



20th February, 2026

To,

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| BSE Limited Phiroze Jeejebhoy Towers Dalal Street Mumbai - 400 001 Scrip Code (BSE): 543994 | National Stock Exchange of India Limited “Exchange Plaza” Bandra-Kurla Complex, Bandra (East) Mumbai - 400051 Symbol: JSWINFRA |
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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 20th February, 2026, seeking approval of the Members of the Company, by way of Remote e-voting ('e-voting') process for the following items:

| Sr. No. | Particulars | Type of Resolution |
|----------------|--|---------------------------|
| 1. | To approve appointment of Mr. Kartick Maheshwari (DIN: 07969734) as a Non-Executive, Independent Director of the Company | Special |
| 2. | To approve issuance of Equity Shares through permissible modes of raising funds | 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, 13th February, 2026 ('Cut-Off Date') and 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: | 9:00 a.m. (IST) on Sunday, 22nd February, 2026 |
| End of E-voting: | 5:00 p.m. (IST) on Monday, 23rd March, 2026 |

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
Email id: 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/infrastructure 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)

Encl.: as above

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/infrastructure Email: 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 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 Sections 108 and 110 of the Companies Act, 2013 (the '**Act**'), read with 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 8th April, 2020 and 17/2020 dated 13th April, 2020 read with other relevant circulars, the latest being General Circular No. 03/2025 dated 22nd September, 2025, 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 issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force).

The Explanatory 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 annexed hereto.

The Board of Directors of the Company has appointed Mr. Sunil Agarwal (Membership No. FCS 8706, COP 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 to this Postal Ballot Notice so as to cast their vote electronically. The e-voting facility will be available during the following period:

| | |
|---------------------------|--|
| Commencement of e-voting: | 9:00 a.m. (IST) on Sunday, 22nd February, 2026 |
| End of e-voting: | 5:00 p.m. (IST) on Monday, 23rd March, 2026 |

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 Postal Ballot will be announced on or before **Wednesday, 25th March, 2026** and will be displayed on the Company's website www.jsw.in/infrastructure and on 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. Kartick Maheshwari (DIN: 07969734) 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 Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (the '**Act**') and Regulation 17(1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**') as amended, Mr. Kartick Maheshwari (DIN:07969734), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 20th February, 2026 and who holds office until the date of the next Annual General Meeting of the Company 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 in writing under Section 160(1) of the Act, from a Member, proposing his candidature for the office of 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 and all other applicable provisions, if any, of the Act read with Schedule IV of the Act (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and provisions of Regulations 16(1)(b), 17 and 25(2A) and other applicable provisions of the Listing Regulations, as amended and Articles of Association of the Company, Mr. Kartick Maheshwari (DIN:07969734), 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 3 (three) consecutive years with effect from 20th February, 2026 till 19th February, 2029 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company 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. Issuance of Equity Shares through permissible modes of raising funds

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

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62, 179 and other applicable provisions of the Companies Act, 2013, read with the applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) (the '**Act**'), the provisions of the Memorandum of Association and the Articles of Association of the Company, all other applicable laws, rules and regulations, including the provisions of the Foreign Exchange Management Act, 1999 as amended and rules and regulations framed thereunder including Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, as amended and the applicable rules and regulations made thereunder including applicable provisions of the

Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**'SEBI ICDR Regulations'**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**'Listing Regulations'**), the Securities Contracts (Regulation) Act (**'SCRA'**), 1956, the Securities Contracts (Regulation) Rules, 1957, as amended (**'SCRR'**) and such other statutes, clarifications, regulations, circulars, notifications, guidelines, if any, as may be applicable, as amended from time to time issued by the Government of India, the Ministry of Corporate Affairs (**'MCA'**), the Securities and Exchange Board of India (**'SEBI'**), the Reserve Bank of India (**'RBI'**), the BSE Limited (**'BSE'**), the National Stock Exchange of India Limited (**'NSE'**), (hereinafter referred to as **'Stock Exchanges'**) where the equity shares of the Company of face value of ₹2/- (Rupees Two Only) each (**'Equity Shares'**) are listed, and any other appropriate authority under any other applicable laws and subject to such other approval(s), consent(s), permission(s) and/or sanction(s) as may be required from various regulatory and statutory authorities, including the Government of India, RBI, SEBI, MCA and the Stock Exchanges (hereinafter singly or collectively referred to as **'Appropriate Authorities'**) from time to time and to the extent applicable, and subject to such terms, conditions and modifications as may be prescribed by any of the Appropriate Authorities while granting any such approval(s), permission(s) and sanction(s), consent of the Members of the Company, be and is hereby accorded to 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), to create, issue, offer and allot (including with provisions for reservations on firm and/or competitive basis, or such part of issue and for such categories of persons as may be permitted) up to 25,00,00,000 (Twenty-Five Crore) Equity Shares with or without green shoe option, for cash, in one or more tranches, through a prospectus and/or an offer document and/or a private placement offer letter and/or placement document and/or letter of offer and/or such other documents/writings/ circulars/ memoranda, through one or more public issue(s), rights issue(s), private placement(s) and/or a qualified institutions placement (**'QIP'**) and/or any combination thereof and/or any other permitted modes, in such tranche or tranches, by way of an issue of Equity Shares with or without premium, to be subscribed by all eligible investors, for the purpose of inter alia achieving the Minimum Public Shareholding (**'MPS'**) requirements applicable to the Company in terms of SCRR, including, qualified institutional buyers as defined under the SEBI ICDR Regulations, residents or non-resident investors/ whether institutions, foreign portfolio investors and/or incorporated bodies and/or trusts or otherwise)/ mutual funds/ pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts/ stabilising agents and any other category of persons or entities who are authorised to invest in the Equity Shares of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and whether or not such investors are Members of the Company (collectively called **'Investors'**), to all or any of them, jointly or severally in such a manner on such terms and conditions, considering the prevailing market conditions and other relevant factors wherever necessary, at such price or prices, with authority to retain over subscription up to such percentage as may be permitted under applicable regulations, including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Equity Shares shall be made to the exclusion of others, in such manner, including allotment to stabilising agent in terms of green shoe option, if any, exercised by the Company and where necessary in consultation with the book running lead manager(s), global coordinator(s) and book running lead manager(s) and/or underwriter(s) and/or stabilising agent(s) and/or other advisor(s) or otherwise on such terms and conditions, issue of Equity Shares as fully or partly paid, making of calls and manner of appropriation of application money or call money, in respect of different class(es) of investor(s), deciding of other terms and conditions like number of Equity Shares to be issued, price, discount (if any), paid up value etc as the Board may in its absolute discretion decide, in

each case subject to applicable laws and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion and without requiring any further approval or consent from the Members of the Company at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the merchant banker(s) to be appointed by the Company so as to enable the Equity Shares being issued to list on any Stock Exchanges (**'Issue'**).

RESOLVED FURTHER THAT such issue, offer or allotment shall be by one or more of the following modes, i.e., by way of public issue, rights issue, and/or on a private placement basis, including QIP, with or without over-allotment option and that such issue, offer, placement and allotment be made as per the applicable and relevant laws/guidelines, as the Board may deem fit.

RESOLVED FURTHER THAT in case of issue of Equity Shares as contemplated above, as per applicable laws, it shall be subject to appropriate adjustment(s), involving such events or circumstances, which in the opinion of the concerned Stock Exchanges, requires adjustments, including but not limited to:

- (i) an issuance of equity shares including a bonus issue, by way of capitalization of profits or reserves, other than by way of dividend on Equity Shares;
- (ii) a rights issue of Equity Shares;
- (iii) consolidation of the outstanding Equity Shares into a smaller number of equity shares; and/or
- (iv) division of its outstanding equity shares including by way of stock split.

RESOLVED FURTHER THAT if the Issue or any part thereof of Equity Shares is made by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- (i) The allotment of Equity Shares shall only be made to qualified institutional buyers as defined in the SEBI ICDR Regulations (**'QIBs'**);
- (ii) The Equity Shares to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- (iii) The allotment of the Equity Shares, or any combination of the Equity Shares as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the Special Resolution by the Members of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- (iv) The Equity Shares issued and allotted shall rank pari-passu inter-se in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company;
- (v) The Equity Shares shall be issued and allotted as fully paid-up equity shares;
- (vi) In terms of Chapter VI of the SEBI ICDR Regulations, the "relevant date" for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board decides to open the QIP, subsequent to the receipt of Members' approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares;
- (vii) Issue of Equity Shares shall be at such price which is not less than the price determined in accordance with Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (**'QIP Floor Price'**) and applicable law. The price so determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable and the Board, at its absolute discretion, may offer a discount of up to 5%

- (five per cent) or such other discount as may be permitted under applicable law to the QIP Floor Price for issue of Equity Shares by way of a QIP;
- (viii) No single allottee shall be allotted more than 50% of the issue size and the minimum number of allottees shall be as per the SEBI ICDR Regulations;
 - (ix) No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
 - (x) The Equity Shares shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognised Stock Exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
 - (xi) Any subsequent QIP shall not be undertaken until the expiry of two weeks (or such other period as may be prescribed) from the date of the prior QIP made pursuant to this Special Resolution.

RESOLVED FURTHER THAT in case of issue of Equity Shares, by way of QIP as per Chapter VI of SEBI ICDR Regulations, the prices determined for the QIP shall be subject to appropriate adjustments by the Company, pending allotment under this resolution:

- (i) makes an issue of Equity Shares by way of capitalization of profits or reserves, other than by way of dividend on shares;
- (ii) makes a rights issue of Equity Shares;
- (iii) consolidates its outstanding Equity Shares into a smaller number of shares;
- (iv) divides its outstanding Equity Shares including by way of stock split;
- (v) re-classifies any of its Equity Shares into other securities of the issuer; and
- (vi) is involved in such other similar events or circumstances, which in the opinion of the concerned Stock Exchange, requires adjustments.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including but not limited to finalisation and approval of the offer document(s), placement document(s), private placement offer letter(s) determining the form and manner of the issue, including the class of investors to whom the Equity Shares are to be issued and allotted, number of Equity Shares to be allotted, issue price, face value, fixing the record date, execution of various transaction documents and to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and utilisation of the proceeds (including the interim use of proceeds) as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval(s), consent(s), permission(s), if any, of any government body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such government authority or regulatory institution, the Equity Shares may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevalent market practices in the capital markets including but not limited to the terms and conditions relating to variation of the price or for issue of additional Equity Shares and such of these Equity Shares to be issued, if not subscribed, may be disposed of by the Board, in such manner and / or on such terms including offering or placing them with banks / financial institutions / mutual funds or otherwise, as the Board may deem fit and proper in its absolute discretion, subject to applicable laws, rules and regulations.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Equity Shares to be created, issued, allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the fully paid-up Equity Shares that may be issued by the Company shall rank pari passu inter-se in all respects including entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the nature of the issuance, terms and conditions for the issuance of Equity Shares including the number of Equity Shares that may be offered in domestic and international markets and proportion thereof, issue price and discounts permitted under applicable law, premium amount on issue of the Equity Shares, if any, timing for issuance of such Equity Shares and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, opening and maintaining bank accounts, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and entering into and executing arrangements with merchant bankers, lead managers, legal advisors, depository, registrar, escrow agent, monitoring agency, stock exchanges and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s) or agreements including but not limited to the placement document and filing such documents (in draft or final form) with any Indian or foreign regulatory authority or stock exchanges and sign all deeds, documents and writing and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Equity Shares and take all steps which are incidental and ancillary in this connection, including in relation to utilisation of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board, to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed, in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers conferred by this resolution herein, to any committee(s) of directors constituted or to be constituted by the Board, any of the Directors or one or more executives/officers of the Company, with power to sub-delegate to any officers of the Company, including filing of placement document(s) or offer document(s) with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments and opening bank accounts and demat accounts, to give effect to the above resolution, in accordance with applicable law.

RESOLVED FURTHER THAT the Board be and is hereby authorised to appoint and engage various intermediaries, including but not limited to, the book running lead managers, placement agents, managers, underwriters, lawyers, advisors, guarantors, depositories, custodians, chartered accountants, registrars and all such agencies and intermediaries as are or may be required to be appointed, involved or concerned in the creation, offer, issue, allotment of the Equity Shares, managing, underwriting, marketing, listing, trading and providing legal advice and to remunerate them by way of fees, commission, brokerage or the like and expenses related thereto and also to reimburse them out of pocket expenses incurred by them and also to enter

into and execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board be and is hereby authorised on behalf of the Company, to seek the listing of any or all of such Equity Shares on one or more stock exchanges in India. Any approvals that may have been applied for by the Board in relation to the creation, issuance and allotment and listing of the Equity Shares are hereby approved and ratified by the Members.”

Date: 20th February, 2026
Place: Mumbai

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

Registered Office:

JSW Centre,
Bandra Kurla Complex,
Bandra East, Mumbai 400 051.
CIN: L45200MH2006PLC161268
Website: www.jsw.in/infrastructure
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 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 Members/List of Beneficial Owners maintained by the Depositories as on **Friday, 13th February, 2026 ('Cut-Off Date')** and whose e-mail addresses are registered with the Depositories. The manner of voting on the proposed Special Resolutions are restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Physical copies of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelopes will not be sent to the Members for this Postal Ballot.
 - The Company is providing e-voting facility to its Members and for this purpose, the Company has engaged the services of KFinTech, the Registrar and Share Transfer Agent of the Company. 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/infrastructure and the websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and the website of KFinTech at <https://evoting.kfintech.com>.
3. Members who have not registered their email addresses are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
4. 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.
5. The remote e-voting period commences at **9:00 a.m. (IST) on Sunday, 22nd February, 2026** and ends at **5:00 p.m. (IST) on Monday, 23rd March, 2026**. 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 **Friday, 13th February, 2026**, 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.
6. 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.
7. 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 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.'

8. 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. **Monday, 23rd March, 2026**, subject to receipt of the requisite number of votes in favour of the resolution.
9. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement is available on the website of the Company at www.jsw.in/infrastructure.

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 | <ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsd.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- KFinTech and you will be re- directed to e-voting service provider website for casting the vote during the remote e-voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com II. Select "Register Online for IDeAS" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in point 1. 3. Alternatively, by directly accessing the e-voting website of NSDL <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsd.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. |

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| | <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> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </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/myeasitoken/home/login or URL www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. 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>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration II. Proceed with completing the required fields. III. Follow the steps given in point 1 <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin II. Provide your demat Account Number and PAN No. III. The System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFin where the e- Voting is in progress. |
| Individual Shareholder login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility. 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. 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. |

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) 9447, 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., 9447 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 OF POSTAL BALLOT

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

ITEM NO.1:

Appointment of Mr. Kartick Maheshwari (DIN: 07969734) as a Non-Executive, Independent Director of the Company

The second consecutive term of Mr. Amitabh Kumar Sharma (DIN: 06707535) as an Independent Director of the Company will end on 27th March 2026. In compliance with the requirement of Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**Listing Regulations**'), the Board of Directors of the Company (the '**Board**') at its Meeting held on 20th February, 2026, based on recommendation of the Nomination and Remuneration Committee (the '**NRC**') (which comprises solely of Independent Directors) approved the appointment of Mr. Kartick Maheshwari (DIN: 07969734), as an Additional Director designated as an Independent Director of the Company, not liable to retire by rotation, for a term of 3 (three) consecutive years, with effect from 20th February, 2026 till 19th February, 2029, subject to approval of Members of the Company.

A brief resume of Mr. Kartick Maheshwari (DIN: 07969734), 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 Listing Regulations and Paragraph 1.2.5 of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and annexed to this Notice as **Annexure A**.

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. In terms of Regulation 17(1)(C) 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. Further, 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 Members by way of a Special Resolution. Accordingly, the approval of Members is sought for appointment of Mr. Maheshwari 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(1) of the Act, proposing the candidature of Mr. Maheshwari for the office of Non-Executive, Independent Director of the Company.

The Company has received a declaration from Mr. Maheshwari that in terms of circulars dated 20th June, 2018 issued by BSE Limited and National Stock Exchange of India Limited, he is not debarred from holding the office of Director, pursuant to order of Securities and Exchange Board of India or any other such authority. Mr. Maheshwari has also given the declaration that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has received a declaration from him that he meets the criteria of independence as prescribed under the Act and Listing Regulations.

Further, Mr. Maheshwari has submitted all statutory disclosures/declarations prescribed under the Act and applicable provisions of Listing Regulations. Mr. Maheshwari has confirmed that he is independent of the management of the Company and he is not related to any Director / Key Managerial Personnel of the Company. He is neither holding any directorship nor having any interest in any of the group entities, including any shareholding interest as on date of the Notice of Postal Ballot.

In the opinion of the Board, Mr. Maheshwari fulfils the conditions as specified in the Act and Listing Regulations for appointment as a Non-Executive, Independent Director of the Company.

NRC has identified amongst others, industry experience, knowledge of sector, knowledge of government / public policy, finance, legal compliance, risk management, strategic thinking/ planning from governance perspective and global management as skills required for this role. In the opinion of the Board, Mr. Maheshwari fulfils the core skills / expertise / competencies as identified above and required in the context of the Company's business and the sector in which it operates, and his appointment as such would be in the interest of the Company taking into consideration his skills, knowledge, experience, background and expertise. Further, he also fulfils the criteria laid down by the Board of Directors as per Company's Nomination Policy for appointment as a Director of the Company.

Mr. Maheshwari 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 has successfully passed the online proficiency self-assessment test for independent directors.

Mr. Maheshwari shall be entitled to receive remuneration in the form of sitting 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.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions is available on the website of the Company at www.jsw.in/infrastructure.

None of the Directors or Key Managerial Personnel of the Company or their relatives other than Mr. Maheshwari 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:

Issuance of Equity Shares through permissible modes of raising funds

The Company is India's second-largest private port developer and operator, managing three ports under State Maritime Board jurisdiction, ten terminals across major Indian ports, one liquid oil storage terminal and two operation and maintenance ('O&M') contracts for port terminals in UAE.

The Company needs capital, from time to time, to fund its expansion and growth. The Company's growth plans are supported through internal accruals, which are expected to meaningfully contribute towards funding its expansion initiatives, supplemented by debt financing and strategic financing options, as and when required. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements for its growth, capital expenditure, working capital, financing organic or inorganic growth opportunities, general corporate purposes, investment in subsidiaries, refinancing or repay/prepay the existing borrowings and also such other corporate purposes as may be permitted under the applicable laws and as may be specified in the appropriate approvals. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available. The raising of funds through equity shares will also assist the Company towards meeting its Minimum Public Shareholding ('MPS') in accordance with Rule 19(2) of the Securities Contracts (Regulation) Rules, 1957.

In order to support the growth plans, the Company proposes to utilise the proceeds of the issue in (i) to fund the capital expenditure to be incurred by the Company and / or its associates and/or its subsidiaries and/or its joint ventures in India or overseas; (ii) investment in various organic or inorganic growth opportunities, including expansion/acquisitions in its area of operations and adjacencies or for new business opportunities or other strategic initiatives; (iii) infusion of funds into its associates/ subsidiaries and/or joint ventures to inter alia fund the business or growth of such associates and/or subsidiaries and/or joint ventures; (iv) prepayment / repayment of outstanding borrowing of the Company and / or associates and/or its subsidiaries and/or joint ventures; (v) to fund the working capital requirements of the Company and / or associates and/or its subsidiaries and/or joint ventures (vi) funding inorganic growth through unidentified acquisitions and/or any other general corporate purposes as may be permitted under applicable laws and any other object as may be decided by the Board. It is proposed to raise funds in one or more tranches through qualified institutions placement ('QIP') to qualified institutional buyers ('QIBs') as defined under Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') or by way of private placement, or preferential issue or public issue, rights issue or through any other permissible mode and/or combination thereof, by eligible investors, as may be deemed appropriate and in compliance with applicable laws.

The above funding requirements are proposed to be financed through the combination of internal accruals, borrowings and through the proposed fund raise. The proposed fund raise will entail issuance of Equity Shares, subject to all statutory and other approvals.

The proposed Special Resolution is an enabling resolution and therefore, the proposal seeks to confer upon 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), the absolute discretion to determine the terms of the aforementioned issuance of Equity Shares, including the exact price, proportion and timing of such issuance, based on an analysis of the specific requirements and market conditions. The detailed terms and conditions of such issuance will be determined by the Board, considering prevailing market conditions, practices and in accordance with the applicable provisions of law and other relevant factors. Accordingly, the Board may, in its discretion, adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The proposed resolution also authorises the Board of Directors of the Company to undertake a QIP to QIBs in the manner prescribed under Chapter VI of the SEBI ICDR Regulations for raising capital. The pricing of the Equity Shares to be issued to QIBs pursuant to the SEBI ICDR Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with the applicable SEBI ICDR Regulations. The Company may offer a discount of not more than 5% or such percentage as may be permitted on the price determined in accordance with Chapter VI of the SEBI ICDR Regulations. The 'Relevant Date' for this purpose will mean 'Relevant Date' as defined under Regulation 171(b) of the SEBI ICDR Regulations.

Further, pending utilisation of the proceeds for the purposes described above, the Company intends to temporarily invest such proceeds in creditworthy instruments, including money market, mutual funds and deposits with banks and corporates or other securities or any other instrument or mode as may be permissible under applicable law. Such investments would be in accordance with the investment policies, as approved by the Board, from time to time and all applicable laws and regulations.

In view of the above, the Board, in its meeting held on 20th February, 2026 subject to necessary approvals, considered raising of funds by issuance of upto 25,00,00,000 (Twenty-Five Crore) Equity Shares through a QIP to QIBs as defined in SEBI ICDR Regulations or private placement or rights issue or public issue or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law. The issue of Equity Shares may be consummated in one or more tranches at such time or times in such manner and on such terms and conditions as the Board may in its absolute discretion decide, taking into consideration, prevailing market conditions and other relevant factors and wherever necessary in consultation with advisors, book running lead managers, underwriters and such other authority or authorities as may be necessary and subject to, as applicable, the SEBI ICDR Regulations and other applicable guidelines, notifications, rules and regulations, each as amended. The Board notes that the raising of funds through Equity Shares will also assist the Company towards meeting its MPS in accordance with Rule 19(2) of the Securities Contracts (Regulation) Rules, 1957.

In case of a QIP, the "Relevant Date" will be the date when the Board decides to open the Issue for subscription or any other date in accordance with applicable law. In case of other type of issuance, relevant date shall be as per applicable law.

Pursuant to Sections 23, 42, 62, 179 and other applicable provisions of the Companies Act, 2013 (the '**Act**'), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), the SEBI ICDR Regulations and any other law, approval of the Members is required to be obtained by way of a Special Resolution.

Therefore, consent of the Members is being sought by way of a Special Resolution, through this Postal Ballot, pursuant to applicable provisions of the Act, the SEBI ICDR Regulations and any other law for the time being in force and being applicable.

The Special Resolution also seeks to give the Board, powers to issue Equity Shares in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s)

including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit.

The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board in its sole discretion considering prevailing market conditions, practices and in accordance with the applicable laws and other relevant factors, in consultation with the advisor(s), lead manager(s), underwriter(s) and such other authority or authorities as may be necessary.

The Company has disclosed all the related information and to the best of understanding of the Board of Directors, no other information and facts are required to be disclosed that may enable Members to understand the meaning, scope and implications of the Item No. 2 of the Notice, and to take decision thereon.

If a QIP is undertaken, as part of the Issue, in terms of Chapter VI of SEBI ICDR Regulations, the promoters or any person related to the promoters will not subscribe to the QIP.

The detailed terms and conditions for the offering will be determined in consultation with the advisor(s), lead manager(s), merchant bankers, underwriter(s) and such other authority or authorities as may be required, considering the prevailing market conditions and other regulatory requirements for different kinds of issuances. The allotment of the Equity Shares pursuant to the Issue shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event a QIP is undertaken, the allotment shall be completed within 365 days from the date of this resolution.

The Board of Directors of the Company believes that the proposed fund raise is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

None of the Directors, Promoters and Key Managerial Personnel of the Company or their relatives, except (a) to the extent of their shareholding entitlements, or (b) to the extent of Equity Shares that may be subscribed by the companies/ institutions in which they are directors or Members, if any, is concerned or interested financially or otherwise, in the Resolution set out at Item No. 2 of the Notice.

Date: 20th February, 2026
Place: Mumbai

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

Registered Office:

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

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

Annexure A

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. Kartick Maheshwari |
| DIN | 07969734 |
| Category/Designation | Independent Director |
| Nationality | Indian |
| Age | 45 Years |
| Date of Birth | 15/02/1981 |
| Qualification | Graduate from the National Law School of India University, Bangalore (BA, LLB Hons) and Masters from the University of Pennsylvania Law School (LLM) |
| Experience/brief profile/ nature of expertise in specific functional areas | <p>He is a senior partner at Khaitan & Co. and has been practicing for 20+ years (with a focus on corporate law and bankruptcy). He routinely advises financial sponsors, sovereign wealth funds, family offices and corporate clients in a range of matters – particularly joint ventures, minority investments / growth equity, buyouts, restructuring and commercial contracting in the healthcare, financial services, infrastructure, technology and consumer sectors.</p> <p>He practiced at a leading US law firm (White & Case) before joining Khaitan & Co in the year 2014. He works with several international businesses and financial institutions on their strategic arrangements and investments in India.</p> <p>He has received several professional recognitions, and recent accolades including 40 under 40 for 2019 (Asia Legal Business – Thomson Reuters), Private Equity Lawyer of the Year (India, 2021) – International Financial Law Review and Up & Coming Private Equity Practitioner (2020) – Chambers.</p> <p>He is a chapter member of Entrepreneurs Organization (EO Bombay Chapter) and Young Presidents' Organization (YPO Bombay Chapter). Further, he serves on the Executive Committee of the Federation of Indian Chambers of Commerce & Industry (FICCI) Maharashtra State Council for 2026.</p> |
| Original date of Appointment / Date of First Appointment on the Board | 20 th February, 2026 |

| | |
|--|---|
| Terms and conditions of appointment / reappointment | Please refer explanatory statement forming part of this Notice. |
| Details of remuneration last drawn & Details of proposed remuneration | He shall be paid remuneration in the form of sitting 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. |
| Shareholding in the Company including shareholding as a beneficial owner | Nil |
| Number of Meeting of the Board attended during F.Y 2025-26* | 1 |
| Directorships held in other Indian Listed Companies as on 20 th February, 2026** | Pradeep Metals Limited |
| Directorships held in other Indian Companies as on 20 th February, 2026** | MJIC Consultancy Private Limited Hubspot India Private Limited |
| Listed entities from which the person has resigned in the past three years | Orient Cement Limited |
| Chairmanship/Membership of the Committees of the Board in other Indian Public Limited Companies including Listed Companies, as on 20 th February, 2026** [C= Chairman] [M= Member] (Only Audit Committee & Stakeholders Relationship Committee considered) | Pradeep Metals Limited Audit Committee – Chairman Nomination and Remuneration Committee- Member Stakeholders Relationship Committee- Member |
| 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 above, forming part of this Notice. |

* Mr. Kartick Maheshwari attended the Board Meeting held on 20th February, 2026, as an invitee and subsequently as a Director post his appointment as an Additional Director, designated as Independent Director of the Company.

**As per disclosure received from the Director.