

NOTICE

NOTICE is hereby given that the 14th Annual General Meeting (“AGM”) of Jhajjar Power Limited will be held at a shorter notice on Friday, 08 July 2022, at 10:00 a.m. at the Corporate Office of the Company at 7th 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 2022 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 2022 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. Samir Ashta (DIN: 01957618), 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. Samir Ashta (DIN: 01957618), 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.”

- 3. To re-appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration and to pass the following Ordinary resolution in this regard, with or without modification(s):**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof), and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. B S R & Co. LLP, Chartered Accountants, having Firm Registration Number 101248W/W-100022, be and are hereby re-appointed as the Statutory Auditors of the Company for a second term of five consecutive years, and who shall hold office from the conclusion of the 14th Annual General Meeting till the conclusion of the 19th Annual General Meeting to be held in the year 2027, at such remuneration as may be recommended by the Audit Committee and approved by the Board of Directors in consultation with the Statutory Auditors of the Company, from time to time;

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CIN No.: U40104DL2008SGC374107

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to decide and/or alter the terms and conditions of the appointment including the remuneration for subsequent financial years, as it may deem fit.”

SPECIAL BUSINESS

4. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2023, 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 amendment(s) or re-enactment(s) thereof), the remuneration of INR 0.6 Mn. (Rupees Six Hundred 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 2023, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

5. To consider and approve the continuation of appointment of Dr. Hina Shah (DIN: 06664927), Non-Executive Independent Director of the Company, after the attainment of the age of 75 years, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof) approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Dr. Hina Shah (DIN: 06664927), Non-Executive Independent Director of the Company, who was appointed with effect from 08 August 2020 for a term of 5 (five) years till 07 August 2025 and shall attain 75 years of age on 22 November 2023, for her remaining term after she attains the age of 75 years;

RESOLVED FURTHER THAT the Board of Directors of the Company or the Company Secretary of the Company for the time being are hereby severally authorised to do all acts,

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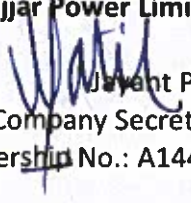
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deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard."

By order of the Board of Directors
of Jhajjar Power Limited


Jyoti Patil
Company Secretary
Membership No.: A14418

Date: 06 July 2022

Place: Mumbai

Registered Office:

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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. 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.
5. A statement setting out the material facts relating to the item of Special Business to be transacted pursuant to Section 102 of the Act is enclosed.
6. 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. Samir Ashta as well as Dr. Hina Shah, directors seeking re-appointment / continuation of appointment at the AGM, is annexed to the Explanatory Statement.
7. 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.
8. The number and dates of Meetings of the Board and Committees held during the financial year 2021-22, indicating the number of meetings attended by Mr. Ashta and Ms. Shah, is given elsewhere in the Annual Report.

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E N E R G Y

9. 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.
10. 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.

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ANNEXURE TO THE NOTICE

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

Item No. 3

M/s. B S R & Co. LLP, Chartered Accountants, (“M/s. B S R & Co. LLP”) were first appointed as the Statutory Auditors of the Company to hold office for a period of 5 (Five) years from the conclusion of the 9th AGM till the conclusion of the 14th AGM of the Company to be held in the year 2022. Consequently, M/s. B S R & Co. LLP will complete their first term of five consecutive years as the Statutory Auditors of the Company at the conclusion of the ensuing 14th AGM.

Pursuant to Section 139(2) of the Companies Act, 2013 (the “Act”), the Company can appoint an audit firm for a 2nd term of 5 (Five) consecutive years. M/s. B S R & Co. LLP have given their consent for their re-appointment as Statutory Auditors of the Company. They have further confirmed that their re-appointment, if made, will be within the limits prescribed under the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder (the “Act”) and that they are eligible for the proposed appointment under the Act, the Chartered Accountants Act, 1949 and rules or regulations made thereunder.

M/s. B S R & Co. LLP is a member entity of B S R & Affiliates, a network registered with the Institute of Chartered Accountants of India (“ICAI”). The firm has offices in various cities across the country. M/s. B S R and Co. LLP is a multi-disciplinary Audit Firm catering to various clients in diverse sectors. The firm holds a ‘Peer Review’ certificate issued by ICAI.

Based on the recommendations of the Audit Committee and the Board of Directors, it is proposed to re-appoint M/s. B S R & Co. LLP, Chartered Accountants, having firm registration No. 101248W/W-100022, as the Statutory Auditors of the Company for the second and final term of 5 (five) consecutive years, who shall hold office from conclusion of this 14th AGM till the conclusion of the 19th AGM of the Company, to be held in the year 2027. The remuneration proposed to be paid to the Statutory Auditors during their second and final term shall be commensurate with the services to be rendered by them during their tenure and shall be decided by the Board of Directors on recommendation of the Audit Committee, from time to time. Further, the Board of Directors in consultation with the Audit Committee, may alter / vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Accordingly, the Board, on the recommendation of the Audit Committee, commends the resolution set out at Item No. 3 of the Notice for approval by the Members by way of an Ordinary Resolution. 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.

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Item No. 4

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 2023.

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 is required to be recommended by the Audit Committee, approved by the Board of Directors and subsequently be ratified by the members of the Company. The Audit Committee has recommended, and the Board of Directors have approved a remuneration of INR 0.6 Mn. (Rupee Six Hundred Thousand Only) for the financial year ending 31 March 2023. Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2023, by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

The Board commends the aforesaid Resolution set out at Item No. 4 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. 4 of the Notice.

Item No. 5

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), with effect from 01 April 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution to that effect is passed and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment or continuation of appointment. Regulation 17(1A) has become applicable to the Company by virtue of its being classified as a "High Value Debt Listed Company" pursuant to the SEBI LODR (Fifth Amendment) Regulations, 2020, effective 07 September 2021. Accordingly, the Company is required to comply with Regulation 17(1A).

Dr. Hina Shah (DIN : 06664927) was originally appointed as a Non-Executive Independent Director of the Company at the Extraordinary General Meeting of the Members held on 22 September 2020 for a term of 5 (Five) years from 08 August 2020 to 07 August 2025. During the course of the term of appointment of Dr. Hina Shah, as an Independent Director, she will be attaining the age of 75 years, and hence, the Company would be required to obtain a Special Resolution of its shareholders for continuation of her appointment after attainment of 75 years of age on 22 November 2023 upto the end of her current tenure of 07 August 2025.

Dr. Shah is an entrepreneur since 1978 in the field of plastic packaging. She has transformed her own entrepreneurial experience into a developmental initiative, International Centre for Entrepreneurship and Career Development ('ICECD'), since 1986, which has facilitated thousands of disadvantaged women to become entrepreneurial, around the world.

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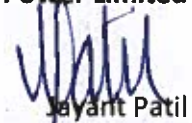
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As a results of her contribution to the field on women empowerment, she has been a recipient of many prestigious awards, including awards, the 'Stree Shakti Award' conferred by the President of India for her contribution in the field of economic development, the Bharat Jyoti Award, the 'Titan - Be More Legend' title, and the Best Project Award from the Project Management Institute. For her prominent contribution to Socio-Economic Development, Dr. Hina Shah has also received an award from the Honorable Chief Minister of Gujarat in 2022. She has also been recognised at Niti Aayog's Women Transforming India Awards.

Considering her seniority, expertise and vast experience in her field which has benefitted the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company have recommended the continuation of directorship of Dr. Hina Shah as a Non-Executive Director Independent Director of the Company after attainment of 75 years of age on 22 November 2023 upto the end of her current tenure of 07 August 2025, as set out in Item No. 5, for approval of the members, by way of a Special Resolution.

Except Dr. Hina Shah, none of the other 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. 5 of the Notice.

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



Jayant Patil
Company Secretary
Membership No.: A14418

Date: 06 July 2022

Place: Mumbai

Registered Office:

T-15 B, Salcon Ras Vilas

3rd floor, Plot no. D-1

Saket District Centre

Saket, New Delhi 110 017

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

Sr. No.	Particulars	Disclosure	Disclosure
1.	Name	Mr. Samir Ashta (DIN:01957618)	Dr. Hina Shah (DIN: 06664927)
2.	Age	58 years	73 years
3.	Qualification	Chartered Accountant and Member of the Institute of Chartered Accountants of India, MBA from the Faculty of Management Studies, University of Delhi.	Master of Science with further qualifications in HRD areas.
4.	Experience	Over 36 years of experience in Project Finance, Treasury, Investment & Risk Analysis, Accounting & Taxation and Policies & Compliances. Mr. Ashta is the Chief Financial Officer of Apraava Energy Private Limited (formerly, CLP India Private Limited), the holding company, as also of the Company.	Dr. Hina Shah is an entrepreneur since 1978 in the field of plastic packaging. She has transformed her own entrepreneurial experience into a developmental initiative, International Centre for Entrepreneurship and Career Development ('ICECD'), since 1986, which has facilitated thousands of disadvantaged women to become entrepreneurial, around the world. Her detailed resume forms part of the Explanatory Statement annexed to the AGM Notice. Dr. Shah also serves as an Independent Director of Gujarat Pipavav Ports Limited.
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. Ashta 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	It is proposed to continue the appointment of Dr. Hina Shah is as a Non-Executive Independent Director beyond 75 years of age, as more explicitly mentioned in the Explanatory Statement annexed to the AGM Notice. Last drawn remuneration as a Director: Not Applicable

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		Mr. Ashta also serves as the Chief Financial Officer of the Company (“CFO”), and while he does not draw any remuneration as a Director of the Company, he is entitled to remuneration as per the cost sharing arrangement with Apraava Energy Private Limited (formerly, CLP India Private Limited), the holding company, for the services rendered by him in his capacity as the CFO.	Remuneration proposed to be paid as a Director: Sitting fees, as may be decided by the Board of Directors from time to time, shall be payable, for attending meetings of the Board / Committees thereof, apart from reimbursement of travel or other expenses as may be incurred for attending the said Meetings or in relation to performing any activity required as a Director of the Company.
6.	Date of first appointment	07 August 2008	08 August 2020
7.	Shareholding in Company	10 equity shares held jointly with Apraava Energy Private Limited.	Nil
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None	None
9.	Number of Meetings of the Board attended during the year 2021-22.	Mr. Ashta attended all the 4 Board Meetings held during the year.	Dr. Hina Shah attended 3 Board Meetings out of 4 Board Meetings held during the year.
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Jhajjar Power Limited)*	Board Memberships: <ol style="list-style-type: none"> Apraava Renewable Energy Private Limited (formerly, CLP Wind Farms (India) Private Limited); Apraava Wind Energy (Khandke) Private Limited (formerly, CLP Wind Farms (Khandke) Private Limited); Apraava Wind Energy (Theni – Project II) Private Limited (formerly, CLP Wind Farms 	Board Memberships: Gujarat Pipavav Port Limited Committee Chairpersonships: Corporate Social Responsibility Committee of Gujarat Pipavav Port Limited Committee Memberships: Committees of Gujarat Pipavav Port Limited

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		<p>(Theni - Project II) Private Limited);</p> <p>4. Cleansolar Renewable Energy Private Limited; and</p> <p>5. Divine Solren Private Limited.</p> <p><u>Committee Memberships:</u></p> <p>Corporate Social Responsibility Committees of:</p> <p>1. Apraava Renewable Energy Private Limited (formerly, CLP Wind Farms (India) Private Limited);</p> <p>2. Apraava Wind Energy (Khandke) Private Limited (formerly, CLP Wind Farms (Khandke) Private Limited).</p> <p>Funding & Treasury Committee of:</p> <p>1. Apraava Renewable Energy Private Limited (formerly, CLP Wind Farms (India) Private Limited).</p>	<p>1. Audit Committee; and</p> <p>2. Stakeholders Relationship Committee.</p>
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** Directorship includes Directorships of Public and Private Companies and Committee membership includes only Board constituted Committees.*

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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, 3rd 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

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Registered Office:

Unit No. T-15 B, Salcon Ras Vilas, 3rd Floor,
Plot No. D-1, Saket District Centre, Saket,
New Delhi 110 017
T: +91 11 6612 0700 **F:** +91 11 6612 0777/0778
CIN No.: U40104DL2008SGC374107

Plant:

Village Khanpur, Tehsil Matenhail,
District Jhajjar, Haryana 124 142
T: +91 1251 270100
Fax: +91 1251 270105

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 14th Annual General Meeting of the Company, to be held on Friday, 08 July 2022, at 10:00 a.m. at the Corporate Office of the Company at 7th 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 2022 and the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mr. Samir Ashta (DIN: 01957618), who retires by rotation and being eligible, offers himself for re-appointment.		
3.	To re-appoint M/s. B S R & Co. LLP, Chartered Accountants as statutory auditors of the Company and to fix their remuneration.		
4.	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2023.		
5.	To consider and approve the continuation of appointment of Dr. Hina Shah, Non-Executive Independent Director of the Company, after the attainment of the age of 75 years.		

Signed this ____ day of _____ 2022

Signature of shareholder:

Affix
Revenue
Stamp

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.

Jhajjar Power Limited (An Apraava Energy Company)

Corporate Office:

7th Floor, Fulcrum, Sahar Road,
Andheri (East), Mumbai 400 099
T: +91 22 6758 8888
F: +91 22 6758 8811/8833
W: www.clpgroup.com, www.apraava.com

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ATTENDANCE SLIP

14th Annual General Meeting of Jhajjar Power Limited
held on Friday, 08 July 2022 , 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 14th Annual General Meeting of the Company being held on Friday, 08 July 2022, at 10:00 a.m. at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

Signature of First holder/Proxy/Authorized Representative

Signature of Joint holder(s), if any

Date:

Place:

Jhajjar Power Limited (An Apraava Energy Company)

Corporate Office:

7th Floor, Fulcrum, Sahar Road,
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