

29 May 2023

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

**Ref.: ISIN No. Series I INE165K07019, Series II INE165K07027,
ISIN No. Series II INE165K07043,
ISIN No. Series I INE165K07076.**

Dear Sirs

Sub.: Annual Secretarial Compliance Report for the year ended 31 March 2023

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed, the Annual Secretarial Compliance Report issued by Mr. Mahesh M. Darji, Practicing Company Secretary, for the FY 2022-23.

Kindly note and take on record that the Company is a High Value Debt Listed Company, for which 'Comply or Explain' period has been extended till 31 March 2024. Nevertheless, the Company has obtained the Secretarial Compliance Report and is submitting to the Stock Exchange as a good governance initiative.

This is for your information and records.

Thanking you,

Yours faithfully
For Jhajjar Power Limited


Mitesh Trivedi
Compliance Officer



Encl.: As above

Jhajjar Power Limited (An Apraava Energy Company)

Corporate Office:
7th Floor, Fulcrum, Sahar Road,
Andheri (East), Mumbai 400 099
T: +91 22 6758 8888
F: +91 22 6758 8811/8833
W: www.apraava.com

Registered Office:
Unit No. T-15 B, Salcon Ras Vilas, 3rd 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.: U40104DL2008PLC374107

Plant:
Village Khanpur, Tehsil Matenhail,
District Jhajjar, Haryana 124 142
T: +91 1251 270100
Fax: +91 1251 270105

ANNUAL SECRETARIAL COMPLIANCE REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023:
[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015]

To
The Board of Directors,
Jhajjar Power Limited
Unit No. T-15 B, Salcon Ras Vilas,
3rd Floor, Plot No. D-1, Saket District Centre,
Saket, New Delhi 110 017

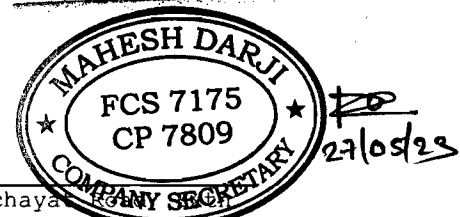
Dear Sir/Madam,

I, Mahesh Darji, Company Secretary in Practice, have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Jhajjar Power Limited** (hereinafter referred as 'the listed entity'), having its Registered Office at Unit No. T-15 B, Salcon Ras Vilas, 3rd Floor, Plot No. D-1, Saket District Centre, Saket, New Delhi 110 017. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter.

We have examined:

- (a) all documents and records made available to us and explanation provided by **Jhajjar Power Limited** (hereinafter called "the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report,



Mahesh M. Darji

Practicing Company Secretary
B.Com., DBM, LLB, FCS

for the financial year ended **31st March, 2023** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:

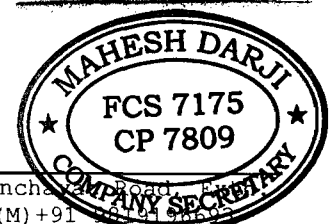
- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (to the extent applicable);
- (e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.

and circular / guidelines issued thereunder.

and based on the above examination, we hereby report that, during the financial year ended **31st March, 2023**:

I. (a) The Company has complied with the provisions of the above Regulations (As was applicable to the Company) and circulars/ guidelines issued thereunder except in respect of matters specified below: **(As per "Annexure – B")**.

(b) The Listed entity has taken the following actions to comply with the observations made in previous reports: **(As per "Annexure – C")**

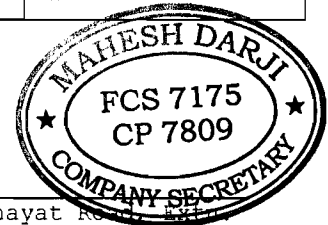


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II. Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor : (N.A. – Since No Resignation of Auditor during Reporting Period)		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	N.A.	N.A. – No Resignation of Auditor during Reporting Period.
2.	Other conditions relating to resignation of statutory auditor : (N.A. – Since No resignation of Auditor during reporting period)		
	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:		



27/10/23

Mahesh M. Darji

Practicing Company Secretary
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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remark by PCS
	<p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the</p>	N.A.	N.A. – No Resignation of Auditor, during Reporting Period.



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
	<p>proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMD1/ 114/ 2019 dated 18th October, 2019.	N.A.	N.A. – No Resignation of Auditor, during Reporting Period.

Based on the examination of the above referred documents and records, and pursuant to Circular Ref. No. NSE/CML/ 2023/21 dated March 16, 2023 issued by National Stock Exchange of India Limited and Notice No. 20230316-14 dated March 16, 2023 issued by BSE Limited, we hereby further report / affirm that, during the review period the compliance status of the listed entity is appended as below:

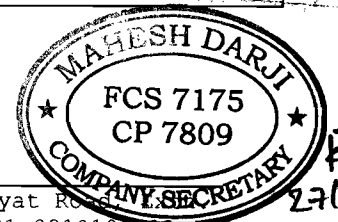
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<u>Secretarial Standard:</u>		



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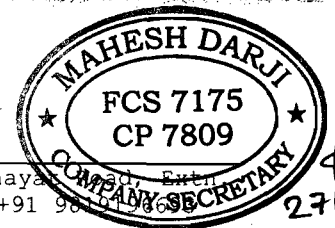
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	N.A. (Since Secretarial Standard followed by the Company)
2.	<u>Adoption and timely updation of the Policies:</u> <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated, as per the regulations/ circulars/ guidelines issued by SEBI.	Yes Yes	N.A. (Since Complied)
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional website.Timely dissemination of the documents/ information under a separate section on the website.Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re-directs to the	Yes Yes Yes	N.A. (Since Complied)



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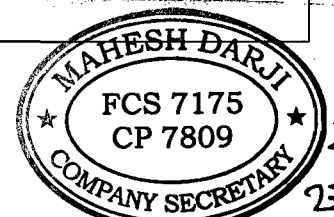
Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
	relevant document(s)/ section of the website.		
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	N.A. (Since No Directors are disqualified)
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> a) identification of material subsidiary companies b) Disclosure Requirement of material as well as other subsidiaries.	Yes N.A.	N.A. (The Company does not have material subsidiary)
6.	<u>Preservation of Documents:</u> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	N.A. (Since Complied)
7.	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial	Yes	N.A. (Since Complied)



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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
	year / during the financial year as prescribed in SEBI Regulations.		
8.	<u>Related Party Transactions:</u> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, Or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	Yes	N.A.
		NA	Related party transactions are taken with the prior approval
9.	<u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	N.A.	N.A. (Since the Company is a High Value Debt Listed Entity)
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	N.A.	N.A. (Since the Company is a High Value Debt Listed Entity)
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u>		



27/05/22

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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
	No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder, except as provided under separate paragraph herein.	Yes	N.A. (Since Complied)
12	Additional Non-compliances, if any: No any additional non-compliance observed for any SEBI regulation/ circular /guidance note etc.	No	N.A

Mahesh M. Darji

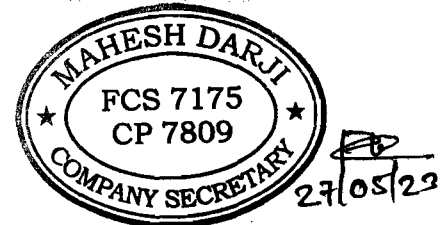
Mahesh M. Darji
Company Secretary in Practice
FCS: 7175
CP: 7809
Peer Review No. 2061/2022

Place: Mumbai

Date: 27.05.2023

UDIN: F007175E000394969

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



“Annexure A”

Our report of even date is to be read along with this letter.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

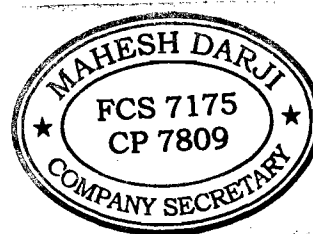


Mahesh M. Darji
Company Secretary in Practice
FCS: 7175
CP: 7809
Peer Review No. 2061/2022

Place: Mumbai

Date: 27.05.2023

UDIN: F007175E000394969



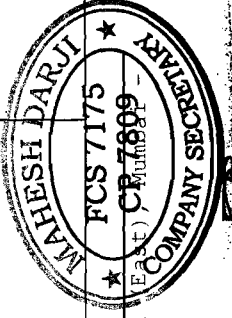
Mahesh M. Darji

Practicing Company Secretary
B.Com., DBM, LLB, FCS

"Annexure – B"

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1.	The Company is required to give seven days advance notice of record date to the stock exchange.	Regulation 60(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements, 2015)	The Company has delayed in giving seven days advance notice of record date for payment of interest of	None	Email Notice	The Company has delayed in giving advance notice of seven days to the stock exchange about a record date for payment of interest on Debt Security.	23,600	There was inadvertent delay of 4 working days in intimation of record date for payment of interest for the quarter ended 30 June 2021 in respect of the two debt securities having scrip codes 952007 and 952011, under regulation 60(2) of SEBI (Listing Obligations and Disclosure Requirements), 2015	The Company shall due care in intimating the record date to the stock exchange.	None



C/o 211, Bldg. No.1, Sona Ddyog Industrial Estate, Parsi Panchayat Road, Extn. of Old Nagardas Road, Andheri
400 069, (M)+91 9819196693