

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U45200MH2006PLC161268

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCJ6721D

(ii) (a) Name of the company

JSW INFRASTRUCTURE LIMITED

(b) Registered office address

JSW Centre, Bandra Kurla Complex Bandra (East) NA
Mumbai
Mumbai City
Maharashtra
400051

(c) *e-mail ID of the company

infra.secretarial@jsw.in

(d) *Telephone number with STD code

02242861000

(e) Website

www.jsw.in

(iii) Date of Incorporation

21/04/2006

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes No

(vi) *Whether shares listed on recognized Stock Exchange(s)

Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE LIMITED	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 06/09/2023

(b) Due date of AGM 30/09/2023

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	H	Transport and storage	H5	Services incidental to land, water & air transportation	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 16

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	JSW JAIGARH PORT LIMITED	U45205MH2007PLC166784	Subsidiary	100
2	SOUTH WEST PORT LIMITED	U45203GA1997PLC002369	Subsidiary	90

3	JSW SHIPYARD PRIVATE LIMITED	U63032MH2008PTC177642	Subsidiary	100
4	NANDGAON PORT PRIVATE LIMITED	U93030MH2011PTC224380	Subsidiary	100
5	JSW DHARAMTAR PORT PRIVATE LIMITED	U93030MH2012PTC236083	Subsidiary	100
6	JSW MANGALORE CONTAINER TERMINAL PRIVATE LIMITED	U74900GA2014PTC007400	Subsidiary	100
7	MASAD INFRA SERVICES PRIVATE LIMITED	U74120MH2014PTC258571	Subsidiary	100
8	JAIGARH DIGNI RAIL LIMITED	U60232MH2015PLC264711	Subsidiary	63
9	JSW JATADHAR MARINE SERVICES PRIVATE LIMITED	U74999MH2015PTC263447	Subsidiary	100
10	JSW PARADIP TERMINAL PRIVATE LIMITED	U74999MH2015PTC262561	Subsidiary	97.4
11	PARADIP EAST QUAY COAL TERMINAL PRIVATE LIMITED	U74999MH2016PTC280001	Subsidiary	97.4
12	SOUTHERN BULK TERMINALS PRIVATE LIMITED	U45201MH2004PTC371204	Subsidiary	100
13	ENNORE BULK TERMINAL PRIVATE LIMITED	U63090GA2014PTC014789	Subsidiary	100
14	ENNORE COAL TERMINAL PRIVATE LIMITED	U63090GA2006PTC014791	Subsidiary	100
15	MANGALORE COAL TERMINAL PRIVATE LIMITED	U63013GA2016PTC014788	Subsidiary	100
16	JSW TERMINAL (MIDDLE EAST)		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	5,166,425,750	2,100,001,567	2,100,001,567	2,100,001,567
Total amount of equity shares (in Rupees)	10,332,851,500	4,200,003,134	4,200,003,134	4,200,003,134

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of equity shares	5,166,425,750	2,100,001,567	2,100,001,567	2,100,001,567
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	10,332,851,500	4,200,003,134	4,200,003,134	4,200,003,134

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	80,000,000	0	0	0
Total amount of preference shares (in rupees)	800,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares	80,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	800,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	0	60,709,992	60709992	607,099,920	607,099,920	
Increase during the year	0	2,039,291,520	2039291575	3,592,903,200	3,592,903,200	618,033,044
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	1,553,297,800	1553297875	3,106,595,700	3,106,595,700	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	2,171,923	2171923	15,719,230	15,719,230	618,033,044
vi. Sweat equity shares allotted	0	0	0	0	0	
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify		483,821,777	483821777	470,588,234	470,588,234	
Sub-division & Initial Public Offer						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	2,100,001,521	2100001567	4,200,003,142	4,200,003,142	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE880J01026

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	62,131,915		
	Face value per share	10		
After split / Consolidation	Number of shares	310,659,575		
	Face value per share	2		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)

Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) * Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
4.95% Senior Secured I	1	29902797389	29,902,797,389	29,902,797,389	29,902,797,389
Total	1		29,902,797,389		29,902,797,389

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

5,315,817,416

(ii) Net worth of the Company

15,103,495,218

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others Trust	1,695,135,390	80.72	0	
	Total	1,695,135,390	80.72	0	0

Total number of shareholders (promoters)

1

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	235,302,637	11.2	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	102,730,410	4.89	0	
10.	Others Trust	66,833,130	3.18	0	

	Total	404,866,177	19.27	0	0
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Total number of shareholders (other than promoters)

206,919

**Total number of shareholders (Promoters+Public/
Other than promoters)**

206,920

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	1	1
Members (other than promoters)	206,919	206,919
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	2	4	2	5	0	0
(i) Non-Independent	2	1	2	1	0	0
(ii) Independent	0	3	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
NIRMAL KUMAR JAIN	00019442	Director	0	
ARUN MAHESHWARI	01380000	Managing Director	0	
LALIT SINGHVI	05335938	Whole-time director	0	
KANTILAL NARANDAS	00019414	Director	0	
AMEETA CHATTERJEE	03010772	Director	0	
GERARD DA CUNHA	00406461	Additional director	0	
AMITABH KUMAR SHAH	06707535	Additional director	0	
GAZAL QURESHI	AACPQ7721L	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
KALYAN COOMAR JENI	01833487	Director	24/02/2023	Cessation
GERARD DA CUNHA	00406461	Additional director	28/03/2023	Appointment
AMITABH KUMAR SHAH	06707535	Additional director	28/03/2023	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

3

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	22/08/2022	7	5	6.92
EXTRA-ORDINARY GENERAL MEETING	28/12/2022	7	6	99.99
EXTRA-ORDINARY GENERAL MEETING	30/09/2022	7	6	99.99

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	17/05/2022	6	6	100
2	30/07/2022	6	6	100
3	29/09/2022	6	4	66.67
4	10/11/2022	6	6	100
5	02/12/2022	6	6	100
6	26/12/2022	6	6	100
7	01/02/2023	6	6	100
8	28/03/2023	7	7	100

C. COMMITTEE MEETINGS

Number of meetings held

29

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	17/05/2022	4	4	100
2	AUDIT COMM	30/07/2022	4	4	100
3	AUDIT COMM	10/11/2022	4	4	100
4	AUDIT COMM	26/12/2022	4	4	100
5	AUDIT COMM	01/02/2023	4	4	100
6	AUDIT COMM	28/03/2023	3	3	100
7	NRC MEETING	17/05/2022	4	4	100
8	NRC MEETING	30/07/2022	4	4	100
9	NRC MEETING	10/11/2022	4	4	100
10	NRC MEETING	26/12/2022	4	4	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	06/09/2023
								(Y/N/NA)
1	NIRMAL KUMAR	8	8	100	19	19	100	Yes
2	ARUN MAHESHWAR	8	7	87.5	13	13	100	Yes
3	LALIT SINGHVI	8	7	87.5	13	13	100	Yes
4	KANTILAL NADEKAR	8	8	100	22	14	63.64	Yes
5	AMEETA CHATTERJEE	8	8	100	19	19	100	Yes
6	GERARD DA SILVA	1	1	100	0	0	0	No
7	AMITABH KUMAR	1	1	100	0	0	0	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ARUN MAHESHWAR	JT. MANAGING	44,933,747	0	0	1,343,916	46,277,663
	Total		44,933,747	0	0	1,343,916	46,277,663

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	LALIT SINGHVI	CHIEF FINANCIAL OFFICER	24,749,257	0	0	757,116	25,506,373
2	GAZAL QURESHI	COMPANY SECRETARY	3,021,042	0	0	115,788	3,136,830
	Total		27,770,299	0	0	872,904	28,643,203

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	NIRMAL KUMAR JAIN	DIRECTOR	0	0	0	540,000	540,000
2	AMEETA CHATTERJEE	DIRECTOR	0	0	0	540,000	540,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	KANTILAL NARANI	DIRECTOR	0	0	0	440,000	440,000
4	KALYAN COOMAR	DIRECTOR	0	0	0	420,000	420,000
5	GERARD DA CUNHA	DIRECTOR	0	0	0	20,000	20,000
6	AMITABH SHARMA	DIRECTOR	0	0	0	20,000	20,000
	Total		0	0	0	1,980,000	1,980,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Meghana Mhatre

Whether associate or fellow

Associate Fellow

Certificate of practice number

7499

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

- 1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
- 2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
Lalit Chandanmal
Singhvi
Date: 2023.11.03
21:11:25 +05'30'

DIN of the director

05335938

To be digitally signed by

GAZAL
QURESHI

- Company Secretary
- Company secretary in practice

Membership number

16843

Certificate of practice number

Attachments

- 1. List of share holders, debenture holders
- 2. Approval letter for extension of AGM;
- 3. Copy of MGT-8;
- 4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

List of Shareholders.pdf
Committee Meetings.pdf
Securities clarification.pdf
Remuneration Clarification.pdf
MGT8_JSWIL_2023.pdf
Clarification note for capital structure.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company