



June 10, 2024

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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**Sub: Voting Results of the Postal Ballot and Scrutinizer’s Report****Ref: Regulation 30 and 44 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (‘Listing Regulations’).**

Dear Sir/Madam,

This is further to our letter dated May 07, 2024 & May 14, 2024 enclosing the notice of the postal ballot & corrigendum to the said notice for seeking approval of the Members of the Company by way of Ordinary and Special Resolutions through remote e-Voting process for:

<b>Sr. No</b>	<b>Particulars</b>	<b>Type of resolution(s)</b>
1.	Re-appointment of Mr. Arun Maheshwari (DIN: 01380000) as Joint Managing Director and Chief Executive Officer (JMD & CEO).	Ordinary
2.	Appointment of Dr. Anoop Kumar Mittal (DIN: 05177010) as Independent Director of the Company	Special
3.	Ratification of remuneration to Cost Auditors’ remuneration for FY 2023-24	Ordinary
4.	Ratification of remuneration payable to Cost Auditors’ remuneration for FY 2024-25	Ordinary
5.	Approval for Material Related Party Transaction between JSW Jaigarh Port Limited with JSW Steel Limited for Financial Year 2024-25	Ordinary
6.	Approval for Material Related Party Transaction between JSW Dharamtar Port Private Limited with JSW Steel Limited for Financial Year 2024-25:	Ordinary



In this regard, the remote e-voting process concluded on Saturday, June 08, 2024, at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot.

Based on the report of the Scrutinizer, we hereby inform that the Members of the Company have duly passed the above-mentioned resolutions with the requisite majority.

In connection with the same, please find attached the voting results of the Postal Ballot activity through remote e-voting, in relation to the aforesaid businesses, as required under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and the Scrutinizer's Report dated June 10, 2024, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The Voting Results along with the Scrutinizer's Report are also available on the website of the Company viz. <https://www.jsw.in/infrastructure/jsw-infrastructure-shareholders-meetings-fy-2024-25>

You are kindly requested to take note of the above.

Thanking You,

Yours sincerely,  
For **JSW Infrastructure Limited**

**Gazal Qureshi**  
**Company Secretary and Compliance Officer**  
**ACS 16843**

**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**

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Arun Maheshwari (DIN: 01380000) as Joint Managing Director & Chief Executive Officer (KMP) of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1846373178	1695135390	91.8089	1695135390	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1846373178	1695135390	91.8089	1695135390	0	100.0000
Public- Institutions	E-Voting	123784647	90030771	72.7318	63271243	26759528	70.2774	29.7226
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		123784647	90030771	72.7318	63271243	26759528	70.2774
Public- Non Institutions	E-Voting	129843742	3745812	2.8849	3727825	17987	99.5198	0.4802
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		129843742	3745812	2.8849	3727825	17987	99.5198
<b>Total</b>		2100001567	1788911973	85.1862	1762134458	26777515	98.5031	1.4969
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Dr. Anoop Kumar Mittal (DIN: 05177010) as Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1846373178	1695135390	91.8089	1695135390	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1846373178	1695135390	91.8089	1695135390	0	100.0000
Public- Institutions	E-Voting	123784647	90030771	72.7318	89832867	197904	99.7802	0.2198
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		123784647	90030771	72.7318	89832867	197904	99.7802
Public- Non Institutions	E-Voting	129843742	3648996	2.8103	3630240	18756	99.4860	0.5140
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		129843742	3648996	2.8103	3630240	18756	99.4860
<b>Total</b>		2100001567	1788815157	85.1816	1788598497	216660	99.9879	0.0121
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration to Cost Auditors' remuneration for FY 2023-24				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1846373178	1695135390	91.8089	1695135390	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1846373178	1695135390	91.8089	1695135390	0	100.0000
Public- Institutions	E-Voting	123784647	90030771	72.7318	90030771	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		123784647	90030771	72.7318	90030771	0	100.0000
Public- Non Institutions	E-Voting	129843742	3743796	2.8833	3723234	20562	99.4508	0.5492
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		129843742	3743796	2.8833	3723234	20562	99.4508
<b>Total</b>		2100001567	1788909957	85.1861	1788889395	20562	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to Cost Auditors' remuneration for FY 2024-25				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1846373178	1695135390	91.8089	1695135390	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1846373178	1695135390	91.8089	1695135390	0	100.0000
Public- Institutions	E-Voting	123784647	90030771	72.7318	90030771	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		123784647	90030771	72.7318	90030771	0	100.0000
Public- Non Institutions	E-Voting	129843742	3743657	2.8832	3723326	20331	99.4569	0.5431
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		129843742	3743657	2.8832	3723326	20331	99.4569
<b>Total</b>		2100001567	1788909818	85.1861	1788889487	20331	99.9989	0.0011
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Material Related Party Transaction between JSW Jaigarh Port Limited with JSW Steel Limited for Financial Year 2024-25				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1846373178	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1846373178	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	123784647	90030771	72.7318	90030771	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		123784647	90030771	72.7318	90030771	0	100.0000
Public- Non Institutions	E-Voting	129843742	3589745	2.7647	3571976	17769	99.5050	0.4950
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		129843742	3589745	2.7647	3571976	17769	99.5050
<b>Total</b>		2100001567	93620516	4.4581	93602747	17769	99.9810	0.0190
<b>Whether resolution is Pass or Not.</b>							Yes	

Resolution (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Approval for Material Related Party Transaction between JSW Dharamtar Port Private Limited with JSW Steel Limited for Financial Year 2024-25				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	1846373178	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		1846373178	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	123784647	86566206	69.9329	86566206	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		123784647	86566206	69.9329	86566206	0	100.0000
Public- Non Institutions	E-Voting	129843742	3590658	2.7654	3568857	21801	99.3928	0.6072
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		129843742	3590658	2.7654	3568857	21801	99.3928
<b>Total</b>		2100001567	90156864	4.2932	90135063	21801	99.9758	0.0242
<b>Whether resolution is Pass or Not.</b>							Yes	

Office : 124-125, Ostwal Ornate, "A" Wing,  
Building No. 2, Opp. Jain Temple, Jesal Park,  
Bhayandar (East), Mumbai - 401 105.  
Mobile : +91 9920715299 / 8779956763

Email : sunilcs\_mumbai@rediffmail.com  
agarwalcs\_mumbai@yahoo.co.in  
Web : www.cssunilagarwal.in

## REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014 as amended from time to time]

To,  
Company Secretary,  
**JSW INFRASTRUCTURE LIMITED**  
JSW Centre , Bandra Kurla Complex,  
Bandra (East), , Mumbai-400051

Dear Sir,

I, Sunil Agarwal, proprietor of Sunil Agarwal & Co. Company Secretaries, have been appointed by the Board of Directors of **JSW INFRASTRUCTURE LIMITED** ("Company") as Scrutinizer for the purpose of:

Scrutinizing the postal ballot which was conducted through electronic means in respect of the resolutions contained in the notice dated May 07, 2024 including Corrigendum to the Notice of Postal Ballot ("Corrigendum to the Notice") dated May 14, 2024 and ascertaining the requisite majority on voting carried out as per the provision of Sections 110 & 108 of the Companies Act, 2013 read with Rule 20 & 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, each as amended, read with Ministry of Corporate Affairs' General Circular no. 09/2023 dated 25<sup>th</sup> September, 2023 issued from time to time ('MCA Circular') and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 ('SEBI Circular') dated October 07, 2023 issued in this regard on the resolutions as set out in the Notice of Postal Ballot.

### I Submit my report as under:

1. The Management of the Company is responsible to ensure compliance with requirements of the Companies Act, 2013 read with Rules made thereunder, MCA Circulars, Securities and Exchange Board of India (Listing obligations & Disclosure Requirements) Regulations, 2015, SEBI Circulars or any other provisions, as may be applicable for conducting Postal Ballot of the Company. The Management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting system.
2. The Company has availed the services of National Securities Depository Limited ('NSDL') for conducting postal ballot through e- voting. Further NSDL has also been engaged for facilitating e- voting to enable the members to cast their votes electronically using e- voting system on special business sought to be transacted through postal ballot.
3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report for the 'Votes cast in favour' or "against" the resolution stated in the Notice postal ballot.
4. The Member of the Company holding equity shares in dematerialised form, as on the "cut-off date" i.e. Friday, May 03, 2024 were entitled to vote on the proposed resolutions through remote e- voting on the resolutions as set out in the Notice of Postal Ballot dated May 07, 2024.
5. The e-voting period remained open from Friday May 10, 2024 at 9.00 A.M. (IST) and end on Saturday June 08, 2024 at 5.00 P.M. (IST) on the designated website [https:// www.nsd1.co.in](https://www.nsd1.co.in) .





6. Pursuant to the provisions of the Act and MCA circulars issued by Ministry of Corporate Affairs, the company has sent Postal Ballot Notice(s) to its members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited / as on cut-off date i.e Friday, May 03, 2024 and whose e-mail ids were registered with the company and Depositories through electronic means only and the Company has not dispatched physical notices to any member.
7. Pursuant to clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration Rules) 2014, the company has published the advertisement in English newspaper, Financial Express having wide circulation and in regional language newspaper Navshakti dated May 08, 2024 & on May 15, 2024 for Corrigendum to the Notice of Postal ballot.
8. I monitored the process of electronic voting (i.e. e-voting) through the scrutinizer's secured link provided by National Securities Depository Limited through its designated website www.nsdl.co.in.
9. After completion of e-voting votes casted by the members were unblocked on June 08, 2024 at 5.05 P.M.(IST)
10. The e-voting report downloaded from the website of National Securities Depository Limited has been kept separately for the purpose of postal ballot.
11. Votes casted by the members through e-voting were reconciled with the records maintained by the Registrar and Transfer Agent of the company and authorizations lodged with the company.
12. The register and other documents/ registers and records relating to electronic voting shall remain in my safe custody until the Company Secretary considers, approves and sign the Postal Ballot minutes and the same will be handed over to the Company Secretary for the safe custody.

**RESULTS:**

The details containing *interalia*, list of Equity Shareholders, who voted "for", "against" or "abstain / invalid", if any on each of the resolution(s) that were put to vote, were generated from the e-voting website of NSDL. Considering the report from NSDL on electronic voting and with respect to each item on the agenda as set out in the Notice dated May 07, 2024 is enclosed.

**SPECIAL BUSINESS:**

1. Approval for Re-appointment of Mr. Arun Maheshwari (DIN: 01380000) as Joint Managing Director & Chief Executive Officer (KMP) of the Company (Ordinary Resolution).

Sr. No	Particulars	e-voting		
		No. of members voted	No. of Votes cast	No. of votes % cast by them
A.	Favour	1662	176,21,34,458	98.50
B.	Against	109	2,67,77,515	1.50
C.	Abstain	0	0	0
D.	Invalid	0	0	0
	<b>Total (A+B+C)</b>	<b>1771</b>	<b>178,89,11,973</b>	<b>100</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed with requisite majority



2. Approval for Appointment of Dr. Anoop Kumar Mittal (DIN: 05177010) as Independent Director of the Company (Special Resolution).

Sr. No	Particulars	e-voting		
		No. of members voted	No. of Votes cast	No. of votes % cast by them
A.	Favour	1690	178,85,98,497	99.99
B.	Against	69	2,16,660	0.01
C.	Abstain	0	0	0
D.	Invalid	0	0	0
	<b>Total (A+B+C)</b>	<b>1759</b>	<b>178,88,15,157</b>	<b>100</b>

Based on the aforesaid results, Special Resolution as contained in item No. 2 has been passed with requisite majority

3. Ratification of remuneration to Cost Auditors' remuneration for FY 2023-24 (Ordinary Resolution)

Sr. No	Particulars	e-voting		
		No. of members voted	No. of Votes cast	No. of votes % cast by them
A.	Favour	1680	178,88,89,395	100
B.	Against	77	20,562	0
C.	Abstain	0	0	0
D.	Invalid	0	0	0
	<b>Total (A+B+C)</b>	<b>1757</b>	<b>178,89,09,957</b>	<b>100</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed with requisite majority

4. Ratification of remuneration payable to Cost Auditors' remuneration for FY 2024- 25 (Ordinary Resolution)

Sr. No	Particulars	e-voting		
		No. of members voted	No. of Votes cast	No. of votes % cast by them
A.	Favour	1680	178,88,89,487	100
B.	Against	76	20,331	0
C.	Abstain	0	0	0
D.	Invalid	0	0	0
	<b>Total (A+B+C)</b>	<b>1756</b>	<b>178,89,09,818</b>	<b>100</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 4 has been passed with requisite majority

5. Approval for Material Related Party Transaction between JSW Jaigarh Port Limited with JSW Steel Limited for Financial Year 2024-25 (Ordinary Resolution).

Sr. No	Particulars	e-voting		
		No. of members voted	No. of Votes cast	No. of votes % cast by them
A.	Favour	1694	9,36,02,747	99.98
B.	Against	55	17,769	0.02
C.	Abstain	0	0	0
D.	Invalid	1	1,52,727	0
	<b>Total (A+B+C)</b>	<b>1750</b>	<b>9,36,20,516</b>	<b>100</b>





Based on the aforesaid results, Ordinary Resolution as contained in item No. 5 has been passed with requisite majority

**6. Approval for Material Related Party Transaction between JSW Dharamtar Port Private Limited with JSW Steel Limited for Financial Year 2024-25 (Ordinary Resolution)**

Sr. No	Particulars	e-voting		
		No. of members voted	No. of Votes cast	No. of votes % cast by them
A.	Favour	1691	9,01,35,063	99.98
B.	Against	56	21,801	0.02
C.	Abstain	0	0	0
D.	Invalid	1	1,52,727	0
	<b>Total (A+B+C)</b>	<b>1748</b>	<b>9,01,56,864</b>	<b>100</b>

Based on the aforesaid results, Ordinary Resolution as contained in item No. 6 has been passed with requisite majority

**RECOMMENDATION:**

- In terms of the provision of Regulation 23 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), in respect of the Transaction with Related Parties at item no. 5 & 6 forming part of the Notice of the Postal Ballot dated May 07, 2024, the related parties i.e. "Promoter & Promoter Group" were required to abstain from voting on such resolution and such related parties had not voted on the item no.4.
- Based on the aforesaid results of the Ordinary Resolutions as contained in item no. 1, 3 to 6 and the Special Resolutions as contained in item no. 2 of the Notice have been passed with requisite majority.
- There was 1(One) E-voting comprising of 1,52,727 Votes were invalid.

The resolution having secured requisite majority of votes, the respective resolution may be considered to have been passed. The Chairman / Whole-time Director, CFO & CS may accordingly declare result of voting.

Thanking You,  
Yours faithfully,  
For Sunil Agarwal & Co.  
Company Secretaries

  
FCS SUNIL AGARWAL  
Practicing Company Secretary  
FCS 8706  
C.P. No. 3286  
Peer Review Unit No. 788/2020  
UDIN No. F008706F000551127  
Place: Mumbai  
Date: 10.06.2024

