

JHARKHAND ROAD PROJECTS IMPLEMENTATION COMPANY LIMITED

Regd Office: 443/A, Road No. 5, Ashok Nagar, Ranchi - 834002

Tel. + 91 651 2247410 Fax : + 91 651 2240952

CIN: U45200JH2009PLC013693

Date: October 21, 2022

To
The Vice President,
Listing Department,
National Stock Exchange of India Limited,
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai-400 051

Subject : Corporate Governance Report pursuant to Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 for the quarter ended September 30, 2022

Dear Sir,

In accordance with provisions of Regulation 27 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, the Corporate Governance Report for the quarter ended September 30, 2022 is enclosed.

Kindly take the same on your records and acknowledge receipt of the same.

Thanking you

Yours Sincerely,

For Jharkhand Road Projects Implementation Company Limited

Siddhesh Mahadik
Company Secretary & Compliance Officer

Encl: a/a

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1. Name of Listed Entity – **Jharkhand Road Projects Implementation Company Limited**
2. Quarter ending – September 30, 2022

| I. Composition of Board of Directors | | | | | | | | | | | | |
|---|----------------------|--|--|-----------------------------|------------------------|-------------------|---------|---------------|---|---|---|---|
| Title (Mr./Ms) | Name of the Director | PAN & DIN | Category (Chairperson/Executive/Non-Executive/independent/Nominee) & | 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 <i>[in reference to Regulation 17A(1)]</i> | No of Independent Directorship in listed entities including this listed entity <i>[in reference to provision 17A(1)]</i> | Number of memberships in Audit/Stakeholder Committee (s) including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i> | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity <i>(Refer Regulation 26(1) of Listing Regulations)</i> |
| Mr. | Vijay Kini | PAN - ACJPK 55 13B DIN- 066127 68 | Non-Executive Non-Independent Director | July 22, 2014 | NA | NA | NA | 31/07/1967 | 3 | NA | 4 | NA |

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| | | | | | | | | | | | | |
|-----|----------------|------------------------------------|--|------------------|----|----|----|------------|---|----|---|----|
| Mr. | Parag Phanse | PAN - AARPP5 408J DIN- 08388809 | Non-Executive Non-Independent Director | May 28, 2019 | NA | NA | NA | 01/12/1972 | 2 | NA | 4 | NA |
| Mr. | Rajnish Saxena | PAN – ARXPS7 794M DIN- 05188337 | Non-Executive Non-Independent Director | January 20, 2021 | NA | NA | NA | 08/05/1967 | 2 | NA | 1 | NA |

Whether Regular chairperson appointed – No

Whether Chairperson is related to managing director or CEO – **None of the Directors are related to the Managing Directors or CEO.**

II. Composition of Committees

| <i>Name of Committee</i> | Whether Regular Chairperson appointed | Name of Committee members | Category (Chairperson/Executive/Non-Executive/Independent/Nominee) | Date of Appointment | Date of Cessation |
|--------------------------|---------------------------------------|---------------------------|--|---------------------|-------------------|
| 1. Audit Committee | No | Mr. Vijay Kini | Non-Executive Non-Independent Director | July 22, 2014 | NA |
| | | Mr. Parag Phanse | Non-Executive Non-Independent Director | May 28, 2019 | NA |
| | | Mr. Rajnish Saxena | Non-Executive Non-Independent Director | March 31, 2021 | NA |

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| | | | | | |
|---|----------------|--------------------|--|----------------|----|
| 2. Nomination & Remuneration Committee | No | Mr. Vijay Kini | Non-Executive Non-Independent Director | April 28, 2015 | NA |
| | | Mr. Parag Phanse | Non-Executive Non-Independent Director | May 28, 2019 | NA |
| | | Mr. Rajnish Saxena | Non-Executive Non-Independent Director | March 31, 2021 | NA |
| 3. Corporate Social Responsibility Committee | No | Mr. Vijay Kini | Non-Executive Non-Independent Director | March 31, 2021 | NA |
| | | Mr. Parag Phanse | Non-Executive Non-Independent Director | March 31, 2021 | NA |
| | | Mr. Rajnish Saxena | Non-Executive Non-Independent Director | March 31, 2021 | NA |
| 3. Risk Management Committee(if applicable) | Not Applicable | | | | |
| 4. Stakeholders Relationship Committee(if applicable) | | | | | |

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> |
|--|--|--|-------------------------------------|---|--|
| April 12, 2022 | - | Yes | 2 | - | - |
| May 26, 2022 | - | Yes | 2 | - | 43 |
| | August 10, 2022 | Yes | 3 | - | 74 |
| | September 28, 2022 | Yes | 3 | - | 49 |

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|--|--|--|--|--|--|
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| | | | | | |

IV. Meetings of Committees – Audit Committee

| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (detail)</i> | <i>Number of Directors present</i> | <i>Number of independent directors present</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days</i> |
|--|---|------------------------------------|--|--|---|
| | Yes | 2 | - | April 12, 2022 | - |
| | Yes | 2 | - | May 26, 2022 | 43 |
| August 10, 2022 | Yes | 3 | | | 74 |
| September 28, 2022 | Yes | 3 | | - | 49 |

V. Related Party Transactions

| <i>Subject</i> | <i>Compliance status (Yes/No/NA)</i> |
|--|--------------------------------------|
| Whether prior approval of audit committee obtained | Yes |
| Whether shareholder approval obtained for material RPT | NA |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by the Audit Committee | NA |

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VI. Affirmations

1. The composition of Board of Directors is not in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
The Hon'ble National Company Law Tribunal, Mumbai Bench vide MA 1054/2019 in CP No. 3638/2018 dated April 26, 2019 has granted dispensation regarding the appointment of Independent Directors and Women Directors, pursuant to Section 149 of the Companies Act, 2013 to the IL&FS Group. In view thereof, the Company has not appointed Independent Directors and Woman Directors on the Board of the Company.
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. Corporate Social Responsibility Committee

The Company will constitute the Committees as required in accordance with the provisions of the SEBI (LODR), Regulations, 2015 in due course. However, except the appointment of Independent Directors as being exempted vide Order dated April 26, 2019 passed by the NCLT.
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. **The previous quarter's report was placed before the Board of Directors in the meeting held on August 10,2022**

Siddhesh Mahadik
Company Secretary & Compliance officer