

21 October 2022

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 half-year ended 30 September 2022**

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 half-year ended 30 September 2022.

Thanking you,

Yours faithfully  
**For Jhajjar Power Limited**

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

**Encl.: As above**

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

**Corporate Office:**

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**Registered Office:**

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**T:** +91 11 6612 0700 **F:** +91 11 6612 0777/0778  
**CIN No.:** U40104DL2008SGC374107

**Plant:**

Village Khanpur, Tehsil Matenhail,  
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**CORPORATE GOVERNANCE REPORT**  
**FOR QUARTER AND HALF-YEAR ENDED 30 SEPTEMBER 2022**  
(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 Half-Year ended** 30 September 2022

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	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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajiv Ranjan Mishra	00131207	Executive – Managing Director	07 August 2008	08 June 2018	--	Not Applicable	--	--	01 January 1966	0	0	0	0
Mr.	Naveen Munjal	00230313	Non-Executive – Non-Independent Director	07 August 2008	30 July 2020	--	Not Applicable	--	--	05 December 1965	0	0	1	0
Mr.	Samir Ashta <sup>1</sup>	01957618	Executive - Director	07 August 2008	09 August 2019	12 August 2022	Not Applicable	--	--	26 June 1964	0	0	1	1
Mr.	Samir Ashta <sup>1</sup>	01957618	Non-Executive – Non-Independent Director	13 August 2022	--	--	Not Applicable	--	--	26 June 1964	0	0	1	1



I. COMPOSITION OF BOARD OF DIRECTORS														
Title (Mr./Ms)	Name of Director	PAN <sup>§</sup> and DIN	Category (Chairperson /Executive/ Non-Executive/ independent /Nominee) <sup>&amp;</sup>	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	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 Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Bhaskar Bhattacharjee <sup>2</sup>	06899871	Executive – Whole-Time Director	12 August 2022	--	--	Not Applicable	--	--	22 July 1965	0	0	1	0
Ms.	Hina Shah	06664927	Non-Executive – Independent Director	08 August 2020	08 July 2022	--	Yes	08 July 2022	25	22 November 1948	2	2	4	1
Ms.	Urvashi Shah	07007362	Non-Executive – Independent Director	08 August 2020	22 September 2020	--	Not Applicable	--	25	19 February 1956	3	3	4	0
Mr.	Ian Tuft	06899871	Non-Executive Director- Non-Independent Director	01 April 2014	02 August 2021	12 August 2021	Not Applicable	--	--	10 October 1962	0	0	0	0

**WHETHER REGULAR CHAIRPERSON APPOINTED: YES<sup>3</sup>**

**WHETHER CHAIRPERSON IS RELATED TO MANAGING DIRECTOR OR CEO: NO**

<sup>§</sup> 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.

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

**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.

<sup>1</sup> Mr. Samir Ashta was appointed as a Director and Chief Financial Officer (“CFO”) of the Company with effect from 07 August 2008 and 17 April 2015 respectively. He resigned as the Director and CFO, effective end of day of 12 August 2022. Subsequently, he was appointed as an Additional Director, designated as a Non-Executive Non-Independent Director, effective 13 August 2022. The Shareholders of the Company approved his appointment as a Non-Executive Non-Independent Director on 23 August 2022, liable to retire by rotation.

<sup>2</sup> Mr. Bhaskar Bhattacharjee was appointed as an Additional (Whole-Time) Director, for a period commencing from 12 August 2022 to 31 July 2025. Subsequently, the Shareholders of the Company approved his appointment as a Director and as a Whole-Time Director, for the above period, on 23 August 2022, not liable to retire by rotation.

<sup>3</sup> The Board of Directors of the Company, at its Meeting held on 12 August 2022, inter alia, appointed Ms. Urvashi Shah 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. Naveen Munjal 4. Mr. Samir Ashta	1. Chairperson - Non-Executive - Independent Director 2. Non-Executive – Independent Director 3. Non-Executive - Non-Independent Director 4. Non-Executive - Non-Independent Director	12 August 2022 12 August 2022 11 February 2022 12 August 2022	-- -- 12 August 2022 --
3. Risk Management Committee	Yes	1. Mr. Naveen Munjal 2. Dr. Hina Shah 3. Mr. Rajiv Ranjan Mishra 4. Ms. Urvashi Shah 5. Mr. Samir Ashta 6. Mr. Bhaskar Bhattacharjee	1. Chairperson - Non-Executive - Non-Independent Director 2. Non-Executive – Independent Director 3. Executive – Managing Director 4. Non-Executive – Independent Director 5. Non-Executive Non-Independent Director 6. Executive – Whole-Time Director	11 February 2022 11 February 2022 11 February 2022 12 August 2022 12 August 2022 12 August 2022	-- 12 August 2022 12 August 2022 -- -- --
4. Stakeholders Relationship Committee	Yes	1. Mr. Naveen Munjal 2. Mr. Rajiv Ranjan Mishra 3. Ms. Urvashi Shah 4. Mr. Samir Ashta 5. Mr. Bhaskar Bhattacharjee 6. Dr. Hina Shah	1. Chairperson - Non-Executive – Non-Independent Director 2. Executive – Managing Director 3. Non-Executive – Independent Director 4. Chairperson - Non-Executive – Non-Independent Director 5. Executive – Whole-Time Director 6. Non-Executive – Independent Director	11 February 2022 11 February 2022 11 February 2022 12 August 2022 12 August 2022 12 August 2022	12 August 2022 12 August 2022 12 August 2022 -- -- --
5. Corporate Social Responsibility Committee	Yes	1. Mr. Rajiv Ranjan Mishra 2. Mr. Naveen Munjal 3. Mr. Samir Ashta 4. Dr. Hina Shah 5. Mr. Bhaskar Bhattacharjee	1. Chairperson - Executive – Managing Director 2. Non-Executive - Non-Independent Director 3. Non-Executive – Non-Independent Director 4. Non-Executive - Independent Director 5. Executive – Whole-Time Director	20 July 2015 20 July 2015 20 July 2015 08 August 2020 12 August 2022	-- 12 August 2022 12 August 2022 -- --
6. Funding & Treasury Committee	Yes	1. Mr. Rajiv Ranjan Mishra 2. Mr. Samir Ashta 3. Mr. Naveen Munjal 4. Mr. Bhaskar Bhattacharjee	1. Chairperson - Executive – Managing Director 2. Chairperson – Non-Executive – Non-Independent Director 3. Non-Executive - Non-Independent Director 4. Executive - Whole-Time Director	12 February 2019 12 February 2019* 12 February 2019 12 August 2022	12 August 2022 -- -- --
7. Project Committee	Yes	1. Mr. Rajiv Ranjan Mishra 2. Mr. Naveen Munjal 3. Mr. Ian Tuft 4. Mr. Bhaskar Bhattacharjee 5. Mr. Samir Ashta	1. Chairperson - Executive – Managing Director 2. Chairperson - Non-Executive - Non-Independent Director 3. Non-Executive - Non-Independent Director 4. Executive – Whole-Time Director 5. Non-Executive - Non-Independent Director	28 August 2009 28 August 2009* 01 April 2014 12 August 2022 12 August 2022	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

\* Mr. Samir Ashta was appointed as a Member of the Funding & Treasury Committee effective 12 February 2019 and thereafter as the Chairperson effective 12 August 2022.

\* Mr. Naveen Munjal was appointed as a Member of the Project Committee effective 28 August 2009 and thereafter as the Chairperson effective 12 August 2022.



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*	Number of Directors present*	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
26 May 2022	12 August 2022	Yes	4	2	77 days
<i>* to be filled in only for the current quarter meetings</i>					

IV. Meeting of Committees					
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (Yes/No)	Number of Directors present*	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>					
12 August 2022	Yes	3	2	26 May 2022	77 days
<b>Nomination and Remuneration Committee</b>					
12 August 2022	Yes	3	2	26 May 2022	77 days
<b>Risk Management Committee</b>					
09 September 2022	Yes	4	1	Not Applicable	Not Applicable
<b>Stakeholders Relationship Committee</b>					
09 September 2022	Yes	3	1	Not Applicable	Not Applicable
<b>Corporate Social Responsibility Committee</b>					
09 September 2022	Yes	2	1	26 May 2022	105 days
<b>Funding &amp; Treasury Committee</b>					
30 September 2022	Yes	2	Not Applicable	Not Applicable	Not Applicable
<i>* This information has to be mandatorily given for audit committee, for rest of the committees giving this information is optional</i>					
<i>**to be filled in only for the current quarter meetings</i>					



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.  <u>The corporate governance report for the quarter and half-year ended 30 June 2022 (submitted to the stock exchange on 20 July 2022) was placed before the Board of Directors at their Meeting held on 12 August 2022. This report would be placed at the ensuing Meeting of the Board of Directors of the Company.</u>	Yes
6. Any comments / observations / advice of Board of Directors may be mentioned here	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 Jhajar Power Limited**



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

**Date: 21 October 2022**

**Place: Mumbai**

