

**NOTICE**

**NOTICE** is hereby given that the 13<sup>th</sup> Annual General Meeting (“AGM”) of Jhajjar Power Limited will be held at a shorter notice on Monday, 02 August 2021, at 10:00 a.m. at the Corporate Office of the Company at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following businesses:

**ORDINARY BUSINESS**

- 1. To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2021 and the Reports of the Board of Directors and Auditors thereon and to pass the following Ordinary resolution in this regard, with or without modification(s):**

*“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2021 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”*

- 2. To appoint a Director in place of Mr. Ian Tuft (DIN: 06899871), who retires by rotation and being eligible, offers himself for re-appointment and to pass the following Ordinary resolution in this regard, with or without modification(s):**

*“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ian Tuft (DIN: 06899871), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”*

**SPECIAL BUSINESS**

- 3. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2022, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

*“RESOLVED THAT pursuant to the provisions of section 148 of the Companies Act, 2013, read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Companies (Cost Records and Audit) Rules, 2014, and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the remuneration of INR 0.55 Mn. (Rupees Five Hundred and Fifty Thousand only) and such applicable taxes and out-of-pocket expenses as may be incurred during the course of the audit, payable to M/s. Kiran J. Mehta & Co., Cost Accountants in practice (Firm Registration No. 000025) to conduct the audit of the cost records of the Company*

*for the financial year ending 31 March 2022, as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”*

By order of the Board of Directors  
of **Jhajjar Power Limited**

Jayant Patil  
Company Secretary  
A14418

Date : 28 May 2021

Place : Jhajjar

Registered Office:

T-15 B, Salcon Ras Vilas

3<sup>rd</sup> floor, Plot no. D-1

Saket District Centre

Saket, New Delhi 110 017

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than 10 (Ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (Ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The instrument appointing proxy in order to be effective must be deposited at the Registered Office of the Company not less than 48 (Forty-Eight) hours before commencement of this AGM of the Company.
3. The Company has received written consent in accordance with the requirements of proviso to Section 96(2) of the Companies Act, 2013 (the “Act”) to hold the AGM of the Company in Mumbai, in the state of Maharashtra in India, instead of the city, town or village where the Company’s registered office is situated.
4. This AGM is being convened and held at a shorter notice than the statutory required minimum of twenty one clear days. Pursuant to proviso to Section 101(1) of the Act, an AGM may be called after giving a shorter notice, if consent is given in writing or by electronic mode by not less than ninety-five percent of the members entitled to vote thereat. The Company has accordingly received the consents from all its Members to hold the AGM at a shorter notice.
5. Pursuant to Article 11.3(b) of the Articles of Association of the Company, unless otherwise decided by the Company, at every general meeting of the shareholders, all questions arising at the said meeting are required to be decided by way of a poll in accordance with the provisions of the Act. If the shareholders waive their right as aforesaid, the voting on all matters arising at the said meeting will be done by way of a show of hands.
6. A statement setting out the material facts relating to the item of Special Business to be pursuant to Section 102 of the Act is enclosed.
7. Additional information pursuant to Secretarial Standard on General Meetings (“SS-2”) i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other requisite details, in respect of Mr. Tuft, seeking reappointment at the AGM, is annexed to the Explanatory Statement.

8. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the AGM.
9. The number and dates of Meetings of the Board and Committees held during the financial year 2020-21, indicating the number of meetings attended by Mr. Tuft, is given elsewhere in the Annual Report.
10. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office and Corporate Office of the Company during the business hours on all working days up to the date of the AGM. Such documents shall also be available for inspection at the venue till the conclusion of the AGM.
11. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 3**

The Board of Directors of the Company, has approved the appointment of M/s. Kiran J. Mehta & Co., Cost Accountants as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31 March 2022.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. The Board has approved a remuneration of INR 0.55 Mn. (Rupee Five Hundred and Fifty Thousand Only) for the financial year ending 31 March 2022. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2022, by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

The Board commends the aforesaid Resolution set out at Item No. 3 of the Notice as an Ordinary resolution for approval by the Members. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

By order of the Board of Directors  
**of Jhajjar Power Limited**

Jayant Patil  
Company Secretary  
A14418

Date : 28 May 2021

Place : Jhajjar

Registered Office:

T-15 B, Salcon Ras Vilas

3<sup>rd</sup> floor, Plot no. D-1

Saket District Centre

Saket, New Delhi 110 017

**Other details of Director seeking re-appointment are, as under:**

Sr. No.	Particulars	Disclosure
1.	Name	Mr. Ian Tuft (DIN: 06899871)
2.	Age	58 years
3.	Qualification	Bachelor of Science & Commerce.
4.	Experience	Mr. Tuft has over 3 decades experience in the Power industry. Currently, he is Senior Director – Renewable Energy for CLP Holdings Ltd. He is responsible for establishing a consistent approach across the Group to the development and operation of the renewable energy fleet. In addition, Mr Tuft is responsible for CLP’s business activities in the SE Asia & Taiwan region.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	Mr. Tuft is proposed to be appointed as a Non-Independent Director.  Last drawn remuneration as a Director: Nil  Remuneration proposed to be paid as a Director: Nil
6.	Date of first appointment	01 April 2014
7.	Shareholding in Company	Nil
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None
9.	Number of Meetings of the Board attended during the year 2020-21.	Mr. Tuft attended all the 4 Board Meetings held during the year.
10.	Other Directorships / Membership / Chairmanship of Committees of other	i. Dr. Cecilia Koo Botanic Conservation Center ii. Ho-Ping Power Company iii. Ho-Ping Renewable Energy Company iv. Hong Kong LNG Terminal Limited

Sr. No.	Particulars	Disclosure
	Boards (other than those of Jhajjar Power Limited)*	v. Natural Energy Development Co. Ltd. vi. Vinh Tan 3 Energy Joint Stock Company

\* Directorship includes Directorships of Public and Private Companies and Committee membership includes only Board constituted Committees.

# Member of Members Council of Limited Liability Company

Jhajjar Power Limited (A CLP India Company)

Registered Office: Unit No. T-15 B, Salcon Ras Vilas, 3rd Floor, Plot No. D-1, Saket District Centre, Saket, New Delhi – 110 017, India

T: +91 11 6612 0700 F: +91 11 6612 0777/0778

Plant: Village Khanpur, Tehsil Matenhail, District Jhajjar, Haryana 124142

Tel: +91-1251-270100 Fax: +91-1251-270105

Corporate Office: 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai - 400 099, India

T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com, www.clpindia.in

CIN No.: U40104DL2008SGC374107

A Member of CLP Group

**FORM NO. MGT. 11**

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN: U40104DL2008SGC374107**

**Name of the company: Jhajjar Power Limited**

**Registered office: T-15 B, Salcon Ras Vilas, 3<sup>rd</sup> Floor, Plot No. D-1, Saket District Centre  
Saket, New Delhi 110 017**

**Name of the member: \_\_\_\_\_**

**Registered address: \_\_\_\_\_**

**E-mail Id : \_\_\_\_\_**

**Folio No/Client Id: \_\_\_\_\_**

**DP ID: \_\_\_\_\_**

I / We, being Member(s) of \_\_\_\_\_ equity share of the above-named company, hereby appoint

1. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_ . or failing him

2. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_ . or failing him

3. Name:  
Address:  
E-mail Id:  
Signature: \_\_\_\_\_ . or failing him



as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 13<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 02 August 2021, at 10:00 a.m. at the Corporate Office of the Company at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolution, as indicated below:

Sr. No.	Resolution	For	Against
1.	To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2021 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Ian Tuft (DIN: 06899871), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2022.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2021

Signature of shareholder:

Affix Revenue Stamp
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Signature of Proxy holder(s):

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**

**ATTENDANCE SLIP**

**13<sup>th</sup> Annual General Meeting of Jhajjar Power Limited**  
**held on Monday, 02 August 2021, at 10:00 a.m.**

Registered Folio No. /DP & Client ID No.	:
Name of Shareholder / Authorised Representative	:
Name of Joint holder(s) if any	:
Registered Address	:
No. of. Shares held	:

I/We certify that I/We am/are Member(s)/proxy for the Member(s) of the Company.

I/We hereby record my/our presence at the 13<sup>th</sup> Annual General Meeting of the Company being held on Monday, 02 August 2021, at 10:00 a.m. at 7<sup>th</sup> Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

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Signature of First holder/Proxy/Authorized Representative

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Signature of Joint holder(s), if any

Date:

Place: