

19 April 2024

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

Ref.: Scrip Codes 952007, 952011 and 954562

Dear Sirs

Sub.: Corporate Governance Report for the quarter ended 31 March 2024

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 2024.

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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7th Floor, Fulcrum, Sahar Road,
Andheri (East), Mumbai 400 099
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F: +91 22 6758 8811/8833
W: www.apraava.com

Registered Office:
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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

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CORPORATE GOVERNANCE REPORT
FOR QUARTER AND YEAR ENDED 31 March 2024
(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 2024

I. COMPOSITION OF BOARD OF DIRECTORS																	
Title (Mr./Ms)	Name of the 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 [Refer Regulation 17A of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	No. of memberships in Audit/ Stakeholder Committee (s) including this listed entity [Refer Regulation 26(1) of Listing Regulations]	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation
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 the 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 [Refer Regulation 17A of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation
			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	43	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	--	43	19 February 1956	No	Active	2	2	4	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 the 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 [Refer Regulation 17A of Listing Regulations]	No. of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	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)	Reason for Cessation
<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>Notes:</p> <ol style="list-style-type: none"> 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. While calculating the committee positions, both listed and unlisted public companies (including high value debt listed entities) have been considered. Number of memberships in Audit / Stakeholder Committee includes Chairpersonship, wherever applicable. 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. Naveen Munjal 2. Mr. Samir Ashta 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)
09 November 2023	12 February 2024	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)*
Audit Committee						
12 February 2024	Yes	3	3	2	09 November 2023	94 days
Nomination and Remuneration Committee						
26 March 2024	Yes	3	3	2	09 November 2023	137 days
Risk Management Committee						
12 February 2024***	Yes	4	3	1	--	Not Applicable
Stakeholders Relationship Committee						
--	--	--	--	--	--	Not Applicable
Corporate Social Responsibility Committee						
--	--	--	--	--	--	Not Applicable
Finance & Treasury Committee						
--	--	--	--	--	22 December 2023	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.
***The previous Meeting of the Risk Management Committee was held on 05 September 2023 and the gap between two consecutive Meetings was 160 days.

V. DETAILS OF CYBER SECURITY INCIDENTENCE	
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
Other details of cyber security incidence or breaches or loss of data event	NA
Number of cyber security incidence or breaches or loss of data event occurring during the quarter	
Date of the event	Brief details of the event
NA	NA



VI. 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
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>	

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 2023 (submitted to the stock exchange on 20 January 2024) was placed before the Board of Directors at their Meeting held on 12 February 2024. 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. 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		https://www.apraava.com/investor.html
2	Terms and conditions of appointment of independent directors	Yes		https://www.apraava.com/investor.html
3	Composition of various committees of board of directors	Yes		https://www.apraava.com/investor.html
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.apraava.com/investor.html
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.apraava.com/investor.html
6	Criteria of making payments to non-executive directors	Yes		https://www.apraava.com/investor.html
7	Policy on dealing with related party transactions	Yes		https://www.apraava.com/investor.html
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.apraava.com/investor.html
10	Email address for grievance redressal and other relevant details	Yes		https://www.apraava.com/investor.html
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievance	Yes		https://www.apraava.com/investor.html
12	Financial results	Yes		https://www.apraava.com/investor.html
13	Shareholding pattern	Yes		https://www.apraava.com/investor.html
14	Details of agreements entered into with the media companies and/or their Associates	NA		
15.1	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		
15.2	Audio or video recordings and transcripts of post earnings/quarterly calls	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	Yes		https://www.apraava.com/investor.html
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Secretarial Compliance Report	Yes		https://www.apraava.com/investor.html
21	Materiality Policy as per Regulation 30 (4)	NA		



VIII. Disclosure on website in terms of Listing Regulations				
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	NA		
23	Disclosures under regulation 30(8)	NA		
24	Statement of deviation(s) or variations(s) as specified in regulation 32	NA		
25	Dividend Distribution policy as per Regulation 43A(1) (as applicable)	NA		
26	Annual return as provided under Section 92 of the Companies Act, 2013	Yes		https://www.apraava.com/investor.html
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	NA		
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	NA		
29	Disclosures of notes on website in terms of Listing Regulations explanatory	--		

IX. 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(1C), 17(1D) & 17(1E)	Yes	
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	



IX. Annual Affirmations				
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(3A)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	NA	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors & Officers Insurance*	25(10)	NA	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	



IX. Annual Affirmations				
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors**	26(4)	NA	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
<p>*Since we are a High Value Debt Listed entity, we have adopted Directors & Officers Insurance policy for our Independent Directors and our complied with Regulation 25(12). **The Regulation 26(4) has been omitted by the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 with effect from 5.5.2021. Hence, we have mentioned it as Not Applicable.</p>				

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
	<i>The Company does not have any subsidiary hence the same is not applicable.</i>	

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 – The Company has not advanced any loan or any other form of debt to any promoter, promoter group, Directors or KMPs or any entity controlled by them.**

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 2024
Place: Mumbai

