

18 July 2023

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

**Ref.: Scrip Codes 952007, 952011, 954562 and 959840**

Dear Sirs

**Sub.: Corporate Governance Report for the quarter ended 30 June 2023**

Pursuant to Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI LODR") read with SEBI Circular dated 31 May 2021 bearing ref. no. SEBI/HO/CFD/CMD-2/P/CIR/2021/567, please find enclosed the Report on Corporate Governance for the quarter ended 30 June 2023.

Thanking you,

Yours faithfully  
**For Jhajjar Power Limited**

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

**Encl.: As above**

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

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**CIN No.:** U40104DL2008PLC374107

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**CORPORATE GOVERNANCE REPORT  
FOR QUARTER ENDED 30 June 2023**

(As per SEBI circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31 May 2021)

- Name of the Listed Entity:** Jhajjar Power Limited
- Quarter ended** 30 June 2023

<b>I. COMPOSITION OF BOARD OF DIRECTORS</b>																
<b>Title (Mr./Ms)</b>	<b>Name of Director</b>	<b>PAN\$ and DIN</b>	<b>Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) &amp;</b>	<b>Initial Date of Appointment</b>	<b>Date of Reappointment</b>	<b>Date of Cessation</b>	<b>Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]</b>	<b>Date of passing Special Resolution</b>	<b>Tenure* (in months)</b>	<b>Date of Birth</b>	<b>Whether director is disqualified**</b>	<b>Current Status</b>	<b>No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]</b>	<b>No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]</b>	<b>No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity [Refer Regulation 26(1) of Listing Regulation (s)]</b>	<b>No. of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Rajiv Ranjan Mishra @	00131207	Non-Executive – Non-Independent Director	09 June 2023	--	--	Not Applicable	--	--	01 January 1966	No	Active	1	0	0	0
Mr.	Naveen Munjal	00230313	Non-Executive – Non-Independent Director	07 August 2008	30 July 2020	--	Not Applicable	--	--	05 December 1965	No	Active	1	0	2	1



**I. COMPOSITION OF BOARD OF DIRECTORS**

Title (Mr./Ms)	Name of Director	PAN\$ and DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure* (in months)	Date of Birth	Whether director is disqualified**	Current Status	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directors in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity [Refer Regulation 26(1) of Listing Regulation (s)]	No. of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Samir Ashta	01957618	Non-Executive – Non-Independent Director	13 August 2022	--	--	Not Applicable	--	--	26 June 1964	No	Active	1	0	1	1
Mr.	Bhaskar Bhattacharjee	08309161	Executive – Whole-Time Director	12 August 2022	--	--	Not Applicable	--	--	22 July 1965	No	Active	1	0	1	0
Ms.	Hina Shah	06664927	Non-Executive – Independent Director	08 August 2020	08 July 2022 <sup>#</sup>	--	Yes	08 July 2022	34	22 November 1948	No	Active	2	2	4	1
Ms.	Urvashi Shah	07007362	Non-Executive – Independent Director	08 August 2020	22 September 2020	--	Not Applicable	--	34	19 February 1956	No	Active	3	3	5	0

**WHETHER REGULAR CHAIRPERSON APPOINTED: YES<sup>4</sup>**


I. COMPOSITION OF BOARD OF DIRECTORS																
Title (Mr./Ms)	Name of Director	PAN\$ and DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) &	Initial Date of Appointment	Date of Reappointment	Date of Cessation	Whether Special Resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing Special Resolution	Tenure* (in months)	Date of Birth	Whether director is disqualified**	Current Status	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A(1)]	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity [Refer Regulation 26(1) of Listing Regulation (s)]	No. of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
<b>WHETHER CHAIRPERSON IS RELATED TO MANAGING DIRECTOR OR CEO: NO</b>																
<p>§ As per SEBI circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/567 dated 31 May 2021, PAN details of any director would not be displayed on the website of Stock Exchange, hence not provided here.</p> <p>&amp; Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.</p> <p>* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity, without any cooling off period.</p> <p>**The details pertaining to Start date of disqualification, end date of disqualification and details of disqualification are not mentioned as the same is not applicable.</p> <p># While Dr. Hina Shah was appointed for a tenure of 5 years commencing from 08 August 2020 upto 7 August 2025, in accordance with applicable requirements of SEBI Listing Regulations, approval of the Members of the Company was obtained for continuation of appointment of Dr. Hina Shah beyond the age of 75 years at the Annual General Meeting held on 08 July 2022.</p> <p>@ The tenure of Mr. Rajiv Ranjan Mishra as Managing Director ended on 08 June 2023. He was appointed as an Additional Non-Executive Non-Independent Director of the Company with effect from 09 June 2023.</p>																
<b>Notes:</b>																
<ol style="list-style-type: none"> <li>While calculating directorships in listed entities, only directorships in equity listed companies have been considered in accordance with explanation under Regulation 17A of SEBI Listing Regulations.</li> <li>While calculating the committee positions, both listed and unlisted public companies (including high value debt listed entities) have been considered.</li> <li>Number of memberships in Audit / Stakeholder Committee includes Chairpersonship, wherever applicable.</li> <li>The Board of Directors of the Company, at its Meeting held on 12 August 2022, inter alia, appointed Ms. Urvashi Shah, Independent Director, as the Chairperson of all Meetings of the Board of Directors of the Company.</li> </ol>																



II. COMPOSITION OF COMMITTEES					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/ Executive / Non-Executive/ independent/ Nominee) §	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Dr. Hina Shah 2. Ms. Urvashi Shah 3. Mr. Naveen Munjal	1. Chairperson - Non-Executive - Independent Director 2. Non-Executive – Independent Director 3. Non-Executive- Non-Independent Director	11 February 2022 11 February 2022 11 February 2022	-- -- --
2. Nomination & Remuneration Committee	Yes	1. Dr. Hina Shah 2. Ms. Urvashi Shah 3. Mr. Samir Ashta	1. Chairperson - Non-Executive - Independent Director 2. Non-Executive – Independent Director 4. Non-Executive - Non-Independent Director	12 August 2022 12 August 2022 12 August 2022	-- -- --
3. Risk Management Committee	Yes	1. Mr. Naveen Munjal 2. Ms. Urvashi Shah 3. Mr. Samir Ashta 4. Mr. Bhaskar Bhattacharjee	1. Chairperson - Non-Executive - Non-Independent Director 2. Non-Executive – Independent Director 3. Non-Executive -Non-Independent Director 4. Executive – Whole-Time Director	11 February 2022 12 August 2022 12 August 2022 12 August 2022	-- -- -- --
4. Stakeholders Relationship Committee	Yes	1. Mr. Samir Ashta 2. Mr. Bhaskar Bhattacharjee 3. Dr. Hina Shah	1. Chairperson - Non-Executive – Non-Independent Director 2. Executive – Whole-Time Director 3. Non-Executive – Independent Director	12 August 2022 12 August 2022 12 August 2022	-- -- --
5. Corporate Social Responsibility Committee	Yes	1. Mr. Rajiv Ranjan Mishra 2. Dr. Hina Shah 3. Mr. Bhaskar Bhattacharjee	1. Chairperson – Non-Executive – Non-Independent Director 2. Non-Executive - Independent Director 3. Executive – Whole-Time Director	20 July 2015 08 August 2020 12 August 2022	-- -- --
6. Finance & Treasury Committee*	Yes	1. Mr. Samir Ashta 2. Mr. Naveen Munjal 3. Mr. Bhaskar Bhattacharjee	1. Chairperson – Non-Executive – Non-Independent Director 2. Non-Executive - Non-Independent Director 3. Executive - Whole-Time Director	12 February 2019 12 February 2019 12 August 2022	-- -- --
7. Project Committee	Yes	1. Mr. Naveen Munjal 2. Mr. Bhaskar Bhattacharjee 3. Mr. Samir Ashta	1. Chairperson - Non-Executive - Non-Independent Director 2. Executive – Whole-Time Director 3. Non-Executive - Non-Independent Director	28 August 2009 12 August 2022 12 August 2022	-- -- --

§ Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen  
\* The Funding & Treasury Committee has been renamed as Finance & Treasury Committee at the meeting of the Board of Directors held on 29 May 2023.

III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Directors)	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
13 February 2023	29 May 2023	Yes	6	6	2	104 days



\* to be filled in only for the current quarter meetings

<b>IV. Meeting of Committees</b>						
<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (details)* (Yes/No)</b>	<b>Total Number of Directors in the Committee as on the date of the meeting</b>	<b>Number of Directors Present (All Directors including Independent Directors)*</b>	<b>Number of independent directors present*</b>	<b>Date(s) of meeting of the committee in the previous quarter</b>	<b>Maximum gap between any two consecutive (in number of days)*</b>
<b>Audit Committee</b>						
29 May 2023	Yes	3	3	2	13 February 2023	104 days
<b>Nomination and Remuneration Committee</b>	Yes					
18 April 2023	Yes	3	3	2	--	Not Applicable
29 May 2023	Yes	3	3	2	--	Not Applicable
<b>Risk Management Committee</b>						
29 May 2023	Yes	4	4	1	16 January 2023	132
<b>Stakeholders Relationship Committee</b>						
--	--		--	--	--	Not Applicable
<b>Corporate Social Responsibility Committee</b>						
29 May 2023	Yes	3	3	1	--	Not Applicable
<b>Finance &amp; Treasury Committee</b>						
29 May 2023	Yes	3	2	0	0	Not Applicable
20 June 2023	Yes	3	2	0	0	Not Applicable

\* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional

\*\*to be filled in only for the current quarter meetings



V. RELATED PARTY TRANSACTIONS	
Subject	Compliance Status (Yes/No/NA) Refer note below
Whether prior approval of audit committee obtained	Yes.
Whether shareholder approval obtained for material RPT	Not Applicable, the Company has no material transactions with related parties.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes.
<p>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p>	
<p><b>Note:</b> The Company has no material transactions with related parties.</p>	



VI. AFFIRMATIONS	COMPLIANCE STATUS (YES/NO)
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.	Yes
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a. Audit Committee b. Nomination & Remuneration Committee c. Stakeholders Relationship Committee d. Risk management committee (applicable to the top 100 listed entities)	Yes
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of the board of directors may be mentioned here.  <i><u>The corporate governance report for the quarter ended 31 March 2023 (submitted to the stock exchange on 20 April 2023) was placed before the Board of Directors at their Meeting held on 29 May 2023. This report would be placed at the ensuing Meeting of the Board of Directors of the Company.</u></i>	Yes
6. Any comments / observations / advice of Board of Directors may be mentioned here	Not Applicable

**For Jhajjar Power Limited**

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



**Date: 18 July 2023**  
**Place: Mumbai**

