

Certificate on Basis of Issue Price

Date: September 13, 2023

To,

The Board of Directors
JSW Infrastructure Limited
JSW Centre,
Bandra Kurla Complex,
Bandra (East),
Mumbai – 400051
Maharashtra, India.

JM Financial Limited
7th Floor, Cnergy,
Appasaheb Marathe Marg,
Prabhadevi,
Mumbai - 400 025
Maharashtra, India.

Axis Capital Limited
1st Floor, Axis House
C-2 Wadia International
Centre
Pandurang Budhkar Marg
Mumbai - 400 025
Maharashtra, India.

Credit Suisse Securities (India)
Private Limited
9th Floor, Ceejay House Plot F
Shiv Sagar Estate,
Dr. Annie Besant Road, Worli
Mumbai – 400 018
Maharashtra, India.

DAM Capital Advisors Limited,
One BKC, Tower C, 15th Floor,
Unit no. 1511,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400051
Maharashtra, India.

HSBC Securities and Capital
Markets (India) Private
Limited
52/60 M. G. Road,
Fort,
Mumbai 400001
Maharashtra, India.

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg
Prabhadevi,
Mumbai - 400 025
Maharashtra, India.

Kotak Mahindra Capital Company
Limited
1st Floor, 27 BKC
Plot No. 27, 'G' Block
Bandra Kurla Complex
Bandra (E),
Mumbai – 400051
Maharashtra, India.

SBI Capital Markets Limited
Unit No. 1501, 15th floor, A &
B Wing, Parinee Cresconzo
Building, Plot C- 38, G Block,
Bandra Kurla Complex
Bandra (East),
Mumbai 400051,
Maharashtra, India..

(The aforementioned book running lead managers and any other book running lead managers appointed by the Company are collectively referred to as the "Book Running Lead Managers" or the "BRLMs")

Dear Sir/Madam,

RE: Certificate on Basis of Issue Price (the "Statement")

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 issue, the "Issue")

1. This certificate is issued in accordance with the terms of our engagement letter reference dated December 26, 2022.
2. We, Shah Gupta & Co., Chartered Accountants, Statutory Auditors of the Company, have been informed that the Company has filed the Draft Red Herring Prospectus dated May 9, 2023 with respect to the Issue (the "DRHP") with the Securities and Exchange Board of India ("SEBI"), BSE Limited and National Stock Exchange of India Limited (collectively, the "Stock Exchanges") in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") and proposes to file (i) Red Herring Prospectus with SEBI, the Stock Exchanges and the Registrar of Companies, Maharashtra at Mumbai ("Registrar of Companies" and such Red Herring Prospectus, the "RHP"); (ii) Prospectus with SEBI, the Stock Exchanges and the Registrar of Companies (the "Prospectus"); and (iii) any other documents or materials to be issued in relation to the Issue (collectively with the DRHP, RHP and Prospectus, the "Issue Documents").

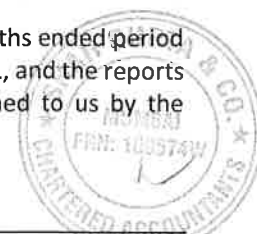
3. We have been requested by the Company to verify and certify on the information given in conclusion paragraph of the certificate in connection with calculation of the basis for Issue price of the Equity Shares in the Issue.

Management's Responsibility

4. The preparation of the information relied on for the purpose of this certificate is the responsibility of the Management of the Company. This responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and presentation of the information, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
5. The Management is also responsible for ensuring that the Company complies with the requirements of the ICDR Regulations in relation to the Issue, Companies Act, 2013 and other applicable laws.

Auditors' Responsibility

6. Pursuant to the requirements, it is our responsibility for the purpose of this certificate, to obtain reasonable assurance and form an opinion that the matters specified in the 'Conclusion' para below are in accordance with the relevant records provided by the Company for our examination.
7. The restated financial statements of the Company and its Subsidiaries for three months ended June 30, 2023 and June 30, 2022, and financial years ended March 31, 2023, 2022 and 2021, have been prepared in accordance with the ICDR Regulations as amended, the Indian Accounting Standards, the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India and Companies Act, 2013, as amended and read with the rules, circulars and notifications issued in relation thereto. These Restated Consolidated Financial Information have been examined by us and on which we have issued our examination report dated July 21, 2023.
 - a. The Restated Consolidated Financial Information as at and for the three months ended June 30, 2023 and June 30, 2022 has been compiled by the management of the Company from the special purpose interim audited consolidated financial statements of the Company and its Subsidiaries as at and for the three months period ended June 30, 2023 and June 30, 2022 (the "**Special Purpose Interim Audited Consolidated Financial Statements**") prepared in accordance with recognition and measurement principles of India Accounting Standard (Ind AS) 34 "Interim Financial Reporting", specified under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meeting held on July 21, 2023. Audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India ('ICAI'). Those Standards require that the auditor plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
 - b. The Restated Consolidated Financial Information of the Company and its Subsidiaries, as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 has been compiled by the management of the Company from the audited consolidated financial statements of the Company and its Subsidiaries as at and for the years ended March 31, 2023, March 31, 2022 and March 31, 2021 prepared in accordance with the Ind AS prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India which have been approved by the Board of Directors at their meetings held on May 18, 2023, May 17, 2022, and May 15, 2021 respectively. Audit of these financial statements was conducted in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards require that the auditor plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
8. For the purpose of this certificate, we have planned and performed the following procedures:
 - a. We have traced the figures from restated financial statements as at and for the three months ended period June 30, 2023 and June 30, 2022, and financial years ended March 31, 2023, 2022 and 2021, and the reports issued thereon and compared the other information from the relevant records furnished to us by the company.



- b. Verified the arithmetical accuracy of the computation prepared by the management for the figures pertaining to Earnings per share, average return on net worth and net asset value per equity share and P/E ratio of the Company.
 - c. Obtained list of industry peers and relevant other information from the management and verified the arithmetic accuracy of the figures computed in the table on the basis of the definitions as stated therein.
9. We have conducted our examination of the information provided by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes 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 the Institute of Chartered Accountants of India.
 10. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Services Engagements.

Conclusion

11. Based on our examination of the restated consolidated financial statements for the three months period ended June 30, 2023 and June 30, 2022, year ended March 31, 2023, 2022 and 2021, procedures as mentioned in paragraph 9 and 10 above, books of account and records and according to the information and explanations given to us, we hereby certify the following:

a. **Basic and diluted Earnings Per Share ("EPS"):**

Fiscal / Financial period	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
2021	1.62	1.62	1
2022	1.82	1.81	2
2023	4.12	4.01	3
Weighted Average	2.94	2.88	-
Three months period ended June 30,2023*	1.78	1.73	-
Three months period ended June 30,2022*	1.06	1.05	

*Not annualised

Notes:

- (1) *Earnings per Equity Share (Basic) = Restated profit for the period/year attributable to the equity holders of the Company/Weighted average number of equity shares outstanding during the period/year. The weighted average number of Equity Shares outstanding during the year is adjusted for treasury shares, bonus issue and sub-division of Equity Shares.*
- (2) *Earnings per Equity Share (Diluted) = Restated profit for the period/year attributable to equity holders of the Company/Weighted average number of equity shares outstanding during the period/year considered for deriving basic earnings per share and the weighted average number of Equity Shares which could have been issued on the conversion of all dilutive potential Equity Shares including the treasury shares held by the Company to satisfy the exercise of the share options by the employees.*
- (3) *Basic EPS and Diluted EPS calculations are in accordance with Indian Accounting Standard 33 'Earnings per Share'.*
- (4) *Pursuant to a resolution of Board of Directors dated December 26, 2022 and the Shareholders resolution dated December 28, 2022, the Company has approved sub-division of equity shares having face value of ₹ 10 each into Equity Shares having face value of ₹ 2 each. Accordingly, the earnings per share has been adjusted for sub-division of shares for the current and previous years presented in accordance with the requirements of Indian Accounting Standard (Ind AS) 33 – Earnings per share.*
- (5) *Pursuant to the Shareholders resolution passed at the EGM held on December 28, 2022, the Company has issued bonus shares in the ratio of 5 equity shares for 1 fully paid equity share having face value of Rs.2 per share. Accordingly, the earnings per Equity Share has been adjusted for the aforementioned bonus issue.*



b. **Return on Net Worth attributable to the owners of the Company ("RoNW") as derived from the Restated Consolidated Financial Information:**

Fiscal	RoNW (%)	Weight
2021	10.29	1
2022	10.21	2
2023	18.80	3
Weighted Average	14.52	-
Three months period ended June 30, 2023*	7.56	-
Three months period ended June 30, 2022*	5.66	-

*Not annualised

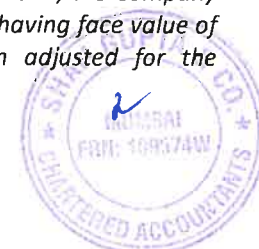
- (1) Net worth has been defined as the aggregate value of the paid-up Equity Share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2021; 2022, 2023 and the three months period ended June 30, 2023 and June 30, 2022 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations, as amended. It excludes NCI.
- (2) Return on Net worth attributable to the owners of the Company (%) = Restated profit for the period/year attributable to equity holders of the parent/ Net worth attributable to the Company as at the end of the period/year. Return on Net worth attributable to the owners of the company is a non-GAAP measure.
- (3) Weighted average = Aggregate of year-wise weighted Return on Net worth attributable to the owners of the Company divided by the aggregate of weights i.e. [(Return on Net worth attributable to the Company x Weight) for each period/year] / [Total of weights]

c. **Net Asset Value ("NAV") per Equity Share as derived from the Restated Consolidated Financial Information:**

Financial Year/Period	NAV per Equity Share (in INR)
As on March 31, 2023	21.88
As on June 30, 2023	23.62

Notes:

- (1) Net Asset Value per Equity Share = Net worth / Weighted average number of equity shares outstanding as at the end of year/period. The weighted average number of equity shares have been adjusted for sub-division of shares, treasury shares and bonus issuance.
- (2) Net worth has been defined as the aggregate value of the paid-up Equity Share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as on March 31, 2021, 2022, 2023 and the three months period ended June 30, 2023 and June 30, 2022 in accordance with Regulation 2(1)(hh) of the SEBI ICDR Regulations, as amended. It excludes NCI.
- (3) Pursuant to a resolution of Board of Directors dated December 26, 2022, and the Shareholders resolution dated December 28, 2022, the Company has approved sub-division of equity shares having face value of ₹ 10 each into Equity Shares having face value of ₹ 2 each. Accordingly, the net asset value per equity share has been adjusted for subdivision of shares for the current and previous years.
- (4) Pursuant to the Shareholders resolution passed at the EGM held on December 28, 2022, the Company has issued bonus shares in the ratio of 5 equity shares for 1 fully paid equity share having face value of Rs.2 per share. Accordingly, the net asset value per equity share has been adjusted for the aforementioned bonus issue.



- d. Based on the receipt of the list of industry peers and relevant other information from the management we confirm the arithmetic accuracy of the figures stated in **Annexure I** to the certificate on the basis of the definitions as stated therein.

Other Matters

12. We confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers based on written intimation received from the management until the date when the Equity Shares allotted and transferred in the Issue commence trading on the relevant stock exchanges. In the absence of receipt of any such communication from the management, Book Running Lead Managers and the legal counsel can assume that there is no change to the above information.
13. All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Issue Documents

Restriction on Use

14. This certificate may be relied upon by the Company, the Book Running Lead Managers, and the legal counsels appointed by the Company and the Book Running Lead Managers in relation to the Issue. We hereby consent to extracts of, or reference to, this certificate being used in Issue Documents. We also consent to the submission of this certificate as may be necessary, SEBI, Stock Exchanges, Registrar of Companies and to any regulatory authority and/or for the records to be maintained by the Book Running Lead Managers in connection with the Issue and in accordance with applicable law.
15. This certificate has been prepared at the request of the Company solely for the purpose of the Issue and it should not be used by any other person or for any other purpose.

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

Vipul K Choksi

Vipul K Choksi
Partner
M. No. 037606



Unique Document Identification Number (UDIN) for this document is: 23037606BGYEBR5718

Place: Mumbai
Date: September 13, 2023

Annexure I

a. Price/Earning ("P/E") ratio in relation to Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	P/E at the lower end of Price Band (no. of times) *	P/E at the higher end of Price Band (no. of times) *
Based on basic EPS for Fiscal [●]	[●]	[●]
Based on diluted EPS for Fiscal [●]	[●]	[●]

*will be populated after finalization of price band

Industry P/E ratio:

Based on the peer company information (excluding the Company) given below in this section:

	P/E Ratio	Name of the company	Face value of equity shares (₹)
Highest	35.95	Adani Ports and Special Economic Zone Limited	2
Lowest	35.95	Adani Ports and Special Economic Zone Limited	2
Average	35.95	Adani Ports and Special Economic Zone Limited	2

Notes:

- (1) The Company has only one listed peer (Adani Ports and SEZ Limited), and thus the industry highest, lowest and average reflects the information of Adani Ports and SEZ Limited.
- (2) P/E Ratio for Adani Ports and SEZ Limited has been computed based on the closing market price of equity shares on NSE as on September 11, 2023 divided by the diluted EPS for the year ended March 31, 2023.

b. Enterprise Value (EV)/ Operating EBITDA Ratio in relation to the Price Band of ₹ [●] to ₹ [●] per Equity Share:

Particulars	EV/ Operating EBITDA Ratio at the lower end of the Price Band (number of times)*	EV/ Operating EBITDA Ratio at the higher end of the Price Band (number of times)*
Based on Operating EBITDA for the year ended March 31, 2023	[●]	[●]

*will be populated after finalization of price band

Industry Enterprise Value (EV)/ Operating EBITDA Ratio

Based on the peer company information (excluding the Company) given below in this section:

Particulars	EV/ Operating EBITDA Ratio
Highest	17.99
Lowest	17.99
Average	17.99

Notes:

The Company has only one listed peer (Adani Ports and SEZ Limited), and thus the industry highest, lowest and average reflects the information of Adani Ports and SEZ Limited.

EV / EBITDA is computed as the market capitalization of Adani Ports and SEZ Limited on NSE on September 11, 2023 plus the net debt of Adani Ports and SEZ Limited as on March 31, 2023, divided by the EBITDA for FY 2022-23.



c. Comparison of Accounting Ratios with Listed Industry Peers

Name of the company	Face value per equity share (₹)	P/ E	EV/Operating EBITDA Ratio	Revenue from operations (in ₹ million)	EPS (Basic) (₹)	EPS (Diluted) (₹)	Net Worth attributable to the owners of the Company (in ₹ million)	RoNW (%)	Net Asset Value per Equity Share (₹)
JSW Infrastructure Limited*	2	[•]#	[•]#	31,947.40	4.12	4.01	39,346.38	18.80	21.88
Listed peers**									
Adani Ports and SEZ Limited	2	35.95	17.99	2,08,519.10	24.58	24.58	4,55,835.80	11.65	211.02

* Financial information of the Company has been derived from the Restated Consolidated Financial Information as at or for the financial year ended March 31, 2023.

To be included in respect of the Company in the Prospectus based on the Issue Price.

**Source for listed peers information included above:

- i. All the financial information for listed industry peer is on a consolidated basis and is sourced from the financial information of such listed industry peer as at and for the year ended March 31, 2023 available on the website of the stock exchanges.
- ii. P/E Ratio for the peer group has been computed based on the closing market price of equity shares on NSE as on September 11, 2023 divided by the diluted EPS for the year ended March 31, 2023.
- iii. EV / Operating EBITDA Ratio is computed as the market capitalization of the respective company on NSE on September 11, 2023 plus the net debt of the respective company as on March 31, 2023, divided by the Operating EBITDA for Fiscal 2023.
- iv. Return on Net worth attributable to the owners of the Company (%) = Restated profit for the period/year attributable to equity holders of the parent/ Net worth attributable to the Company as at the end of the period/year. Return on Net worth attributable to the owners of the company is a non-GAAP measure.
- v. Net Asset Value per Equity Share = Net worth / Weighted average number of equity shares outstanding as at the end of year/period. The weighted average number of equity shares have been adjusted for sub-division of shares, treasury shares and bonus issuance.

