

Reg. Office: Village Khanpur, Tahsil Matenhail, District Jhajjar, Haryana – 124 142
CIN No.: U40104HR2008SGC037809 Telephone with STD – 01251 – 305000, Fax Number –
01251 – 305005, Email Address – jayant.patil@clpindia.in

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of the Company will be held on Monday, 6 August 2018 at 9.00 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai – 400 099, India to transact following Business:

SPECIAL BUSINESS

1. To consider and, if thought fit, to pass the following resolution unanimously:

“RESOLVED THAT in accordance with Section 162 of the Companies Act, 2013, and the rules made thereunder (as amended from time to time), the unanimous consent of the Members be and is hereby accorded to the motion being put forth for the re-appointment of Mr. Mohammed Shahid Aftab (DIN: 01363518) and Ms. Nishita Bakshi (DIN: 07238597), as Independent Directors of the Company under a single resolution.”

2. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mohammed Shahid Aftab (DIN: 01363518) and Ms. Nishita Bakshi (DIN: 07238597), Independent Non-executive Directors of the Company who have submitted declarations that they meet the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who are eligible for re-appointment, be and are hereby re-appointed to hold office for two consecutive years for a term from 1 August 2018 to 1 August 2020, and whose office will not be liable to retire by rotation.”

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), Mr. Rajiv Mishra, Managing Director, Mr. Samir Ashta, Director & CFO, Mr. Naveen Munjal, Director of the Company and Mr. Jayant Patil, Company Secretary of the Company be and are hereby authorized to sign and submit the documents required for the appointment of above mentioned Independent Directors.”

MUMBAI
1 August 2018

BY ORDER OF THE BOARD OF DIRECTORS OF
JHAJJAR POWER LIMITED


Jayant Patil
Company Secretary





NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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 General Meeting of the Company.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Ordinary / Special Business is enclosed herewith.





ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 and 2

TO APPROVE THE RE-APPOINTMENT OF INDEPENDENT DIRECTORS

The Members of the Company, at the Extra Ordinary General Meeting held on 22 July 2015 had approved the appointment of Mr. Mohammed Shahid Aftab (DIN: 01363518) and Ms. Nishita Bakshi (DIN: 07238597) as Independent Non-Executive Directors of the Company, whose term has been completed on 22 July 2018.

As per Section 149(10) of the Companies Act, 2013 and any other amendment thereto ("Act"), an Independent Director shall hold office for a term of up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of up to five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Act, it is proposed to re-appoint them for the second term as Independent Non-Executive Directors on the Board of the Company for a period of two years up to 1st August 2020.

In the opinion of the Board, Mr. Mohammed Shahid Aftab (DIN: 01363518) and Ms. Nishita Bakshi (DIN: 07238597) meet the criteria specified in the Act and Rules framed thereunder and they are independent of the management.

Accordingly, the Board and the Nomination and Remuneration Committee recommend passing of the Resolution at Item No. 2 of the Notice as a Special Resolution.

Further, Section 162(1) of the Act permits to move a motion for the appointment of two or more persons as directors of the company by a single resolution such that, at a general meeting of a company, the said motion has first been agreed to at the meeting without any vote being cast against it. Accordingly, Unanimous consent of the Members is requested for Resolution at Item No. 1 of the Notice.

Except Mr. Mohammed Shahid Aftab (DIN: 01363518) and Ms. Nishita Bakshi (DIN: 07238597), being appointees, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1 or 2.

Registered Office:
Village Khanpur,
Tahsil Matenhail,
District Jhajar,
Haryana – 124 142

**BY ORDER OF THE BOARD OF DIRECTORS OF
JHAJJAR POWER LIMITED**


Jayant Patil
Company Secretary



Date: 1 August 2018
Place: Mumbai