

General information about company

Scrip code	543994
NSE Symbol	JSWINFRA
MSEI Symbol	NA
ISIN	INE880J01026
Name of the entity	JSW INFRASTRUCTURE LIMITED
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory								Textual Information(1)
Whether the listed entity has a Regular Chairperson								Yes
Whether Chairperson is related to MD or CEO								No
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	SAJJAN JINDAL	AADPJ5110D	00017762	Non-Executive - Non Independent Director	Chairperson related to Promoter		05-12-1959
2	Mr	NIRMAL KUMAR JAIN	ADPPJ9711M	00019442	Non-Executive - Independent Director	Not Applicable		03-05-1946
3	Mr	ARUN SITARAM MAHESHWARI	ABQPM5534J	01380000	Executive Director	Not Applicable	CEO-MD	14-10-1969
4	Mr	LALIT CHANDANMAL SINGHVI	AGPPS8035A	05335938	Executive Director	Not Applicable		31-08-1963
5	Mr	KANTILAL NARANDAS PATEL	AIDPP2223M	00019414	Non-Executive - Non Independent Director	Not Applicable		30-05-1951
6	Mrs	AMEETA CHATTERJEE	AADPT6373J	03010772	Non-Executive - Independent Director	Not Applicable		27-12-1972
7	Mr	GERARD EARNEST PAUL DA CUNHA	ACAPD1551B	00406461	Non-Executive - Independent Director	Not Applicable		10-02-1955
8	Mr	AMITABH KUMAR SHARMA	AMGPS9988K	06707535	Non-Executive - Independent Director	Not Applicable		20-05-1971

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active

I. Composition of Board of Directors

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		05-05-2023				2	0	0	0		
2	Yes	30-09-2022	21-04-2006	09-11-2022		70	1	2	7	2		
3	NA		18-04-2019				0	0	0	0		
4	NA		09-11-2017	09-11-2022			0	0	1	0		
5	NA		27-10-2006				2	1	6	0		
6	Yes	05-08-2020	30-03-2015	31-08-2020		102	3	4	8	4		
7	Yes	06-05-2023	28-03-2023			6	0	1	1	0		
8	Yes	06-05-2023	28-03-2023			6	0	1	0	0		

Text Block

Textual Information(1)

Mr. Nirmal Kumar Jain was initially appointed as a Non-Executive Director of the Company on April 21, 2006, He was further designated as an Independent Director on November 09, 2017 for a period of 5 years (first tenure) and subsequently on November 09, 2022 for further period of 5 years (second tenure).

We have not included the details of JSW Infrastructure Limited ("the Company") in the column "No. of directorship held in listed entities" since the Company got listed on October 03, 2023.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03010772	AMEETA CHATTERJEE	Non-Executive - Independent Director	Chairperson	30-03-2015		
2	00019442	NIRMAL KUMAR JAIN	Non-Executive - Independent Director	Member	21-04-2006		
3	00019414	KANTILAL NARANDAS PATEL	Non-Executive - Non Independent Director	Member	27-10-2006		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03010772	AMEETA CHATTERJEE	Non-Executive - Independent Director	Chairperson	30-03-2015		
2	00019442	NIRMAL KUMAR JAIN	Non-Executive - Independent Director	Member	21-04-2006		
3	00019414	KANTILAL NARANDAS PATEL	Non-Executive - Non Independent Director	Member	27-10-2006		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03010772	AMEETA CHATTERJEE	Non-Executive - Independent Director	Chairperson	30-03-2015		
2	00019442	NIRMAL KUMAR JAIN	Non-Executive - Independent Director	Member	21-04-2006		
3	05335938	LALIT CHANDANMAL SINGHVI	Executive Director	Member	09-11-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03010772	AMEETA CHATTERJEE	Non-Executive - Independent Director	Chairperson	30-03-2015		
2	00019442	NIRMAL KUMAR JAIN	Non-Executive - Independent Director	Member	21-04-2006		
3	01380000	ARUN SITARAM MAHESHWARI	Executive Director	Member	18-04-2019		
4	05335938	LALIT CHANDANMAL SINGHVI	Executive Director	Member	09-11-2017		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	03010772	AMEETA CHATTERJEE	Non-Executive - Independent Director	Chairperson	30-03-2015		
2	00019442	NIRMAL KUMAR JAIN	Non-Executive - Independent Director	Member	21-04-2006		
3	00406461	GERARD EARNEST PAUL DA CUNHA	Non-Executive - Independent Director	Member	28-03-2023		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	03010772	AMEETA CHATTERJEE	COMPENSATION COMMITTEE	Non-Executive - Independent Director	Chairperson	
2	00019442	NIRMAL KUMAR JAIN	COMPENSATION COMMITTEE	Non-Executive - Independent Director	Member	
3	06707535	AMITABH KUMAR SHARMA	COMPENSATION COMMITTEE	Non-Executive - Independent Director	Member	

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	05-05-2023				Yes	7	7	4
2	18-05-2023		12		Yes	8	8	4
3		06-07-2023	48		Yes	8	8	4
4		21-07-2023	14		Yes	8	7	4
5		13-09-2023	53		Yes	8	7	4
6		27-09-2023	13		Yes	8	7	4

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	05-05-2023				Yes	3	3	2	0
2	Audit Committee	18-05-2023	12			Yes	3	3	2	0
3	Audit Committee	21-07-2023	63			Yes	3	3	2	0
4	Audit Committee	13-09-2023	53			Yes	3	3	2	0
5	Nomination and remuneration committee	05-05-2023				Yes	3	3	2	0
6	Corporate Social Responsibility Committee	18-05-2023	12			Yes	3	3	3	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	GAZAL QURESHI
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

The requirement to place the Corporate Governance report of the previous quarter before the Board is not applicable since the Company got listed on the stock exchanges on October 03, 2023. The report pertaining to the quarter ended September 30, 2023 is not placed before the Board as the Board Meeting for the quarter ended September 30, 2023 is yet to be convened.

Annexure III

III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	NA	
6	Submission of Annual Secretarial Compliance Report	24A(2)	NA	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
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Annexure III

1	Name of signatory	Gazal Qureshi
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	28455685000.46	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	Guarantee	0	8102682056.36922
Promoter Group or any other entity controlled by them	-	0	0
Directors (including relatives) or any other entity controlled by them	-	0	0

KMPs or any other entity controlled by them	-	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	-	0	0
Promoter Group or any other entity controlled by them	-	0	0
Directors (including relatives) or any other entity controlled by them	-	0	0
KMPs or any other entity controlled by them	-	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.		No	Textual Information(3)
Name	Lalit Singhvi		
Designation	CFO		
Place	Mumbai		
Date	19-10-2023		

Text Block

Textual Information(3)

Not applicable

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Signatory Details

Name of signatory	Gazal Qureshi
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	19-10-2023