

# BOARD'S REPORT

To the Members,

Your Directors are pleased to present the 29<sup>th</sup> Annual Report and the audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023.

## 1. Financial performance

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2023, is summarized as below: (₹ in crore)

| Particulars  | Standalone |            | Consolidated |            |
|--|------------|------------|--------------|------------|
|  | FY 2022-23 | FY 2021-22 | FY 2022-23   | FY 2021-22 |
| Total Income   | 6,019.08   | 3,871.00   | 10,867.05    | 8,735.84   |
| Profit before Interest, Depreciation, Tax and Exceptional Items                      | 1,486.83   | 1,272.77   | 3,817.08     | 4,137.69   |
| Finance Cost   | 259.80     | 127.00     | 844.30       | 776.91     |
| Depreciation and Amortisation expense  | 317.42     | 327.69     | 1,169.23     | 1,131.05   |
| Share of Profit/(Loss) of an Associate/Joint venture                                 | -          | -          | 19.29        | 8.54       |
| Exceptional items  | 120.00     | -          | 120.00       | -          |
| Profit before Tax  | 1,029.61   | 818.08     | 1,942.84     | 2,238.27   |
| Tax expense  | (318.59)   | (248.25)   | (462.72)     | (494.79)   |
| Profit for the year attributable to: Owners of the Company                           | 711.02     | 569.82     | 1,477.76     | 1,728.62   |
| Profit for the year attributable to: Non-controlling interest                        | -          | -          | 2.36         | 14.86      |
| Other Comprehensive Income: Owners of the Company                                    | (276.12)   | 1,691.10   | 31.78        | 1,576.99   |
| Other Comprehensive Income: Non-controlling interest                                 | -          | -          | 8.47         | (4.08)     |
| Total Comprehensive Income (attributable to owners of the Company)                   | 434.90     | 2,260.92   | 1,509.54     | 3,305.61   |
| Total Comprehensive Income (attributable to Non-controlling interest of the Company) | -          | -          | 10.83        | 10.78      |

## 2. Result of operations and the state of affairs: Standalone

Total revenue of the Company for the financial year 2022-23 stood at ₹6,019.08 crore as against ₹3,871.00 crore for the financial year 2021-22, showing an increase of 55%.

EBITDA for the financial year 2022-23 stood at ₹1,486.83 crore as against ₹1,272.77 crore for the financial year 2022, showing an increase of 17%.

Profit after tax for the financial year 2022-23 stood at ₹711.02 crore as against ₹569.82 crore for the financial year 2021-22 showing an increase of 25%.

Net worth increased to ₹13,609.41 crore at the end of the financial year 2022-23 from ₹13,487.71 crore at the end of the financial year 2021-22. The increase in net worth is primarily due to profit for the year.

Net debt gearing stood at 0.44 times as at the end of the financial year 2022-23 compared to 0.08 times as at the end of the financial year 2021-22.

### Consolidated

Revenue for the financial year 2022-23 stood at ₹10,867.05 crore as against ₹8,735.84 crore for the financial year 2021-22, showing an increase of 24%.

EBITDA for the financial year 2022-23 stood at ₹3,817.08 crore as against ₹4,137.69 crore for the financial year 2021-22, showing a decrease of 8%.

Profit after tax for the financial year 2022-23 stood at ₹1,477.76 crore as against ₹1,728.62 crore for the financial year 2021-22 showing a decrease of 15%.

Net worth increased to ₹18,628.81 crore in the financial year 2022-23 from ₹17,414.90 crore at the end of the financial year 2021-22. The increase in net worth is primarily due to profit during the year.

Net debt gearing stood at 1.08 times as at end of the financial year 2022-23 compared to 0.40 times as at the end of the financial year 2021-22.

## Effects of external events on the business of the Company

### Geopolitical tensions

Geopolitical tensions pursuant to the Russia-Ukraine conflict that started in February, 2022 had a reeling impact on commodity prices and impacted businesses globally. The impact was widespread across the European economies resulting in a spillover effect on the Indian economy. Shortage of gas from Russia triggered an energy crisis in Europe which resulted in a price disruption in the global coal prices and general inflation levels which led to fears of global recession. In order to tame inflation, interest rate hike has been a common phenomenon globally. This has resulted in increased cost of funding for companies which are capital intensive and are on an expansion roadmap. In India, we have seen 250 bps increase in repo rate during the year while the inflation rate increased from 4.0% to 6.5% by the end of the year.

### COVID-19

During financial year 2022-23, India did not experience significant increase in COVID-19 cases. Although the effects of COVID-19 have broadly faded, the risk of sporadic surge in cases remains and therefore, our safety practices have evolved to tackle future risks. The Company continues to focus on employee safety and has put in place measures to detect and limit the spread of COVID-19 cases at all locations.

Our operations have been resilient through the Covid period as the majority of our power generation capacity is tied-up under the long-term Power Purchase Agreements (PPA) under a two-part tariff structure, where the Company in general receives the fixed capacity charges based on plant availability. This largely insulates the Company's earnings from volatility in fuel price and foreign exchange rate movements. The Plant Load Factor (PLF) for the majority of

the plants remained at healthy levels during the year. Although the Company continued to witness elevated coal prices during the year, this did not have any adverse impact as the fuel cost is a pass-through in almost all PPAs. Further, through effective receivables management, the Company ensured timely collection of receivables from its customers (State Distribution Companies and Commercial & Industrial Consumers).

For further details on the Company's performance, operations and strategies for growth, please refer to the Management Discussion and Analysis section which forms a part of this Annual Report.

### Organic and Inorganic Capacity Expansions

During the year, the Company increased its generation capacity from 4,559 MW to 6,564 MW driven by both organic and inorganic growth. The Company is ahead of its stated time-line to achieve 10 GW of generation capacity by the financial year 2025. During the year, the following generation capacity additions were completed:

- Commissioned a 225 MW Solar Power Plant at Vijayanagar
- Started Phase-wise commissioning of SECI X Wind project where COD was received for 78 MW of capacity
- Acquired 1,449 MW of Wind-Solar capacity from Mytrah Energy (India) Private Limited

The Company strengthened its position in storage in financial year 2022-23 and is one of the early movers in the energy storage business via Battery Energy Storage System (BESS) and Hydro Pumped Storage Plant (PSP). Currently, the Company has been allocated 3.4 GWh of storage projects (BESS 1 GWh and PSP 2.4 GWh).

For further details on the Company's performance, operations and strategies for growth, please refer to the Management Discussion and Analysis section which forms a part of this Annual Report.

### Re-organisation of the Company's Green and Grey Businesses

The Board of Directors (Board), at its meeting held on 25<sup>th</sup> November, 2021, had approved the re-organisation of the Company's Green (Renewable) Business and Grey (Thermal) Business for streamlining the renewable portfolio and setting up a holding structure to potentially unlock and enhance shareholders' value going ahead. Pursuant to the same, the following actions

to effectuate the re-organisation were completed during the year under review:

- 1) The Scheme of Amalgamation filed with the Hon'ble National Company Law Tribunal, Mumbai (NCLT) for the merger of JSW Future Energy Limited (JSWFEL) with JSW Neo Energy Limited (JSWNEL) along with their respective shareholders under Sections 230 - 232 of the Companies Act, 2013 (Scheme) was approved and post the receipt of the necessary regulatory approvals and on completion of the necessary regulatory filings, the above Scheme was made effective and JSWFEL stands amalgamated with JSWNEL with effect from the appointed date of 1<sup>st</sup> April, 2022.
- 2) Consequent to the above, all the assets and liabilities of JSWFEL were transferred to JSWNEL including the investments in JSW Renew Energy Limited (JSWREL), JSW Renew Energy Two Limited (JSWRETL), JSW Renewable Energy (Vijayanagar) Limited (JSWREVL) and JSW Renew Energy (Raj) Limited (JSWRERL). Accordingly, these companies have become the subsidiaries of JSWNEL.

### 3. Transfer to Reserves

The Company does not propose to transfer any amount (previous year NIL) to the reserves from surplus. An amount of ₹4,830.92 crore (previous year ₹4,398.46 crore) is proposed to be held as Retained Earnings.

### 4. Dividend

Your Directors have recommended a dividend of ₹2 (20%) per share for the financial year 2022-23 [previous year ₹2 (20%) per share], for the approval of the Members at the forthcoming 29<sup>th</sup> Annual General Meeting.

The dividend payout is in accordance with the Company's Dividend Distribution Policy.

### 5. Financial Statement

The audited Standalone and Consolidated Financial Statements of the Company, which form a part of this Annual Report, have been prepared in accordance with the provisions of the Companies Act, 2013, Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015 ('Listing Regulations') and the Indian Accounting Standards.

## 6. Subsidiaries, Associates and Joint Ventures

The performance and financial position of each of the subsidiaries, associates and joint venture companies for the financial year ended 31<sup>st</sup> March, 2023 in the prescribed format AOC-1 is attached as Annexure A to the Consolidated Financial Statement of the Company and forms a part of this Annual Report.

In accordance with Section 136 of the Companies Act, 2013, the audited Financial Statements, including the Consolidated Financial Statement and the related information of the Company and audited accounts of each of its subsidiaries, are available on the website of the Company at [www.jsw.in/investors/energy](http://www.jsw.in/investors/energy).

During the year, JSW Future Energy Limited, a wholly owned subsidiary of the Company was amalgamated with JSW Neo Energy Limited, also a wholly owned subsidiary, pursuant to the Scheme of Amalgamation approved by the Hon'ble National Company Law Tribunal, Mumbai. Pursuant to the Resolution Plan for the acquisition of Ind-Barath Energy (Utkal) Limited under the Corporate Insolvency Resolution Process, JSW Energy (Jharsuguda) Limited amalgamated on 28<sup>th</sup> December, 2022 with Ind-Barath Energy (Utkal) Limited during the year under review. Other than the above, no company has ceased to be a subsidiary, associate or joint venture of the Company during the year under review.

The following subsidiaries were incorporated during the year:

- JSW Renewable Energy (Coated) Limited
- JSW Renewable Energy (Amba River) Limited
- JSW Renewable Technologies Limited

During the period under review, the Company acquired:

- Ind-Barath Energy (Utkal) Limited (IBEUL) under the Corporate Insolvency Resolution Process, on 28<sup>th</sup> December, 2022. The Company holds 95% of the capital while 5% is held by the lenders in accordance with the resolution plan approved by the National Company Law Tribunal, Hyderabad Bench vide order dated 25<sup>th</sup> July, 2022. IBEUL is

setting up a 700 MW (2 x 350 MW) thermal power project located at Jharsuguda, Odisha.

- The following 29 entities in the renewable energy space were acquired through JSW Neo Energy Limited, a wholly owned subsidiary of the Company:

Acquired on 29<sup>th</sup> March, 2023:

1. Mytrah Vayu (Pennar) Private Limited
2. Bindu Vayu Urja Private Limited
3. Mytrah Vayu (Krishna) Private Limited
4. Mytrah Vayu (Manjira) Private Limited
5. Mytrah Vayu Urja Private Limited
6. Mytrah Vayu (Godavari) Private Limited
7. Mytrah Vayu (Som) Private Limited
8. Mytrah Vayu (Sabarmati) Private Limited
9. Mytrah Aadhya Power Private Limited
10. Mytrah Aakash Power Private Limited
11. Mytrah Abhinav Power Private Limited
12. Mytrah Adarsh Power Private Limited
13. Mytrah Agriya Power Private Limited
14. Mytrah Advait Power Private Limited
15. Mytrah Akshaya Energy Private Limited
16. Nidhi Wind Farms Private Limited
17. Mytrah Ainesh Power Private Limited
18. Mytrah Vayu (Bhavani) Private Limited
19. Mytrah Vayu (Chitravati) Private Limited
20. Mytrah Vayu (Hemavati) Private Limited
21. Mytrah Vayu (Kaveri) Private Limited
22. Mytrah Vayu (Maansi) Private Limited
23. Mytrah Vayu (Palar) Private Limited
24. Mytrah Vayu (Parbati) Private Limited
25. Mytrah Vayu (Sharavati) Private Limited
26. Mytrah Vayu (Tapti) Private Limited
27. Mytrah Tejas Power Private Limited
28. Mytrah Vayu (Adyar) Private Limited

Acquired on 6<sup>th</sup> April, 2023:

29. Mytrah Vayu (Indravati) Private Limited

The brief details of the subsidiaries, joint ventures and associates are given below.

## Domestic Subsidiaries

### A. JSW Energy (Barmer) Limited (JSWEBL)

JSWEBL is a wholly owned subsidiary of the Company. The share capital of JSWEBL stood at ₹2,987.73 crore as at 31<sup>st</sup> March, 2023. The power plant was commissioned in the financial year 2012-13 and comprises of eight lignite-based units of 135 MW each, aggregating to 1,080 MW.

JSWEBL sources lignite from Barmer Lignite Mining Company Limited, and sells the entire

power generated to the Rajasthan Distribution Companies ('Discoms') under a 30-year Power Purchase Agreement.

During the year, JSWEBL achieved a Deemed Plant Load Factor of 80.11% (previous year 80.81%) and a Plant Load Factor of 77.01% (previous year 75.86%) with a gross generation of 7,286 million units (previous year 7,177 million units). Its net generation, after auxiliary consumption, of 6,544 million units (previous year 6,515 million units) was sold to Discoms.

The tariff charged by JSWEBL is governed by Section 62 of the Electricity Act, 2003 and determined as per the regulation laid down by the Rajasthan Electricity Regulatory Commission ('RERC'). RERC has granted an Interim Tariff based on which JSWEBL has continued to raise bills and recognise revenue in its books.

JSWEBL recorded a total revenue including other income of ₹3,127.16 crore (previous year ₹2,740.46 crore) and a profit after tax of ₹333.43 crore (previous year ₹444.15 crore) on a standalone basis and a profit after tax of ₹352.72 crore (previous year ₹452.69 crore) on a consolidated basis during the financial year 2022-23.

During the year under review, JSWEBL issued and allotted 99,59,09,996 equity shares by way of a bonus issue by capitalizing ₹995.91 crore standing to the credit of its capital redemption reserve, resulting in an increase in its paid-up capital from ₹1,991.82 crore to ₹2,987.73 crore.

### Barmer Lignite Mining Company Limited (BLMCL)

BLMCL is a 51:49 joint venture between Rajasthan State Mines and Minerals Limited (RSMML), a Government of Rajasthan enterprise and JSW Energy (Barmer) Limited (JSWEBL). BLMCL was set up to develop lignite mines in two contiguous blocks viz., Kapurdi and Jalipa in District Barmer in Rajasthan.

JSWEBL has invested equity of ₹9.80 crore in BLMCL besides providing an unsecured subordinate debt of ₹567.64 crore, as on 31<sup>st</sup> March, 2023. BLMCL has incurred a project cost of ₹2,298.54 crore as at 31<sup>st</sup> March, 2023, which is subject to audit.

BLMCL achieved production of 4.64 million tonnes of lignite from Kapurdi Mines and 1.48 million tonnes of lignite from Jalipa Mines in the financial year 2022-23. BLMCL supplied its entire lignite

production to meet the total fuel requirement of JSWEBL's power plant.

The transfer price of lignite is determined by Rajasthan Electricity Regulatory Commission (RERC). While the final transfer price is yet to be approved, RERC has granted an Interim transfer price based on which BLMCL has continued to raise bills and recognise revenue in its books.

## B. Jaigad PowerTransco Limited (JPTL)

JPTL is a 74:26 joint venture between the Company and Maharashtra State Electricity Transmission Company Limited, a Government of Maharashtra enterprise. JPTL has been set up under the Public Private Partnership (PPP) model for development of the transmission system as an integral part of the Intra-State Transmission System aimed at evacuation of power generated from the Company's 1,200 MW Ratnagiri power plant and also from other proposed projects in the region. The Company has invested ₹101.75 crore as equity in JPTL as at 31<sup>st</sup> March, 2023.

JPTL has been granted transmission license to establish, maintain and operate the transmission system for 25 years by Maharashtra Electricity Regulatory Commission (MERC) and has complied with all regulatory requirements under the same during the financial year 2022-23.

JPTL maintained a high availability of the transmission system at 99.62% (previous year 99.63%) during the financial year 2022-23, generating a total revenue of ₹76.93 crore (previous year ₹72.84 crore) and a net profit after tax of ₹32.81 crore (previous year ₹28.64 crore). The Board of JPTL has recommended a dividend of ₹5 (50%) per share for the financial year 2022-23 [previous year ₹ Nil (0%) per share], for the approval of its members at the ensuing 15<sup>th</sup> Annual General Meeting.

## C. JSW Power Trading Company Limited (JSWPTC)

JSWPTC is a wholly owned subsidiary of the Company. JSWPTC has been facilitating the Group companies by supplying power from their plants directly to the utilities / industry under spot / term agreements. The Company has invested ₹83.25 crore in aggregate in JSWPTC as at 31<sup>st</sup> March, 2023 comprising of equity shares of ₹70.05 crore and preference shares of ₹13.20 crore.

JSWPTC achieved a total trading volume of 1,926 million units (previous year 967 million units) generating a total revenue of ₹23.45 crore

(previous year ₹9.71 crore) with a profit after tax of ₹15.30 crore (previous year ₹6.74 crore).

JSWPTC is a member of all the 3 energy exchanges operating in India namely Power Exchange of India Limited, Indian Energy Exchange Limited and Hindustan Power Exchange Limited.

## D. JSW Energy (Raigarh) Limited (JSWERL)

JSWERL is a wholly owned subsidiary of the Company. JSWERL was incorporated for setting up a coal based 1,320 MW power plant in Raigarh District, Chhattisgarh. A part of the land required for the project has already been acquired as also the environment clearance from the Ministry of Environment, Forest and Climate Change. JSWERL is yet to commence project construction activities. The Company has invested ₹115.37 crore as equity in JSWERL as at 31<sup>st</sup> March, 2023.

## E. JSW Neo Energy Limited (JSWNEL)

JSWNEL is a wholly owned subsidiary of the Company incorporated on 6<sup>th</sup> July, 2021. The Company has invested ₹2,328.68 crore as equity in JSWNEL as at 31<sup>st</sup> March, 2023.

JSWNEL was incorporated to grow the Company's footprint in the renewable energy space as a measured step towards portfolio enhancement and diversification over the next few years. JSWNEL, through its wholly owned subsidiaries, is developing various renewable projects. Details of the same are as below.

During the year under review:

- Pursuant to the approval of the Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Mumbai (NCLT) vide order dated 25<sup>th</sup> August, 2022 for the merger of JSW Future Energy Limited (JSWFEL) with JSWNEL and post the receipt of the necessary regulatory approvals and on completion of the necessary regulatory filings, the following companies became subsidiaries of JSWNEL:
  - JSW Renew Energy (Vijayanagar) Limited
  - JSW Renew Energy Limited
  - JSW Renew Energy Two Limited
  - JSW Renewable Energy (Dolvi) Limited
- JSWNEL has entered into agreements to acquire a portfolio of 30 entities holding 1,753 MW of Renewable Energy generation assets (solar and wind power plants, and

ancillary energy assets) from Mytrah Energy (India) Private Limited (MEIPL). Out of which, during the financial year 2022-23, 28 entities having a total installed capacity of 1,449 MW have been acquired from MEIPL.

#### F. JSW Hydro Energy Limited (JSWHEL)

JSWHEL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company. JSWHEL owns two hydro-electric power plants in the state of Himachal Pradesh at Karcham Wangtoo and Baspa. The paid up capital of JSWHEL is ₹ 1,250.05 crore as at 31<sup>st</sup> March, 2023.

##### Karcham Wangtoo Plant

The Karcham Wangtoo plant is a 1,000 MW (4X250 MW) run of the river hydro-electric power plant located on river Sutlej in district Kinnaur of Himachal Pradesh. It has an in-built capacity of 1,091 MW with 10% overload and design energy of 4,131 million units for 1,000 MW capacity.

In April 2021, the Central Electricity Authority gave approval to uprate the capacity of the Karcham Wangtoo plant from 1,000 MW to 1,091 MW in two stages i.e. 1,000 MW to 1,045 MW (with 10% continuous overload) in the first stage for two monsoon seasons and to 1,091 MW (with 10% continuous overload) thereafter. 45 MW of capacity was added during the year and the additional power generated is being sold through short term arrangements.

This capacity uprating by 9% to 1,091 MW entails no additional capital expenditure. Further, necessary approvals required from other authorities for the capacity uprating have since been received.

JSWHEL has a Power Purchase Agreement through PTC India Limited for the 880 MW saleable capacity of the Karcham plant, net of 12% free power to Government of Himachal Pradesh (GoHP) for the initial 12 years with various distribution utilities like Haryana, Uttar Pradesh, Punjab and Rajasthan on long term basis valid till 13<sup>th</sup> September, 2046.

During the year ended 31<sup>st</sup> March, 2023, the Karcham Wangtoo plant achieved a Plant Load Factor of 46.81% with gross generation of 4,284.84 million units and net generation of 3,744.23 million units after adjusting auxiliary consumption and 12% free power supply to GoHP.

The plant generated a total revenue of ₹1,108.87 crore (previous year ₹1,637.49 crore) during the financial year 2022-23.

##### Baspa Plant

The Baspa plant is a 300 MW (3X100 MW) run of the river hydro-electric power plant located on the river Baspa, a tributary of river Sutlej in district Kinnaur, Himachal Pradesh with a design energy of 1,213 million units.

JSWHEL has a Power Purchase Agreement with Himachal Pradesh State Electricity Board Limited valid till 7<sup>th</sup> June, 2043 for the entire 264 MW saleable capacity of the Baspa plant, net of 12% free power to GoHP.

During the year ended 31<sup>st</sup> March, 2023, the Baspa plant achieved a Plant Load Factor of 51.44% with gross generation of 1,351.91 million units and net generation of 1,177.50 million units after adjusting auxiliary consumption and 12% free power supply to GoHP.

The plant generated a total revenue of ₹219.35 crore (previous year ₹218.82 crore) during the financial year 2022-23.

#### G. JSW Energy (Kutehr) Limited (JSWEKL)

JSWEKL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company. The paid up capital of JSWEKL as at 31<sup>st</sup> March, 2023 is ₹872.71 crore.

JSWEKL resumed construction activities at the 240 MW Kutehr Hydro Electric Project (HEP) during the financial year 2019-20. All the six major contracts (2 civil packages, 1 hydro-mechanical, 1 electro-mechanical, 1 aqueduct works and 1 design & engineering) have been awarded.

Status of works as of 31<sup>st</sup> March, 2023 is as furnished below:

- **Barrage:** Excavation at the left bank completed to the extent of 1,46,631 cubic meters out of total 1,58,696 cubic meters and the right bank completed to the tune of 47,835 cubic meters out of total 52,101 cubic meters. Concreting of the left half of the Barrage completed to the tune of 68,427.85 cubic meters out of 69,646 cubic meters and concreting of the right half completed to the tune of 30,884.25 cubic meters out of 90,079 cubic meters. Concreting of power intake completed to the tune of 3,033.25 cubic meters out of 6,050 cubic meters.
- **Intake & Cut-n-cover:** Excavation completed.



- **Feeder Tunnel #1:** Excavation completed, concrete lining completed to the tune of 42 meters out of 593 meters.
- **Feeder Tunnel #2:** Excavation completed, concrete lining completed to the tune of 213.5 meters out of 639 meters.
- **Silt Flushing Tunnel:** Excavation completed 472.6 meters out of 532.13 meters and concreting completed 429.0 meters out of 532.13 meters.
- **Head Race Tunnel:** All six construction adits to HRT completed. Excavation completed to the tune of 13,105.65 meters out of 14,566.79 meters.
- **Surge shaft:** Pilot excavation completed to the tune of 66 meters out of 90 meters.
- **Pressure shaft:** Pilot excavation completed, widening completed to the tune of 14 meters out of 243 meters.
- **Power house:** Excavation completed in January, 2023. Concreting upto MIV Floor completed for unit 1,2 & 3.
- **Transformer hall:** Excavation completed in April, 2022. Concreting of 5 firewalls completed out of 11 firewalls.

JSWEKL has signed a long term Power Purchase Agreement (PPA) on 5<sup>th</sup> March, 2022 with Haryana Power Purchase Centre for purchase of power on behalf of Uttar Haryana Bijli Vitran Nigam (UHBVN) and Dakshin Haryana Bijli Vitran Nigam (DHBVN) from the 240 MW Kutehr HEP. The PPA is valid for a period of 35 years. With the signing of this PPA, the entire 240 MW capacity of Kutehr HEP has been tied up on a long term basis.

JSWEKL recorded a total revenue including other income of ₹1.92 crore (previous year ₹ NIL) and a profit after tax of ₹1.16 crore (previous year loss of ₹0.55 crore) during the financial year 2022-23.

#### H. JSW Renewable Energy (Dolvi) Limited (JSWREDL)

JSWREDL was incorporated on 3<sup>rd</sup> September, 2020 for the purpose of setting up renewable energy projects for JSW Group companies under the group captive scheme in the state of Maharashtra. JSWREDL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWREDL is setting up a 95 MW wind power plant for JSW Group companies in the state of Maharashtra. The Power Purchase Agreement dated 29<sup>th</sup> July, 2021 has been signed with JSW Steel Limited and project development activities are progressing well.

#### I. JSW Renewable Energy (Amba River) Limited (JSWREARL)

JSW Renewable Energy (Amba River) Limited was incorporated on 5<sup>th</sup> August, 2022 for the purpose of setting up future renewable energy projects for JSW Steel Group companies under the group captive scheme. JSWREARL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWNEL has invested ₹0.01 crore as equity in JSWREARL as at 31<sup>st</sup> March, 2023.

#### J. JSW Renewable Energy (Vijayanagar) Limited (JSWREVL)

JSWREVL was incorporated on 14<sup>th</sup> January, 2020 for setting up renewable energy projects for JSW Group companies under the group captive scheme in the states of Karnataka and Tamil Nadu. JSWREVL is a subsidiary of JSWNEL and step down subsidiary of the Company.

JSWFEL and JSW Steel Limited (JSWSL) have entered into a 74:26 Joint Venture Agreement on 23<sup>rd</sup> March, 2022, pursuant to which JSWSL has acquired 26% stake in JSWREVL to qualify as a captive user under the rules of the Electricity Act, 2003.

JSWREVL has set up a 225 MW solar project and is in the process of setting up a 600 MW wind project in the state of Karnataka and a 38 MW wind project in the state of Tamil Nadu for JSW Group companies under the Group Captive scheme. A Power Purchase Agreement for 25 years has been signed with JSWSL on 29<sup>th</sup> July, 2021 and project development activities are progressing well. Also, to support current and future renewable capacity development for JSW Steel, Vijayanagar, JSWREVL is in the process of developing a 130 MW hydro pumped storage project in Karnataka.

JSWREVL has already commenced operations at the 225 MW solar plant at Vijayanagar, Karnataka on 6<sup>th</sup> April, 2022. This solar project commenced operations in a record time of less than 12 months despite several headwinds like Covid-19 related disruptions, elevated commodity prices, and global supply chain outages.

Pursuant to the approval of the Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Mumbai for the merger of JSWFEL with JSWNEL and post the receipt of the necessary regulatory approvals and on completion of the necessary regulatory filings, JSWREVL became a subsidiary of JSWNEL during the financial year 2022-23.

JSWNEL has invested ₹219.15 crore as equity in JSWREVL as at 31<sup>st</sup> March, 2023.

JSWREVL recorded a total revenue including other income of ₹168.37 crore (previous year ₹56.33 crore) and a profit after tax of ₹31.74 crore (previous year loss of ₹2.84 crore) during the financial year 2022-23.

#### **K. JSW Renew Energy Limited (JSWREL)**

JSWREL was incorporated on 5<sup>th</sup> March, 2020 for the purpose of setting up projects in the renewable energy space in the state of Tamil Nadu. JSWREL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWREL has signed Power Purchase Agreement with Solar Energy Corporation of India Limited ('SECI') for 810 MW Blended Wind Capacity under the Tranche-IX tender. The project is expected to be commissioned within 24 months from signing of the Power Purchase Agreements. The power will be procured by Madhya Pradesh, Chhattisgarh and West Bengal Discom.

Pursuant to the approval of Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Mumbai for the merger of JSWFEL with JSWNEL and post the receipt of the necessary regulatory approvals and on completion of the necessary regulatory filings, JSWREL became a subsidiary of JSWNEL during the financial year 2022-23.

JSWNEL has invested ₹711.63 crore in aggregate in JSWREL as at 31<sup>st</sup> March, 2023 consisting of equity of ₹435.48 crores and Optionally Convertible Debentures of ₹276.15 crore. All the major contracts have been awarded and project development activities are progressing well.

JSWREL recorded a total revenue including other income of ₹1.82 crore (previous year ₹12.84 crore) and a profit after tax of ₹0.31 crore (previous year ₹0.20 crore) during the financial year 2022-23.

#### **L. JSW Renew Energy Two Limited (JSWRETL)**

JSWRETL was incorporated on 26<sup>th</sup> March, 2021 for the purpose of setting up projects in the renewable energy space in the state of Tamil Nadu. JSWRETL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWRETL has signed Power Purchase Agreement with Solar Energy Corporation of India Limited (SECI) on 15<sup>th</sup> September, 2021 for 450 MW Wind Capacity under the Tranche-X tender. The power will be procured by Rajasthan Discoms.

Pursuant to the approval of Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Mumbai for the merger of JSWFEL with JSWNEL and post the receipt of the necessary regulatory approvals and on completion of the necessary regulatory filings, JSWRETL became a subsidiary of JSWNEL during the financial year 2022-23.

JSWRETL has commissioned 27 MW on 5<sup>th</sup> December, 2022 and 51.3 MW on 21<sup>st</sup> April, 2023 out of total 450 MW capacity.

JSWNEL has invested ₹319.80 crore as equity in JSWRETL as at 31<sup>st</sup> March, 2023.

JSWRETL recorded a total revenue including other income of ₹6.66 crore (previous year ₹ NIL) and a profit after tax of ₹1.98 crore (previous year loss of ₹2.47 crore) during the financial year 2022-23.

#### **M. JSW Renew Energy (Raj) Limited (JSWRERL)**

JSWRERL was incorporated on 20<sup>th</sup> May, 2021 for the purpose of setting up projects in the renewable energy space. JSWRERL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

Pursuant to the approval of the Scheme of Amalgamation by the Hon'ble National Company Law Tribunal, Mumbai for the merger of JSWFEL with JSWNEL and post the receipt of the necessary regulatory approvals and on completion of the necessary regulatory filings, JSWRERL became a subsidiary of JSWNEL during the financial year 2022-23.

JSWNEL has invested ₹2.45 crore as equity in JSWRERL as at 31<sup>st</sup> March, 2023.

#### **N. JSW Renew Energy (Kar) Limited (JSWREKL)**

JSWREKL was incorporated on 22<sup>nd</sup> May, 2021 for the purpose of setting up projects in the



renewable energy space in the state of Karnataka. JSWREKL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWNEL has invested ₹0.78 crore as equity in JSWREKL as at 31<sup>st</sup> March, 2023.

#### **O. JSW Renew Energy Three Limited (JSWREThL)**

JSW Renew Energy Three Limited was incorporated on 8<sup>th</sup> October, 2021 for the purpose of setting up projects in the renewable energy space in the state of Maharashtra. JSWREThL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWREThL has received a Letter of Award from Solar Energy Corporation of India Limited (SECI) for 300 MW Wind Capacity under the Tranche-XII tender. The power would be procured by Uttar Pradesh Discoms. The project is expected to be commissioned within 24 months from the effective date under the Power Purchase Agreement.

JSWNEL has invested ₹49.21 crore as equity in JSWREThL as at 31<sup>st</sup> March, 2023.

#### **P. JSW Renew Energy Four Limited (JSWREFL) (earlier JSW Energy PSP Four Limited)**

JSW Renew Energy Four Limited was incorporated on 8<sup>th</sup> October, 2021 as a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company for the purpose of setting up future renewable energy projects in the state of Karnataka.

JSWREFL is presently taking up pre-development activities including acquisition of land for the future renewable energy projects.

JSWNEL has invested ₹0.01 crore as equity in JSWREFL as at 31<sup>st</sup> March, 2023.

#### **Q. JSW Renew Energy Five Limited (JSWREFL)**

JSW Renew Energy Five Limited was incorporated on 10<sup>th</sup> March, 2022 as a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company for the purpose of setting up projects in the energy storage space.

JSWREFL has received a Letter of Award (LOA) for 500 MW/1000 MWh standalone battery energy storage system project from Solar Energy Corporation of India Limited and is currently in the process of setting up the project in the state of Rajasthan.

JSWNEL has invested ₹0.01 crore as equity in JSWREFL as at 31<sup>st</sup> March, 2023.

JSWREFL recorded a total revenue including other income of ₹1.51 crore (previous year ₹ NIL) and a loss after tax of ₹1.64 crore (previous year ₹ NIL) during the financial year 2022-23.

#### **R. JSW Renew Energy Six Limited (JSWRESL)**

JSW Renew Energy Six Limited was incorporated on 11<sup>th</sup> March, 2022 for the purpose of setting up future renewable energy projects. JSWRESL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWNEL has invested ₹0.01 crore as equity in JSWRESL as at 31<sup>st</sup> March, 2023.

JSWRESL recorded a total revenue including other income of ₹1.07 crore (previous year ₹ NIL) and a profit after tax of ₹0.33 crore (previous year ₹ NIL) during the financial year 2022-23.

#### **S. JSW Renew Energy Seven Limited (JSWRESeL)**

JSW Renew Energy Seven Limited was incorporated on 14<sup>th</sup> March, 2022 for the purpose of participation in future bids for renewable energy projects. JSWRESeL is as a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWNEL has invested ₹0.01 crore as equity in JSWRESeL as at 31<sup>st</sup> March, 2023.

#### **T. JSW Energy PSP One Limited (JSWEPSPOL)**

JSW Energy PSP One Limited was incorporated on 8<sup>th</sup> October, 2021 for the purpose of development of future hydro pumped storage projects in Rajasthan. JSWEPSPOL is as a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWEPSPOL is currently in process of developing a hydro pump storage project in the Sirohi district of Rajasthan.

JSWNEL has invested ₹0.01 crore as equity in JSWEPSPOL as at 31<sup>st</sup> March, 2023.

#### **U. JSW Energy PSP Two Limited (JSWEPSPTL)**

JSW Energy PSP Two Limited was incorporated on 7<sup>th</sup> September, 2021 for the purpose of development of future hydro pumped storage projects in the state of Maharashtra. JSWEPSPTL is as a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWEPSPTL is currently in process of developing a 1,500 MW hydro pumped storage project in the Igatpuri district in the state of Maharashtra.

JSWNEL has invested ₹0.01 crore as equity in JSWEPSPTL as at 31<sup>st</sup> March, 2023.

#### **V. JSW Energy PSP Three Limited (JSWEPSPTL)**

JSW Energy PSP Three Limited was incorporated on 21<sup>st</sup> October, 2021 for the purpose of development of future hydro pumped storage projects in Karnataka. JSWEPSPTL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWEPSPTL is currently in process of developing a 300 MW hydro pumped storage project in the state of Karnataka. The project has been awarded by Power Company of Karnataka Limited through competitive bidding process.

JSWNEL has invested ₹0.01 crore as equity in JSWEPSPTL as at 31<sup>st</sup> March, 2023.

#### **W. JSW Green Hydrogen Limited (JSWGHL) (earlier JSW Energy PSP Five Limited)**

JSW Green Hydrogen Limited was incorporated on 7<sup>th</sup> September, 2021 for the purpose of development of projects related to green hydrogen and its derivatives. JSWGHL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWGHL is presently taking up pre-development activities including acquisition of land for the future green hydrogen projects.

JSWNEL has invested ₹0.01 crore as equity in JSWGHL as at 31<sup>st</sup> March, 2023.

#### **X. JSW Renewable Energy (Coated) Limited (JSWRECL)**

JSW Renewable Energy (Coated) Limited was incorporated on 23<sup>rd</sup> May, 2022 for the purpose of setting up future renewable energy projects for JSW Steel Coated Products Limited, a JSW group company, under the group captive scheme. JSWRECL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWNEL has invested ₹0.01 crore as equity in JSWRECL as at 31<sup>st</sup> March, 2023.

#### **Y. JSW Renewable Energy (Cement) Limited (JSWRECeL)**

JSW Renewable Energy (Cement) Limited was incorporated on 24<sup>th</sup> June, 2022 for the purpose of setting up renewable energy projects for JSW Cement Limited (JSWCL), a JSW group company, under the group captive scheme. JSWRECeL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWRECeL is setting up a 10 MW solar power plant in Nandyal, Andhra Pradesh and 8 MW solar power plant in Vijayanagar, Karnataka for JSWCL. The Term Sheet has been signed with JSWCL and project development activities are progressing well.

JSWNEL has invested ₹0.01 crore as equity in JSWRECeL as at 31<sup>st</sup> March, 2023.

#### **Z. JSW Renewable Technologies Limited (JSWReTL)**

JSW Renewable Technologies Limited was incorporated on 8<sup>th</sup> September, 2022 for the purpose of setting up solar modules manufacturing facility. JSWReTL is a wholly owned subsidiary of JSWNEL and a step down subsidiary of the Company.

JSWReTL has received Letter of Award from Solar Energy Corporation of India Limited for Performance Linked Incentive ('PLI') for the quoted manufacturing capacity of 1 GW (Wafer + Cell + Module) under the 'National Programme on High Efficiency Solar PV Modules' to promote manufacturing of high efficiency solar PV modules in India.

JSWNEL has invested ₹0.01 crore as equity in JSWReTL as at 31<sup>st</sup> March, 2023.

#### **AA. Ind-Barath Energy (Utkal) Limited (IBEUL)**

The National Company Law Tribunal, Hyderabad Bench vide order dated 25<sup>th</sup> July, 2022 (NCLT Approval Order) had approved Company's resolution plan dated 3<sup>rd</sup> October, 2019 (Resolution Plan) in the Corporate Insolvency Resolution Process (CIRP) of Ind-Barath Energy (Utkal) Limited (IBEUL), which is setting up a 700 MW (2 x 350 MW) Thermal Power project located at Jharsuguda district of Odisha.

Pursuant to the NCLT approval, the Resolution Plan was implemented by the Company. The Resolution Amount of ₹1,048.84 crore has been paid. The Company has signed necessary agreements

with the lenders of IBEUL to make effective the above acquisition. Additionally, secured financial creditors have been issued shares representing 5% of the equity share capital of IBEUL. Accordingly, the Company holds 95% equity shares of IBEUL.

Unit-1 of the 700 MW (2 x 350 MW) thermal power plant at Jharsuguda, Odisha had been commissioned in 2016 while Unit-2 is yet to be commissioned. The refurbishment of Unit-1 and balance works of Unit-2 will be completed and both the Units will be commissioned within the financial year 2023-24.

The Company has invested ₹0.01 crore as equity and ₹164.03 crore as optionally convertible debentures in IBEUL as at 31<sup>st</sup> March, 2023.

## Overseas Subsidiaries

### A. JSW Energy Natural Resources Mauritius Limited (JSWENRML)

JSWENRML is a wholly owned subsidiary of the Company incorporated in April, 2010 in Mauritius, for overseas acquisition of coal assets. It has downstream investment of ₹48.99 crore in 100% equity of JSW Energy Natural Resources South Africa (PTY) Limited and has advanced ₹401.46 crore as a loan as on 31<sup>st</sup> March, 2023.

### JSW Energy Natural Resources South Africa (PTY) Limited (JSWENRSAL)

JSWENRSAL is a wholly owned subsidiary of JSWENRML. As on 31<sup>st</sup> March, 2023, JSWENRSAL has invested ₹23.65 crore in acquiring 100% equity of Royal Bafokeng Capital (Proprietary) Limited and ₹7.24 crore in acquiring 100% equity of Mainsail Trading 55 Proprietary Limited.

Further, JSWENRSAL has invested an amount of ₹5.98 crore in 10.97% equity of South African Coal Mining Holdings Limited (SACMH) and advanced ₹391.20 crore as loan to SACMH and its subsidiaries as on 31<sup>st</sup> March, 2023.

### B. South African Coal Mining Holdings Limited (SACMH)

The Company has an effective shareholding of 69.44% in SACMH as at 31<sup>st</sup> March, 2023. SACMH, together with its subsidiaries, owns a coal mine with more than 32 million tonnes of resources, along with supporting infrastructure like coal washery, railway siding and equity investment

based capacity allocation of 0.5 mtpa at Richards Bay Coal Terminal. While the mine is presently under care and maintenance pending receipt of requisite licences, SACMH uses its logistical and infrastructural assets to generate rental income to defray the costs incurred. JSWENRSAL is under negotiations with various parties for divestment of SACMH.

## 7. Joint Ventures and Other Investments

### Toshiba JSW Power Systems Private Limited (Toshiba JSW)

Toshiba JSW is a joint venture company with the Toshiba Group, Japan, engaged in the business of designing, manufacturing, marketing and maintenance services of mid to large-size (500 MW to 1,000 MW) Supercritical Steam Turbines and Generators. As on 31<sup>st</sup> March, 2023, Toshiba Group, Japan holds 95.25% and JSW Group holds 4.75% in Toshiba JSW.

The Company has invested ₹100.23 crore in Toshiba JSW. The Company has been providing for its share of the losses of Toshiba JSW in its consolidated books of account. The cumulative share of losses of the Company has exceeded the value of its investment in Toshiba JSW. Toshiba JSW plans to continue its business by expanding the service businesses and increasing collaboration jobs for various projects of Toshiba, Japan.

### Power Exchange of India Limited (PXIL)

The Company had invested ₹1.25 crore in PXIL, a company promoted by National Stock Exchange of India Limited and National Commodities & Derivatives Exchange Limited. PXIL provides the platform for trading in electricity and Renewable Energy Certificates. JSWPTC is also a member of PXIL.

### Jaiprakash Power Ventures Limited (JPVL) – Debt Resolution

During the financial year 2019-20, the Company entered into Debt Resolution Agreement with JPVL to restructure the principal outstanding amount of ₹751.77 crore owed by JPVL. In terms of the Agreement, the Company was allotted 35,17,69,546 shares of JPVL which the Company has sold in open market for partial realization of its outstanding dues and the balance outstanding debt of ₹120 crore was repaid by JPVL in July, 2022.

## 8. Share Capital

The paid up equity share capital of the Company as at 31<sup>st</sup> March, 2023 is ₹1,644.68 crore.

During the year under review, the Company has not issued any:

- a) shares with differential rights
- b) sweat equity shares.

During the financial year 2022-23, in aggregate 6,44,012 equity shares were issued and allotted under the JSW Employees Stock Ownership Plan - 2016 to the 'JSW Energy Employees ESOP Trust' on 17<sup>th</sup> October, 2022 at the grant price of ₹51.96 per share.

## 9. Deposits

The Company has not accepted or renewed any amount falling within the purview of provisions of Section 73 of the Companies Act, 2013 (the Act) read with the Companies (Acceptance of Deposit) Rules, 2014 during the year under review. Hence, the requirement of providing details relating to deposits as also of deposits which are not in compliance with Chapter V of the Act, is not applicable.

## 10. Non-Convertible Debentures

During the year ended 31<sup>st</sup> March, 2023, the Company has redeemed / repaid Non-Convertible Debentures (NCD) amounting to ₹200 crore in accordance with the terms of the respective issues. During the year under review, NCDs amounting to ₹500 crore were issued. The NCDs are listed on BSE Limited.

## 11. Particulars of Loans, Guarantees, Investments and Securities

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose are provided in the Notes to the Standalone Financial Statement.

## 12. Internal Financial Controls over Financial Statement

The details in respect of internal controls and internal financial controls and their adequacy are included in the Management Discussion and Analysis, which forms a part of this Report.

## 13. Particulars of Contracts or Arrangements with Related Parties

During the year under review, the Company revised its Policy on Materiality of Related Party Transactions as also Dealing with Related Party Transactions, in accordance with the amendments to applicable provisions of law / Listing Regulations.

The Company's Policy on Materiality of Related Party Transactions as also Dealing with Related Party Transactions, as approved by the Board, is available on the website of the Company at the link: [www.jsw.in/investors/energy](http://www.jsw.in/investors/energy).

During the year under review, all other contracts / arrangements / transactions entered into during the financial year 2022-23 by the Company with Related Parties were in the ordinary course of business and on an arm's length basis. Related Party Transactions which are in the ordinary course of business and on an arm's length basis, of repetitive nature and proposed to be entered into during the financial year are placed before the Audit Committee for prior omnibus approval. A statement giving details of all Related Party Transactions, as approved, is placed before the Audit Committee for review on a quarterly basis.

The Company has developed a framework for the purpose of identification and monitoring of such Related Party Transactions. The details of transactions / contracts / arrangements entered into by the Company with Related Parties during the financial year under review are set out in the Notes to the Financial Statement. The disclosure in Form AOC-2 is attached as Annexure A to this Report.

## 14. Disclosure under the Employees Stock Option Plans and Schemes

### JSWEL Employees Stock Ownership Plan - 2016 (Plan 2016)

The Board of Directors of the Company, at its meeting held on 20<sup>th</sup> January, 2016, formulated the JSWEL Employees Stock Ownership Plan - 2016 (Plan 2016), which is implemented through the JSW Energy Employees ESOP Trust (Trust).

A total of 60,00,000 options were available for grant to the eligible employees of the Company and its Indian Subsidiaries, including Whole-time Directors. The Compensation Committee at its meeting held on 3<sup>rd</sup> May, 2016 granted 24,47,355

options, being the first grant under Plan 2016, to the eligible employees of the Company and its Indian Subsidiaries, including Whole-time Directors. 24,94,660 options, being the second grant under Plan 2016, were granted by the Compensation and Nomination & Remuneration Committee (CNRC) at its meeting held on 20<sup>th</sup> May, 2017 under Plan 2016 to the eligible employees of the Company and its Indian Subsidiaries, including Whole-time Directors. The third and final grant of 23,23,883 options was approved by the CNRC at its meeting held on 1<sup>st</sup> November, 2018 under Plan 2016 to the eligible employees of the Company and its Indian Subsidiaries, including Whole-time Directors. Out of the said options granted, Mr. Prashant Jain, Jt. Managing Director and CEO and Ms. Monica Chopra were granted 3,73,897 and 37,398 options respectively.

As per Plan 2016, 50% of the granted options will vest at the end of the third year from the date of grant and the balance 50% at the end of the fourth year. Accordingly, 2,65,390 options, being the balance 50% of the options granted on 3<sup>rd</sup> May, 2016 and subsisting, vested on 3<sup>rd</sup> May, 2020 and 5,07,344 options being 50% of the options granted on 20<sup>th</sup> May, 2017 and subsisting, vested on 20<sup>th</sup> May, 2020. However, after appropriation of shares which lapsed due to non-exercise of options during the prescribed time limit, against the total requirement of 7,72,734 equity shares, the Company was required to issue 4,26,504 equity shares to fulfill the above requirement.

Further, 3,99,364 options being the balance 50% of the options granted on 20<sup>th</sup> May, 2017 and subsisting, vested on 20<sup>th</sup> May, 2021 and further 120,490 options also vested upon superannuation of an employee. Accordingly, the Company was required to allot 5,19,854 equity shares. However, after appropriation of shares which lapsed due to non-exercise within the prescribed time limit, the Company allotted 4,99,120 equity shares to the eligible employees on 24<sup>th</sup> May, 2021 to fulfill the above requirement.

Further, 6,75,388 options being 50% of the options granted on 1<sup>st</sup> November, 2018 and subsisting, vested on 1<sup>st</sup> November, 2021 and 70,679 options also vested upon superannuation of an employee. Accordingly, the Company allotted 7,46,067 equity shares to the eligible employees.

Thereafter, 6,44,012 options being 50% of the options granted on 1<sup>st</sup> November, 2018 and

subsisting, vested on 1<sup>st</sup> November, 2022. Accordingly, 6,44,012 equity shares were allotted to the eligible employees during the period under review.

### JSW Energy Employees Stock Ownership Scheme – 2021 (JSWEL ESOP 2021)

Based on the recommendation of the CNRC, the Board of Directors of the Company, at its meeting held on 25<sup>th</sup> June, 2021, formulated the JSW Energy Employees Stock Ownership Scheme – 2021 (ESOS 2021) consisting of the following Plans for the employees of the Company and its Subsidiaries, including Whole-time Directors, in India in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('the SEBI Regulations'), as amended:

- 1) Shri. O. P. Jindal Employees Stock Ownership Plan (JSWEL) - 2021 (JSWEL OPJ ESOP Plan 2021)
- 2) Shri. O. P. Jindal Samruddhi Plan - 2021 (JSWEL OPJ Samruddhi Plan 2021)

The trust will implement the same by acquiring shares of the Company through secondary route and / or in any other manner not exceeding in aggregate 50,00,000 equity shares for the purpose of the ESOS 2021.

The Members of the Company at the 27<sup>th</sup> Annual General Meeting held on 4<sup>th</sup> August, 2021 had, inter-alia, approved the JSWEL OPJ ESOP Plan 2021 and the JSWEL OPJ Samruddhi Plan 2021.

The grant of share options also included the Whole-time Directors of the Company, other than Promoter Director, the Key Managerial Personnel and Senior Managerial Personnel of the Company.

Based on the approval of the Members of the Company, the CNRC Committee approved the 1<sup>st</sup> Grant of Options under the JSW Energy Employees Stock Ownership Scheme – 2021 (JSWEL ESOP 2021) as per the following details:

- a) Aggregating to 4,72,574 shares at an Exercise Price of ₹10 per share to the Eligible Employees of the Company including Subsidiaries under the JSWEL OPJ ESOP Plan 2021. This includes grant of options of 55,100 shares to Mr. Prashant Jain, Joint Managing Director & CEO and 19,375 to Mr. Pritesh Vinay, Director (Finance) and 12,000 to



Ms. Monica Chopra, Company Secretary of the Company.

- b) Aggregating to 22,40,650 shares at an Exercise Price of ₹10 per share to the Eligible Employees of the Company including Subsidiaries under the JSWEL OPJ Samruddhi Plan 2021.

The CNRC Committee approved the 2<sup>nd</sup> Grant of Options under the JSW Energy Employees Stock Ownership Scheme – 2021 (JSWEL ESOP 2021) as per the following details: Aggregating to 4,91,300 shares at an Exercise Price of ₹10 per share to the Eligible Employees of the Company including Subsidiaries under the JSWEL OPJ ESOP Plan 2021. This includes grant of options of 50,400 shares to Mr. Prashant Jain, Joint Managing Director & CEO and 18,700 to Mr. Pritesh Vinay, Director (Finance) and 8,500 to Ms. Monica Chopra, Company Secretary of the Company.

The applicable disclosures as stipulated under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity), Regulations, 2021 ('SEBI Regulations') for the year ended 31<sup>st</sup> March, 2023, with regard to ESOP 2016 and ESOS 2021 are provided on the website of the Company at the link: [www.jsw.in/investors/energy](http://www.jsw.in/investors/energy) and form a part of this Report.

Voting rights on the shares, if any, as may be issued to employees under the Plans are to be exercised by them directly or through their appointed proxy, hence, the disclosure stipulated under Section 67(3) of the Companies Act, 2013, is not applicable.

There is no material change in the ESOS 2021 and the same is in compliance with the SEBI Regulations, as amended from time to time. The certificate from the Secretarial Auditor of the Company, that the aforesaid Schemes have been implemented in accordance with the SEBI Regulations along with the Resolution passed by the Members, would be available for electronic inspection by the Members at the forthcoming 29<sup>th</sup> Annual General Meeting.

## 15. Credit Rating

During financial year 2022-23:

- 1) India Ratings and Research has reaffirmed long-term rating as 'IND AA/Stable' on the long-term bank facilities & Non-Convertible Debentures of the Company, and also

reaffirmed a short-term rating of 'IND A1+' on the Short Term Bank facilities and Commercial Papers of the Company.

- 2) ICRA Limited has assigned long-term rating as 'ICRA AA/Stable' on the long-term bank facilities & Non-Convertible Debentures of the Company, and also assigned a short-term rating of 'ICRA A1+' on the Short Term Bank facilities and Commercial Papers of the Company.
- 3) Brickwork Ratings has withdrawn its rating for the Non-Convertible Debentures and Commercial Papers of the Company.

## 16. Awards

A keen focus on optimum utilisation of resources, efficient operations, occupational safety and minimising environmental impact provide the Company with due recognition each year.

During the year, the Company also received the following awards:

### CORPORATE

1. Honored for its exemplary performance in the CDP Climate Program 2022, by maintaining a Leadership (A-) level. The award was presented to Mr. Prashant Jain, the Joint Managing Director & CEO, at a glittering ceremony in Mumbai, during CDP India's Annual Event. JSW Energy is the only thermal power company in India to have achieved the prestigious CDP Leadership Band status, which reflects the Company's transparency in carbon disclosure and its commitment to prioritizing action on climate change and ESG initiatives.
2. Honoured for its exemplary performance in the CDP Supplier Engagement by achieving Leadership (A) level.
3. Emerged as the winner in the ESG Leadership Awards and has been conferred the Best Air Pollution Management Award in the Environment category based on the 2020-21 disclosures.
4. Received the prestigious Golden Peacock Award for the year 2021 which demonstrates the excellence in Human Resource Management Practices. It signifies our commitment to creating a work environment



that fosters employee engagement and talent development.

The award was presented by Mr. Arjun Meghwal (Hon'ble Union Minister of State for Parliamentary Affairs & Culture, Govt. of India). It was received by Mr. Rakesh Mehta (Executive Vice President – Human Resources, JSW Energy).

5. Participated in the prestigious CAP 2.0 Awards (Climate Action Program) –and won the 'Oriented' Award'. This was organized by CII.

### BARMER PLANT

JSW Energy (Barmer) Limited won the following prestigious recognitions:

1. Quality Systems Award in the 9<sup>th</sup> FICCI 9<sup>th</sup> Quality System Excellence Award program.
2. "Excellence in Energy Efficiency Award - 2022" for Improving Net Heat Rate (Category – IPP Lignite 125-250 MW) organised by Council of Enviro Excellence (CEE).
3. "Best Energy Efficient Plant – Lignite 2022" for reduction of Net Heat rate organised by Mission Energy Foundation.
4. Received "Prashansha Patra-2022" for Safety organised by National Safety Council of India.
5. "Best Power Generator of the Year - 2023" Award, organised by Council of Enviro Excellence (CEE).

### RATNAGIRI PLANT

1. Excellence in Occupational Health & Safety: JSW Energy, Ratnagiri received the 'Sword of Honor', the most prestigious award for Excellence in Occupational Health, Safety & Wellbeing at a glittering award ceremony held in London by the British Safety Council on 9<sup>th</sup> December, 2022. The Award was presented by the CEO of British Safety Council, Mr. Mike Robinson to JSW Energy Team.
2. International Safety Award-2022, on demonstration of organization's commitment to health, safety, and wellbeing throughout 2022.
3. Certificate of Appreciation received from National Safety Council of India for

commitment and continuous efforts to improve OSH performance.

4. Received "Excellent" rating in "Eat Right Campus" organized by Ministry of Health & Family Welfare, Government of India. The audit for this was done by FSSAI. This recognition shows our efforts in transforming the food system in order to ensure safe, healthy and sustainable food.

The 'Eat Right India' movement with foundation as 'Sahi Bhojan, Behtar Jeevan' is aligned to the National Health Policy 2017 with its focus on preventive and promotive healthcare and flagship programmes like Ayushman Bharat, POSHAN Abhiyaan, Anemia Mukh Bharat and Swachh Bharat Mission.

5. Received first prize in "Energy Conservation and Management, 2022" Fourth MEDA award in a row. MEDA (Maharashtra Energy Development Agency) under the aegis of MNRE (Ministry of New and Renewable Energy), Government of India & was facilitated by Energy Minister.
6. Received "Platinum" award in National Energy Management Award, 2022 organized by SEEM (Society of Energy Engineers and Managers) - the National Professional body of Certified Energy Managers and Certified Energy Auditors in India.
7. Received "Energy Efficient Unit" in "Energy Conservation and Management 2022" award for showcasing our outstanding contributions in the area of energy efficiency through our efforts and achievements by CII (Confederation of Indian Industry).
8. Participated in the 4<sup>th</sup> edition of water optimization 2022 and was awarded for Best practices & initiatives for optimization and conservation of water by Mission Energy Foundation Delhi
9. Received Outstanding Achievement in Environmental Protection and awarded for demonstrating the highest level of commitment to Environmental Protection Practices & Management in the year 2022. The award was presented by Greentech Foundation.

### VIJAYANAGAR PLANT:

1. Bagged GMF Pinnacle Energy Conservation Awards-2022 under the topmost Diamond category for the outstanding achievements in the area of Energy Conservation by GMF Pinnacle Energy Conservations Awards.
2. Conferred with the Best Thermal Power Plant Performer - 2022 in the Private sector Coal less than 500 MW by Mission Energy.
3. Awarded Best Water Efficient Plant by Council of Enviro Excellence.
4. Awarded Best Water Efficient Plant less than 500 MW category by Mission Energy, New Delhi.
5. Awarded with the National Energy Management Award 2021 by Society of Energy Engineers and Managers at India Islamic Cultural Center, New Delhi.
6. Awarded Energy Efficient Unit by the Confederation of Indian Industry.
7. Conferred with Green Crest Energy Conservation Award 2022 in the top most Diamond Category by Green Maple Foundation for the Energy Conservation.
8. Declared Winner by Council of Enviro Excellence for Energy Efficiency Award 2022 as the Best Energy Efficient Unit in IPP below 250 MW.
9. Declared Winner by Council of Enviro Excellence for Energy Efficiency Awards 2022 as the Best Energy Efficient Unit in CPP above 135 MW.
10. Conferred with the Best Energy Efficient Plant – Coal (CPP) by Mission Energy, New Delhi.
11. Received TQM Excellence Awards in the month of November 2022, 5 Gold Awards received at 47<sup>th</sup> International Convention on Quality Control Circles Indonesia.
12. Conferred with prestigious Innovative Project and Jury Choice Awards during 11<sup>th</sup> Green Energy Summit & 3<sup>rd</sup> Green Urja and Energy Efficiency Awards by Indian Chamber of Commerce.
13. Awarded Winner as Best Power Boiler by Government of Karnataka during 52<sup>nd</sup> National Safety Day 2023 celebrations.

14. Awarded as Winner as Best performing Unit by Council of Enviro Excellence in the category of CPP Coal above 135 MW for excellent unit performance, efficiency and reliability.

### HYDRO PLANT:

JSW Hydro Energy Limited:

1. Karcham Wangtoo HEP, the largest private hydro power station was honoured with the CPIB award 2022 "Best Performing Hydro Power Project" presented by the Hon'ble Union Minister of Power.
2. Received the Gold Award for outstanding achievement in Occupational Health & Safety Management in Hydro Power Generation sector by Grow Care India.
3. Received a Memento by the Head Safety & Dam Safety Officer at Sub Division Level by SDM Nichar at Bhabanagar on Independence day 15<sup>th</sup> August, 2022 on account of the support provided during natural calamities in the community area.

## 17. Disclosures related to Policies

### A. Nomination Policy

The Company has adopted a Nomination Policy to identify persons who are qualified to become Directors on the Board of the Company and who may be appointed in senior management positions in accordance with the criteria laid down, and recommend their appointment and removal and also for the appointment of Key Managerial Personnel (KMP) of the Company, who have the capacity and ability to lead the Company towards achieving sustainable development.

In terms thereof, the size and composition of the Board should have:

- an optimum mix of qualifications, skills, gender and experience as identified by the Board from time to time;
- an optimum mix of Executive, Non-Executive and Independent Directors;
- minimum six number of Directors or such minimum number as may be required by Listing Regulations and / or by the Act or as per Articles;

- maximum number of Directors as may be permitted by the Listing Regulations and / or by the Act or as per Articles; and
- at least one Independent Woman Director.

While recommending a candidate for appointment, the Compensation and Nomination & Remuneration Committee shall assess the appointee against a range of criteria including qualifications, age, experience, positive attributes, independence, relationships, gender diversity, background, professional skills and personal qualities required to operate successfully in the position and has discretion to decide adequacy of such criteria for the concerned position. All candidates shall be assessed on the basis of merit, skills and competencies without any discrimination on the basis of religion, caste, creed or sex.

During the period under review, the Nomination Policy was reviewed and revised by the Board to ensure its continued relevance and to align it with changes in applicable laws and regulations.

## B. Remuneration Policy

The Company regards its employees as the most valuable and strategic resource and seeks to ensure a high performance work culture through a fair compensation structure, which is linked to Company and individual performance. The compensation is therefore based on the nature of job, as well as skill and knowledge required to perform the given job in order to achieve the Company's overall objectives.

The Company has devised a policy relating to the remuneration of Directors, KMPs and senior management employees with the following broad objectives.

- Remuneration is reasonable and sufficient to attract, retain and motivate Directors;
- Remuneration is reasonable and sufficient to motivate senior management, KMPs and other employees and to stimulate excellence in their performance;
- Remuneration is linked to performance.

Remuneration Policy balances fixed and variable pay and short and long-term performance objectives.

The Remuneration Policy of the Company is available on the website of the Company at

the link: <https://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies>.

During the period under review, the Remuneration Policy was reviewed and revised by the Board to ensure its continued relevance and to align it with the changes in applicable laws and regulations.

## C. Corporate Social Responsibility Policy

The Board of Directors of the Company has adopted a Corporate Social Responsibility (CSR) Policy on the recommendation of the CSR Committee and the CSR Policy has been amended from time to time to ensure its continued relevance and to align it with the amendments to applicable provisions of law. The Company undertakes / will undertake CSR activities in accordance with the said Policy.

The Company undertakes CSR activities either directly or through JSW Foundation, as deemed appropriate, and is committed to allocating at least 2% of average net profit of the last 3 years. The Company gives preference to the local areas in which it operates for the CSR spend.

In line with the Company's CSR Policy and strategy, the Company plans interventions, inter alia, in the field of health and nutrition, education, water, environment & sanitation, agri-livelihoods, livelihoods and other initiatives.

The CSR Policy of the Company is available on the website of the Company at the link: <https://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies>.

During the year under review, the Company has spent the entire mandated amount of ₹9.58 crore (₹27.91 crore on a consolidated basis) on CSR activities. The unspent amount of ₹1.82 crore of JSWBL for the financial year 2021-22 in respect of an on going project, has been spent during the financial year 2022-23.

Please refer to the Management Discussion and Analysis section of this Report for further details. The Annual Report on CSR activities is annexed as Annexure B and forms a part of this Report.

## D. Whistle Blower Policy and Vigil Mechanism

The Board has, pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,

2015 framed a 'Whistle Blower Policy and Vigil Mechanism'.

The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

The Policy has been framed with a view to provide a mechanism, inter alia, enabling stakeholders including Directors, individual employees of the Company and their representative bodies, to freely communicate their concerns about illegal or unethical practices and to report genuine concerns or grievances as also to report to the management concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct.

The Whistle Blower Policy and Vigil Mechanism is available on the website of the Company at the link: <https://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies>.

#### **E. Risk Management Policy**

The Company has adopted a Risk Management Policy aimed to ensure resilience for sustainable growth and sound corporate governance by having a process of risk identification and management in compliance with the provisions of the Companies Act, 2013 and the Listing Regulations.

The Company recognises that all emerging and identified risks need to be managed and mitigated to -

- Protect its shareholder's and other stakeholder's interests;
- Achieve its business objectives; and
- Enable sustainable growth.

The Company follows the Committee of Sponsoring Organisations (COSO) framework of Enterprise Risk Management (ERM) to identify, classify, communicate, respond to risks and opportunities based on probability, frequency, impact, exposure and resultant vulnerability.

Pursuant to the requirement of Regulation 21 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted a sub-committee of Directors called the Risk Management Committee to oversee the Enterprise Risk Management framework. The Risk Management Committee periodically reviews the

framework including cyber security, high risks items and opportunities which are emerging or where the impact is substantially changing.

There are no risks which, in the opinion of the Board, threaten the existence of the Company. Key risks and response strategies are set out in the Management Discussion and Analysis Section which forms a part of this Annual Report.

#### **F. Policy for Annual Performance Evaluation of Directors, Committees and Board**

Pursuant to the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed a Policy for Performance Evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of the Non - Executive Directors and Executive Directors. On the basis of the criteria specified in this Policy, evaluation of performance of the Individual Directors, Independent Directors, its own performance and that of the working of its Committees during the financial year 2022-23 was carried out by the Board.

During the year under review, the Board Evaluation Policy was reviewed by the Board to ensure its continued relevance.

#### **G. Material Subsidiary Policy**

Pursuant to the provisions of Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has adopted a Policy for determining Material Subsidiaries laying down the criteria for identifying material subsidiaries of the Company.

Accordingly, JSW Hydro Energy Limited and JSW Energy (Barmer) Limited are the material subsidiaries of the Company during the Financial Year 2022-23. During the period under review, the Material Subsidiary Policy was reviewed by the Board to ensure its continued relevance and to align it with changes in applicable laws and regulations.

The Policy may be accessed on the website of the Company at the link: [www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies](http://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies).

## H. Dividend Distribution Policy

Pursuant to Regulation 43A of the Listing Regulations, the Board has approved and adopted a Dividend Distribution Policy. The same is available on the website of the Company at the link: <https://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies>.

- the circumstances under which shareholders may or may not expect dividend;
- the financial parameters that shall be considered while declaring dividend;
- internal and external factors that shall be considered for declaration of dividend;
- policy as to how the retained earnings shall be utilized.

## 18. Corporate Governance Report

The Company has complied with the requirements of Corporate Governance as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and accordingly, the Corporate Governance Report and the requisite Certificate from Deloitte Haskins & Sells LLP, the Statutory Auditors of the Company, regarding compliance with the conditions of Corporate Governance forms a part of this Report.

## 19. Business Responsibility and Sustainability Report

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Company voluntarily published the Business Responsibility and Sustainability Report for the financial year ended 31<sup>st</sup> March, 2022. The Business Responsibility and Sustainability Report for the financial year ended 31<sup>st</sup> March, 2023 forms a part of this Report and is available on the website of the Company at the link: [www.jsw.in/investors/energy](http://www.jsw.in/investors/energy).

## 20. Directors and Key Managerial Personnel

The Company has received declarations from all the Independent Directors under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the Listing Regulations confirming that they meet the criteria of independence as prescribed thereunder.

The Independent Directors have complied with the Code for Independent Directors prescribed under Schedule IV of the Companies Act, 2013 and the

Listing Regulations. The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and they hold highest standards of integrity.

During the year under review, none of the managerial personnel i.e. the Managing Director and Whole-time Directors of the Company were in receipt of remuneration / commission from the subsidiary companies.

The Company familiarises the Independent Directors of the Company with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model and related risks of the Company, etc. Monthly updates on performance/ developments are sent to the Directors. The brief details of the familiarisation programme are put up on the website of the Company at the link: <https://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies>.

There were no changes in Key Managerial Personnel during the financial year 2022-23.

### Resignation / Cessation

During the year under review, no Independent Director has resigned before the expiry of his / her tenure.

### Re-appointment / Appointment

Based on the recommendation of the Compensation and Nomination & Remuneration Committee (CNRC), the Board of Directors, taking into account his integrity, expertise and experience, appointed Mr. Desh Deepak Verma (DIN: 09393549) as an Additional and Independent Director of the Company for a term of 3 consecutive years from 21<sup>st</sup> July, 2022 to 20<sup>th</sup> July, 2025, subject to the approval of the Members of the Company. Members approved the above appointment through a Resolution passed by Postal Ballot with requisite majority on 1<sup>st</sup> September, 2022.

Based on the recommendation of the CNRC, the Board of Directors, taking into account his integrity, expertise and experience, appointed Mr. Parth Jindal (DIN: 06404506) as an Additional and Non-Executive Director of the Company, subject to the approval of the Members of the Company. Members approved the above appointment through a Resolution

passed by Postal Ballot with requisite majority on 22<sup>nd</sup> December, 2022.

Based on the recommendation of the CNRC and subject to the approval of the Members, the Board of Directors at its meeting held on 23<sup>rd</sup> May, 2023, approved the re-appointment of Mr. Sajjan Jindal (DIN: 00017762) as the Chairman and Managing Director for a period of 5 years with effect from 1<sup>st</sup> January, 2024 and also recommended for the approval by the Members at the forthcoming 29<sup>th</sup> Annual General Meeting, a partial modification by way of an increase in the ceiling on remuneration of Mr. Sajjan Jindal with effect from 1<sup>st</sup> July, 2023 till the remainder of his current term.

Based on the recommendation of the CNRC, the Board has recommended for the approval by the Members at the forthcoming 29<sup>th</sup> Annual General Meeting, an increase in the ceiling on remuneration payable to Mr. Prashant Jain (DIN: 01281621) as a Whole-time Director of the Company with effect from 1<sup>st</sup> April, 2024 for the remainder of his term.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Pritesh Vinay (DIN: 08868022) retires as a Director by rotation at the forthcoming 29<sup>th</sup> Annual General Meeting and, being eligible, has offered himself for re-appointment.

Necessary resolutions for approval of the re-appointment and remuneration of the aforesaid Directors have been included in the Notice of the forthcoming 29<sup>th</sup> Annual General Meeting of the Company. The Directors recommend the same for approval by the Members.

Profiles of the aforesaid Directors and as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard - 2, are given in the Notice of the 29<sup>th</sup> Annual General Meeting.

## 21. Directors' Responsibility Statement

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013, it is hereby confirmed that:

- (a) in preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts for the year under review, on a 'going concern' basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively, and
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 22. Committees of the Board

The Company has constituted various Committees of the Board as required under the Companies Act, 2013 and the Listing Regulations. For details like composition, number of meetings held, attendance of members, etc. of such Committees, please refer to the Corporate Governance Report which forms a part of this Annual Report.

## 23. Meetings of the Board

During the year under review, the Board of Directors met 7 times. For details of the meetings of the Board, please refer to the Corporate Governance Report which forms a part of this Annual Report.

## 24. Auditors and Reports

### a. Statutory Auditor

As recommended by the Audit Committee and the Board of Directors of the Company and in accordance with Section 139 of the Companies Act, 2013 and the Rules made thereunder, Deloitte Haskins & Sells LLP, Chartered Accountants,



Mumbai, were re-appointed as the Statutory Auditor of the Company by the Members of the Company at the last Annual General Meeting held on 14<sup>th</sup> June, 2022, from the conclusion of the 28<sup>th</sup> Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting.

The Statutory Auditor has issued Audit Reports with unmodified opinion on the Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023. The Notes on the Financials Statement referred to in the Audit Report are self-explanatory and therefore, do not call for any further explanation or comments from the Board under Section 134(3) (f) of the Companies Act, 2013.

#### b. Cost Auditor

The Company has made and maintained cost accounts and records as specified by the Central Government under Section 148(1) of the Companies Act, 2013. For the financial year 2022-23, Kishore Bhatia & Associates, Cost Accountants have conducted the audit of the cost records of the Company.

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Notifications / Circulars issued by the Ministry of Corporate Affairs from time to time, the Board appointed Kishore Bhatia & Associates, Cost Accountants, to audit the cost records of the Company for the financial year 2023-24.

The remuneration payable to the Cost Auditor is subject to ratification by the Members at the Annual General Meeting. Accordingly, the necessary Resolution for ratification of the remuneration payable to Kishore Bhatia & Associates, Cost Accountants, for the audit of cost records of the Company for the financial year 2023-24, has been included in the Notice of the forthcoming 29<sup>th</sup> Annual General Meeting of the Company. The Directors recommend the same for approval by the Members.

#### c. Secretarial Auditor

The Board appointed Ashish Bhatt & Associates, Company Secretaries, to carry out secretarial audit for the financial year 2022-23.

The Secretarial Audit Report issued by Ashish Bhatt & Associates, Company Secretaries, for the financial year 2022-23 confirms that the Company has complied with the provisions of

the applicable laws and does not contain any observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013. The report in Form MR-3 is annexed as Annexure C and forms a part of this Report.

As per Regulation 24(A)(1) of the Listing Regulations, the material subsidiaries of the Company are required to undertake secretarial audit. JSW Energy (Barmer) Limited (JSWEBL) and JSW Hydro Energy Limited (JSWHEL) were material subsidiaries of the Company for the financial year 2022-23 pursuant to the Regulation 16(1)(c) of the Listing Regulations.

Accordingly, Ashish Bhatt & Associates, Company Secretaries, carried out the secretarial audit for JSWEBL and JSWHEL for the financial year 2022-23. These Secretarial Audit Reports do not contain any observation or qualification. The respective reports in Form MR-3 are annexed as Annexure C1 and C2 respectively and form a part of this Report.

### 25. Compliance with Secretarial Standards

During the year under review, the Company has complied with Secretarial Standards 1 and 2, issued by the Institute of Company Secretaries of India.

### 26. Material Changes and Commitments

In terms of Section 134(3)(l) of the Companies Act, 2013, except as disclosed elsewhere in this Report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and date of this Report.

### 27. Significant and Material Orders passed by Regulators or Courts or Tribunal

No orders have been passed by any Regulator or Court or Tribunal which can have significant impact on the going concern status and the Company's operations in future.

### 28. Annual Return

Pursuant to the provisions of Sections 134(3)(a) and 92(3) of the Companies Act, 2013, the Annual Return for the financial year ended 31<sup>st</sup> March, 2023, is available on the website of the Company at the link: <https://www.jsw.in/investors/energy/annual-return>.

## 29. Environmental Norms

The Ministry of Environment, Forest and Climate Change had, in December 2015, revised environment emission norms prescribing more stringent emission limits for operating as well as under development power plants in the country with respect to particulate matter, sulphur dioxide (SO<sub>2</sub>) & nitrogen dioxide (NO<sub>2</sub>).

As a responsible corporate and to maintain the best environmental operating standards, the Company has deployed state of the art technology to prevent / minimize pollution levels at all its power plants. The Company's Ratnagiri Units 1 to 4 of 300 MW capacity, are in compliance with all revised emission norms prescribed by MoEF & CC. High efficiency ESP & Low NOX burners have been installed since inception. Also Flue Gas Desulphurization units have been installed as per directives from MoEF & CC.

JSW Energy (Barmer) Limited's Units 1 to 8 of 135 MW capacity, are CFBC based and are in compliance with SO<sub>2</sub> emission norms prescribed by MoEF & CC. In order to comply with Suspended Particulate Matter norms, modifications in the Electrostatic Precipitator have been done in 1 to 7 Units and modification works are left only in Unit 8 which shall be completed as per the maintenance shut down schedule well within the stipulated time frame. The Company's Toranagallu Units 2 X 130 MW, are already in compliance with all revised emission norms. Work is in progress to bring the other operating units within the compliance limits in the stipulated time frame.

## 30. Reporting of frauds

There was no instance of fraud during the year under review, which required the Statutory Auditor to report to the Audit Committee and / or Board under Section 143(12) of the Act and Rules framed thereunder.

## 31. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars, as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo are as under:

### (A) Conservation of Energy –

- (i) The steps taken for energy conservation are as below:

#### Vijayanagar Plant

1. Modifying the SBU1 and U2 recirculation valve logic during part load resulted in a significant saving of 311kW at a load of 90 MW.
2. In SBU1, the implementation of the algorithm for dynamic setpoint control of PA fan pressure, based on coal flow simulation, has resulted in a significant energy saving of 15 kW.
3. The replacement of 6 SBU1 cooling tower blades with coolflo energy-efficient blades resulted in a total power savings of 44 kW and a heat rate reduction of 6.9 kcal/kW.
4. By opening the bypass MOV at the deaerator control station and reducing the speed from 700 to 600 rpm, an average power saving of 29 KW was achieved in SBU2 U1 CEP.
5. When operating the SBU2 U1 PA fan at part load with a single fan and a header pressure below 7.5 KPa, the reduction of header pressure to 5.5 KPa resulted in an average energy savings of 518 KW.
6. SBU2 U1 BFP power optimization by removing one stage in BFP-1B d, a saving of 326 kW was achieved.
7. SBU2 U1 When two coal mills are operated at a load less than 120 MW and a coal flow of less than 58 TPH, the reduced header pressure can reach up to 5.5 Kpa, while with three coal mills in operation, the reduced header pressure can reach up to 7.0 Kpa, resulting in a savings of 493 kW at part load.
8. In SBU2 U1 reconfiguration of the FD fan blade pitch mechanism has resulted in the optimization of secondary airflow, leading to significant energy savings of 29 KW.
9. Reconstructing the algorithm in SBU2 U1 of secondary and primary airflow to suit the operation of two coal mills, a saving of 133 KW was achieved.

10. SBU2 U1 optimizing the ash handling compressor run hours based on ash generation at part load, a saving of 32 KW was achieved.

### Ratnagiri Plant

1. Destaging of two boiler feed pumps has resulted in saving of 320 kW per hour aux power consumption at full load.
  2. Sequential mode of turbine governing system has resulted in heat rate reduction by 7 kcal/kWh per unit and estimated savings of coal 12,000 MT/year for all units.
  3. During part load operations, three CW pumps operated for 2 Units has resulted in the saving of 1860 kW per hour of aux power consumption.
  4. Optimisation of compressed air pressure and attending leakages in air system through audits has resulted saving of aux power consumption by 8 kW per hour.
  5. Optimisation of ash handling system running hours as per ash generation has resulted in saving of 125 kW per hour.
  6. During non-availability of load schedules, stopping of closed cooling water pump of non-running units has resulted in saving of aux power by 210 kW per hour.
  7. Optimisation of PA header pressure with high GCV coal from 7.5 kPa to 6.5 kPa of running units has resulted in savings of 275 kW per hour per unit.
- (ii) The steps taken by the Company for utilizing alternate sources of energy:

### Vijayanagar Plant

In both SBU-1 (2 X 130 MW) and SBU-2 (2 X 300 MW) units, waste gases from blast furnace and other steel process plants of JSW Steel are being utilized as fuel which has led to 1.77 Lakh MT displacement of coal.

The implementation of flexibilization has allowed the accommodation of 225 MW solar power for the production of steel, resulting in a significant reduction of 3,51,951 tCO<sub>2</sub>e in emissions.

### Ratnagiri Plant

The Company has built a number of check dams to conserve the rain water. It has resulted in saving of 3.50 Lakh M<sup>3</sup> of surface water which is the highest till date (previous highest was 2.39 Lakh M<sup>3</sup> in the financial year 2021-22) and also resulted in savings of pumping power of approximately 150 KW per hour.

- (iii) The capital investment on energy conservation equipment:

### Vijayanagar Plant

1. ₹21.69 lacs was utilized for the de-staging of the boiler feed pump cartridge in SBU2 U1.
2. ₹25.67 lacs of capital investment utilized for SBU1 CT fills replacement with trickle grid fills.
3. ₹28 lacs was utilized in the replacement of energy-efficient SBU1 CT Fan blades.

### Ratnagiri Plant

1. De-staging of BFP in two unit to save the auxiliary power consumption, 1.10 crores.

## (B) Technology absorption

- (i) The efforts made towards technology absorption are provided below –

### Vijayanagar Plant

1. Investing in digitization is a key step towards technology absorption, as it helped organizations to improve heat rate, APC, efficiency, productivity, and competitiveness by leveraging the latest technologies.
  - OSI PI digital dashboards for monitoring and reduction of controllable losses and improvement in heat rate & APC.
  - Heat rate improvement by smart soot blowing by adopting AI technology.
  - IIOT-based fault detection system for critical equipment in the plant.
2. Cooling Tower- SBU-1 - Cooling Tower's existing GRP (Glass Reinforced Plastic)

fan blades were replaced with energy efficient high airflow Aerodynamic FRP (Fiber Reinforced Plastic) blades which resulted in recurring power saving of 7.3 KW. No. of blades increased from 3 to 6 which has enabled us to operate the Fan at a lower Blade Angle.

3. Improvisation in coal pulverisers to suit various kinds of imported coal has resulted in significant reductions in mill rejects and coal spillage, while also improving overall mill performance and safety. The modification has also led to substantial cost savings through the elimination of excess rejects handling and transportation with a potential savings of ₹27 Lacs/Annum. This innovative solution enabled better mill performance and contribute to a more efficient and sustainable energy production.
4. Developed latest innovative in-house solution for conducting boiler tube surveys in hard-to-reach areas using a mobile camera. This solution reduces the need for manual intervention and enhances the safety of our employees while improving the accuracy of our inspections.
5. Upgradation of SBU2 ash handling plant & DM plant PLC's for enhance the cyber security features.
6. Upgradation of maxDNA distributed control system workstations for ensuring increased reliability & availability.
7. Daylight sensors have been installed to control plant lighting without human intervention.

#### **Ratnagiri Plant**

1. Installation of online alkaliser to maintain desired water quality in generator stator water cooling system to improve the reliability of the generator.
2. Implementation of H2 quad operation for generator cooling system by eliminating the usage of loose cylinders to mitigate safety hazards.

3. Reutilisation of mill reject coal as well as bottom ash in boiler by installation of feeding and conveying system.
  4. To minimise the turbine heat rate loss by installing modified designed reheater spray control valves to avoid the damages to the valve internals.
  5. Installation of programmable logic controllers with latest technology
  6. Implementation of pilot project of pneumatic conveying of bottom ash instead of metal conveyors.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

#### **Vijayanagar Plant**

1. By carrying out in-house repairs on the recirculation valve, a reduction in power consumption of the SBU2 Boiler Feed Pumps 1A, 1B, and 1C was achieved, leading to a total savings of 209 kW.
2. Introduction of trickle grid fill in the air washer system which enhanced water atomization and led to a recurring power savings of 3.95 KWHr.
3. Reduced NAS value of the electrohydraulic system oil by implementing a 3-step innovative strategy.
4. Reliability of turbine valves is enhanced by the use of improvised filter elements for the electrohydraulic oil system of turbine.
5. In house pneumatic test fixture was designed and fabricated for SBU2 U2 hydrogen cooler, to check leakages.
6. A 360-degree coupling guard has been provided in order to eliminate any hazards associated with it.
7. Refurbishment of RO & UF system thereby reducing water consumption.
8. The SBU2 U1 GV2's OEM supplied Viton rubber O-ring was modified to a PTFE O-ring with the same circular cross-section. This modification was done because frequent operation of the GV, causing damage to Viton O-ring. This

- led to fire hazards and oil loss. The PTFE O-ring is more durable and can withstand such conditions.
9. Enhancing reliability by changing material selection of boiler feed pump system, turbine governing valves & ACW pump.
  10. To prevent steam loss caused by passing, the three main steam drain 2,500 Class globe valves in SBU2 U1 were replaced with 3,200 ball valves operated by pneumatic systems.
  11. Replaced existing cooling tower fills with highly efficient hybrid anti clogging Trickle grid fills to sustain cooling tower performance over long period of time up to 5 years in SBU-1.
  12. SBU1 U1 main steam line strainer drain manual valve converted to motorised valve, which resulted in reduced spares consumption.
  13. SBU-1 CT fore bay mesh modified to avoid CW trash screen blockage by providing an arrange to collect foreign materials at bottom while lifting CT mesh for cleaning.
  14. SBU-1 Control room chiller system performance improved by replacing evaporator cooling coils and cleaning the cleaning the cooler
  15. SBU-1 U-2 Booster pump mechanical seal cooler ACW inlet line modified to eliminate blockage and to facilitate cleaning of seal cooler.
  16. Installation & commissioning of 4x300MW UPS battery banks, for increasing the reliability of critical power system
  17. Installation of online transformer oil moisture removal system for improvement of dielectric strength of transformer insulation, thereby enhancing life.
3. Reutilisation of waste through conveying system
  4. Improvement in heat rate by avoiding the losses due to non-required flow of spray water.
  5. Technology obsolesces of control system
  6. To avoid frequent breakdown of metallic conveyor system.
  7. Following modifications are carried out in system for improvement in reliability and safety:
    - a) Placing additional filters over VFD Panel louvers to ease cleaning and replacement of filters
    - b) Usage of long barrel bimetallic lugs and terminal connectors in ESP recti formers to avoid heating and cable damages
    - c) Remote (DCS) operation of 6.6 kV Incomers & Tie Feeders which helps in quick boards changeover in case of emergencies.
    - d) Load shedding/tripping of non-critical loads during unit tripping to avoid excess import energy charges and MD charges
    - e) Preparing low current logic in Motor Feeder relay to identify and generate signal for CW Shaft shear conditions
    - f) Improvement in Power Factor at Nivali PH through auto start of capacitor banks along with Motors
    - g) Implementation of new ABT system for better accuracy and monitoring with auto scheduling facilities to minimisation of error in data handling.
  - (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the Financial Year): Nil.
  - (iv) The expenditure incurred on Research and Development: The Company did not carry out any core R & D work during the financial year 2022-23.

### Ratnagiri Plant

1. Installation of alkaliser will improve the reliability of the generator
2. Safe operation by mitigating the safety hazard

(v) Future Plans:

#### **Vijayanagar Plant**

1. Replacement of APH baskets in SBU-2 Unit-1 for Boiler efficiency improvement & APC reduction
2. Reduction of controllable losses by installation of PID controller through digitization.
3. Installation of advance AI/ML based digital technology for improving plant performance.

#### **Ratnagiri Plant**

1. De-staging of boiler feed pumps (BFPS)
2. Replacement of cooling tower fan blades with energy efficient design.
3. RH spray control valve installation with new design
4. Turbine HP exhaust dump valve assembly
5. Boiler AHP Post cooler conveying system
6. Super Heater spray line modification

### **(C) Foreign exchange earnings and outgo**

The Foreign Exchange earnings of the Company for year under review amounted to Nil. The foreign exchange outflow of the Company for year under review amounted to ₹2,224.28 crore.

### **32. Particulars of Employees and Related Disclosures**

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure D and forms a part of this Report.

The disclosure pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms a part of this Report. However, as per first proviso to Section 136(1) of the Act and second proviso of Rule 5(3)

of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company.

### **33. Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace**

Pursuant to the requirements under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has enacted a Policy and duly constituted Internal Complaints Committees across locations. To build awareness in this area, the Company has been conducting induction / refresher programmes in the organisation on a continuous basis. During the year under review, no complaint was filed.

### **34. IBC Code & One-time Settlement**

There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code). There has not been any instance of one-time settlement of the Company with any Bank or Financial Institution.

### **35. Acknowledgements**

Your Directors would like to express their appreciation for the co-operation and assistance received from the Government authorities, banks and other financial institutions, vendors, suppliers, customers, debenture holders, shareholders and all other stakeholders during the year under review.

Your Directors also wish to place on record their deep sense of appreciation for the committed services of all the employees.

**For and on behalf of the Board of Directors**

**Sajjan Jindal**  
Chairman and Managing Director

Place: Mumbai

Date: 23<sup>rd</sup> May, 2023



# Annexure A

## FORM NO. AOC - 2

Pursuant to clause (h) of sub – section 20 of section 134 of the Act and Rule 8 (2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contracts / arrangement entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis: Not Applicable
2. Details of material contracts or arrangements or transactions at arm's length basis:

| Name(s) of the related party and nature of relationship | Nature of contracts/ arrangements/ transactions   | Duration of the contracts/ arrangements/ transactions   | Salient terms of the contracts or arrangements or transactions including the values, if any  | Date(s) of approval by the Board if any | Amount paid as advances, if any |
|---|---|---|--|---|---------------------------------|
| JSW Steel Limited (Promoter Group Company)              | Sale of power and other materials, O&M services, Job work services Purchase of fuel and other materials, etc. | Power Purchase Agreement dated 30.03.2019 Valid up to 30.09.2026<br>Power Purchase Agreement dated 02.05.2015 Period: 01.04.2015 to 31.03.2040<br>Job work Agreement Dated 09.07.2020 Period: 01.07.2020 to 31.03.2040<br>O&M Agreement dated 17.08.2006 Valid up to 31.03.2024<br>O&M Agreement dated 15.05.2012 Valid up to 31.03.2024<br>Fuel and Water Supply Agreement dated 12.12.2001 Period: 01.08.2001 to 31.07.2031 | Sale of Power and other materials, O&M services, Job work services, etc., to JSW Steel Limited (JSWSL) and also purchase from JSWSL fuel and other materials, steel, receive / avail services, etc., besides reimbursement of expenses paid on each other's behalf, allocating common corporate expenditure. (For details of transactions during the year Refer Note 40 of Standalone Financial Statement. | -                                       | Nil                             |

For and on behalf of the Board of Directors

Sajjan Jindal  
Chairman and Managing Director

Place: Mumbai  
Date: 23<sup>rd</sup> May, 2023

# Annexure B

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to Rule 9 of Companies (Corporate Social Responsibility Policy) Rules, 2014]

Company Name: JSW Energy Limited (CIN: L74999MH1994PLC077041)

- Brief outline on CSR Policy of the Company:** - Please refer to the CSR section of the Board's Report
- Composition of CSR Committee:**

| Sl. No. | Name of Director    | Designation / Nature of Directorship        | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|---------------------|---|--|--|
| 1.      | Ms. Rupa Devi Singh | Chairperson, Independent Director           | 2/2  | 2  |
| 2.      | Mr. Prashant Jain   | Member, Executive, Non-Independent Director | 2/2  | 2  |
| 3.      | Mr. Rajeev Sharma*  | Member, Independent Director                | 2/2  | 2  |

\* Appointed as a Member with effect from 1<sup>st</sup> April, 2022

- Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:-**

The Company's CSR Committee is disclosed at <https://www.jsw.in/energy/board-committees>; CSR Policy is available at <https://www.jsw.in/investors/energy/jsw-energy-corporate-governance-policies> and CSR projects are disclosed at <https://www.jsw.in/foundation>

- Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).**

Not Applicable

- Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

| Sl. No. | Financial Year | Amount available for set-off from preceding financial years (in ₹) | Amount required to be set-off for the financial year, if any (in ₹) |
|---------|----------------|--|---|
| 1.      | 2022 - 23      | NA   | NA  |
| 2.      | 2021 - 22      | NA   | NA  |
| 3.      | 2020 - 21      | NA   | NA  |

- Average net profit of the company as per section 135(5):** ₹478.78 crore
- (a) **Two percent of average net profit of the company as per section 135(5):** ₹9.58 crore
- (b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years.** NIL
- (c) **Amount required to be set off for the financial year, if any:** Nil
- (d) **Total CSR obligation for the financial year (7a+7b- 7c):** ₹9.58 crore
- (a) **CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year. (in ₹ Crs.) | Amount Unspent (in ₹)   |                  |   |        |                  |
|--|---|------------------|---|--------|------------------|
|  | Total Amount transferred to Unspent CSR Account as per section 135(6) |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) |        |                  |
|  | Amount  | Date of transfer | Name of the Fund  | Amount | Date of transfer |
| 9.58   | NIL   | NA               | NA  | Nil    | NA               |

**(b) Details of CSR amount spent against ongoing projects for the financial year:**

(₹ in crore)

| 1            | 2   | 3   | 4                    | 5                                      |  | 6                           | 7                                | 8  | 9  | 10                                       | 11   |                         |
|--------------|---|---|----------------------|--|--|-----------------------------|----------------------------------|--|--|--|--|-------------------------|
| Sr. No.      | Name of the Project   | Item from the list of activities in Schedule VII to the Act | Local area (Yes/ No) | Location of the project                |  | Project duration (in years) | Amount allocated for the project | Amount spent in the current financial year | Amount transferred to Unspent CSR Account for the project as per Section 135 | Mode of Implementation - Direct (Yes/No) | Mode of Implementation - Through Implementing Agency |                         |
|              |   |   |                      | State                                  | District   |                             |                                  |  |  |  | Name   | CSR Registration number |
| 1            | Educational infrastructure & systems strengthening  | (ii)  | Yes                  | Tamil Nadu<br>Maharashtra<br>Karnataka | Tiruppur<br>Tuticorin<br>Ratnagiri<br>Bellari<br>Bangalore | 4                           | 5.20                             | 5.20                                       | -  | No                                       | JSW Foundation                                       | CSR00003978             |
| 2            | Enhance Skills & rural livelihoods through nurturing of supportive ecosystems & innovations | (ii)  | Yes                  | Maharashtra                            | Ratnagiri  | 4                           | 0.51                             | 0.51                                       | -  | No                                       | JSW Foundation                                       | CSR00003978             |
| 3            | General community infrastructure support & welfare initiatives                              | (x)   | Yes                  | Tamil Nadu<br>Maharashtra<br>Karnataka | Tiruppur<br>Tuticorin<br>Ratnagiri<br>Bellari              | 4                           | 1.89                             | 1.89                                       | -  | No                                       | JSW Foundation                                       | CSR00003978             |
| 4            | Integrated water resources management   | (i),(iv)  | Yes                  | Tamil Nadu<br>Maharashtra              | Tiruppur<br>Ratnagiri                                      | 4                           | 0.28                             | 0.28                                       | -  | No                                       | JSW Foundation                                       | CSR00003978             |
| 5            | Nurturing aquatic & terrestrial ecosystems for better environment & reduced emissions       | (iv)  | Yes                  | Tamil Nadu<br>Karnataka                | Tiruppur<br>Bellari  | 4                           | 0.56                             | 0.56                                       | -  | No                                       | JSW Foundation                                       | CSR00003978             |
| 6            | Public health infrastructure, capacity building & support programs                          | (i)   | Yes                  | Tamil Nadu<br>Maharashtra              | Tiruppur<br>Ratnagiri                                      | 4                           | 0.56                             | 0.56                                       | -  | No                                       | JSW Foundation                                       | CSR00003978             |
| 7            | Sports promotion & institution building   | (vii)   | Yes                  | Maharashtra<br>Karnataka               | Ratnagiri<br>Bellari                                       | 4                           | 0.13                             | 0.13                                       | -  | No                                       | JSW Foundation                                       | CSR00003978             |
| <b>Total</b> |   |   |                      |  |  |                             | <b>9.13</b>                      | <b>9.13</b>                                |  |  |  |                         |

**(c) Details of CSR amount spent against other than ongoing projects for the financial year: Not Applicable**

| (1)            | (2)                 | (3)   | (4)                  | (5)                     | (6)      | (7)                                       | (8)                                      |  |
|----------------|---------------------|---|----------------------|-------------------------|----------|---|--|--|
| Sr. No.        | Name of the Project | Item from the list of activities in schedule VII to the Act | Local area (Yes/ No) | Location of the project |          | Amount spent for the project (₹ in crore) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency |
|                |                     |   |                      | State                   | District |   |  |  |
| Not Applicable |                     |   |                      |                         |          |   |  |  |

**(d) Amount spent in Administrative Overheads:** ₹0.45 crore for Project Management Cost

**(e) Amount spent on Impact Assessment, if applicable:** NIL

**(f) Total amount spent for the Financial Year (8b+8c+8d+8e):** ₹9.58 crore

**(g) Excess amount for set off, if any:** Not Applicable

| Sl. No. | Particular  | Amount<br>(₹ in crore) |
|---------|---|------------------------|
| (i)     | Two percent of average net profit of the company as per section 135(5)                                      | -                      |
| (ii)    | Total amount spent for the Financial Year   | -                      |
| (iii)   | Excess amount spent for the financial year [(ii)-(i)]   | -                      |
| (iv)    | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | -                      |
| (v)     | Amount available for set off in succeeding financial years [(iii)-(iv)]                                     | -                      |

**9. Details of Unspent CSR amount for the preceding three financial years:** Not Applicable

| Sr. No.        | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6)<br>(₹ in crore) | Amount spent in the reporting Financial Year<br>(₹ in crore) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any. |                        |                  | Amount remaining to be spent in succeeding financial years<br>(₹ in crore) |
|----------------|--------------------------|---|--|--|------------------------|------------------|--|
|                |                          |   |  | Name of the Fund   | Amount<br>(₹ in crore) | Date of transfer |  |
| Not Applicable |                          |   |  |  |                        |                  |  |

**(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):**  
Not Applicable

| (1)            | (2)        | (3)                 | (4)   | (5)              | (6)  | (7)   | (8)  | (9)   |
|----------------|------------|---------------------|---|------------------|--|---|--|---|
| Sr. No.        | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project<br>(₹ in crore) | Amount spent on the project in the reporting Financial Year<br>(₹ in crore) | Cumulative amount spent at the end of reporting Financial Year<br>(₹ in crore) | Status of the project - Completed / Ongoing |
| Not Applicable |            |                     |   |                  |  |   |  |   |

**10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year:** Not Applicable (asset-wise details).

- Date of creation or acquisition of the capital asset(s).
- Amount of CSR spent for creation or acquisition of capital asset.
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.
- Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset).

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).**

Not Applicable

We hereby confirm that the implementation and monitoring of CSR Policy, is in compliance with CSR Objectives and Policy of the Company.

For JSW Energy Limited

Place: Mumbai  
Date: 23<sup>rd</sup> May, 2023

Sd/-  
Prashant Jain  
Joint Managing Director & CEO

Sd/-  
Rupa Devi Singh  
Chairperson  
CSR Committee

# Annexure C

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**JSW Energy Limited**

JSW Centre, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JSW Energy Limited (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner which provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment, External Commercial Borrowings; and
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during audit period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during audit period).
- (vi) **We further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the laws

i.e. as stated in the Annexure I attached herewith, applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adequate notice is given to all directors to schedule the Board Meetings and agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Shareholders of the Company have passed the following special resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. Consent of the Company for the issue of Equity Shares, etc. pursuant to the provisions of Sections 23, 41, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 for an aggregate amount not exceeding ₹5,000 crore (Rupees Five Thousand crore only).

**For Ashish Bhatt & Associates**

**Ashish Bhatt**

Practicing Company Secretary

FCS No: 4650

C.P. No. 2956

Place: Thane

UDIN: F004650E000354010

Date: May 23, 2023

PR NO: 762/2020

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



## Annexure I

List of applicable laws to the Company

Acts applicable specifically to the Company:

1. The Electricity Act, 2003 and the Rules made there under;
2. National Tariff Policy

For Ashish Bhatt & Associates

**Ashish Bhatt**  
 Practicing Company Secretary  
 FCS No: 4650  
 C.P. No. 2956  
 UDIN: F004650E000354010  
 PR NO:762/2020

Place: Thane

Date: May 23, 2023

## Annexure -II

To,  
 The Members,  
 JSW Energy Limited  
 JSW Centre, Bandra Kurla Complex,  
 Bandra (East), Mumbai - 400 051

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ashish Bhatt & Associates

**Ashish Bhatt**  
 Practicing Company Secretary  
 FCS No: 4650  
 C.P. No. 2956  
 UDIN: F004650E000354010  
 PR NO: 762/2020

Place: Thane

Date: May 23, 2023

## Annexure C1

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**JSW Energy (Barmer) Limited**

JSW Centre, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JSW Energy (Barmer) Limited (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner which provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment and

Overseas Direct Investment, External Commercial Borrowings; (Not applicable to the Company during audit period).

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(Not applicable to the Company during audit period);
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during audit period);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during audit period);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during audit period);
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during audit period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during audit period).

(vi) **We further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the laws i.e. as stated in the Annexure I attached herewith, applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities of the Company are not listed on any Stock Exchange hence no comment is made about Listing Agreements entered into by the Company with Stock Exchange(s);

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company has passed following special resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

1. Approval for granting loans to entities where directors may be interested up to ₹3,000/- crore (Rupees Three Thousand crore).

**For Ashish Bhatt & Associates**

**Ashish Bhatt**  
Practicing Company Secretary  
FCS No: 4650  
C.P. No. 2956  
UDIN: F004650E000345848  
PR NO: 762/2020

Place: Thane  
Date: May 22, 2023

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

## Annexure I

List of applicable laws to the Company

Acts applicable specifically to the Company:

1. The Electricity Act, 2003 and the Rules made there under;
2. The Indian Boiler Act, 1923 and the Rules made there under.

For Ashish Bhatt & Associates

**Ashish Bhatt**

Practicing Company Secretary

FCS No: 4650

C.P. No. 2956

UDIN: F004650E000345848

PR NO: 762/2020

Place: Thane

Date: May 22, 2023

## Annexure -II

To,

The Members,

JSW Energy (Barmer) Limited

JSW Centre, Bandra Kurla Complex,

Bandra (East), Mumbai 400 051.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Ashish Bhatt & Associates

**Ashish Bhatt**

Practicing Company Secretary

FCS No: 4650

C.P. No. 2956

UDIN: F004650E000345848

PR NO: 762/2020

Place: Thane

Date: May 22, 2023

# Annexure C2

## SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
JSW Hydro Energy Limited  
JSW Centre, Bandra Kurla Complex,  
Bandra (East), Mumbai 400 051.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by JSW Hydro Energy Limited (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner which provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the Rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment,

Overseas Direct Investment, External Commercial Borrowings (Not applicable to the Company during audit period);

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011(Not applicable to the Company during audit period);
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Not applicable to the Company during audit period);
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable to the Company during audit period);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (Not applicable to the Company during audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during audit period);
  - (f) 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;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable to the Company during audit period); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during audit period).

(vi) **We further report that**, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the laws i.e. as stated in the Annexure I attached herewith, applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities of the Company are not listed on any Stock Exchange hence no comment is made about Listing Agreements entered into by the Company with Stock Exchange(s).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings and agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**We further report that** during the audit period the Company has not passed any ordinary/ special resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Ashish Bhatt & Associates**

**Ashish Bhatt**  
Practicing Company Secretary  
FCS No: 4650  
C.P. No. 2956  
UDIN: F004650E000345903  
PR NO: 762/2020

Place: Thane

Date: May 22, 2023

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



## Annexure I

List of applicable laws to the Company

Acts applicable specifically to the Company:

1. The Electricity Act, 2003 and the Rules made there under;
2. National Tariff Policy

**For Ashish Bhatt & Associates**

**Ashish Bhatt**

Practicing Company Secretary

FCS No: 4650

C.P. No. 2956

UDIN: F004650E000345903

PR NO: 762/2020

Place: Thane

Date: May 22, 2023

## Annexure -II

To,

The Members,

JSW Hydro Energy Limited

JSW Centre, Bandra Kurla Complex,

Bandra (East), Mumbai 400 051.

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Ashish Bhatt & Associates**

**Ashish Bhatt**

Practicing Company Secretary

FCS No: 4650

C.P. No. 2956

UDIN: F004650E000345903

PR NO: 762/2020

Place: Thane

Date: May 22, 2023

# Annexure D

## Disclosure of Remuneration under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

| No.   | Requirement  | Information   |            |
|-------|--|---|------------|
|       |  | Director  | Ratio      |
| (i)   | The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year<br><br>In respect of Non-Executive Directors, the comparison is based on their respective actual remuneration during financial year 2022-23 in the capacity of Director   | Mr. Sajjan Jindal, Chairman & Managing Director   | 77.68:1.00 |
|       |  | Mr. Parth Jindal (NED)<br>(Date of Appointment - October 28, 2022)  | *          |
|       |  | Mr. Prashant Jain, Jt. Managing Director & CEO  | 27.94:1.00 |
|       |  | Mr. Pritesh Vinay, Director (Finance)   | 16.27:1.0  |
|       |  | Mr. Sunil Goyal (NED)   | 1.67:1.00  |
|       |  | Ms. Rupa Devi Singh (NED)   | 1.47:1.00  |
|       |  | Mr. Munesh Khanna (NED)   | 1.47:1.00  |
|       |  | Mr. Rajeev Sharma (NED)   | 0.31:1.00  |
|       |  | Mr. Desh Deepak Verma (NED)<br>(Date of Appointment - July 21, 2022)  | ~          |
|       |  |   |            |
|       | * Not entitled for sitting fees and commission   |   |            |
|       | ~ The disclosure with respect to Ratio in remuneration is not given as the tenure of Director were only for a part of the financial year 2022-23   |   |            |
| (ii)  | The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year<br><br>In respect of Non-Executive Directors, the % change shown is based on their respective actual remuneration during FY 2021-22 & FY 2022-23                           | Director, Chief Executive Officer, Chief Financial Officer and Company Secretary  | % Change   |
|       |  | Mr. Sajjan Jindal, Chairman & Managing Director   | 3.10%      |
|       |  | Mr. Parth Jindal (NED)<br>(Date of Appointment - 28 <sup>th</sup> October, 2022)  | *          |
|       |  | Mr. Prashant Jain, Jt. Managing Director & CEO  | 19.42%     |
|       |  | Mr. Pritesh Vinay, Director (Finance)<br>(Date of Appointment - 24 <sup>th</sup> March, 2022)<br>(Designated as Chief Financial Officer upto 23 <sup>rd</sup> March, 2022)  | ^          |
|       |  | Ms. Monica Chopra, Company Secretary  | 7.37%      |
|       |  | Mr. Sunil Goyal (NED)   | 5.76%      |
|       |  | Ms. Rupa Devi Singh (NED)   | -6.22%     |
|       |  | Mr. Munesh Khanna (NED)   | ^          |
|       |  | Mr. Rajeev Sharma (NED)   | ^          |
|       | Mr. Desh Deepak Verma (NED)<br>(Date of Appointment - 21 <sup>st</sup> July, 2022)   | #   |            |
|       | ^ The disclosure with respect to increase in remuneration is not given as the tenure of Director was only for a part of the financial year 2021-22.  |   |            |
|       | * Not entitled for sitting fees and commission   |   |            |
|       | # The disclosure with respect to increase in remuneration is not given as the tenure of Director were only for a part of the financial year 2022-23.   |   |            |
| (iii) | The percentage increase in the median remuneration of employees in the financial year  | 7.36%   |            |
| (iv)  | The number of permanent employees on the rolls of company  | 502   |            |
| (v)   | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | Average remuneration of employees (non-managerial) increased by 11.90% (including the promotional increase) in the financial year 2022-23 and for managerial employees remuneration increased by 4.08% in the financial year 2022-23. |            |
| (vi)  | Affirmation that the remuneration is as per the remuneration policy of the company   | Affirmed  |            |