



24<sup>th</sup> July, 2025

To,

<b>BSE Limited</b> Phiroze Jeejebhoy Towers Dalal Street Mumbai - 400 001 <b>Scrip Code (BSE): 543994</b>	<b>National Stock Exchange of India Limited</b> “Exchange Plaza” Bandra-Kurla Complex, Bandra (East) Mumbai - 400051 <b>Symbol: JSWINFRA</b>
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Dear Sir/Ma’am,

**Sub: Intimation of Postal Ballot Notice**

**Ref: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’)**

Pursuant to Regulation 30 of the Listing Regulations, please find attached the Postal Ballot Notice dated 22<sup>nd</sup> July, 2025, seeking approval of the Members of the Company, by way Remote e-voting(E-voting) process for:

<b>Particulars</b>	<b>Type of Resolution</b>
Appointment of Mr. Rajive Kumar (DIN:06620110) as a Non-executive, Independent Director of the Company	Special

Postal Ballot Notice is being sent only through electronic mode to the Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 18<sup>th</sup> July, 2025 (“Cut-Off Date”) & whose email addresses are registered with their respective depository(ies)/depository participants.

The Company has engaged the services of Kfin Technologies Limited (‘KFinTech’), for providing E-voting facility to all its Members.

The E-voting facility will be available during the following period:

Commencement of E-voting:	<b>9:00 a.m. (IST) on Saturday, 26<sup>th</sup> July, 2025</b>
End of E-voting:	<b>5:00 p.m. (IST) on Sunday, 24<sup>th</sup> August, 2025</b>

E-voting will not be allowed beyond the aforesaid date and time and the E-voting module shall be forthwith disabled by KFinTech, upon expiry of the aforesaid period. Once a Member has exercised the vote, whether partially or otherwise, shall not be allowed to change it subsequently or cast the vote again.



**JSW INFRASTRUCTURE LTD.**

**Regd. Office:** JSW Centre,  
Bandra Kurla Complex, Bandra (East)  
Mumbai – 400 051.  
Phone : 022-42861000  
Fax : 022-42863000  
CIN: L45200MH2006PLC161268  
Website: [www.jsw.in](http://www.jsw.in)  
Email id: [infra.secretarial@jsw.in](mailto:infra.secretarial@jsw.in)

The Postal Ballot Notice along with explanatory statement and instructions for E-voting, which is enclosed herewith is also available on the website of the Company at: [www.jsw.in](http://www.jsw.in) and on the website of KFinTech at: <https://evoting.kfintech.com>

This is for your information and records.

Thanking you,

Yours sincerely,

**For JSW Infrastructure Limited**

**Hitesh Kanani**

**Company Secretary and Compliance Officer**  
**(M. No. F6188)**

**Cc:**

**India International Exchange (IFSC) Limited**

Unit No. 101, 1st Floor, Signature Building No. 13B, Road 1C

Zone 1, Gift SEZ, Gift City

Gandhinagar- 382355

**Scrip code (India INX): 1100026**

**JSW INFRASTRUCTURE LIMITED**

CIN: L45200MH2006PLC161268

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

Website: [www.jsw.in](http://www.jsw.in) Email: [infra.secretarial@jsw.in](mailto:infra.secretarial@jsw.in)

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

**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 resolution set out below is 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 (**“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 resolution mentioned in this Postal Ballot Notice is attached.

Board of Directors of the Company has appointed Mr. Sunil Agarwal (Membership No. FCS 8706, COP No. 3286) of M/s. Sunil Agarwal & Co., Company Secretaries, 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, 26 <sup>th</sup> July, 2025
End of e-voting:	5:00 p.m. (IST) on Sunday, 24 <sup>th</sup> August, 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, 26<sup>th</sup> August, 2025, and will be displayed on the Company’s website [www.jsw.in](http://www.jsw.in) and the website of Kfin Technologies Limited (‘KFinTech’), 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. Appointment of Mr. Rajive Kumar (DIN:06620110) as a Non-executive, 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), Mr. Rajive Kumar (DIN:06620110) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 22<sup>nd</sup> July, 2025 in terms of Section 161 of the Act and Articles of Association of the Company and in respect of whom the Company has received a notice from a Member, in writing, proposing his candidature for the office of a Director 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 ("Listing Regulations"), (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajive Kumar (DIN:06620110), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of 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 22<sup>nd</sup> July, 2025 till 21<sup>st</sup> July, 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."

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

Date: 22<sup>nd</sup> July, 2025  
Place: Mumbai

**Registered Office:**

JSW Centre,  
Bandra Kurla Complex,  
Bandra East, Mumbai 400 051.  
CIN: L45200MH2006PLC161268  
Website: www.jsw.in  
Email: infra.secretarial@jsw.in  
Phone: 022-42861000  
Fax: 022-42863000


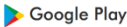


**S/d  
Hitesh Kanani  
Company Secretary and Compliance Officer  
(M. No. F6188)**

## 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, 18<sup>th</sup> July, 2025 (“Cut-Off Date”)** received from the depository(ies)/depository participants and whose email addresses are registered with the depository(ies)/depository participants. 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](http://www.jsw.in), websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of Registrar and Transfer Agent i.e., KFin Technologies Limited (‘KFinTech’), at <https://evoting.kfintech.com>.
4. Members who have not registered their email Addresses are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts.
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 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 resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The remote e-voting period commences at **9:00 a.m. (IST) on Saturday, 26<sup>th</sup> July, 2025** and ends at **5:00 p.m. (IST) on Sunday, 24<sup>th</sup> August, 2025**. The remote e-voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares in dematerialised form, as on 18<sup>th</sup> July, 2025, may cast their vote electronically. The e-voting module shall be disabled by KFinTech 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 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 [fcssunilagg12@gmail.com](mailto:fcssunilagg12@gmail.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. Resolution 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., Sunday, 24<sup>th</sup> August, 2025, subject to receipt of the requisite number of votes in favour of the resolution.
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. 24<sup>th</sup> August, 2025, on the website of KFinTech 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><b>1. User already registered for IDeAS facility:</b></p> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider- KFinTech and you will be re- directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDeAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in point 1.</li> </ol> <p><b>3. Alternatively, by directly accessing the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under Shareholder / Member’ section.</li> <li>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.</li> <li>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.</li> <li>V. On successful selection, you will be redirected to KFin’s e-Voting page for casting your vote during the remote e-Voting period.</li> </ol>
	<p><b>4.</b> 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><b>NSDL Mobile App is available on</b></p> <p>  App Store            Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div> </div>

Shareholders holding securities in demat mode with CDSL	<p><b>1. Existing user who has opted for Easi / Easiest</b></p> <p>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Click on New System Myeasi</p> <p>III. Login with your registered user id and password.</p> <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><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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) 8989, 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., 8989’ 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 [sunils\\_mumbai@rediffmail.com](mailto:sunils_mumbai@rediffmail.com) with a copy marked to [evoting@kfintech.com](mailto: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 of Postal Ballot**

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

#### **Appointment of Mr. Rajive Kumar (DIN:06620110) as a Non-executive, Independent Director of the Company**

The Board of Directors of the Company at its Meeting held on 22<sup>nd</sup> July, 2025, based on recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Rajive Kumar (DIN:06620110), as an Additional Director in the category of Non-executive, Independent Director of the Company, not liable to retire by rotation, for a term of three (3) consecutive years, with effect from 22<sup>nd</sup> July, 2025 till 21<sup>st</sup> July, 2028, subject to approval of Members of the Company.

A brief resume of Mr. Rajive Kumar, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Paragraph 1.2.5 of the SS-2 is annexed to this Notice.

As per Section 161 of the Companies Act, 2013 (the "Act"), an additional director shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier. Further, in terms of Regulation 17 of the Listing Regulations, listed entity shall ensure that approval of members for appointment of a person on the board of directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

In terms of Regulation 25(2A) of 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 Mr. Rajive Kumar as a Non-executive, Independent Director of the Company, by passing a Special Resolution through Postal Ballot.

The Company has received a notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Rajive Kumar for the Office of Non-executive, Independent Director of the Company.

Mr. Rajive Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. The Company has received a declaration from Mr. Rajive Kumar confirming that he meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and that he is not debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority. Further, Mr. Rajive Kumar has submitted all statutory disclosures/declarations prescribed under the Act and Listing Regulations.

In the opinion of the Board, Mr. Rajive Kumar fulfills the conditions specified in the Act and Listing Regulations for appointment as a Non-executive, Independent Director of the Company and his appointment as such would be in the interest of the Company taking into consideration his skills, knowledge, experience, background and expertise. Mr. Rajive Kumar is independent of the management of the Company and he is neither holding any directorship nor having any interest in any of the group entities. Mr. Rajive Kumar also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board of Directors as per 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 in which it operates.

Mr. Rajive Kumar is in compliance with the requirements as prescribed in Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended, with respect to enrolling his name in the online databank of independent directors and exempted from qualifying the online proficiency self-assessment test for independent directors.

Mr. Rajive Kumar shall be entitled to receive remuneration in the form of fees 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.

Accordingly, the approval of Members is sought for appointment of Mr. Rajive Kumar 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. 24<sup>th</sup> August, 2025, on the website of the Registrar and Transfer Agent i.e., KFin Technologies Limited ('KFinTech') at <https://evoting.kfintech.com>.

None of the Directors or Key Managerial Personnel of the Company or their relatives, other than Mr. Rajive Kumar 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.

Date: 22<sup>nd</sup> July, 2025  
Place: Mumbai

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

**Hitesh Kanani  
Company Secretary and Compliance Officer  
(M. No. F6188)**

**Registered Office:**

JSW Centre,  
Bandra Kurla Complex,  
Bandra East, Mumbai 400 051.  
CIN: L45200MH2006PLC161268  
Website: [www.jsw.in](http://www.jsw.in)  
Email: [infra.secretarial@jsw.in](mailto:infra.secretarial@jsw.in)  
Phone: 022-42861000  
Fax: 022-42863000

**Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings, issued by the Institute of Company Secretaries of India:**

Name of the Director	Mr. Rajive Kumar
DIN	06620110
Category/Designation	Independent Director
Nationality	Indian
Age	67 Years
Date of Birth	28 <sup>th</sup> June, 1958
Qualification	Master of Public Administration (MPA) from Harvard University, USA and Master of Science (MSc) in Physics from Lucknow University
Experience/brief profile/ nature of expertise in specific functional areas	<p>Mr. Rajive Kumar is an Indian Administrative Service officer of 1981 batch. Mr. Kumar retired as Chief Secretary of Uttar Pradesh in 2018, following a long and illustrious career in Government of India and Government of Uttar Pradesh. Mr. Kumar was first Chairperson of Uttar Pradesh Real Estate Regulatory Authority (UPRERA) from 2018 to 2023.</p> <p>Mr. Kumar has served as a civil servant for four decades in key positions in Government of India and Uttar Pradesh, including as Shipping Secretary, Additional Secretary in the Ministry of Petroleum and Natural Gas, Additional Secretary &amp; Joint Secretary in the Cabinet Secretariat, and as Joint Secretary in the Department of Economic Affairs in the Ministry of Finance in Government of India. In the State Government he has served, amongst others, as Secretary Industrial Development, Managing Director UP State Industrial Development Corporation, Principal Secretary Rural Development, and Divisional Commissioner of Meerut and Saharanpur Divisions. His areas of expertise include Industrial Development and Financing, Infrastructure Development and Regulation, and Human Resource Development.</p> <p>He has served on the Board of a number of companies since 1987, including Indian Oil Corporation Limited &amp; GAIL (India) Limited. Mr. Kumar was also on the Board of Governors of the World Maritime University (WMO) Malmo in Sweden and served as an expert on the Committee on Administrative and Financial matters at the Organization for Prohibition of Chemical Weapons (OPCW) at The Hague, Netherlands.</p>
Original date of Appointment / Date of First Appointment on the Board	22 <sup>nd</sup> July, 2025
Terms and conditions of appointment / reappointment	Please refer explanatory statement forming part of this Notice.
Details of remuneration last drawn & Details of proposed remuneration	NA
Shareholding in the Company including shareholding as a beneficial owner as on 22 <sup>nd</sup> July, 2025	NIL
Number of Meeting of the Board attended during F.Y 2024-25	NA

Directorships held in other companies as on 22 <sup>nd</sup> July, 2025	ICICI Lombard General Insurance Company Limited (Independent Director)
Listed entities from which the person has resigned in the past three years	NIL
Chairmanship/ Membership of the Committees of the Board in other Indian Public Limited Companies including Listed Companies (as on 22 <sup>nd</sup> July, 2025) [C= Chairman] [M= Member] (Only Audit Committee & Stakeholders Relationship Committee considered)	Member of Audit Committee of ICICI Lombard General Insurance Company Limited
Disclosure of relationships with other Directors, Managers & Key Managerial Personnel	None
Skills and capabilities required for the role and the manner in which the Independent Director meets such requirements	Please refer the explanatory statement & table above, forming part of this Notice.