

30 May 2024

The Sr. General Manager  
Department of Corporate Services  
BSE Limited  
1<sup>st</sup> Floor, P. J. Towers  
Dalal Street  
Mumbai 400 001

**Ref.: ISIN No. Series I INE165K07019 & Series II INE165K07027**

Dear Sirs

**Sub.: Annual Secretarial Compliance Report for the year ended 31 March 2024**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the Annual Secretarial Compliance Report issued by Mr. Mahesh M. Darji, Practicing Company Secretary, for FY 2023-24.

Kindly note and take on record that the Company is a High Value Debt Listed Company, for which 'Comply or Explain' period has been extended till 31 March 2025. Nevertheless, the Company has obtained the Secretarial Compliance Report and is submitting to the Stock Exchange as a good governance initiative.

This is for your information and records.

Thanking you,

Yours faithfully

**For Jhajjar Power Limited**

**Mitesh Trivedi**  
**Compliance Officer**

**Encl.: As above**

**Jhajjar Power Limited (An Apraava Energy Company)**

**Corporate Office:**

7<sup>th</sup> Floor, Fulcrum, Sahar Road,  
Andheri (East), Mumbai 400 099  
**T:** +91 22 6758 8888  
**F:** +91 22 6758 8811/8833  
**W:** [www.apraava.com](http://www.apraava.com)

**Registered Office:**

Unit No. T-15 B, Salcon Ras Vilas, 3<sup>rd</sup> Floor,  
Plot No. D-1, Saket District Centre, Saket,  
New Delhi 110 017  
**T:** +91 11 6612 0700 **F:** +91 11 6612 0777/0778  
**CIN No.:** U40104DL2008PLC374107

**Plant:**

Village Khanpur, Tehsil Matenhail,  
District Jhajjar, Haryana 124 142  
**T:** +91 1251 270100  
**Fax:** +91 1251 270105

**ANNUAL SECRETARIAL COMPLIANCE REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024:**  
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Board of Directors,  
**Jhajjar Power Limited**  
Unit No. T-15 B, Salcon Ras Vilas,  
3rd Floor, Plot No. D-1, Saket District Centre,  
Saket, New Delhi 110 017


Dear Sir / Madam,

I, Mahesh Darji, Company Secretary in Practice, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Jhajjar Power Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Unit No. T-15 B, Salcon Ras Vilas, 3rd Floor, Plot No. D-1, Saket District Centre, Saket, New Delhi 110 017. The Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and to provide my observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We have examined:

- (a) all documents and records made available to us and explanation provided by **Jhajjar Power Limited** (hereinafter called "the listed entity"),
- (b) the filings / submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report,

30/05/2024  


for the financial year ended **31<sup>st</sup> March, 2024** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (to the extent applicable);
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

and circular / guidelines issued thereunder, and based on the above examination, we hereby report that, during the review period:

(a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below: **(As per "Annexure – A")**.

(b) The Listed entity has taken the following actions to comply with the observations made in previous reports: **(As per "Annexure – B")**

We hereby report that during the review period the compliance status of the listed entity with the following requirements:

30/05/2024  
MAHESH DARJI  
FCS 7175  
CP 7809  
COMPANY SECRETARY

# Maresh M. Darji

Practicing Company Secretary  
B.Com., DBM, LLB, FCS

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<b><u>Secretarial Standard:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	N.A. (Since Secretarial Standard followed by the Company)
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated, as per the regulations/ circulars/ guidelines issued by SEBI.</li></ul>	Yes  Yes	N.A. (Since Complied)
3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website.</li><li>Timely dissemination of the documents/ information under a separate section on the website.</li><li>Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes  Yes  Yes	N.A. (Since Complied)

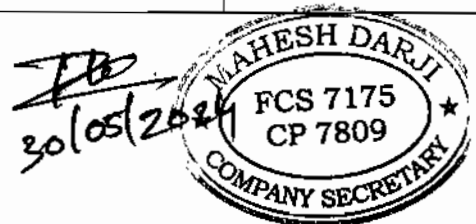
*Maresh M. Darji*  
30/05/2024



# Mahesh M. Darji

Practicing Company Secretary  
B.Com., DBM, LLB, FCS


Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
4.	<b><u>Disqualification of Director:</u></b>  None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	N.A. (Since No Directors are disqualified)
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b>  a) identification of material subsidiary companies  b) Disclosure Requirement of material as well as other subsidiaries.	Yes  N.A.	N.A. (Since Complied)  N.A. (The Company does not have material subsidiary)
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A. (Since Complied)
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	N.A. (Since Complied)



# Maresh M. Darji

Practicing Company Secretary  
B.Com., DBM, LLB, FCS

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
8.	<b><u>Related Party Transactions:</u></b>  a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, Or  b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	Yes  NA	Related party transactions are undertaken with the prior approval
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	N.A.	N.A. (Since the Company is a High Value Debt Listed Entity)
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	N.A.	N.A. (Since the Company is a High Value Debt Listed Entity)
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder, except as	Yes	N.A. (Since Complied)

*MD*  
30/05/2024  


# Mahesh M. Darji

Practicing Company Secretary  
B.Com., DBM, LLB, FCS

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
	provided under separate paragraph herein.		
12	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	N.A.	----- (Since no resignation of Auditor)
13	<b><u>Additional Non-compliances, if any:</u></b>  No additional non-compliances observed for any SEBI regulation/circular/guidance note etc.	Yes	N.A. (since complied)



**Mahesh M. Darji**  
Company Secretary in  
Practice  
FCS: 7175  
CP: 7809  
Peer Review No. 2061/2022



**Place: Mumbai**  
**Date: 30.05.2024**  
**UDIN: F007175F000499106**

This report is to be read with our letter of even date which is annexed as Annexure C and forms an integral part of this report.

# Mahesh M. Darji

Practicing Company Secretary  
B.Com., DBM, LLB, FCS

## “Annexure – A”

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
2.	The listed entity who has listed non-convertible securities issued shall make disclosures as specified in Part B of Schedule III.	Regulation 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015	There was a delay in intimating revision in credit rating u/r 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	None	None	There was a delay of 4 days in intimating revision in credit rating u/r 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	NIL	The company received intimation of revision in credit ratings on 07.06.2023 which the company was required to disclose promptly as required u/r 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 but company disclosed the same on 13.06.2023 with delay of 4 days.	The Company shall due care in intimating the revisions in rating to the stock exchange.	Since the reply is self-explanatory, no further remark is invited.



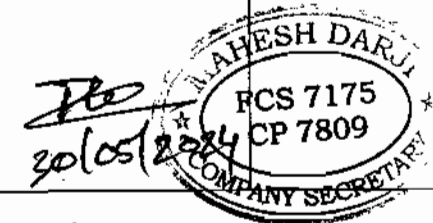
# Mahesh M. Darji

Practicing Company Secretary  
B.Com., DBM, LLB, FCS

## "Annexure – B"

The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks Of the Practicing Company Secretary in the previous report(s) (PCS)	Observations made in the secretarial compliance report for the year ended .... (the Years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	There was inadvertent delay of 4 working days in intimation of record date for payment of interest for the quarter ended 30 June 2021 in respect of the two debt securities having scrip codes 952007 and 952011, under regulation 60(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Subject observation was reported in Secretarial Compliance Report of previous year FY 2022-23	The Company is required to give seven days' advance notice of record date to the stock exchange as required	Fine of Rs. 23,600/- imposed	The Company has paid the fine. The Company shall due care in intimating the record date to the stock exchange.	Since the reply is self-explanatory, no further comments are invited.



**“Annexure C”**

Our report of even date is to be read along with this letter.

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



**Mahesh M. Darji**  
**Company Secretary in Practice**  
**FCS: 7175**  
**CP: 7809**  
**Peer Review No. 2061/2022**

**Place: Mumbai**

**Date: 30.05.2024**

**UDIN: F007175F000499106**

