

# Sajjan Jindal

Jindal Villa, 36, Nepean Sea Road, Mumbai - 400 026. Phone : +91 22 69110500, +91 22 23661500

## CONSENT LETTER FROM NON-INDEPENDENT DIRECTOR

Date: 13/09/2023

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 Crescenzo Building, Plot C-38, G  
Block, Bandra Kurla Complex, Bandra  
(East), Mumbai 400 052,  
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")*

**Sub: Proposed initial public offering of equity shares of face value of ₹ 2.00 each (the "Equity Shares") of JSW Infrastructure Limited (the "Company" and such offer, the "Issue")**

Dear Sir/Madam,

I hereby give my consent to my name being included as Chairman and Non-Executive Director in the the Red Herring Prospectus (the "RHP") and the Prospectus (the "Prospectus", collectively with RHP referred to as "Issue Documents"), which the Company intends to file with the Registrar of Companies, Maharashtra at Mumbai (the "RoC") and the Securities and Exchange Board of India ("SEBI") and the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") and in any other Issue-related documents.

I confirm that the information in this letter is true, correct, adequate and not misleading.

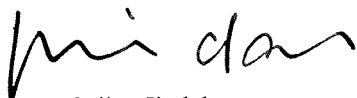
I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of "Material Contracts and Documents for Inspection" in connection with Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/Issue Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP and the Prospectus to be filed in relation to the Issue (collectively, the "Issue Documents") or any other Issue-related material, and 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. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Issue Document.

Sincerely,



**Name:** Sajjan Jindal

**Designation:** Chairman and Non Executive Director

**Date:** 13/09/2023

**Cc:**

**Legal Counsel to the Company as to Indian Law**

**Khaitan & Co.**

One World Center, 10th & 13th Floors,  
Tower 1C, 841 Senapati Bapat Marg,  
Mumbai 400 013, Maharashtra, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**Trilegal**

One World Centre,  
10th floor, Tower 2A & 2B,  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India

**Legal Counsel to the Book Running Lead Managers as to International Law**

**Linklaters Singapore Pte. Ltd**

One George Street #17- 01  
Singapore 049145

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Sub: Proposed initial public offering of equity shares of face value of ₹ 2,00 each (the "Equity Shares") of JSW Infrastructure Limited (the "Company" and such offer, the "Issue")

I hereby give my consent to my name being included as an Independent Director in the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("RoC"), the Securities Exchange Board of India ("SEBI") and and the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") and in any other Issue related documents.

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Sincerely,



Name: Ameeta Chatterjee

Designation: Women Director - Independent Director

Date: 13/09/2023

Cc:

Legal Counsel to the Company as to Indian Law

Khaitan & Co.  
One World Center, 10th & 13th Floors,  
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Dear Sir/Madam,

I hereby give my consent to my name being included as Joint Managing Director & Chief Executive Officer (JMD & CEO) in the the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("RoC"), the Securities Exchange Board of India ("SEBI") and and the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") and in any other Issue related documents.

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Sincerely,



**Name: Arun Sitaram Maheshwari**

**Designation: Joint Managing Director and Chief Executive Officer**

Date: 13/09/2023

Cc:

**Legal Counsel to the Company as to Indian Law**

**Khaitan & Co.**

One World Center, 10th & 13th Floors,  
Tower 1C, 841 Senapati Bapat Marg,  
Mumbai 400 013, Maharashtra, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**Trilegal**

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One George Street #17- 01  
Singapore 049145

## CONSENT LETTER FROM INDEPENDENT DIRECTOR

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Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Issue Documents.

Sincerely,



**Name:** Amitabh Kumar Sharma  
**Designation:** Independent Director  
**Date:** 13/09/2023

Cc:

Legal Counsel to the Company as to Indian Law

Khaitan & Co.  
One World Center, 10th & 13th Floors,  
Tower 1C, 841 Senapati Bapat Marg,  
Mumbai 400 013, Maharashtra, India

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I hereby give my consent to my name being included as an Independent Director in the Red Herring Prospectus (“RHP”) and the prospectus (“Prospectus”) which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai (“RoC”), the Securities Exchange Board of India (“SEBI”) and the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”, and together with BSE, the “Stock Exchanges”) in respect of the Issue.

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Sincerely,



Name: Gerard Earnest Paul Da Cunha

Designation: Independent Director

Date: 13/09/2023

Cc:

Legal Counsel to the Company as to Indian Law

**Khaitan & Co.**

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Dear Sir/Madam,

I hereby give my consent to my name being included as Non-Executive and Non Independent Director in the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("RoC"), the Securities Exchange Board of India ("SEBI") and the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") in respect of the Issue.

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Sincerely,



Name: Kantilal Narandas Patel  
Designation: Non Executive Director  
Date: 13/09/2023

Cc:

**Legal Counsel to the Company as to Indian Law**

**Khaitan & Co.**

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**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 Crescenzo Building, Plot C-38, G  
Block, Bandra Kurla Complex, Bandra  
(East), Mumbai 400 052,  
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")*

**Sub: Proposed initial public offering of equity shares of face value of ₹ 2.00 each (the "Equity Shares") of JSW Infrastructure Limited (the "Company" and such offer, the "Issue")**

Dear Sir/Madam,

I hereby give my consent to my name being included as Director & Chief Financial Officer (Director & CFO), in the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("RoC"), the Securities Exchange Board of India ("SEBI") and the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") in respect of the Issue.

I confirm that the information in this letter is true, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/Issue Closing Date.

This certificate is for information and for inclusion (in part or full) in the DRHP, the RHP and the Prospectus to be filed in relation to the Issue (collectively, the "**Issue Documents**") or any other Issue-related material, and 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. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Issue Document.

Sincerely,



**Name:** Lalit Chandanmal Singhvi

**Designation:** Whole Time Director & Chief Financial Officer

**Date:** 13/09/2023

**Cc:**

**Legal Counsel to the Company as to Indian Law**

**Khaitan & Co.**

One World Center, 10th & 13th Floors,  
Tower 1C, 841 Senapati Bapat Marg,  
Mumbai 400 013, Maharashtra, India

**Legal Counsel to the Book Running Lead Managers as to Indian Law**

**Trilegal**

One World Centre,  
10th floor, Tower 2A & 2B,  
Senapati Bapat Marg, Lower Parel  
Mumbai 400 013  
Maharashtra, India

**Legal Counsel to the Book Running Lead Managers as to International Law**

**Linklaters Singapore Pte. Ltd**

One George Street #17- 01  
Singapore 049145

CONSENT LETTER FROM INDEPENDENT DIRECTOR

Date: 13/09/2023

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**

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Unit No. 1501, 15th floor, A & B Wing,

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Block, Bandra Kurla Complex, Bandra

(East), Mumbai 400 052,

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")*

Sub: Proposed initial public offering of equity shares of face value of ₹ 2.00 each (the "Equity Shares") of JSW Infrastructure Limited (the "Company" and such offer, the "Issue")

I hereby give my consent to my name being included as a Vice-Chairman – Independent Director in the Red Herring Prospectus ("RHP") and the prospectus ("Prospectus") which the Company intends to file with Registrar of Companies, Maharashtra at Mumbai ("RoC"), the Securities Exchange Board of India ("SEBI") and the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE", and together with BSE, the "Stock Exchanges") and in any other Issue related documents.

I confirm that the information in this letter is true, correct, adequate and not misleading.

I confirm that I will immediately inform you of any change to the above information in writing until the Equity Shares commence trading on the Stock Exchanges where the Equity Shares are proposed to be listed the Stock Exchanges. In the absence of any such communication, the above information should be taken as updated information until the Equity Shares commence trading on the Stock Exchanges.

I also consent to the inclusion of this letter as a part of "*Material Contracts and Documents for Inspection*" in connection with the Issue, which will be available for public for inspection from date of the filing of the RHP until the Bid/Issue Closing Date.

This certificate is for information and for inclusion (in part or full) in the RHP and the Prospectus to be filed in relation to the Issue (collectively, the "**Issue Documents**") or any other Issue-related material, and 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. I hereby consent to the submission of this certificate as may be necessary to the SEBI, the RoC, the relevant stock exchanges and any other regulatory authority and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Issue Documents.

Sincerely,



Name: Nirmal Kumar Jain  
Designation: Vice-Chairman – Independent Director  
Date: 13/09/2023

Cc:

Legal Counsel to the Company as to Indian Law

Khaitan & Co.  
One World Center, 10th & 13th Floors,  
Tower 1C, 841 Senapati Bapat Marg,  
Mumbai 400 013, Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

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