

# Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai 400 001.

July 20, 2023

Dear Sir,

**Sub: Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Compliance Report on Corporate Governance for the quarter ended June 30, 2023**

This has reference to the following Debentures of the Company listed on the Wholesale Debt Market Segment of BSE Limited:

- 20,000 – 8.95% Secured Redeemable Non-Convertible Debentures – PPD 3 (RUPPL- 8.95%-26-04-23-PVT) – ISIN: INE936D07067;
- 20,000 – 9.75% Secured Redeemable Non-Convertible Debentures – PPD 4 (RUP-9.75%-2-8-2024-PVT) – ISIN: INE936D07075;
- 2,750 – Secured Redeemable Non-Convertible Debentures – PPD 5 (Series IX) (RUPPL-7.70%-29-6-23-PVT) – ISIN: INE936D07166; and
- 40,000 – 6.40% Secured Redeemable Non-Convertible Debentures – PPD 6 (JUPPL-6.40%-29-9-26-PVT) – ISIN: INE936D07174.

In terms of Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Compliance Report on Corporate Governance for the quarter ended June 30, 2023.

Please take the same on record.

Thanking you,  
Yours faithfully,

**For Jamnagar Utilities & Power Private Limited**

**Vijay Agarwal**  
**Company Secretary**  
**(ICSI Membership No. F3780)**

**Encl: As above**

# Jamnagar Utilities & Power Private Limited

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## Report on Corporate Governance to be submitted by a listed entity on quarterly basis

1. Name of Listed Entity – Jamnagar Utilities & Power Private Limited
2. Quarter Ending – June 30, 2023

I. Composition of Board of Directors												
Title (Mr. / Ms)	Name of the Director	DIN	Category &	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	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)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No of post in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Satish Parikh	00094560	Non-Executive - Non Independent Director	04-02-2005				12-01-1955	0	0	0	0
Mr.	V. K. Gandhi	00012921	Non-Executive - Non Independent Director	07-01-2002				12-10-1955	0	0	0	0
Mr.	Seetharaman Anantharaman	00178723	Non-Executive - Independent Director	29-05-2017	29-05-2022		73	02-08-1954	0	0	0	0
Mr.	Natarajan T.G.	00013939	Non-Executive - Independent Director	29-05-2017	29-05-2022		73	10-06-1962	0	0	0	0
Ms.	Forum Sheth	06883730	Non-Executive - Non Independent Director –	31-03-2022				26-11-1984	0	0	0	0

Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 35557100, Fax:- 0091 22 35555560 Email:- [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in) Website:- [www.jupl.co.in](http://www.jupl.co.in)

Registered Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar – 361 280, Gujarat

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			Nominee Director									
		Whether Regular chairperson appointed										No
		Whether Chairperson is related to managing director or CEO										No
		\$PAN of any director would not be displayed on the website of Stock Exchange &Category means Chairperson and/ or directors viz. 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.										

## II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category&	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Seetharaman	Chairperson – Non-Executive - Independent Director	19-10-2021	
		Anantharaman	Non-Executive - Independent Director	19-10-2021	
		Natarajan T. G.	Non-Executive Director	19-10-2021	
2. Nomination & Remuneration Committee	Yes	Satish Parikh	Chairperson- Non-Executive - Independent Director	19-10-2021	
		Natarajan T. G.	Non-Executive - Independent Director	19-10-2021	
		Seetharaman	Non-Executive Director	19-10-2021	
		Anantharaman			
		Satish Parikh			

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3. Risk Management Committee (if applicable)	Yes	V.K. Gandhi	Chairperson - Non-Executive Director	01-04-2022	
		Natarajan T. G.	Non-Executive - Independent Director	01-04-2022	
		Forum Sheth	Non-Executive – Nominee Director	01-04-2022	
4. Stakeholders Relationship Committee'	Yes	Satish Parikh	Chairperson - Non-Executive Director	01-04-2022	
		Seetharaman Anantharaman	Non-Executive - Independent Director	01-04-2022	
		Forum Sheth	Non-Executive – Nominee Director	01-04-2022	

<sup>8</sup>Category means Chairperson and/ or Directors viz. 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

<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Maximum gap between any two consecutive (in number of days)</i>
		Yes / No			
14-02-2023	30-05-2023	Yes	4	2	60
30-03-2023					

\*to be filled in only for the current quarter meetings

## IV. Meetings of Committees

<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)*</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the</i>	<i>Maximum gap between any two consecutive</i>
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				<i>committee in the previous quarter</i>	<i>meetings in number of days*</i>
	Yes / No				
30-05-2023 – Audit Committee	Yes	3	2	14-02-2023 – Audit Committee	60
-	-	-	-	30-03-2023 – Audit Committee	-
Risk Management Committee	-	-	-	30-01-2023 – Risk Management Committee	-
Stakeholders Relationship Committee	-	-	-	13-02-2023 – Stakeholders Relationship Committee	-
30-05-2023 – Nomination & Remuneration Committee	Yes	3	2	Nil	-
30-05-2023 – Corporate Social Responsibility Committee	Yes	4	2	Nil	-

\*To be filled in only for the current quarter meetings

*Note: This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional*

## V. Related Party Transactions

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b> <i>refer note below</i>
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Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No Note: All shareholders of the Company fall under the definition of related party and shall not be eligible to vote on resolutions pertaining to material related party transactions as per Regulation 23(4) of SEBI Listing Regulations, 2015. Hence, shareholders approval has not been obtained.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee	Yes

## Notes:

- 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.
- 2 If status is "No" details of non-compliance may be given here.

## VI. Affirmations

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 - Yes

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- b. Nomination & Remuneration Committee - Yes
- c. Stakeholders Relationship Committee - Yes
- d. Risk management committee (as applicable) - 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. – Yes  
Any comments/observations/advice of the board of directors may be mentioned here. - NA

**Name & Designation – Vijay Agarwal**

**Company Secretary / Compliance Officer / ~~Managing Director~~ / CEO / CFO**

## **Note:**

*Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement “same as previous quarter” may be given.*

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