



**Regd. Office:** JSW Centre, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051  
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To,  
**The members of  
JSW Energy Limited**

#### **ABSTRACT AND MEMORANDUM OF INTEREST UNDER SECTION 302 OF THE COMPANIES ACT, 1956**

The Board of Directors of the Company at their meeting held on January 30, 2014 had inter alia approved the reappointment of Mr. Sajjan Jindal as Chairman and Managing Director of the Company for a further period of five years with effect from January 1, 2014 and payment of remuneration to him based on the recommendation of the Remuneration Committee of the Company, subject to approval of Shareholders of the Company in a General Meeting.

The Company has made significant progress and growth under the able and dynamic leadership of Mr. Sajjan Jindal. The Company has scaled up its generation capacity from 260 MW to 3140 MW within a span of four years. Besides Power generation, the Company has presence across the value chain – Transmission, Trading, Mining and Equipment Manufacturing. The Company has won accolades as best operating power plant for last five consecutive years by Ministry of Power.

Mr. Sajjan Jindal, aged 54 years, Indian National, a Mechanical Engineer also Chairman & Managing Director of JSW Steel Limited, has been instrumental in transforming the functioning of the Indian steel industry with his progressive engagement of all stakeholders in the development process at JSW Steel. Mr. Jindal, a renowned and respected practitioner of sustainable business practices and his belief in sustainable development and corporate responsibility has made JSW a catalyst and active participant in education, health and livelihood, promotion of arts and culture, environment protection and sports.

As required under Section 302 of the Companies Act, 1956, an abstract of the terms of reappointment of Mr. Sajjan Jindal as Chairman and Managing Director for a further period of five years with effect from January 1, 2014 and payment of remuneration to him and memorandum of concern or interest of the Directors in such appointment is set out herein below:

#### **REAPPOINTMENT OF MR. SAJJAN JINDAL AS CHAIRMAN AND MANAGING DIRECTOR**

Mr. Sajjan Jindal is reappointed as Chairman and Managing Director for a period of five years commencing from January 1, 2014, subject to approval of Shareholders of the Company.

Mr. Sajjan Jindal shall be paid remuneration as may be fixed by the Board of Directors from time to time based on recommendation of Remuneration Committee, such that the salary and the aggregate value of all perquisites and allowances together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs; Bonus; Performance incentive; medical reimbursement; club fees and leave travel concession for himself and his family; medical insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. Sajjan Jindal shall not exceed the overall ceiling on remuneration approved by the Shareholders of the Company in a General Meeting. Your Directors have recommended a ceiling on remuneration of ₹ 1,00,00,000 (Rupees One Crore) per month.

The following perquisites shall not be included in the computation of the ceiling on remuneration specified above:

- a. Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls);
- b. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax, 1961;
- c. Gratuity as per the rules of the Company (which shall not exceed one half months salary for each completed year of service); and
- d. Earned leave with full pay or encashment as per rules of the Company.

For the purposes of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

In the event of loss or inadequacy of profits in any financial year, Mr. Sajjan Jindal shall be paid remuneration by way of salary, allowances and perquisites as specified above, subject to the approval of the Central Government, if required.

Mr. Sajjan Jindal shall have general control, management and superintendence of the business of the Company in the Ordinary Course of business and shall exercise and perform all such powers and duties, which in the ordinary course of business may be considered necessary, proper and in the interest of the Company, subject always to any directions or restrictions from time to time, given or imposed by the Board of Directors of the Company and by Law.

Mr. Sajjan Jindal shall be governed by such of the existing service rules of the Company as may be in force from time to time.

Mr. Sajjan Jindal shall not be eligible for any sitting fees for attending the Company's Board or Committee Meetings.

The Board of Directors may, in its discretion pay to Mr. Sajjan Jindal lower remuneration than the maximum remuneration herein above stipulated and revise the same from time to time within the maximum limit stipulated by the resolution.

The proposed remuneration is within the limits prescribed under Part II Section I of Schedule XIII of the Companies Act, 1956.

Mr. Sajjan Jindal would continue to draw remuneration from JSW Steel Limited, of which he is Chairman and Managing Director. The aggregate of the remuneration paid to Mr. Jindal from both the Companies shall however be subject to higher of the maximum limits admissible from any of the Companies as per applicable provisions of the Companies Act, 1956.

**Memorandum of concern or interest**

Except Mr. Sajjan Jindal, Chairman and Managing Director of the Company who is concerned / interested in the reappointment and the remuneration payable, none of the other Directors of the Company are, in any way, concerned or interested in the appointment and the remuneration payable.

Copy of the resolutions passed by the Board of Directors on January 30, 2014 is available for inspection at the registered office of the Company between 11.00 AM to 1.00 PM on any working day.

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

Date: January 30, 2014  
Place: Mumbai

**S.Madhavan  
Company Secretary**