



**JSW Energy Limited**

Regd. Office : JSW Centre  
Bandra Kurla Complex  
Bandra (East), Mumbai - 400 051

CIN: L74999MH1994PLC077041  
Phone: 022 – 4286 1000  
Fax: 022 – 4286 3000  
Website: [www.jsw.in](http://www.jsw.in)

SEC / JSWEL  
23<sup>rd</sup> February, 2026

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street <b>Mumbai - 400 001</b>	<b>National Stock Exchange of India Limited</b> “Exchange Plaza” Bandra - Kurla Complex, Bandra (E) <b>Mumbai - 400 051</b>
<b>Scrip Code: 533148</b>	<b>Symbol: JSWENERGY- EQ</b>

**Sub: Intimation regarding Notice of Postal Ballot dated 23<sup>rd</sup> February, 2026**

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

Dear Madam / Sir,

Pursuant to Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the Postal Ballot Notice dated 23<sup>rd</sup> February, 2026, along with the Explanatory Statement, seeking approval of the Members, by way of a Special Resolution, for the re-appointment of Mr. Munesh Khanna as an Independent Director of the Company.

The Postal Ballot Notice has been sent only through electronic mode to all the Members, whose names appear in the list of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited / Register of Members of the Company and whose email addresses are registered with the Depositories / Company as on Friday, 20<sup>th</sup> February, 2026 (Cut-off Date). Please note that there will be no dispatch of physical copies of Postal Ballot Notice or forms to the Members of the Company and no physical ballot forms will be accepted by the Company.

The remote e-voting period commences from 9:00 a.m. IST on Tuesday, 24<sup>th</sup> February, 2026 and ends at 5:00 p.m. IST on Wednesday, 25<sup>th</sup> March, 2026. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the last date of remote e-voting i.e. 25<sup>th</sup> March, 2026. The results of the voting by postal ballot will be announced not later than two working days from the conclusion of the remote e-voting.



Part of O. P. Jindal Group



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The Postal Ballot Notice can also be accessed at Company's website at <https://www.jsw.in/investors/energy/jsw-energy-fy-2025-26-corporate-governance-shareholders-meetings> the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the website of KFin Technologies Limited, the Registrar and Share Transfer Agent, at [www.kfintech.com](http://www.kfintech.com),.

Yours faithfully,

For **JSW Energy Limited**

**Monica Chopra**  
**Company Secretary**

Encl: as above





**Registered Office:** JSW Centre, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051

**Tel:** 022- 4286 1000 **Fax:** 022- 4286 3000 **Email:** [jswel.investor@jsw.in](mailto:jswel.investor@jsw.in) **Website:** [www.jsw.in](http://www.jsw.in)

**Corporate Identification Number (CIN):** L74999MH1994PLC077041

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## **NOTICE OF POSTAL BALLOT**

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

Dear Members,

NOTICE, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 03/2025 dated 22<sup>nd</sup> September, 2025 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings / conducting postal ballot process through e-voting and any other applicable laws, rules and regulations, is hereby given that the Resolution as set out hereunder are proposed for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

### **SPECIAL BUSINESS**

#### **Approval for the re-appointment of Mr. Munesh Khanna as an Independent Director**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended from time to time, and on the recommendations of the Compensation and Nomination & Remuneration Committee as well as the Board of Directors, Mr. Munesh Khanna (DIN: 00202521), who holds the office as an Independent Director up to 25<sup>th</sup> March, 2026, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 26<sup>th</sup> March, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

By order of the Board of Directors

**JSW Energy Limited**

**Sd/-  
Monica Chopra  
Company Secretary**

**Registered Office:**

JSW Centre, Bandra Kurla Complex  
Bandra (East)  
Mumbai - 400051

Place: Mumbai

Date: 23<sup>rd</sup> February, 2026

## NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolution is annexed to this Postal Ballot Notice.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking re-appointment as a Director is furnished as an Annexure to this Postal Ballot Notice.
3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:
  - This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on 20<sup>th</sup> February, 2026 ('cut-off date') and whose e-mail addresses are registered with the Depositories / Company. The manner of voting on the proposed Special Resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business reply envelopes will not be sent to the Members for this Postal Ballot.
  - The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of KFin Technologies Limited ('KFin'), the Registrar and Share Transfer Agent. The instructions for remote e-voting are provided in this Postal Ballot Notice.
  - The Postal Ballot Notice can also be accessed from the website of the Company at [www.jsw.in/investors/energy/jsw-energy-fy-2025-26-corporate-governance-shareholders-meetings](http://www.jsw.in/investors/energy/jsw-energy-fy-2025-26-corporate-governance-shareholders-meetings) and the websites of the Stock Exchanges, i.e., BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and the website of KFin at [www.kfintech.com](http://www.kfintech.com)
4. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.
5. The Board of Directors of the Company, has appointed Mr. Shreyans Jain, Proprietor of Shreyans Jain & Co., Practising Company Secretaries (Membership Number: FCS 8519), as a Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed.
6. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Resolution. Institutional / Corporate Shareholders (i.e., other than

individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at shreyanscs@gmail.com with a copy marked to KFin at evoting@kfintech.com.

7. All the documents referred to in the Postal Ballot Notice and the accompanying Statement, may be accessed for inspection upon log-in to <https://evoting.kfintech.com/> from the date of dispatch of this Postal Ballot Notice till 25<sup>th</sup> March, 2026 (last date of remote e-voting).

#### **Information and Other Instructions Relating to Remote E-Voting:**

8. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circular, Members are being provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the Resolution set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
9. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of the Depositories / Depository Participants thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
10. The communication relating to remote e-voting containing details about User ID and Password, instructions and other information relating thereto is given in this Postal Ballot Notice.
11. The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: **9.00 a.m. (IST) on Tuesday, 24<sup>th</sup> February, 2026**

End of remote e-voting: **5.00 p.m. (IST) on Wednesday, 25<sup>th</sup> March, 2026**

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period.

12. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the Scrutiniser's Report shall be placed on the website of the Company at the link [www.jsw.in/investors/energy/jsw-energy-fy-2025-26-corporate-governance-shareholders-meetings](http://www.jsw.in/investors/energy/jsw-energy-fy-2025-26-corporate-governance-shareholders-meetings) and on the website of KFin at <https://evoting.kfintech.com>. The results shall be communicated to the Stock Exchanges simultaneously.

13. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting i.e., 25<sup>th</sup> March, 2026. Further, a resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
14. The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on the Resolution set forth in this Postal Ballot Notice is 20<sup>th</sup> February, 2026.
15. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Resolution, in accordance with the process specified in this Postal Ballot Notice.
16. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
17. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
18. The detailed process and manner for remote e-voting are explained herein below:
  - (i) **E-Voting procedure for Individual Shareholders holding securities in Demat mode:**
    - (a) **Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:**

NSDL	CDSL
<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon 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 the link against <b>JSW Energy Limited</b> or e-Voting service provider “KFinTech” and you will be re-directed to</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>1. Existing user who have opted for Easi / Easiest           <ol style="list-style-type: none"> <li>I. URL: <a href="https://web.cdslindia.com/myeasinew/home/login/">https://web.cdslindia.com/myeasinew/home/login/</a></li> <li style="text-align: center;">or</li> <li>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with user id and password.</li> <li>IV. Option will be made available to reach e-Voting page without any further authentication.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> </ol>

<p>e-Voting service provider website for casting the vote during the remote e-Voting period.</p> <p><b>2. User not registered for IDeAS e-Services</b></p> <ol style="list-style-type: none"> <li>I. To register click on the link: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> Select “Register Online for IDeAS” or click on the link <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>3. By visiting the e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>I. 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. Enter User ID (i.e., 16-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 redirected to NSDL Depository site wherein you can see e-Voting page.</li> </ol> <p>Click on <b>JSW Energy Limited</b> or e-Voting service provider name “<b>KFinTech</b>” and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>	<p><b>3. User not registered for Easi/Easiest</b></p> <ol style="list-style-type: none"> <li>I. Option to register is available at <a href="https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/">https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/</a></li> <li>II. Proceed with completing the required fields.</li> </ol> <p><b>4. By visiting the e-Voting website of CDSL</b></p> <ol style="list-style-type: none"> <li>I. URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Provide Demat Account Number and PAN.</li> <li>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account.</li> </ol> <p>After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) where the e-Voting is in progress.</p>
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Shareholders/Members can also download NSDL Mobile App '**NSDL Speede**' facility by scanning the QR code given below for seamless voting experience.



(b) **Method of Login for individual Shareholders holding securities in demat mode through their Depository Participants.**

Members can also login using the login credentials of their demat account through a Depository Participant registered with NSDL/CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on JSW Energy Limited or e-Voting service provider name "KFinTech" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve their User ID / Password are advised to use Forgot User ID and Forgot Password option available at the above-mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers NSDL - Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), toll free numbers: 1800 1020 990 / 1800 22 44 30; or Members facing any technical issue in login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022-2305 8763/ 8738/ 8542/ 8543 or Toll free no. -1800 22 55 33

(II) **E-Voting procedure for Institutional Shareholders and Shareholders holding securities in Physical mode:**

- i. The details of the process and manner of remote e-voting are given below:
  - a. Initial password is provided in the body of the email.
  - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
  - c. Enter the login credentials i.e., User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.

- ii. After entering the details appropriately, click on LOGIN.
- iii. You will reach the 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 (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- iv. You need to login again with the new credentials.
- v. On successful login, the system will prompt you to select the EVENT i.e., **JSW Energy Limited**
- vi. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send a scanned image (PDF/JPG format) of a certified true copy of the relevant board resolution / authority letter, etc. together with the attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at shreyanscs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

**Query / Grievance:** In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (KFintech Website) or contact Mr. Premkumar Maruturi – Senior Manager Corporate Registry, at [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFintech's toll free No. 1800-309-4001 for any further clarifications.

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**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Approval for the re-appointment of Mr. Munesh Khanna as an Independent Director**

The Members of the Company, at the 27<sup>th</sup> Annual General Meeting held on 4<sup>th</sup> August, 2021, had approved the appointment Mr. Munesh Khanna (DIN:00202521) as an Independent Director of the Company for a period of 5 consecutive years from 26<sup>th</sup> March, 2021 to 25<sup>th</sup> March, 2026. Accordingly, his term as an Independent Director will be ending on 25<sup>th</sup> March, 2026.

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. The Compensation and Nomination & Remuneration Committee (“CNRC”) of the Board of Directors, on the basis of his performance evaluation, considering the significant contributions made by him during his tenure as an Independent Director, his experience and expertise, is of view that his continued association would be beneficial to the Company and, accordingly, at its meeting held on 22<sup>nd</sup> January, 2026, has recommended the re-appointment of Mr. Khanna as an Independent Director of the Company for a second term of 5 consecutive years with effect from 26<sup>th</sup> March, 2026.

Mr. Khanna is a Bachelor of Commerce and a rank holder Chartered Accountant (CA) from ICAI, India. In 1985, after completing his CA, he joined the accounting and advisory firm of Arthur Andersen in the audit division and was subsequently made partner in the tax practice before rising to become the Country Head-India of its Corporate Finance Division. He has a strong grounding in accounting, extensive understanding of tax and corporate affairs, and an expertise in corporate finance, strategy and business restructuring. In 2018, he set up Backbay Advisors LLP, a strategy advisory and investment banking firm. Mr. Khanna is a seasoned investment banker with over 31 years of experience in corporate advisory and financial services. Formerly the Country Head of NM Rothschild & Sons, he has held senior leadership roles and advised a wide spectrum of clients — from large conglomerates and mid-sized firms to start-ups — across multiple industries.

The Board was satisfied that the re-appointment of Mr. Khanna as an Independent Director is justified due to the following:

1. As a trusted advisor, Mr. Khanna specialises in strategic corporate finance, including capital raising (through capital markets and private equity), mergers & acquisitions, divestitures, and corporate restructuring. His expertise lies in guiding business owners, corporate leaders and management teams in enhancing enterprise value and executing complex financial strategies.
2. His broad advisory experience spans diverse ownership structures and sectors, and he is known for his strategic insight, financial structuring acumen, and wide-reaching professional network - encompassing industry leaders, financial institutions, regulators and promoters.
3. Mr. Khanna also serves as an Independent Director on the boards of several reputed companies, bringing deep governance experience and a strong understanding of corporate strategy and finance.

The Company has received the following declarations and disclosures from Mr. Khanna:

1. Consent to act as a Director of the Company for the second term.
2. A declaration to the effect 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 (“the Listing Regulations”).

3. A declaration that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.
4. Other necessary disclosures and declarations from him including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority.

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. Khanna for the office of Director of the Company.

Mr. Khanna fulfils 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 that it operates in.

The Board of Directors, at its meeting held on 23<sup>rd</sup> January, 2026, based on the recommendation of the CNRC, was of the opinion that, given the knowledge, background, experience and significant contribution made by Mr. Khanna, it would be in the best interest of the Company to re-appoint him as an Independent Director of the Company. In the opinion of the Board, he fulfils the specified conditions for appointment as an Independent Director and is independent of the management. Pursuant to the performance evaluation of Mr. Khanna and considering the contributions made by him during his tenure, the Board is of the opinion that his continuance as an Independent Director would be beneficial to the Company in providing relevant skill-set focus to the composition of the Board.

In view of the same, the Board of Directors has recommended the re-appointment of Mr. Khanna as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 26<sup>th</sup> March, 2026 to 25<sup>th</sup> March, 2031 (both days inclusive).

Accordingly, it is proposed to re-appoint Mr. Munesh Khanna as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years on the Board of the Company.

As per the provisions of Section 149 of the Act and the rules thereunder and as per the Regulation 25(2A) of the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought by way of a Special Resolution for the re-appointment of Mr. Munesh Khanna as an Independent Director of the Company, as stated above.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days of the Company from the date of circulation of this Postal Ballot Notice until the last date of e-voting and the same is also available on the website of the Company at the link [www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies](http://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies) .

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto as **Annexure 1** and forms a part of this Notice.

Your Directors recommend the Resolution for approval by the Members by way of a Special Resolution.

Except Mr. Munesh Khanna and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

By order of the Board of Directors

**JSW Energy Limited**

**Sd/-  
Monica Chopra  
Company Secretary**

**Registered Office:**

JSW Centre  
Bandra Kurla Complex  
Bandra (East)  
Mumbai - 400051

Place: Mumbai

Date: 23<sup>rd</sup> February, 2026

## Annexure 1

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be re-appointed through the Postal Ballot process are given below:

Sr. No.	Particulars	Details	
1.	Name	Mr. Munesh Khanna	
2.	Category / Designation	Independent Director	
3.	Director Identification Number (DIN)	00202521	
4.	Age	63 years	
5.	Date of Birth	12 <sup>th</sup> May, 1962	
6.	Original Date of Appointment	26 <sup>th</sup> March, 2021	
7.	Qualifications	Chartered Accountant (CA) and Bachelor of Commerce	
8.	Name of listed entities from which the person has resigned in the past three years*	None	
9.	Directorship in other Companies*	<ol style="list-style-type: none"> <li>1. JSW Neo Energy Limited, Independent Director</li> <li>2. Gulf Oil Lubricants India Limited, Independent Director</li> <li>3. Finolex Industries Limited, Independent Director</li> <li>4. Black Box Limited, Independent Director</li> <li>5. Oneott Intertainment Limited, Independent Director</li> <li>6. Hinduja Global Solutions Limited, Independent Director</li> <li>7. Caption Advisors Private Limited, Director</li> <li>8. JM Financial Products Limited, Independent Director</li> <li>9. Backbay Advisors Private Limited, Director</li> <li>10. JM Financial Asset Reconstruction Company Limited, Independent Director</li> <li>11. NDL Ventures Limited, Independent Director</li> <li>12. Hinduja Global Solutions UK Limited</li> </ol>	
10.	Chairmanship / Membership of Committees in other Companies*	<p><b>NDL Ventures Limited</b></p> <p>Audit Committee, Chairman</p> <p>Committee of Director - Integration Committee, Member</p> <p>Corporate Social Responsibility Committee, Chairman</p> <p>Nomination and Remuneration Committee, Chairman</p> <p>Risk Management Committee, Chairman</p>	

	<p><b>Gulf Oil Lubricants India Limited</b> Nomination and Remuneration Committee, Member Audit Committee, Member</p> <p><b>Hinduja Global Solutions Limited</b> Corporate Social Responsibility Committee, Chairman</p> <p><b>JM Financial Asset Reconstruction Company Limited</b> Committee for Settlement Proposals, Member Nomination and Remuneration Committee, Chairman Committee for conversion of Debt into Shares, Member</p> <p><b>ONEOTT Intertainment Limited</b> Audit Committee, Member Nomination and Remuneration Committee, Chairman</p> <p><b>JM Financial Products Limited</b> Audit Committee, Member Nomination and Remuneration Committee, Member Risk Management Committee, Chairman Sponsorship and Credit Committee, Member</p> <p><b>Black Box Limited</b> Audit Committee, Chairman NRC Committee, Chairman Ethics and Compliance Committee, Chairman CSR Committee, Member Stakeholders Relationship Committee, Chairman Risk Management Committee, Chairman</p> <p><b>Finolex Industries Limited</b> Stakeholders Relationship Committee, Chairman Audit Committee, Member Nomination and Remuneration Committee, Member CSR Committee, Member Risk Management Committee, Member</p>
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11.	Number of Equity Shares held in the Company*	NIL
12.	Number of Equity Shares held in the Company for any other person on a beneficial basis*	NIL
13.	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
14.	Terms and conditions of reappointment	Re-appointment as an Independent Director not liable to retire by rotation for second term of 5 consecutive years with effect from 26 <sup>th</sup> March, 2026
15.	Remuneration last drawn (in FY 2024-25), if applicable	Sitting Fee: Rs. 10.60 Lakhs Commission: Rs. 60 Lakhs
16.	Remuneration proposed to be paid	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013
17.	Number of Meetings of the Board attended during the year 2025-26	7 of 8
18.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming a part of this Postal Ballot Notice.
19.	Justification for choosing the appointee for appointment as Independent Director	
20.	Brief Resume	
21.	Nature of expertise in specific functional areas	

\* As per disclosure received from the Director