1. Upon effectiveness of the Scheme, the benefits and synergies mentioned in paragraph 4 and 5 above are expected to be derived by the Resulting Company.

7. Consideration for the Scheme; and impact of the Scheme on the shareholders of the Company:

7.1. The Company has no other class of shareholders, apart from equity shareholders.

7.2. Upon the coming into effect of the Scheme and in consideration of the transfer and vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company in terms of the Scheme, the Resulting Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up ("**Resulting Company New Shares**"), to the Eligible Shareholders of the Demerged Company, or to their respective heirs, executors, administrators, other legal representative or other successors in title in the following manner:

"10 fully paid up equity share(s) of INR 10/- (Indian Rupees Ten) each of the Resulting Company shall be issued and allotted for every 139 fully paid-up equity share(s) of INR 10/- (Indian Rupees Ten) each held in the Demerged Company which shall be adjusted, without any further approval from the Government Authority, for any restructuring of share capital of the Demerged Company and/or the Resulting Company by way of share split/consolidation/issue of bonus shares, buyback/ capital reduction/ preferential issue/ issue of shares on conversion of loans, debentures, preference shares, except issuance of shares on account of employee stock options during the pendency of the Scheme."

7.3. The Resulting Company New Shares shall be subject to the provisions of the memorandum of association and articles of association of the Resulting Company, as the case may be, and shall rank pari passu in all respects with the then existing equity shares of the Resulting Company, as the case may be, after the Effective Date including with respect to dividend, bonus, right shares, voting rights and other corporate benefits attached to the equity shares of the Resulting Company.

7.4. Upon effectiveness of the Scheme, the Resulting Company New Shares will be listed and admitted to trading on the Stock Exchanges.

7.5. The Scheme is expected to have several benefits for the Company, as indicated in the need and rationale of the Scheme in paragraphs 4 and 5 above, and is expected to be in the best interests of the shareholders of the Company. Upon issuance of the Resulting Company New Shares, there will only be a nominal dilution in the existing shareholding of the shareholders in the Resulting Company. Thus, there is no adverse effect of the Scheme on the equity shareholders (promoters and non-promoter shareholders) of the Company. The impact of the





Scheme on the shareholders, including the public shareholders, would be the same in all respects and no shareholder is expected to have any disproportionate advantage or disadvantage in any manner.

- 7.6. Thus, the said Scheme is not detrimental to shareholders of the Company.
- 7.7. Further, the said share entitlement ratio is arrived at after taking into consideration the Share Entitlement Report and the Fairness Opinion, which have been duly considered by the Audit Committee, and it has come to the conclusion that the said share entitlement ratio is fair and reasonable.

8. Cost benefit analysis of the Scheme:

- 8.1. Although the Scheme would result in the Company incurring costs towards its implementation, the benefits of the Scheme over a longer period of time will outweigh such costs for the stakeholders of the Company. The draft Scheme would be in the best interests of the Company and its shareholders, employees, creditors and other stakeholders for the reasons mentioned in paragraph 4 above.

9. Recommendation of the Audit Committee:

- 9.1. After due deliberations and due consideration of all the terms of the draft Scheme, Share Entitlement Report, Fairness Opinion, certificates from the statutory auditor of the Company, need and rationale of the Scheme, synergies of the business of the companies involved in the Scheme, impact of the Scheme on the Company and its shareholders, cost-benefit analysis of the Scheme and other documents placed before the Audit Committee, the Audit Committee recommends the draft Scheme for favorable consideration and approval by the Board.
- 9.2. This Report of the Audit Committee is made after considering the above documents and the same shall be treated as compliance under the applicable provisions of the SEBI LODR Regulations, SEBI Master Circular and other applicable provisions, if any.

**By Order of the Audit Committee
For and on behalf of JSW Energy Limited**

**Sunil Goyal
Chairman, Audit Committee
DIN: 00503570**



**Place: Mumbai
Date: 18th September, 2025**