



Corporate Identification Number (CIN): : L74999MH1994PLC077041
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 **Website:** www.jsw.in

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 is hereby given pursuant to the provisions of Sections 110, 108 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 ('Listing Regulations'), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (collectively the 'MCA Circulars'), that the Resolution as set out hereunder is proposed for approval by the Members of the Company as an Ordinary Resolution by means of Postal Ballot by voting through electronic means ('remote e-voting').

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons / rationale pertaining to the said Resolution is annexed to this Postal Ballot Notice for your consideration and forms a part of this Postal Ballot Notice.

SPECIAL BUSINESS

Appointment of Mr. Parth Jindal as a Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment thereof), Mr. Parth Jindal (DIN: 06404506) who was appointed by the Board of Directors as an Additional Director of the Company with effect from 28th October, 2022 in terms of Section 161 of the Act and Article 116 of the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director (Non-Executive, Non-Independent) of the Company, liable to retire by rotation."

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

By order of the Board of Directors
JSW Energy Limited

Sd/-
Monica Chopra
Company Secretary

Registered Office:

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

Mumbai
28th October, 2022

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the proposed resolution given in this Postal Ballot Notice, the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Clause 1.2.5 of the Secretarial Standard on General Meeting ('SS-2') issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Postal Ballot Notice.
2. The Ministry of Corporate Affairs, Government of India ('MCA') in terms of the General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and Circular No. 20/2021 dated 8th December, 2021 has permitted sending of the Postal Ballot Notice through electronic mode only to those Members whose e-mail addresses are registered with the Company / Depositories as well as communication of assent / dissent by the Members through the remote e-voting system only.

MCA by Circular No. 3/2022 dated 5th May, 2022 has extended the above exemption till 31st December, 2022 and accordingly, in compliance with the applicable provisions of the Act and the said Circulars:

- The Postal Ballot Notice is being sent only by e-mail to those Members whose e-mail addresses are registered with the Company / Depositories; and the physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is dispensed with for this Postal Ballot.
- The communication of assent / dissent of the Members will only take place through the remote e-voting system.

The Postal Ballot Notice is available at the website of the Company at www.jsw.in/investors/energy/jsw-energy-fy-2022-23-corporate-governance-shareholders-meetings, on the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of KFin Technologies Limited ('KFin') (the Registrar and Share Transfer Agent and the agency engaged for providing e-voting facility) at www.kfintech.com.

3. Shareholders whose e-mail address is not registered with the Company/Depositories, and in consequence this Notice of Postal Ballot could not be served, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, KFin Technologies Limited, by clicking the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> and following the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholders may write to einward.ris@kfintech.com.
4. Corporate Members are entitled to appoint authorized representatives to vote on their behalf on the Resolution proposed in this Postal Ballot Notice. 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. The scanned image of the above documents should be in the naming format 'JSW Energy Limited – EVEN 7080'.
5. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement will be made accessible for inspection through electronic mode, from the date of dispatch of this notice upto the last date for e-voting, i.e., Thursday, 22nd December, 2022, on the website of the Company www.jsw.in.
6. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circulars, Members are 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.
7. 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 9th 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 Depositories / DPs 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.

8. 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.
9. The remote e-voting facility will be available during the following period: Commencement of remote e-voting: 9:00 a.m. (IST) on Wednesday, 23rd November, 2022; End of remote e-voting: 5:00 p.m. (IST) on Thursday, 22nd December, 2022. The 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.
10. The Board of Directors of the Company has appointed Mr. Shreyans Jain, Proprietor of Shreyans Jain & Co., Company Secretaries (Membership Number: FCS 8519), as the Scrutiniser to scrutinise the Postal Ballot process and the remote e-voting in a fair and transparent manner and he has communicated his willingness to be appointed.
11. 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-2022-23-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.
12. 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. Thursday, 22nd December, 2022.
13. 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 Resolution proposed to be passed through the Postal Ballot by remote e-voting is Friday, 18th November, 2022. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purposes only.
14. 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 Ordinary Resolution, in accordance with the process specified in this Postal Ballot Notice.
15. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
16. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Information and Other Instructions relating to Remote E-Voting:

17. The detailed process and manner for remote e-voting are explained herein below:
 - (l) **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
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. URL: https://eservices.nsd.com II. Click on the “Beneficial Owner” icon 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 the link against JSW Energy Limited 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link: https://eservices.nsd.com Select “Register Online for IDeAS” or click on the link https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. URL: https://www.evoting.nsd.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. <p>Shareholders/Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code given below for seamless voting experience.</p> <p>   </p> <div style="display: flex; justify-content: space-around;">   </div>	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with user id and password. IV. Option will be made available to reach e-Voting page without any further authentication. V. 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/myeasi/Registration/EasiRegistration II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none"> I. URL: www.cdslindia.com II. Provide demat Account Number and PAN No. III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. <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>

(b) **Method of Login for individual Shareholders holding the 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 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, toll free numbers: 1800 1020 990 / 1800 22 44 30; or CDSL - Email: helpdesk.evoting@cdslindia.com, phone numbers: 022- 23058738 / 022-23058542-43.

(II) **Method of Login for Institutional Shareholders and Shareholders holding securities in Physical form:**

- (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 (0-9) 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.

E-voting Procedure

- (i) 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.
- (ii) Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- (iii) 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.

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 download section of <https://evoting.kfintech.com> (KFin Website) or contact Ms. Sheetal Doba – Manager Corporate Registry, at evoting@kfintech.com or call KFin's toll free No. 1800-309-4001 for any further clarifications.

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

Appointment of Mr. Parth Jindal as a Director of the Company

Based on the recommendation of the Compensation and Nomination & Remuneration Committee (CNRC), the Board of Directors at its meeting held on 28th October, 2022, appointed Mr. Parth Jindal (DIN:06404506) as an Additional Director of the Company with effect from 28th October, 2022 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 116 of the Articles of Association of the Company.

Mr. Parth Jindal, aged 32 years, earned his MBA from Harvard Business School in 2016 and his Bachelor of Arts in Economics and Political Science from Brown University in 2012. Mr. Parth Jindal joined the \$22 Bn JSW Group in 2012, prior to which he spent 2 years working abroad, starting with a hedge fund in New York before spending considerable time in Japan working for JFE Steel (JV Partners of JSW Steel Limited) learning the nuances of manufacturing and sales of auto grade steel.

Upon joining the JSW Group, Mr. Parth Jindal was appointed as an Economic Analyst within the Group's Corporate Strategy team to lead all strategic projects. He was instrumental in devising a new retail strategy for JSW Steel Limited and additionally took up the challenging task of turning around some of JSW Group's loss-making entities where he continues to remain involved namely, JSW Cement Limited and JSW Steel USA.

Presently, Mr. Parth Jindal is the Managing Director of JSW Cement Limited (currently a \$600 Mn organisation with 17 MTPA capacity and is being steered towards 25 MTPA capacity expected by 2024), Managing Director of JSW Paints Private Limited (launched in May 2019, the only company in India that offers "Any Colour, one Price"), Founder of JSW Sports Private Limited that owns and manages Indian Super League (ISL) 2018-19 Champions Bengaluru FC, Pro-Kabaddi League team Haryana Steelers and is the Chairman and Co-Owner of the Indian Premier League (IPL) team Delhi Capitals. Mr. Parth Jindal is also the Founder of Inspire Institute of Sports (a visionary project to elevate India's Olympic caliber) and Director of JSW Sports Ventures Private Limited.

Under his stewardship, JSW Sports Private Limited was honored with the "Rashtriya Khel Protsahan Puruskar 2018", by the President of India, for Encouragement to Sports through Corporate Social Responsibility. He is the youngest Business Leader on the '2019 Economic Times 40 under Forty' list, 'GQ's 50 Most Influential Young Indians for 2018' and felicitated by News24 as 2018 Youth Icon for his contribution to the Nation. In his capacity as Director Bengaluru FC, Mr. Parth was elected unopposed as Vice President of the Western India Football Association.

At the JSW Group level, Mr. Parth Jindal continues to lead and provide direction to the Human Resources and Information Technology functions.

Mr. Parth Jindal is the son of Mr. Sajjan Jindal, Chairman and Managing Director of the Company. Mr. Parth Jindal holds 176,27,225 shares (1.07% of the paid-up share capital) in the Company. He will not be entitled for any payment or remuneration including commission or sitting fees for attending the Board / Committee meetings, wherever he may be appointed as a member by the Board, apart from reimbursement of expenses for attending the Board / Committee / Shareholders meetings.

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. Parth Jindal for the office of Director of the Company. Mr. Parth Jindal has conveyed his consent to act as a Director of the Company. The Company has also received other necessary disclosures and declarations from him.

Mr. Parth Jindal has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act. In the opinion of the Board, Mr. Parth Jindal is a person of integrity and his appointment as a Non-Executive, Non-Independent Director of the Company would be in the best interest of the Company taking into consideration his knowledge, background and expertise in the areas of project execution, strategic planning, governance, human resource, information technology, etc., and rich experience in various prestigious positions at the national and international levels. Mr. Parth Jindal also fulfills the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector it operates in.

As per Section 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), a Director can be appointed subject to approval of the Members by way of a resolution to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought for the appointment of Mr. Parth Jindal as a Director (Non-Executive, Non-Independent) of the Company.

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

Your Directors recommend the said Resolution for approval by the Members by way of an Ordinary Resolution.

Except for Mr. Parth Jindal and Mr. Sajjan Jindal, the Chairman and Managing Director of the Company, being a relative of Mr. Parth Jindal, and their respective 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 Resolution set out in this Postal Ballot Notice.

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

Mumbai
28th October, 2022

Annexure

Pursuant to Regulation 36 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 appointed through Postal Ballot process are given below:

Sr. No.	Particulars	
1	Name	Mr. Parth Jindal
2	Category / Designation	Non-Executive, Non-Independent Director
3	Director Identification Number (DIN)	06404506
4	Age	32 years
5	Date of Birth	19 th May, 1990
6	Original Date of Appointment	28 th October, 2022
7	Qualifications	MBA from Harvard Business School in 2016 and Bachelor of Arts in Economics and Political Science from Brown University in 2012
8	Directorship in other Companies along with listed entities from which the person has resigned in the past three years*	JSW Living Private Limited
9	Directorship in other Companies*	1) JSW Cement Limited, Managing Director 2) JSW Paints Private Limited, Managing Director 3) JSW One Distribution Limited 4) Center Court Capital Investment Managers Private Limited 5) MUSO D Innovation Lab Private Limited 6) JSW Bengaluru Football Club Private Limited 7) JSW Recharge Sports Private Limited 8) JSW Sports Ventures Private Limited 9) JSW One Platforms Limited 10) Svamaan Financial Services Private Limited 11) JSW IP Holdings Private Limited 12) JSW GMR Cricket Private Limited
10	Chairmanship / Membership of Committees in other Companies*	NIL
11	Number of Equity Shares held in the Company*	1,76,27,225
12	Number of Equity Shares held in the Company for any other person on a beneficial basis*	100 shares as one of the Trustees of Parth Jindal Family Trust
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	Mr. Parth Jindal is the son of Mr. Sajjan Jindal, the Chairman and Managing Director of the Company. There is no relationship with the other Directors and Key Managerial Personnel of the Company
14	Terms and conditions of appointment or re-appointment	Appointed as a Director (Non-Executive, Non-Independent), liable to retire by rotation
15	Remuneration last drawn, if applicable	Not Applicable
16	Remuneration proposed to be paid	NIL
17	Number of Meetings of the Board attended during the year 2022-23	1 of 1
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 Notice.

*As per disclosures received from the Director.