



Registered Office: JSW Centre, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
Telephone: 022-4286 1000 **Fax:** 022-4286 3000 **Email:** jswel.investor@jsw.in **Website:** www.jsw.in
Corporate Identification Number (CIN): : L74999MH1994PLC077041

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, General Circular No. 09/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs ('MCA Circular') for holding general meetings / conducting postal ballot process through e-voting and any other applicable laws, rules and regulations, is hereby given that the Resolution as set out hereunder is proposed as a Special Resolution for approval by the Members of the Company by means of Postal Ballot by voting through electronic means ('remote e-voting') only.

SPECIAL BUSINESS

Re-appointment of Mr. Rajeev Sharma as an Independent Director

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 ('the Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), as amended from time to time, and on the recommendation of the Compensation and Nomination & Remuneration Committee and of the Board of Directors, Mr. Rajeev Sharma (DIN: 00973413), who holds office as an Independent Director up to 23rd March, 2025, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) consecutive years with effect from 24th March, 2025.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution."

By order of the Board of Directors
JSW Energy Limited

Sd/-
Monica Chopra
Company Secretary

Registered Office:

JSW Centre, Bandra Kurla Complex
Bandra (East), Mumbai - 400051

Place: Mumbai

Date: 10th February, 2025

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act, setting out the material facts and reasons in respect of the proposed Resolution is annexed to this Postal Ballot Notice.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment as a Director is furnished as an Annexure to this Postal Ballot Notice.
3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the Listing Regulations and the MCA Circular:
 - This Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Beneficial Owners maintained by the Depositories or in the Register of Members of the Company as on 31st January, 2025 ('cut-off date') and whose e-mail addresses are registered with the Depositories / Company. The manner of voting on the proposed Special Resolution is restricted only to remote e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes will not be sent to the Members for this Postal Ballot.
 - The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of KFin Technologies Limited ('KFin'), the Registrar and Share Transfer Agent. The instructions for remote e-voting are provided in this Postal Ballot Notice.
 - The Postal Ballot Notice can also be accessed from the website of the Company at www.jsw.in/investors/energy/jsw-energy-fy-2024-25-corporate-governance-shareholders-meetings and the websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at www.bseindia.com and National Stock Exchange of India Limited ('NSE') at www.nseindia.com and the website of KFin at www.kfintech.com.
4. Members are requested to carefully read the remote e-voting instructions and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the said instructions.
5. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Special Resolution. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at shreyanscs@gmail.com with a copy marked to KFin at evoting@kfintech.com.
6. All the documents referred to in this Postal Ballot Notice and the accompanying Statement, may be accessed for inspection upon log-in to <https://evoting.kfintech.com/> from the date of dispatch of this Postal Ballot Notice till 12th March, 2025 (last date of remote e-voting).

Information and other instructions relating to remote e-voting:

7. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations and the MCA Circular, Members are being provided with the facility to cast their vote electronically, through the remote e-voting services provided by KFin, on the Special Resolution set forth in this Postal Ballot Notice. The instructions for remote e-voting are given below.
8. In order to increase the efficiency of the voting process and pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, all individual shareholders holding shares in demat mode can now cast their vote by way of a single login credential, through either their demat accounts / websites of the Depositories / Depository Participants thereby not only facilitating seamless authentication but also ease and convenience of participating in the e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access this facility.
9. The details about User ID and Password, instructions and other information relating to remote e-voting are given in this Postal Ballot Notice.


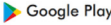


10. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: **9.00 a. m. (IST) on Tuesday, 11th February, 2025**
End of remote e-voting: **5.00 p.m. (IST) on Wednesday, 12th March, 2025**

Remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period.

11. The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared, along with the Scrutiniser's Report, will be placed on the website of the Company at the link <https://www.jsw.in/investors/energy/jsw-energy-fy-2024-25-corporate-governance-shareholders-meetings> and on the website of KFin at <https://evoting.kfintech.com>. The results shall be communicated to the Stock Exchanges simultaneously.
12. Subject to receipt of the requisite number of votes, the Resolution shall be deemed to have been passed on the last date of remote e-voting i.e. 12th March, 2025. Further, a resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
13. The cut-off date for Members to whom this Postal Ballot Notice is being sent and the Members who are eligible to exercise their right to vote on the Special Resolution set forth in this Postal Ballot Notice is 31st January, 2025.
14. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Special Resolution, in accordance with the process specified in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.
15. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
16. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
17. The detailed process and manner for remote e-voting are explained herein below:

(l) **E-Voting procedure for Individual Shareholders holding securities in Demat:**

(a) **Method of log-in for individual Shareholders holding the securities in demat mode directly from the website of Depositories:**

NSDL	CDSL
<p>1. User already registered for IDEaS facility:</p> <ol style="list-style-type: none">I. URL: https://eservices.nsd.comII. Click on the "Beneficial Owner" icon under 'IDEaS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting".IV. Click on the link against JSW Energy Limited or e-Voting service provider "KFinTech" and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDEaS e-Services</p> <ol style="list-style-type: none">I. To register click on the link: https://eservices.nsd.com Select "Register Online for IDEaS" or click on the link https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspII. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none">I. URL: https://www.evoting.nsd.com/II. Click on the icon "Login" which is available under 'Shareholder/Member' section.III. Enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. <p>Click on JSW Energy Limited or e-Voting service provider name "KFinTech" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>Shareholders/Members can also download NSDL Mobile App 'NSDL Speede' facility by scanning the QR code given below for seamless voting experience.</p> <p> </p> <div style="display: flex; justify-content: space-around;"></div>	<p>1. Existing user who has opted for Easi / Easiest</p> <ol style="list-style-type: none">I. URL:https://web.cdslindia.com/myeasinew/home/login/ or URL: www.cdslindia.comII. Click on New System MyeasiIII. Login with user id and password.IV. Option will be made available to reach e-Voting page without any further authentication.V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none">I. Option to register is available at https://web.cdslindia.com/myeasinew/Registration/EasiRegistration/II. Proceed with completing the required fields. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none">I. URL: www.cdslindia.comII. Provide Demat Account Number and PAN.III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the Demat Account. <p>After successful authentication, user will be provided links for the respective E-voting Service Provider (ESP) where the e-Voting is in progress.</p>

(b) **Method of Login for individual Shareholders holding securities in demat mode through their Depository Participants.**

Members can also login using the login credentials of their demat account through a Depository Participant registered with NSDL/ CDSL for e-Voting facility. Once logged in, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/CDSL Depository site after successful authentication. Click on JSW Energy Limited or e-Voting service provider name "KFinTech" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Members who are unable to retrieve their User ID / Password are advised to use Forgot User ID and Forgot Password option available at the above mentioned website.

Members facing any technical issue in login can contact the helpdesk of the respective Depositories by sending a request on the following email addresses or contact on the following phone numbers NSDL - Email: evoting@nsdl.co.in, toll free numbers: 1800 1020 990 / 1800 22 44 30; or Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-2305 8763/ 8738/ 8542/ 8543 or Toll free no. -1800 22 55 33

(II) **E-Voting procedure for Institutional Shareholders and Shareholders holding securities in Physical form:**

- i. The details of the process and manner of remote e-voting are given below:
 - a. Initial password is provided in the body of the email.
 - b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
 - c. Enter the login credentials i.e. User ID and password mentioned in your email. Your Folio No./ DP ID Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your votes.
- (ii) After entering the details appropriately, click on LOGIN.
- (iii) You will reach the password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (09) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) You need to login again with the new credentials.
- (v) On successful login, the system will prompt you to select the EVENT i.e. **JSW Energy Limited**
- (vi) On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/ 'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- vii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- viii. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- ix. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/JPG format) of a certified true copy of the relevant board resolution / authority letter etc. together with the attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through e-mail at shreyanscs@gmail.com and may also upload the same in the e-voting module in their login. The scanned image of the above documents should be in the naming format 'CLIENT EVENT No.'

Query / Grievance: In case of any query and/or grievance, in respect of remote e-voting, Members may refer to the Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.kfintech.com> (Kfintech Website) or contact Mr. Premkumar Maruturi – Senior Manager Corporate Registry, at evoting@kfintech.com or call Kfintech's toll free No. 1800-309-4001 for any further clarifications.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard – 2 on General Meetings and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Re-appointment of Mr. Rajeev Sharma as an Independent Director

The Members of the Company at the 28th Annual General Meeting held on 14th June, 2022 had approved the appointment Mr. Rajeev Sharma (DIN: 00973413) as an Independent Director of the Company for a period of 3 consecutive years from 24th March, 2022 to 23rd March, 2025. Accordingly, his term as an Independent Director will be ending on 23rd March, 2025.

The Compensation and Nomination & Remuneration Committee ("CNRC") of the Board of Directors at its meeting held on 27th January, 2025, on the basis of his performance evaluation as summarised below, has recommended the re-appointment of Mr. Sharma as an Independent Director of the Company for a second term of 5 consecutive years with effect from 24th March, 2025.

Performance evaluation summary:

Pursuant to the performance evaluation of Mr. Sharma and considering the contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company.

Mr. Rajeev Sharma is a Bachelor of Electrical Engineering, Master's in Engineering from University of Roorkee and Masters in Business Administration (MBA) from University of Delhi. Mr. Sharma has more than 37 years of experience across the power sector value chain as acquired during his association with Energy Efficiency Services Limited, Power Finance Corporation Limited, Rural Electrification Corporation Limited, Power Grid Corporation of India Limited and Ministry of Power & Central Electricity Authority.

Mr. Sharma has more than 13 years of experience at the Board level, with more than 8 years as a Chairman and Managing Director. Mr. Sharma has strong technical and financial expertise in the power sector given his varied experience in implementing, monitoring and stress resolution of projects / schemes including implementing power sector reforms as well as appraisal and fund raising. Mr. Sharma was adjudged the BEST CEO in PSU category by Business Today in February 2016. Mr. Sharma is also a director on the Board of other reputed companies.

The Company has received a declaration from Mr. Sharma confirming that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Sharma for the office of Director of the Company. Mr. Sharma has conveyed his consent to act as an Independent Director of the Company for the second term. The Company has also received other necessary disclosures and declarations from Mr. Sharma including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. Mr. Sharma has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Sharma fulfils the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector that it operates in.

The Board of Directors, at its Meeting held on 28th January, 2025, based on the recommendation of the CNRC, was of the opinion that given the knowledge, background, experience and significant contribution made by Mr. Sharma, it would be in the best interest of the Company to re-appoint Mr. Sharma as an Independent Director of the Company as his continued association would be beneficial to the Company in providing relevant skill-set focus to the composition of the Board. In the opinion of the Board, Mr. Rajeev Sharma fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

In view of the same, the Board of Directors has recommended the re-appointment of Mr. Sharma as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 24th March, 2025 to 23rd March, 2030.

Accordingly, it is proposed to re-appoint Mr. Rajeev Sharma as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years on the Board of the Company.

As per Sections 149, 150 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought for the re-appointment of Mr. Rajeev Sharma as an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days of the Company from the date of circulation of this Postal Ballot Notice until the last date of e-voting and the same is also available on the website of the Company at the link www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.

Your Directors recommend the Resolution for approval by the Members by way of a Special Resolution.

Except Mr. Rajeev Sharma and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

By order of the Board of Directors
JSW Energy Limited
Sd/-
Monica Chopra
Company Secretary

Registered Office :

JSW Centre
Bandra Kurla Complex
Bandra (East), Mumbai - 400051

Place: Mumbai

Date: 10th February, 2025

Annexure

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of the Secretarial Standards -2, the details of the Director proposed to be re-appointed through the Postal Ballot process are given below:

Sr. No.	Particulars	
1	Name	Rajeev Sharma
2	Category / Designation	Independent Director
3	Director Identification Number (DIN)	00973413
4	Age	64 years
5	Date of Birth	1 st June, 1960
6	Original Date of Appointment	24 th March, 2022
7	Qualifications	Bachelor of Electrical Engineering, Masters in Engineering and Masters in Business Administration
8	Name of listed entities from which the person has resigned in the past three years*	NIL
9	Directorship in other Companies*	<ol style="list-style-type: none"> 1. Sarda Energy & Minerals Limited, Independent Director 2. Madhya Bharat Power Corporation Limited, Independent Director 3. Barmer Lignite Mining Company Limited, Independent Director 4. Polaris Smart Metering Private Limited, Director 5. TP Western Odisha Distribution Limited, Director 6. TP Central Odisha Distribution Limited, Director 7. TP Renewable Microgrid Limited, Director
10	Chairmanship / Membership of Committees in other Companies*	<p>Sarda Energy & Minerals Limited Nomination & Remuneration Committee, Chairman Audit Committee, Member</p> <p>Madhya Bharat Power Corporation Limited Nomination and Remuneration Committee, Chairman</p> <p>Barmer Lignite Mining Company Limited Audit Committee, Chairman Nomination and Remuneration Committee, Member</p> <p>TP Western Odisha Distribution Limited Corporate Social Responsibility Committee, Member</p> <p>TP Central Odisha Distribution Limited Audit Committee, Member</p>
11	Number of Equity Shares held in the Company*	NIL
12	Number of Equity Shares held in the Company for any other person on a beneficial basis*	NIL
13	Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None
14	Terms and conditions of appointment	Re-appointment as an Independent Director not liable to retire by rotation for second term of 5 consecutive years with effect from 24 th March, 2025
15	Remuneration last drawn (in FY 2023-24), if applicable	Sitting Fee: Rs. 3.40 Lakhs Commission: Rs. 23.50 Lakhs

16	Remuneration proposed to be paid	Sitting fees and commission in accordance with the provisions of the Companies Act, 2013
17	Number of Meetings of the Board attended during the year 2024-25	7 of 7
18	Justification for choosing the appointee for appointment as Independent Director	His extensive knowledge and experience across the power sector value chain, strong technical and financial expertise in the power sector given his varied experience of implementing power sector reforms as well as appraisal, funding, monitoring and stress resolution of projects / schemes.
19	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Please refer to the Explanatory Statement forming a part of this Postal Ballot Notice.
20	Brief Resume	
21	Nature of expertise in specific functional areas	

*As per disclosures received from the Director.