

7 September 2023

To  
**The Board of Directors**  
**JSW Infrastructure Limited**  
JSW Centre, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

Dear Madam/Sir

**Re: Proposed initial public offering of equity shares (the “Equity Shares”) of JSW Infrastructure Limited (the “Company” and such initial public offering, the “Offer”)**

We hereby consent to act as the Legal Counsel to the Company as to Indian Law and consent to our name being inserted as the ‘Legal Counsel to the Company as to Indian Law’ in the red herring prospectus and the prospectus which the Company intends to file with the Securities and Exchange Board of India (“SEBI”) and the stock exchanges on which the Equity Shares are proposed to be listed (the “Stock Exchanges”) and the Registrar of Companies, Maharashtra at Mumbai (“RoC”).

We hereby authorise you to deliver this letter of consent to SEBI, the RoC, the Stock Exchanges or any other regulatory authority, as may be required, pursuant to the applicable provisions of the Companies Act, 2013.

The following details with respect to us may be disclosed:

**Khaitan & Co**  
10<sup>th</sup> & 13<sup>th</sup> Floors, Tower 1C  
One World Centre  
841, Senapati Bapat Marg  
Mumbai 400 013  
Maharashtra, India  
Tel: +91 22 6636 5000

Yours faithfully  
**For Khaitan & Co**



**Partner**

**CC:**

**JM Financial Limited**

7<sup>th</sup> Floor, Cnergy  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**Credit Suisse Securities (India) Private Limited**

9<sup>th</sup> Floor, Ceejay House Plot F  
Shiv Sagar Estate, Dr. Annie Besant Road  
Worli, Mumbai 400 018  
Maharashtra, India

**HSBC Securities and Capital Markets (India)  
Private Limited**

52/60, Mahatma Gandhi Road  
Fort, Mumbai 400 001  
Maharashtra, India

**Kotak Mahindra Capital Company Limited**

1<sup>st</sup> Floor, 27 BKC  
Plot No. C-27, 'G' Block  
Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**Axis Capital Limited**

1<sup>st</sup> Floor, Axis House  
C-2 Wadia International Center  
Pandurang Budhkar Marg  
Worli, Mumbai 400 025  
Maharashtra, India

**DAM Capital Advisors Limited**

One BKC, Tower C, 15<sup>th</sup> Floor  
Unit No. 1511, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India

**ICICI Securities Limited**

ICICI Venture House  
Appasaheb Marathe Marg  
Prabhadevi, Mumbai 400 025  
Maharashtra, India

**SBI Capital Markets Limited**

Unit No. 1501, 15<sup>th</sup> Floor  
A & B Wing, Parinee Crescenzo Building  
Plot C- 38, G Block, Bandra Kurla Complex  
Bandra (East), Mumbai 400 051  
Maharashtra, India