

19 April 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, 954561, 954562 and 959840**

Dear Sirs

**Sub.: Corporate Governance Report for the quarter and year ended 31 March 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 and year ended 31 March 2023.

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.clpgroup.com](http://www.clpgroup.com), [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.:** U40104DL2008SGC374107

**Plant:**

Village Khanpur, Tehsil Matenhail,  
District Jhajjar, Haryana 124 142  
**T:** +91 1251 270100  
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**CORPORATE GOVERNANCE REPORT**  
**FOR QUARTER AND YEAR ENDED 31 March 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 and Year ended** 31 March 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	Executive – Managing Director	07 August 2008	08 June 2018	--	Not Applicable	--	--	01 January 1966	No	Active	0	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	0	0	1	0
Mr.	Samir Ashta	01957618	Non-Executive – Non-	13 August 2022	--	--	Not Applicable	--	--	26 June 1964	No	Active	0	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 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)
			Independent Director													
Mr.	Bhaskar Bhattacharjee	08309161	Executive – Whole-Time Director	12 August 2022	--	--	Not Applicable	--	--	22 July 1965	No	Active	0	0	1	0
Ms.	Hina Shah	06664927	Non-Executive – Independent Director	08 August 2020	08 July 2022 <sup>#</sup>	--	Yes	08 July 2022	31	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	--	31	19 February 1956	No	Active	3	3	4	0

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

**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.*



**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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
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& 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.

\* 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.

**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 Committee	Yes	1. Mr. Rajiv Ranjan Mishra 2. Dr. Hina Shah 3. Mr. Bhaskar Bhattacharjee	1. Chairperson - Executive – Managing Director 2. Non-Executive - Independent Director 3. Executive – Whole-Time Director	20 July 2015 08 August 2020 12 August 2022	-- -- --
6. Funding & 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

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)
11 November 2022	13 February 2023	Yes	6	5	2	94 days

\* 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)*
<b>Audit Committee</b>						
13 February 2023	Yes	3	3	2	11 November 2022	94 days
<b>Nomination and Remuneration Committee</b>						
--	--		--	--	--	Not Applicable
<b>Risk Management Committee</b>						
16 January 2023	Yes	4	3	2	--	Not Applicable
<b>Stakeholders Relationship Committee</b>						
--	--		--	--	--	Not Applicable
<b>Corporate Social Responsibility Committee</b>						
--	--		--	--	--	Not Applicable
<b>Funding &amp; Treasury Committee</b>						
--	--		--	--	--	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. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance Status (Yes/No/NA)	If Status is "No" details of non-compliance may be given here.	Website Address
1	Details of Business	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
3	Composition of various committees of board of directors	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievance	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
11	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
12	Financial results	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
13	Shareholding pattern	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
14	Details of agreements entered into with the media companies and/or their Associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	NA		
18	Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether Company has provided information under separate section on its website as per Regulation 46(2)	NA		
21	Materiality Policy as per Regulation 30	NA		



VI. Disclosure on website in terms of Listing Regulations				
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.apraava.com/investor.html">https://www.apraava.com/investor.html</a>

VII. 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 31 December 2022 (submitted to the stock exchange on 20 January 2023) was placed before the Board of Directors at their Meeting held on 13 February 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

VIII. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	



VIII. Annual Affirmations				
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	No	The Certificate of Compliance Report will be obtained with effect from 31 March 2024.
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	



VIII. Annual Affirmations				
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Sr	Particulars	Compliance Status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

Annexure II		
1	Name of signatory	Mitesh Trivedi
2	Designation	Compliance Officer

**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. **NOT APPLICABLE**

**For Jhajjar Power Limited**

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



**Date: 19 April 2023**  
**Place: Mumbai**

