



JSWSL: SECT: MUM: SE: 2021-22

April 1, 2021

1. National Stock Exchange of India Ltd. Exchange Plaza Plot No. C/1, G Block Bandra – Kurla Complex Bandra (E), Mumbai – 400 051 NSE Symbol: JSWSTEEL Kind Attn.: Mr. Hari K, President (Listing)	2. BSE Limited Corporate Relationship Dept. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001. Scrip Code No.500228 Kind Attn: Mr. S. Subramanian, DCS (CRD)
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Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

In terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) read with Part A of Schedule III of Listing Regulations, we wish to inform you that JSW Steel Limited (“**JSW**”) has entered into an assignment agreement dated 31 March 2021 (“**Assignment Agreement**”), whereby Laptev Finance Private Limited (“**Laptev**”), a JSW Group company has assigned to JSW all rights and obligations of Laptev under the Business Transfer Agreement dated March 31, 2019 as amended from time to time including the amendment dated 31 March 2021 (“**Business Transfer Agreement**”) executed by Laptev with Welspun Corp Limited (“**Welspun**”), for a consideration of INR 1,00,00,000 (Rupees One Crore only) and applicable taxes. As per the Business Transfer Agreement, Laptev had agreed to acquire from Welspun, as a going concern on slump sale basis, the business of manufacturing of high-grade steel plates and coils (“**PCMD Business**”), for a consideration of INR 848,50,00,000/- (Rupees Eight Hundred and Forty Eight Crores and Fifty Lakhs only), which is subject to closing adjustments towards net working capital. As a part of the transaction, JSW shall also purchase a parcel of land pertaining to PCMD Business from Welspun Steel Limited for INR 1,50,00,000 (Rupees One Crore Fifty Lakhs only). The consideration amounts will be paid on a deferred basis, subject to Welspun fulfilling certain regulatory approvals and payment milestones as provided under the Business Transfer Agreement.

Subsequent to the assignment of the Business Transfer Agreement to JSW, the closing has occurred on 31 March 2021 and consequently Welspun has transferred the PCMD Business to JSW as on 31 March 2021.





JSW Steel Limited

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Website : www.jsw.in

The details required under Regulation 30 of the Listing Regulations, as amended, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September 2015 are enclosed herewith and marked as "**Annexure A**".

Thanking You,

Yours faithfully,

For JSW Steel Limited



Lancy Varghese
Company Secretary

Cc:

Singapore Exchange Securities Trading Limited

11 North Buona Vista Drive,
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Annexure A

Disclosure of Acquisition (including agreement to acquire) in terms of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with Schedule III of the Listing Regulations.

a)	Name of the target entity, details in brief such as size, turnover etc.;	<p>Welspun Corp Limited is a company incorporated under the provisions of the Companies Act, 1956, with its registered office at Welspun City, Village Versamedi, Taluka Anjar, District Kutch, Gujarat 370 110 ("Welspun").</p> <p>Welspun is engaged in the business of, amongst others, manufacturing of high-grade steel plates and coils ("PCMD Business").</p> <p>The transaction comprises the acquisition of the PCMD Business as a going concern on slump sale basis. The transaction closed on 31 March 2021.</p> <p>Turnover of the PCMD Business is INR 539.8 crore for Financial Year ending March 31, 2020.</p>
b)	Whether the acquisition would fall within related party transaction(s) and whether the promoter / promoter group / group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length".	<p>JSW and Laptev are related parties. Laptev is part of the group of companies owned and controlled by the promoter group of JSW.</p> <p>The assignment of the Business Transfer Agreement from Laptev to JSW has been approved by the Audit Committee and the Board of Directors of JSW in terms of section 177 and section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014.</p> <p>The assignment of the Business Transfer Agreement from Laptev to JSW is on an arms' length basis for a consideration of INR 1,00,00,000 (Rupees One Crore only) and applicable taxes.</p>



		Welspun and Laptev are not related parties. Welspun and JSW are not related parties.
c)	Industry to which entity being acquired belongs.	PCMD Business is engaged in, amongst others, manufacturing of high-grade steel plates and coils.
d)	Objects and effect of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if the business is outside the main line of business of the listed entity)	The PCMD Business will be of strategic importance for JSW to expand its value added and special products portfolio, particularly plate mill plates in which JSW has so far not been present.
e)	Brief details of any governmental or regulatory approvals required for the acquisition.	The Competition Commission of India granted its approval for the proposed transaction on 18 November 2019.
f)	Indicative time period for completion of the acquisition	Laptev assigned all its rights and obligations under the Business Transfer Agreement through an Assignment Agreement on 31 March 2021. Subsequently, the closing under the Business Transfer Agreement occurred on 31 March 2021.
g)	Nature of consideration - whether cash consideration or share swap and details of the same.	Cash.
h)	Cost of acquisition or the price at which business is being acquired.	As per the Business Transfer Agreement, the PCMD Business is acquired from Welspun for an amount of INR 848,50,00,000/- (Rupees Eight Hundred and Forty Eight Crores and Fifty Lakhs only), which is subject to closing adjustments towards net working capital. As a part of the transaction, JSW shall also purchase a parcel of land from Welspun Steel Limited for Rs 1,50,00,000 (Rupees One Crore Fifty Lakhs only). The consideration amounts will be paid on a deferred basis, subject to Welspun fulfilling certain regulatory approvals and payment milestones as provided under the Business Transfer Agreement.



i)	Percentage of shareholding / control acquired and / or number of shares acquired.	Not applicable since the transaction is by way of a slump sale.
j)	Brief background about the entity acquired in terms of product / line of business acquired, date of incorporation, history of last three years turnover, country in which the acquired entity has presence and any other significant information (in brief).	<p>The PCMD undertaking is in the business of manufacturing of high-grade steel plates and coils.</p> <p>Date of Incorporation: The date of incorporation of Welspun is 26 April 1995.</p> <p>The turnover of PCMD Business for the last three years is:</p> <p>FY 2019-20: INR 539.88 crores FY 2018-19: INR 1545.64 Crores FY 2017-18: INR 1219.39 Crores</p> <p>Presence in Countries: India</p>

