



JSW INFRASTRUCTURE LIMITED

Registered Office: JSW Centre, Bandra Kurla Complex, Bandra East, Mumbai 400 051

Website: www.jsw.in Email: infra.secretarial@jsw.in

Tel: 022-4286 1000, Fax: +91-22-4286 3000

CIN: L45200MH2006PLC161268

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given that the resolutions set out below are proposed for approval by the Members of JSW Infrastructure Limited (**"the Company"**) by means of Postal Ballot, only by remote e-voting process (**"e-voting"**) being provided by the Company to all its Members to cast their votes electronically, pursuant to Section 108 and 110 of the Companies Act, 2013 (**"the Act"**), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**) and other applicable provisions of the Act and the Rules, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, the latest being General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

Board of Directors of the Company has appointed Mr. Sunil Agarwal (Membership Number: FCS 8706 COP:3286) Company Secretary in Practice as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose. The Scrutinizer's decision on the validity of the votes cast in the Postal Ballot shall be final.

Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of e-voting:	9:00 a.m. (IST) on Saturday, May 24, 2025
End of e-voting:	5:00 p.m. (IST) on Sunday, June 22, 2025

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman of the Company or any person authorized by him. The results of e-voting will be announced on or before Tuesday, June 24, 2025, and will be displayed on the Company's website www.jsw.in and the website of Kfin Technologies Limited ('KFin'), the agency for providing e-voting facility at <https://evoting.kfintech.com>. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company.

SPECIAL BUSINESS:

1. Re-appointment of Mr. Amitabh Kumar Sharma (DIN: 06707535) as an Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Amitabh Kumar Sharma (DIN: 06707535), Independent Director of the Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of one year with effect from March 28, 2025 till March 27, 2026 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution."

2. Appointment of Ms. Anita Belani (DIN: 01532511) as a Director and as an Independent Director of the Company.

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Rules') (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), Ms. Anita Belani (DIN: 01532511) who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 27, 2025 in terms of Section 161 of the Act and Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Rules made thereunder and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Anita Belani (DIN: 01532511), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of three consecutive years with effect from March 27, 2025 till March 26, 2028 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution."

3. Approval for Material Related Party Transaction(s) between JSW Jaigarh Port Limited, Wholly Owned Subsidiary of the Company and JSW Steel Limited, for the Financial Year 2025-26:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory

modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded to JSW Jaigarh Port Limited, a wholly owned subsidiary of the Company, for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions, or as fresh and independent transaction(s) or otherwise, whether individually or series of transaction(s) taken together or otherwise with JSW Steel Limited, a related party of the Company within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulations, on the material terms and conditions as more specifically set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution."

4. Approval for Material Related Party Transaction(s) between JSW Dharamtar Port Private Limited, Wholly Owned Subsidiary of the Company and JSW Steel Limited, for the Financial Year 2025-26:

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 ('the Act') and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, consent of the Members be and is hereby accorded to JSW Dharamtar Port Private Limited, a wholly owned subsidiary of the Company, for entering into and/ or carrying out and/ or continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions, or as fresh and independent transaction(s) or otherwise, whether individually or series of transaction(s) taken together or otherwise with JSW Steel Limited, a related party of the Company within the meaning of Section 2(76) of the Act, and Regulation 2(1)(zb) of the SEBI Listing Regulations, on the material terms and conditions as more specifically set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any committee(s) constituted or to be constituted by the Board to exercise the powers conferred on the Board by this Resolution) be and is hereby authorized to take such steps and do and perform all such acts, deeds, matters and things, as may be considered necessary, proper or expedient to give effect to this resolution.”

Date: April 30, 2025

Place: Mumbai

Registered Office:

JSW Centre, Bandra Kurla Complex,
Bandra East, Mumbai 400 051

**By Order of the Board of Directors
For JSW INFRASTRUCTURE LIMITED**

Sd/-

Gazal Qureshi

**Company Secretary & Compliance Officer
(M. No. A16843)**




NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, May 16, 2025 (“**Cut-Off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company’s website at www.jsw.in, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of Registrar and Transfer Agent i.e., KFin Technologies Limited (‘KFin’), at <https://evoting.kfintech.com>.
4. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.jsw.in) duly filled and signed along with requisite supporting documents to Kfin Technologies Limited, Unit – JSW Infrastructure Limited, at Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032.
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the Cut-Off Date should treat this notice for information purpose only.

6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read SEBI Circular bearing reference no. No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, as amended, and SS-2 and any amendments thereto, the Company is providing facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The e-voting portal will be open for voting from May 24, 2025 (9.00 a.m. IST) to June 22, 2025 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on May 16, 2025, may cast their vote electronically. The e-voting module shall be disabled by KFin for voting thereafter. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently.
8. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
9. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at sunilcs_mumbai2@rediffmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT No."
10. Resolutions passed by the members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., June 22, 2025, subject to receipt of the requisite number of votes in favour of the resolutions.
11. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement will be made accessible for inspection through electronic mode, from the date of dispatch of this notice upto the last date for e-voting, i.e., June 22, 2025, on the website KFin at <https://evoting.kfintech.com>

DETAILS OF THE PROCESS AND MANNER FOR REMOTE E-VOTING ARE EXPLAINED HEREIN BELOW:

A. Login method for remote e-voting for Individual shareholders holding securities in demat mode:

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDEAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDEAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” IV. Click on company name or e-Voting service provider-KFin and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDEAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsdl.com II. Select “Register Online for IDEAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. <p>3. Alternatively, by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under Shareholder / Member’ section. III. A new screen will open. You will have to enter your User ID (i.e., your sixteen- digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the company and the e-Voting Service Provider name, i.e., KFin. V. On successful selection, you will be redirected to KFin’s e-Voting page for casting your vote during the remote e-Voting period.
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who has opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password.

	<p>IV. The user will see the e-Voting Menu. The Menu will have links of e-Voting Service Provider (ESP) i.e., KFin's e-Voting portal. Click on e-Voting service provider name to cast your vote.</p>
	<p>2. User not registered for Easi/Easiest</p> <p>I. Option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. The System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFin where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – Kfin and you will be redirected to e-Voting website of KFin for casting your vote during the remote e- Voting period without any further authentication.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 /1800224430/ 022-48867000
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 18002109911/022 23058738 or 22-23058542-43

B. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

(A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 8796, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e- voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVEN" i.e., '8796' and click on "Submit"
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut- off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting must be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id sunilcs_mumbai@rediffmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT No."
- xiii. In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for members and e-voting User Manual available at the 'download' section of <https://evoting.kfintech.com> or call KFin on 1800 309 4001 (toll free).

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice and e-voting instructions cannot be serviced, will have to follow the following process:

Procedure for Electronic folios:

Visit the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select the company name "JSW Infrastructure Limited"
2. Shareholder to enter DPID-CLID / Folio No. and PAN No.

3. Shareholder to enter the e-mail id and mobile no.
4. System checks the authenticity of the client id and PAN and send the different One-time Passwords (OTPs) to mobile no. and e-mail id to validate.
5. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process (OTPs will be valid for 5 minutes only).
6. System confirms the e-mail id for the limited purpose of services Postal Ballot notice.
7. System will send the notice & procedure for e-voting to the e-mail given by the shareholder.

Procedure for Physical folios:

Visit the link <https://ris.kfintech.com/clientservices/postalballot/registration.aspx>

1. Select company name "JSW Infrastructure Limited"
2. Shareholder to enter physical Folio No and PAN No.
3. If PAN No. is not available in the records, shareholder to enter one of the Certificate No.
4. Shareholder to enter the e-mail id and mobile no.
5. System will check the authenticity of the Folio No. and PAN/Certificate No. and send different OTPs to mobile no. and e-mail id to validate.
6. Shareholder to enter the OTPs received by SMS and e-mail id to complete the validation process. (OTPs will be valid for 5 min. Only).
7. If PAN is not available, the system will prompt to upload the duly signed scan copy of the PAN.
8. System confirms the registration of e-mail id.
9. System will send the notice & procedure for e-voting to the "e-mail id" given by the shareholder.

Post successful registration of the e-mail, the shareholder would get a soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Postal Ballot.

Annexure to Notice

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) OF THE COMPANIES ACT, 2013:

Item No. 1:

The Members of the Company at the Extra-Ordinary General Meeting held on May 5, 2023 had approved the appointment of Mr. Amitabh Kumar Sharma (DIN: 06707535) as an Independent Director of the Company for a period of two consecutive years from March 28, 2023 to March 27, 2025.

The Nomination and Remuneration Committee (NRC) of the Board of Directors on the basis of the report of performance evaluation, has recommended the re-appointment of Mr. Sharma as an Independent Director for a second term of one year with effect from March 28, 2025, subject to shareholders approval.

A brief resume of Mr. Amitabh Kumar Sharma, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, are provided in the statement giving details pursuant to Regulation 36(3) of the SEBI Listing Regulations and Paragraph 1.2.5 of the SS-2 is annexed to this Notice.

The Company has received a declaration from Mr. Sharma confirming that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Mr. Sharma has confirmed that he is in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. He has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Mr. Sharma.

Mr. Amitabh Kumar Sharma has confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Mr. Sharma fulfills the conditions specified in the Act for appointment as an Independent Director and his appointment as such would be in the interest of the Company taking into consideration Mr. Sharma's knowledge, background and expertise. Mr. Sharma also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Mr. Sharma is independent of the management.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Sharma for the office of Director of the Company.

Mr. Sharma shall be entitled to receive remuneration in the form of fee for attending meetings of the Board of Directors, its Committees, or any other meetings, as well as reimbursement of expenses incurred in connection with his participation in such meetings, as may be determined by the Board of Directors.



In terms of Regulation 25(2A) of SEBI Listing Regulations, the appointment of an independent director of a listed entity is subject to the approval of the shareholders by way of a special resolution.

Accordingly, the approval of members is sought for re-appointment of Mr. Amitabh Kumar Sharma as an Independent Director.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members electronically, from the date of dispatch of this notice up to the last date for e-voting i.e June 22, 2025, on the website of the Registrar and Transfer Agent i.e., KFin Technologies Limited ('KFin') at <https://evoting.kfintech.com>.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Amitabh Kumar Sharma or his relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Your Board recommends the resolution at Item No. 1 for approval of the Members by way of a Special Resolution.

Item No. 2:

Based on recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on March 26, 2025, approved the appointment of Ms. Anita Belani (DIN: 01532511) as an Additional Director on the Board of the Company with effect from March 27, 2025 to hold office upto the date of the ensuing Annual General Meeting pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('Act') and Article of Association of the Company. At the same meeting, the Board of Directors also appointed Ms. Belani as an Independent Director of the Company not liable to retire by rotation, for a period of three consecutive years from March 27, 2025 to March 26, 2028, subject to approval by the Members of the Company.

A brief resume of Ms. Anita Belani, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, are provided in the statement giving details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Paragraph 1.2.5 of the SS-2 is annexed to this Notice.

The Company has received a declaration from Ms. Belani confirming that she meets the criteria for independence under Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Ms. Belani has confirmed that she is in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014. She has conveyed her consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from Ms. Belani.



Ms. Anita Belani has confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any such authority. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

In the opinion of the Board, Ms. Belani fulfills the conditions specified in the Act for appointment as an Independent Director and her appointment as such would be in the interest of the Company taking into consideration Ms. Belani's knowledge, background and expertise. Ms. Belani also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in. Ms. Belani is independent of the management.

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Ms. Belani for the office of Director of the Company.

Ms. Belani shall be entitled to receive remuneration in the form of fee for attending meetings of the Board of Directors, its Committees, or any other meetings, as well as reimbursement of expenses incurred in connection with her participation in such meetings, as may be determined by the Board of Directors.

In terms of Regulation 25(2A) of SEBI Listing Regulations, the appointment of an independent director of a listed entity is subject to the approval of the shareholders by way of a special resolution.

Accordingly, the approval of members is sought for appointment of Ms. Anita Belani as an Independent Director.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members electronically, from the date of dispatch of this notice up to the last date for e-voting i.e June 22, 2025, on the website of the Registrar and Transfer Agent i.e., KFin Technologies Limited ('KFin') at <https://evoting.kfintech.com>.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Ms. Anita Belani or her relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Your Board recommends the resolution at Item No. 2 for approval of the Members by way of a Special Resolution.

Item No. 3:

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions ('RPTs'). A transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Effective from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

The Audit Committee of the Company have approved the maximum limits of aggregate value of material RPTs between JSW Jaigarh Port Limited (JPL) (a wholly-owned subsidiary of the Company) with JSW Steel Limited (JSW Steel) as set out in the table below and accorded their consent to Company's subsidiary for carrying out and continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions with JSW Steel, in the ordinary course of business and at arms' length basis for the aforesaid periods, subject to the approval of the Members of the Company.

The Company and its subsidiary have benefitted from such transactions with JSW Steel in the past and in order to maximize synergies between the Company's subsidiary and JSW Steel, the Board of Directors of the Company recommend passing of the Ordinary Resolution as set out in Item No. 3 of the Notice for the approval of the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the proposed resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Sajjan Jindal and Mr. Arun Maheshwari (who are also Directors of JSW Steel Limited) or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The details of the proposed transactions between JSW Jaigarh Port Limited and JSW Steel Limited as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as under:

Sr. No.	Particulars
1.	Name of the Related Party and its nature of Relationship with the JSW Jaigarh Port Limited (JPL), a wholly owned subsidiary of the Company.

	listed entity or its subsidiary including nature of its concern or interest (financial or otherwise).	Mr. Sajjan Jindal, the Chairman of the Company is also the Chairman and Managing Director in JSW Steel Limited (JSW Steel). Mr. Arun Maheshwari, Director of the Company is also the Whole-time Director in JSW Steel.
2.	Nature, duration, tenure, monetary value of the proposed transactions.	The aggregate transaction value for the FY 2025-26 is estimated to Rs. 1,301 Crore as explained below:

Cargo handling & allied services	Cape Dredging & facilitating bringing cape vessel	Mini Bulk Carriers	Operation & maintenance of Plot "C" & land lease	Purchase of Land for Project	Other Transactions
JPL provides berthing & unberthing of the vessels and cargo handling services at its port situated at Jaigarh, Ratnagiri. Accordingly, it includes receipt of the cargo, conveying, stacking and transshipment into mini bulk carrier. Further, JPL collects cargo handling charges (including ancillary & value added services charges) and vessel related charges billed to third parties	JPL provides cape enabled draft to receive / dispatch cargo and levy cape dredging charges to JSW Steel.	JPL provides sea transportation services through its MBCs from Jaigarh Port to Dharamtar Port for JSW Steel.	JSW Steel has developed "C" plot considering the dedicated storage yard requirement within JPL premises. The operation & maintenance of cargo of this plot is being managed by JPL.	Purchase of 22.33 hectares of land from JSW Steel at village Nandiwade, Ratnagiri District.	a) Support services i.e. sharing of common corporate expenses, salary in case of transfer of employee etc., for which the expenses are reimbursed. b) Purchase of steel for various capex and maintenance requirements.
Monetary Value of the proposed transaction is estimated to be upto Rs. 891 Crore	Monetary Value of the proposed transaction is estimated to be upto Rs. 100 Crore	Monetary Value of the proposed transaction is estimated to be upto Rs. 160 Crore	Monetary Value of the proposed transaction is estimated to be upto Rs. 55 Crore	Monetary Value of the proposed transaction is estimated to be upto Rs. 65 Crore	Monetary Value of the proposed transaction is estimated to be upto Rs. 30 Crore

3.	Material terms and particulars of the proposed Transaction	<p>JPL and JSW Steel have entered into long term agreements for cargo handling & allied services, cape dredging, sea transportation through mini bulk carrier and operation & maintenance of “C” plot and lease rent. The key terms are provided above.</p> <p>The transaction for purchase of land from JSW Steel will be subject to valuation and at arm’s length pricing.</p>								
4.	<p>The percentage of the listed entity’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary’s annual turnover on a standalone basis shall be additionally provided);</p>	<p>Proposed transaction of Rs. 1,301 Crore which is 29.07 % of consolidated turnover of the Company i.e Rs. 4,476.14 Crore for FY 2024-25.</p> <p>Proposed transaction of Rs. 1,301 Crore is 106.70% of standalone turnover of the JPL i.e Rs. 1,219.36 Crore for FY 2024-25 as bifurcated below:</p> <table border="1" data-bbox="576 856 1432 1186"> <thead> <tr> <th data-bbox="576 856 1166 940">Nature of Transaction</th> <th data-bbox="1166 856 1432 940">% of Standalone Turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="576 940 1166 1102">Cargo handling & allied services, cape dredging & facilitating bringing cape vessel, Mini Bulk Carriers, Operation & maintenance of Plot “C” & land lease</td> <td data-bbox="1166 940 1432 1102">98.90</td> </tr> <tr> <td data-bbox="576 1102 1166 1144">Purchase of land for Project</td> <td data-bbox="1166 1102 1432 1144">5.33</td> </tr> <tr> <td data-bbox="576 1144 1166 1186">Others</td> <td data-bbox="1166 1144 1432 1186">2.47</td> </tr> </tbody> </table>	Nature of Transaction	% of Standalone Turnover	Cargo handling & allied services, cape dredging & facilitating bringing cape vessel, Mini Bulk Carriers, Operation & maintenance of Plot “C” & land lease	98.90	Purchase of land for Project	5.33	Others	2.47
Nature of Transaction	% of Standalone Turnover									
Cargo handling & allied services, cape dredging & facilitating bringing cape vessel, Mini Bulk Carriers, Operation & maintenance of Plot “C” & land lease	98.90									
Purchase of land for Project	5.33									
Others	2.47									
5.	If the transaction relates to any loans, inter – corporate deposits, advances or investments made or given by the listed entity or its subsidiary then:	Not Applicable								
	a) Details of the source of funds in connection with the proposed transaction	Not Applicable								
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits,	Not Applicable								

	<p>advances or investments,</p> <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	
	<p>c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured; if secured, the nature of security</p>	<p>Not Applicable</p>
	<p>d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs</p>	<p>Not Applicable</p>
<p>6.</p>	<p>Justification as to why the RPTs are in the interest of the Company.</p>	<p>JPL is engaged in the development, operation, and maintenance of port infrastructure at Jaigarh, located in Ratnagiri, Maharashtra. The port is a multi-purpose, all-weather facility, strategically positioned to handle a wide range of cargo throughout the year. JPL has a cargo handling capacity of 55 million tonnes per annum (MTPA), enabling it to serve both anchor customer and third-party customers efficiently. The port's robust infrastructure and strategic location make it a key sea port on the western coast of India.</p> <p>Over the years JPL has made significant investments in developing a port and associated infrastructure in Jaigarh to support the cargo handling needs of JSW Steel (anchor customer). As part of this initiative, JPL has also entered into a long-term agreement with JSW Steel, which includes a minimum cargo commitment.</p> <p>This arrangement not only ensures a consistent volume of cargo throughput but also represents a key revenue-generating transaction for JPL. It contributes meaningfully to the company's overall income and profitability.</p> <p>JPL is currently in the process of developing a Liquefied Petroleum Gas (LPG) terminal in close proximity to the boundary limits of Jaigarh Port. In connection with this project, JPL has identified land parcels aggregating 22.33 hectares, which is owned by JSW Steel,</p>

		JPL is proposing to utilize these land parcels for the construction of the LPG terminal, which is expected to enhance the port's cargo handling capabilities and diversify its service offerings. This strategic development aligns with JPL's long-term infrastructure expansion plans and is anticipated to contribute positively to its operational and financial performance.
7.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	-
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	-
10.	Any other information relevant or important for the shareholders to take an informed decision	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4:

The provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') mandates prior approval of shareholders of a listed entity by means of an ordinary resolution for all material related party transactions ('RPTs'). A transaction with a related party shall be considered as material if the transaction(s) to be entered into, either individually or taken together with previous transactions during



a financial year, exceed(s) ₹ 1,000 Crore, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower. Effective from April 1, 2023, a related party transaction to which the subsidiary of a listed entity is a party but the listed entity is not a party, shall require prior approval of the audit committee of the listed entity if the value of such transaction whether entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual standalone turnover, as per the last audited financial statements of the subsidiary.

The Audit Committee of the Company have approved the maximum limits of aggregate value of material RPTs between JSW Dharamtar Port Private Limited (DPPL) (a wholly-owned subsidiary of the Company) with JSW Steel Limited (JSW Steel) as set out in the table below and accorded their consent to Company's subsidiary for carrying out and continuing with existing contracts/ arrangements/ transactions or modification(s) of earlier contracts/ arrangements/ transactions with JSW Steel, in the ordinary course of business and at arms' length basis for the aforesaid periods, subject to the approval of the Members of the Company.

The Company and its subsidiary have benefitted from such transactions with JSW Steel in the past and in order to maximize synergies between the Company's subsidiary and JSW Steel, the Board of Directors of the Company recommend passing of the Ordinary Resolutions as set out in Item No. 4 of the Notice for the approval of the Members of the Company.

As per the SEBI Listing Regulations, all related parties of the Company, whether or not a party to the proposed transaction(s), shall abstain from voting on the proposed resolutions.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Sajjan Jindal and Mr. Arun Maheshwari (who are also Directors of JSW Steel Limited) or their relatives (to the extent of their shareholding interest, if any, in the Company), are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The details of the proposed transactions JSW Dharamtar Port Private Limited and JSW Steel Limited as required under SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, are as under:

Sr.no.	Particulars		
1.	<table border="1"><tr><td>Name of the Related Party and its nature of Relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise).</td><td>JSW Dharamtar Port Private Limited (DPPL), a wholly owned subsidiary of the Company. Mr. Sajjan Jindal, the Chairman of the Company is also the Chairman and Managing Director in JSW Steel Limited (JSW Steel). Mr. Arun Maheshwari, Director of the Company is also the Whole-time Director in JSW Steel.</td></tr></table>	Name of the Related Party and its nature of Relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise).	JSW Dharamtar Port Private Limited (DPPL), a wholly owned subsidiary of the Company. Mr. Sajjan Jindal, the Chairman of the Company is also the Chairman and Managing Director in JSW Steel Limited (JSW Steel). Mr. Arun Maheshwari, Director of the Company is also the Whole-time Director in JSW Steel.
Name of the Related Party and its nature of Relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise).	JSW Dharamtar Port Private Limited (DPPL), a wholly owned subsidiary of the Company. Mr. Sajjan Jindal, the Chairman of the Company is also the Chairman and Managing Director in JSW Steel Limited (JSW Steel). Mr. Arun Maheshwari, Director of the Company is also the Whole-time Director in JSW Steel.		

2.	Nature, duration, tenure, monetary value of the proposed transactions.	<p>The aggregate transaction value for FY 2025-26 is estimated to Rs. 500 Crore as explained below:</p> <table border="1" data-bbox="602 310 1437 835"> <thead> <tr> <th data-bbox="602 310 1019 384">Cargo Handling & Allied Services</th> <th data-bbox="1019 310 1437 384">Other Transactions</th> </tr> </thead> <tbody> <tr> <td data-bbox="602 384 1019 720">providing cargo handling & allied services to JSW Steel for its cargo such as iron ore, coal, fluxes etc</td> <td data-bbox="1019 384 1437 720"> a) Support services i.e. sharing of common corporate expenses, salary in case of transfer of employee etc., for which the expenses are reimbursed. b) Purchase of steel for various capex and maintenance requirements. </td> </tr> <tr> <td data-bbox="602 720 1019 835">Monetary Value of the proposed transaction is estimated to be upto Rs. 478 Crore</td> <td data-bbox="1019 720 1437 835">Monetary Value of the proposed transaction is estimated to be upto Rs. 22 Crore</td> </tr> </tbody> </table>	Cargo Handling & Allied Services	Other Transactions	providing cargo handling & allied services to JSW Steel for its cargo such as iron ore, coal, fluxes etc	a) Support services i.e. sharing of common corporate expenses, salary in case of transfer of employee etc., for which the expenses are reimbursed. b) Purchase of steel for various capex and maintenance requirements.	Monetary Value of the proposed transaction is estimated to be upto Rs. 478 Crore	Monetary Value of the proposed transaction is estimated to be upto Rs. 22 Crore
Cargo Handling & Allied Services	Other Transactions							
providing cargo handling & allied services to JSW Steel for its cargo such as iron ore, coal, fluxes etc	a) Support services i.e. sharing of common corporate expenses, salary in case of transfer of employee etc., for which the expenses are reimbursed. b) Purchase of steel for various capex and maintenance requirements.							
Monetary Value of the proposed transaction is estimated to be upto Rs. 478 Crore	Monetary Value of the proposed transaction is estimated to be upto Rs. 22 Crore							
3.	Material terms and particulars of the proposed Transaction	DPPL and JSW Steel has entered into long term cargo handling agreement with minimum committed cargo of 15 MTPA per annum.						
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	<p>Proposed transaction of Rs.500 Crore is 11.17 % of Consolidated Turnover of the Company i.e Rs.4,476.14 Crore for FY 2024-25.</p> <p>The proposed transaction of Rs 500 Crore is 118.70% of Standalone turnover of DPPL i.e Rs. 421.22 Crore for FY 2024-25 as bifurcated below:</p> <table border="1" data-bbox="602 1241 1437 1367"> <thead> <tr> <th data-bbox="602 1241 1045 1283">Nature of Transaction</th> <th data-bbox="1045 1241 1437 1283">% of Standalone Turnover</th> </tr> </thead> <tbody> <tr> <td data-bbox="602 1283 1045 1325">Cargo handling & allied services</td> <td data-bbox="1045 1283 1437 1325">113.48</td> </tr> <tr> <td data-bbox="602 1325 1045 1367">Others</td> <td data-bbox="1045 1325 1437 1367">5.22</td> </tr> </tbody> </table>	Nature of Transaction	% of Standalone Turnover	Cargo handling & allied services	113.48	Others	5.22
Nature of Transaction	% of Standalone Turnover							
Cargo handling & allied services	113.48							
Others	5.22							
5.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed	Not Applicable						

	entity or its subsidiary then:	
	a) Details of the source of funds in connection with the proposed transaction	Not Applicable
	b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; 	Not Applicable
	c) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPTs	Not Applicable
6.	Justification as to why the RPTs are in the interest of the Company.	<p>Dharamtar Port is an all-weather riverine captive facility, which provides cargo handling & allied services. Its present cargo handling capacity is 34 MTPA. The said Port is currently handling bulk & break-bulk cargo for substantial portion of JSW Steel's steel manufacturing facilities.</p> <p>As a captive jetty, JSW Steel has been utilising major portion of its capacity under a long-term agreement. The said arrangement has enabled Dharamtar Port to generate substantial revenue from JSW Steel.</p>

7.	Copy of the valuation or other external party report, if any such report has been relied upon.	Not Applicable
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	-
10.	Any other information relevant or important for the shareholders to take an informed decision	All relevant / important information forms part of this statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013

Date: April 30, 2025

Place: Mumbai

Registered Office:

JSW Centre, Bandra Kurla Complex,
Bandra East, Mumbai 400 051



**By Order of the Board of Directors
For JSW INFRASTRUCTURE LIMITED**

Sd/-

**Gazal Qureshi
Company Secretary & Compliance Officer
(M. No. A16843)**

DETAILS OF DIRECTORS SEEKING APPOINTMENT / CONTINUATION OF OFFICE

[Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Paragraph 1.2.5 of Secretarial Standard-2]

Name of the Director	Mr. Amitabh Kumar Sharma (DIN: 06707535) 	Ms. Anita Belani (DIN: 01532511) 
Category/Designation	Independent Director	Independent Director
Age	54 years	61 years
Initial date of Appointment	28-03-2023	27-03-2025
Date of re-appointment	28-03-2025	NA
Qualification	Mr. Amitabh Kumar Sharma is a law graduate and an advocate registered with the Bar Council of Delhi.	Ms. Anita Belani did her M.B.A. from XLRI, Jamshedpur and B.A.(Hons) in Economics from Miranda House, University of Delhi.
Brief resume of the Director/ Nature of Expertise in specific functional areas	Mr. Amitabh Kumar Sharma is currently associated with North Excel Associates, Advocates & Legal Consultants as a partner. He has over 27 years of experience in general corporate, mergers and acquisitions, private equity, projects and financing matters. For several years, Mr. Sharma has been recognized as a leading corporate and projects lawyer within Infrastructure, Energy and PPPs space by world's leading legal journals, Chambers & Partners, Legal 500 and International Financial Law Review.	Ms. Anita Belani is an established business leader, CEO / CXO coach and a well-known personality in HR fraternity with more than 35 years of experience. She has won multiple awards such as Most Influential HR Leader Award in 2017, and Woman Super Achiever Award in 2008. Ms. Belani brings cross industry, business leadership & global experience. After a successful strategic HR career, she moved on to business leadership roles in 2006. She has led the India operations of global consulting firms in formulating & implementing strategy, P&L management, Business Development and franchise building by leading high-quality teams. She takes keen interest in mentoring startups and was a key

		member of the Lead Angels network which focuses on investing in early stage companies. She has been on the advisory board of Crederity Inc. and Unitus Seed Fund.
Terms and conditions of appointment / re-appointment	As per the letter of appointment of Independent Directors uploaded on the website of the Company pursuant to clause IV (6) of Schedule IV of the Companies Act 2013.	As per the letter of appointment of Independent Directors uploaded on the website of the Company pursuant to clause IV (6) of Schedule IV of the Companies Act 2013.
Remuneration proposed to be paid	Mr. Sharma shall be entitled to payment of sitting fees as may be determined by the Board of Directors	Ms. Belani shall be entitled to payment of sitting fees as may be determined by the Board of Directors
Remuneration last drawn, if applicable.	FY 2024-25: Rs. 7,30,000	Nil
Shareholding in the Company including shareholding as a beneficial owner	Nil	Nil
Number of Meeting of the Board attended during F.Y 2024-25	11	Nil Ms. Belani was appointed on the Board with effect from 27.03.2025
Directorships held in other companies	1. JSW Jaigarh Port Limited 2. Comaea Consulting Private Limited	1. JSW Jaigarh Port Limited 2. Kaya Limited 3. Benares Hotels Limited 4. Proconnect Supply Chain Solutions Limited 5. Asirvad Micro Finance Limited 6. Redington Limited 7. Eternis Fine Chemicals Limited 8. FOSECO India Limited 9. Vivriti Capital Limited
Listed entities from which the person has resigned in the past three years	Nil	1. IDFC Limited
Chairmanship/ Membership of the Committees of the Board of Directors of other Public Limited companies	Nil	Audit Committee Foseco India Limited – M Eternis Fine Chemicals Limited – M Proconnect Supply Chain Solutions Limited -M Vivriti Capital Limited- M

[C= Chairman] [M= Member]		Stakeholder Relationship Committee Fosco India Limited – M Benaras Hotels Limited - M
Disclosure of relationships between directors inter-se	Not related to any Director / Key Managerial Personnel of the Company	Not related to any Director / Key Managerial Personnel of the Company

* Only two Committees namely, Audit Committee and Stakeholders Relationship Committee have been considered.