

**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: January 21, 2023

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 December 31, 2023**

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 December 31, 2023 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 – December 31, 2022

<b>I. Composition of Board of Directors</b>												
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 proviso to regulation 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)</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 – <b>None of the Directors are related to the Managing Directors or CEO.</b>										

**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>
October 20, 2022	-	Yes	3	-	-
November 11, 2022	-	Yes	3	-	21

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	August 10, 2022	Yes	3	-	-
	September 28, 2022	Yes	3	-	38

**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	-	August 10, 2022	-
	Yes	2	-	September 28, 2022	38
November 10, 2022	Yes	3			

**V. Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA) refer note below</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 November 10,2022**

**Siddhesh Mahadik**  
**Company Secretary & Compliance officer**