

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

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

1. **Name of the Listed Entity:** Jhajjar Power Limited
2. **Quarter ended** 30 September 2023

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)
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	0
Mr.	Samir Ashta	01957618	Non-Executive – Non-	13 August 2022	--	--	Not Applicable	--	--	26 June 1964	No	Active	1	0	1	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 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 on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
			Independent Director													
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#	--	Yes	08 July 2022	37	22 November 1948	No	Active	1	1	2	1
Ms.	Urvashi Shah@	07007362	Non-Executive – Independent Director	08 August 2020	22 September 2020	--	Not Applicable	--	37	19 February 1956	No	Active	3	3	5	0

WHETHER REGULAR CHAIRPERSON APPOINTED: YES⁴
WHETHER CHAIRPERSON IS RELATED TO MANAGING DIRECTOR OR CEO: NO

\$ 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.

& 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.



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 on in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
----------------	------------------	---------------	--	-----------------------------	-----------------------	-------------------	---	------------------------------------	---------------------	---------------	------------------------------------	----------------	---	--	--	---

* 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.

**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.

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.

Dr. Hina Shah has resigned as an Independent Director from the Board of Gujarat Pipavav Port Limited w.e.f 30 July 2023.

@Ms. Urvashi Shah has resigned as an Independent Director from the Board of Diamond Power Infrastructure Limited w.e.f. 01 October 2023.

Notes:

1. 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.
2. While calculating the committee positions, both listed and unlisted public companies (including high value debt listed entities) have been considered.
3. Number of memberships in Audit / Stakeholder Committee includes Chairpersonship, wherever applicable.
4. 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.



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 & Sustainability 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 Corporate Social Responsibility Committee renamed to “Corporate Social Responsibility & Sustainability Committee” w.e.f. 10 August 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)
29 May 2023	10 August 2023	Yes	6	5	2	72

* to be filled in only for the current quarter meetings



IV. Meeting of Committees						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes/No)	Total Number of Directors in the Committee as on the date of the meeting	Number of Directors Present (All Directors including Independent Directors)*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)*
Audit Committee						
10 August 2023	Yes	3	3	2	29 May 2023	72
Nomination and Remuneration Committee	Yes					
--	--		--	--	--	Not Applicable
Risk Management Committee						
05 September 2023	Yes	4	3	1	29 May 2023	98
Stakeholders Relationship Committee						
05 September 2023	Yes	3	2	1	--	Not Applicable
Corporate Social Responsibility & Sustainability Committee						
05 September 2023	Yes	3	2	1	29 May 2023	98
Finance & Treasury Committee						
--	--		--	--	--	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>Note: The Company has no material transactions with related parties.</p>	

DETAILS OF CYBER SECURITY INCIDENT	
Subject	Compliance Status (Yes/No/NA)
Whether as per Regulation 27(2) (ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event	Brief details of the event
NA	NA



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>The corporate governance report for the quarter ended 30 June 2023 (submitted to the stock exchange on 18 July 2023) was placed before the Board of Directors at their Meeting held on 10 August 2023. This report would be placed at the ensuing Meeting of the Board of Directors of the Company.</i>	Yes
6. Any comments / observations / advice of Board of Directors may be mentioned here	Not Applicable

VII. HALF YEARLY AFFIRMATIONS	Regulation Number	COMPLIANCE STATUS (YES/NO)
1. Copy of the Annual Report including Balance Sheet, Profit and Loss account, Directors Report, Corporate Governance Report, Business Responsibility Report displayed on website	46(2)	Yes
2. Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3. Presence of Chairperson of the Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
4. Presence of Chairperson of the Stakeholder Relationship Committee at the Annual General Meeting	20(3)	Yes
5. Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes
6. Submission of Annual Secretarial Compliance Report	24A(2)	Yes
7. Whether "Corporate Governance Report" disclosed in Annual Report	34(a) read with para C of Schedule V	Not Applicable

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to: **NOT APPLICABLE**

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	--	--
Promoter Group or any other entity controlled by them	--	--
Directors (including relatives) or any other entity controlled by them	--	--
KMPs or any other entity controlled by them	--	--



(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: **NOT APPLICABLE**

Entity	Type (guarantee, comfort, letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them		--	--
Promoter Group or any other entity controlled by them		--	--
Directors (including relatives) or any other entity controlled by them		--	--
KMPs or any other entity controlled by them		--	--

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: **NOT APPLICABLE**

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		--	--
Promoter Group or any other entity controlled by them		--	--
Directors (including relatives) or any other entity controlled by them		--	--
KMPs or any other entity controlled by them		--	--

II. Affirmations

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. **NOT APPLICABLE**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company ; and

d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.

For Jhajjar Power Limited

Mitesh Trivedi
Compliance Officer



Date: 20 October 2023

Place: Mumbai

