



Regd. Office: JSW Centre,  
Bandra-Kurla Complex,  
Bandra East, Mumbai – 400 051  
CIN : L27102MH1994PLC152925  
Phone : +91 22 4286 1000  
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**REPORT OF THE INDEPENDENT DIRECTORS OF JSW STEEL LIMITED ("COMPANY" OR "TRANSFEREE COMPANY") RECOMMENDING THE SCHEME OF AMALGAMATION OF PIOMBINO STEEL LIMITED WITH THE COMPANY AND THEIR RESPECTIVE SHAREHOLDERS**

This report is considered and approved by the Independent Directors of the Company at their meeting held on December 3, 2025, at the Registered Office of the Company at JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 where the following Independent Directors were present:

**Directors present through video conference:**

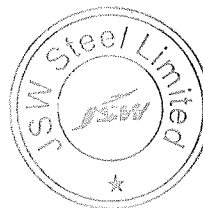
1. Mr. Seturaman Mahalingam, Lead Independent Director
2. Mrs. Nirupama Rao, Independent Director
3. Ms. Fiona Jane Mary Paulus, Independent Director
4. Mr. Marcel Fasswald, Independent Director
5. Mr. Sushil Kumar Roongta, Independent Director
6. Mr. Shyamal Mukherjee, Independent Director

**Leave of Absence:** All Independent Directors were present.

The Independent Directors of the Company unanimously elected Mr. Seturaman Mahalingam, Lead Independent Director, as the Chairperson of the meeting.

**1. Background**

- 1.1. The proposed Scheme of Amalgamation of Piombino Steel Limited ("**Transferor Company**") with JSW Steel Limited ("**Company**" or "**Transferee Company**") and their respective shareholders ("**Scheme**") under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and the relevant provisions of the Securities and Exchange Board of India ("**SEBI**") Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Circular**") and SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/0000000103 dated July 11, 2025 and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 ("**SEBI LODR**"), has been placed before the Independent Directors of the Company at their meeting held on December 3, 2025 to consider and approve the said Scheme.
- 1.2. As per the requirements under the SEBI Circular, the Independent Directors of the Company are required to adopt a report recommending the scheme, taking into consideration, *inter alia*, that the scheme is not detrimental to the shareholders of the Company.
- 1.3. This report, in connection with the Scheme, has been accordingly adopted by the Independent Directors of the Company in order to comply with the requirements under the SEBI Circular, after considering, discussing and reviewing, *inter-alia*, the following:





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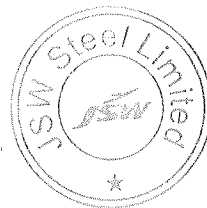
- (a) the draft Scheme;
- (b) valuation report dated December 2, 2025 issued by M/s. KPMG Valuation Services LLP (IBBI Registration No. IBBI/RV-E/06/2020/115), an independent Registered Valuer, in respect of the equity share exchange ratio in connection with the proposed Scheme ("**Valuation Report**");
- (c) fairness opinion dated December 2, 2025 issued by M/s. Axis Capital Limited (SEBI Registration No. INM000012029), an independent and SEBI registered Category I merchant banker, providing opinion on the fairness of the equity share exchange ratio proposed in the Valuation Report ("**Fairness Opinion**"); and
- (d) draft certificate from the statutory auditor of the Company i.e. M/s. S RB C & Co LLP, Chartered Accountants, (ICAI Firm Registration No. 324982E/E300003), (i) certifying the payment/ repayment capability of the Company against outstanding listed Non Convertible Debentures ("NCDs") of the Company; and (ii) confirming the accounting treatment stated in the Scheme is in compliance with the accounting standards prescribed under Section 133 of the Act and other generally accepted accounting principles.

## 2. Need and rationale for the Scheme

The Independent Directors of the Company noted the need and rationale of the Scheme which is set out below:

*"The Parties operate in similar lines of business. The amalgamation of the Transferor Company with the Transferee Company will result in the following benefits:*

- a) *The merger ensures better alignment of the Transferee Company's long-term strategic interests by enabling it to directly hold the investment in Bhushan Power and Steel Limited ('BPSL'). This consolidation provides a platform to facilitate any transactions and investments related to BPSL's business, thereby enhancing strategic focus without minority shareholders involvement;*
- b) *Pursuant to the proposed amalgamation, the Transferee Company will have additional cash to pursue its growth aspirations in a financially prudent manner;*
- c) *Reduction in multiple entities and regulatory compliances will further reduce the overall compliance and overhead costs of the Transferee Company;*
- d) *Reducing time and efforts for consolidation of financials at Transferee Company level; and*
- e) *The Scheme will lead to consolidation of administrative and managerial functions, eliminating duplicative record-keeping and associated expenses. This will result in a reduction of overhead costs and optimal utilization of resources within the Transferee Company."*





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### **3. Scheme not detrimental to shareholders of the Company**

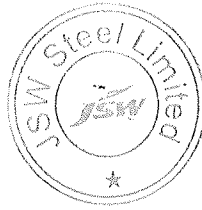
- 3.1. The Independent Directors of the Company noted that the Scheme will provide an opportunity to improve the economic value of the Company. This is particularly marked in the improved synergies that will arise pursuant to the Scheme and the same has been provided in Paragraph 2 above.
- 3.2. Therefore, considering the above and other documents presented, the Independent Directors of the Company are of the view that the Scheme is not detrimental to the shareholders of the Company.

### **4. Recommendation of the Independent Directors of the Company**

- 4.1. The Independent Directors of the Company, after due deliberations and due consideration of all the terms of the Scheme, in particular the fact that the Scheme is not detrimental to the shareholders of the Company, recommends the Scheme for approval of the Board of Directors of the Company.

**For and on behalf of the Independent Directors of JSW Steel Limited**

**Seturaman Mahalingam)**  
**Lead Independent Director**  
**DIN : 00121727**



Date: December 3, 2025