

Shah Gupta & Co.

Chartered Accountants

Statement of possible special tax benefits available to the Company, its shareholders, and its material subsidiaries

To,

The Board of Directors

JSW Infrastructure Limited

JSW Centre,

Bandra Kurla Complex, Bandra (East),

Mumbai – 400051,

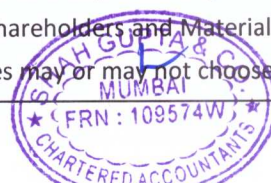
Maharashtra, India

Dear Sir/Madam,

RE: Statement of possible special tax benefits (“the Statement”) available to JSW Infrastructure Limited (“the Company”), its shareholders and material subsidiaries

Sub: Proposed initial public offering of equity shares of face value of ₹ 2 each (the “Equity Shares”) of JSW Infrastructure Limited (“the Company” and such offer, the “Offer”)

We, Shah Gupta & Co., Chartered Accountants, Statutory Auditors of the Company, hereby confirm the enclosed statement in the Annexure prepared and issued by the Company, which provides the possible special tax benefits under direct tax and indirect taxation laws presently in force in India, including the Income-tax Act, 1961 as amended under the Finance Act, 2023 i.e., applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 as amended by the Finance Act 2023, i.e., applicable for the Financial Year 2023-24, Foreign Trade Policy 2015-2020 as extended till 31.03.2023 vide Notification No 37/2015-20 dated 29.09.2022 and Foreign Trade Policy 2023 notified Vide Notification No 01/2023 and shall come into force from April 01, 2023 (collectively the “**Taxation Laws**”), the amendments, rules, regulations, circulars and notifications issued thereon, as applicable to the assessment year 2024-25 relevant to the financial year 2023-24, available to the Company, its shareholders and to its material subsidiaries identified as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, being JSW Jaigarh Port Limited, South West Port Limited, JSW Dharamtar Port Private Limited and Ennore Coal Terminal Private Limited (together the ‘**Material Subsidiaries**’). Based on further discussion with the management, Ennore Coal Terminal Private Limited is additionally identified as a Material Subsidiary considering its revenue from operations exceeds 10% of the Company’s consolidated revenue from operations. Several of these benefits are dependent on the Company, its shareholders and Material Subsidiaries, as the case may be, fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company, its shareholders and Material Subsidiaries to derive the special tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company, its shareholders and Material Subsidiaries face in the future, the Company, its shareholders and Material Subsidiaries may or may not choose to fulfil.



The benefits discussed in the enclosed annexure cover the possible special tax benefits available to the Company, its shareholders and Material subsidiaries (although may not be exhaustive) and the preparation of the contents stated is the responsibility of the Company's management. While the term 'special tax benefits' has not been defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended ('SEBI ICDR Regulations'), for the purpose of this statement, possible special tax benefits which could be available dependent on the Company or its shareholders or its Material Subsidiaries fulfilling the conditions prescribed under the taxation laws are enumerated in the statement. Any benefits under the Taxation Laws other than those specified in the statement are considered to be general tax benefits and therefore not covered within the ambit of this statement. Further, any benefits available under any other laws within or outside India, except for those specifically mentioned in the statement, have not been examined and covered by this Statement.

We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing taxation laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer, particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

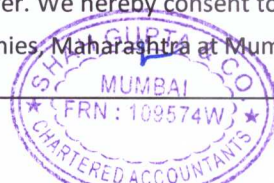
We do not express any opinion or provide any assurance as to whether:

- i) the Company, its shareholders and Material Subsidiaries will continue to obtain these benefits in future;
- ii) the conditions prescribed for availing the benefits have been/would be met with; and
- iii) the revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. We have relied upon the information and documents of the Company and the Material Subsidiaries being true, correct and complete and have not audited or tested them. Our view, under no circumstances, is to be considered as an audit opinion under any regulation or law. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our Firm or any of partners or affiliates, shall not be responsible for any loss, penalties, surcharges, interest or additional tax or any tax or non-tax, monetary or non-monetary, effects or liabilities (consequential, indirect, punitive or incidental) before any authority / otherwise arising from the supply of incorrect or incomplete information of the Company.

We consent to the references to us as "Experts" as defined under Section 2(38) and Section 26 and any other applicable provisions of the Companies Act, 2013 to the extent and in our capacity as the Statutory Auditors of the Company and in respect of this Statement to be included in the in the red herring prospectus, and the prospectus and any other material in connection with the Offer.

This Statement is addressed to Board of Directors and issued at specific request of the Company. The enclosed Annexure to this Statement is intended solely for your information and for inclusion in red herring prospectus, and the prospectus and any other material in connection with the Offer. We hereby consent to the submission of this Statement as may be necessary to SEBI, the Registrar of Companies, Maharashtra at Mumbai ("RoC"), the



relevant stock exchanges, any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

We have conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes (Revised 2016)' issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers until the date when the Equity Shares commence trading on the relevant stock exchanges.

In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the relevant stock exchanges pursuant to the Offer. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents.

For **SHAH GUPTA & Co.,**
Chartered Accountants
Firm Registration No.: 109574W

Vipul K Choksi
Partner
M. No. 037606
UDIN: 23037606BGYEBG5745
Place: Mumbai
Date: September 05, 2023



STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO JSW INFRASTRUCTURE LIMITED, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES UNDER THE APPLICABLE DIRECT AND INDIRECT TAXATION LAWS IN INDIA

Outlined below are the possible special tax benefits available to the Company, its shareholders and its Material Subsidiaries under the Taxation Laws. These possible special tax benefits are dependent on the Company, its shareholders and its material subsidiaries fulfilling the conditions prescribed under the Taxation Laws. Hence, the ability of the Company, its shareholders and its Material Subsidiaries to derive the possible special tax benefits is dependent upon fulfilling such conditions, which are based on business imperatives it faces in the future, it may or may not choose to fulfil.

STATEMENT OF POSSIBLE SPECIAL DIRECT TAX BENEFITS AVAILABLE TO COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARIES

1. Special direct tax benefits available to the Company and its Material Subsidiaries

Direct Taxation Laws:

Deduction under section 80IA of the Income-tax Act, 1961 ('the Act') is available after fulfilling conditions as per the respective provisions of the relevant taxation laws.

Section 80 IA of the Act provides that where the gross total income of an assessee includes any profits and gains derived by an undertaking or an enterprise from any eligible business there shall, in accordance with and subject to the provisions of this section, be allowed, in computing the total income of the assessee, a deduction of an amount equal to hundred per cent of the profits and gains derived from such business for ten consecutive assessment years out of fifteen years beginning from the year in which the undertaking or the enterprise develops and begins to operate any infrastructure facility.

Company and its material subsidiaries eligible for 80 IA deduction:

1. JSW Infrastructure Limited (80IA period ending on March 2026)
2. Dharamtar Port Private Limited (80IA period ending on March 2026)
3. JSW Jaigarh Port Limited (80IA period ending on March 2031)
4. Ennore Coal Terminal Private Limited (80IA period ending on March 2024)

2. Special direct tax benefits available to the shareholders of the Company

As per section 112A of the Act, long-term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 10% (without indexation) of such capital gains subject to fulfilment of prescribed conditions under the Act as well as per Notification No. 60/2018/F.No.370142/9/2017-TPL dated October 01, 2018. It is worthwhile to note that tax shall be levied where such capital gains exceed INR 100,000.

As per section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 15% subject to fulfilment of prescribed conditions under the Act.



STATEMENT OF POSSIBLE SPECIAL INDIRECT TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND MATERIAL SUBSIDIARIES

Based on the various documents and the evidences produced before us, we would like to certify that the Company and its Material Subsidiaries are not availing any special tax benefit under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable, such as concessional tax rate or exemption from tax which is contingent upon fulfilment of conditions nor any other similar special tax benefits.

The shareholders of the Company are also not eligible to any special tax benefits under the provisions of the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, State Goods and Services Tax Act, 2017, Customs Act, 1962, the Customs Tariff Act, 1975 and Foreign Trade Policy 2015-2020, including the amendments, rules, regulations, circulars and notifications issued thereon, as applicable.

NOTES:

- a) The above is as per the current Taxation Laws in force in India.
- b) The above Statement of possible special tax benefits sets out the provisions of Taxation Laws in a summary manner only and is not a complete analysis or listing of all the existing and potential tax consequences of the purchase, ownership and disposal of equity shares of the Company.
- c) The possible special tax benefits are subject to conditions and eligibility which need to be examined for tax implications.
- d) This Statement does not discuss any tax consequences in any country outside India of an investment in the equity shares of the Company. The shareholders / investors in any country outside India are advised to consult their own professional advisors regarding possible income tax consequences that apply to them under the laws of such jurisdiction.

