

NOTICE

NOTICE is hereby given that Extraordinary General Meeting 01/2023-24 (“EGM”) of Jhajjar Power Limited (“JPL” / the “Company”) will be held on Wednesday, 31 May 2023, 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 special businesses:

- 1. To consider and approve amendments to the Articles of Association of the Company, 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 the provisions of Sections 5, 14, 15 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 and such other approvals and permissions, if any and to the extent required, the existing set of regulations of the Articles of Association of the Company be and are hereby substituted with the new set of regulations of the Articles of Association, as circulated along with this Resolution, and that the said new set of regulations of the Articles of Association, be and are hereby approved and adopted as the new set of regulations of the Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company and the Company Secretary be and is hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard.”

- 2. To consider and approve raising the loan with an option to convert the same into fully paid Equity Shares of the Company in the Event of Default under Section 62(3) of the Companies Act, 2013, 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 in accordance with the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (as amended from time to time) and in accordance with the Memorandum of Association and Articles of Association of Jhajjar Power Limited (the “Company”) and applicable regulations, guidelines and/or rules including Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019, as amended from time to time, issued by the Reserve Bank of India (the “RBI”) and/or any appropriate statutory, governmental, other authorities from time to time and subject to compliance of provisions of applicable Project Documents, including but not limited to the terms & conditions of the Sanction Letter Ref. No: 03/22/JPL/J1401002/Vol.I dated 19 September 2022 for availing the Rupee Term Loan

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

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

from Power Finance Corporation Limited for commissioned project of 1320 MW (2x660 MW) coal based Thermal Power Project located at Village Khanpur, District Jhajjar, Haryana, the consent of the Members be and is hereby accorded to the Board to the effect that upon the occurrence of an Event of Default, the Rupee Lenders / or any other Lender/s with whom the Company may re-finance the said Rupee Facility, from time to time, (which expression shall, unless repugnant to the context or meaning thereof, be deemed to include their successors, transferees, novatees and assigns) shall have the right to convert, at their option either whole or part of the outstanding loans, interest and any other secured obligation, in relation to the Rupee Facility (whether then due and payable or not) (the "Loans") into fully paid up and voting equity shares of the Company (in accordance with the applicable laws and terms of the financing documents to be executed in relation to the Rupee Facility), at a price as determined in accordance with the applicable law for the time being in force and in the manner specified in the written notice provided by the Rupee Lenders or its agent to the Company ("Notice of Conversion") of their intention to convert such Loans, in the event the Company commits an 'Event of Default' under the terms of the Financing Documents entered in relation with the Rupee Facility. Subject to applicable laws, the conversion right may be exercised by the Rupee Lenders on one or more occasions according to the provisions of the Financing Documents executed in relation to the Rupee Facility or in accordance with the extant guidelines of the RBI;

RESOLVED FURTHER THAT *on receipt of the Notice of Conversion, the Company shall, subject to the provisions of the Financing Documents entered in connection with the Rupee Facility, take all steps necessary to get the equity shares issued to the Rupee Lenders or such other person identified by them, and as a result of such conversion, allot and issue requisite number of fully paid-up equity shares to the Rupee Lender or such other person identified by the Rupee Lenders, as from the date of conversion ("Date of Conversion") and the Rupee Lenders shall accept the same in satisfaction of the part of the Loans so converted;*

RESOLVED FURTHER THAT *the part or whole of the Rupee Facility so converted shall cease to carry interest as from the Date of Conversion and the Rupee Facility stand correspondingly reduced and upon such conversion, the instalments of the Rupee Facility payable after the date of conversion as per the Repayment Schedule in the respective Financing Documents shall stand reduced proportionately by the amounts of the Rupee Facility so converted;*

RESOLVED FURTHER THAT *the fully paid up equity shares so allotted and issued to the Rupee Lenders or any other person identified by the Rupee Lenders pursuant to the Rupee Lenders exercising the right of conversion shall carry from the date of such conversion, the right to receive proportionate dividends and other distributions declared or to be declared in respect of the equity share capital of the Company and shall rank pari passu in all respects with other equity shares of the Company, provided further that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion for the time being available to the Rupee Lenders and the Board shall take necessary steps to complete the compliance in this regard;*



RESOLVED FURTHER THAT in the event of the Rupee Lenders exercising the right of conversion as aforesaid and if the equity shares of the Company are listed on any stock exchange(s) in future, the Company shall get the equity shares which will be issued to the Rupee Lenders as a result of the conversion, listed with the relevant stock exchange(s) at Mumbai or such other places as may be notified by the Bank to the Company and take all necessary steps and make necessary filings in this regard;

RESOLVED FURTHER THAT the consent of Members is hereby given for any amendment, change, modification to the Memorandum of Association and Articles of Association of the Company to give effect to the above resolution;

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares to the Rupee Lenders or such other person identified by the Rupee Lenders, as may be required or as may be necessary in regard to such conversion;

RESOLVED FURTHER THAT approval be and is hereby granted to appoint nominee director upon the occurrence of an Event of Default in terms of the Financing Documents executed in connection with the Rupee Facility and that such nominee director shall neither be liable to retire by rotation, nor be removable at the option of the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from or connected with or incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to create, offer, issue and allot the aforesaid fully paid up equity shares and to resolve and settle all questions and difficulties or doubts that may arise in this regard including in the proposed allotment, utilization of the proceeds and to do all acts, deeds and things in connection therewith as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board is also authorized to increase the authorized share capital of the Company **accordingly**, if required and take necessary steps to complete the compliance in this regard;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Rupee Lenders arising from or incidental to the aforesaid term providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution;

RESOLVED FURTHER THAT that the copies of the foregoing resolutions certified to be true copies by each and any **one** of the Directors of the Company or the Company Secretary, be





E N E R G Y

furnished to the Rupee Lenders, the Security Trustee, or such other authorities/persons as may be required, from time to time."

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

Date: 30 May 2023

Place: Jhajjar

Jayant Patil
Chief Financial Officer & Company Secretary
Membership No. A14418

Registered Office:

T-15 B, Salcon Ras Vilas, 3rd floor, Plot no. D-1
Saket District Centre, Saket, New Delhi 110 017



NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (“EGM”) 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 the EGM of the Company.
3. This EGM 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 EGM 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 EGM at a shorter notice.
4. 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.
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 Companies Act, 2013. 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. 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 EGM.
7. 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 EGM. Such documents shall also be available for inspection at the venue till the conclusion of the EGM.
8. 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 Nos. 1 and 2

Pursuant to the terms & conditions of the Sanction Letter Ref. No: 03/22/JPL/J1401002/Vol.I dated 19 September 2022 for availing the Rupee Term Loan from Power Finance Corporation Limited (“PFC”) for commissioned project of 1320 MW (2x660 MW) coal based Thermal Power Project located at Village Khanpur, District Jhajjar, Haryana or from any other Lender with whom the above Rupee Term Loan Facilities may be re-financed, from time to time, in an Event of Default, the said Lenders would have an option to convert the outstanding amount/s, wholly or part thereof into fully paid-up equity shares of the Company, under Section 62(3) of the Companies Act, 2013 (the “Act”) and Rules made thereunder, at a price determined in accordance with such applicable laws.

Accordingly, approval of the Members of the Company is sought under Section 62(3) of the Act, for availing the Rupee Term Loan Facilities from PFC, wherein, in an Event of Default or as per applicable guidelines of the Reserve Bank of India the Lenders could have an option to convert the outstanding loans together with interest due thereon, into fully paid-up equity shares of the Company.

Since the existing Articles of Association (“the AOA”) of the Company are required to be in conformity with the terms and conditions of the aforesaid sanction letter from PFC as also in order to incorporate the provisions of the Section 62(3) of the Act, it is proposed to suitably amend the AOA of the Company in terms of the provisions of Section 14 of the Act. The proposed new set AOA is annexed with this Notice.

The Board of Directors recommend the aforesaid resolutions for the approval of the Members as Special Resolutions. None of the Directors of the Company / Key Managerial Personnel or their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 1 and 2 of the Notice.

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

Jayant Patil
Chief Financial Officer & Company Secretary
Membership No. A14418

Date: 30 May 2023
Place: Jhajjar



Registered Office:
T-15 B, Salcon Ras Vilas
3rd floor, Plot no. D-1
Saket District Centre, Saket, New Delhi 110 017



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

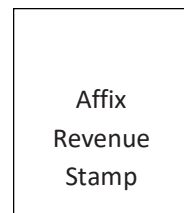


as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting 01/2023-24 of the Company, to be held on Wednesday, 31 May 2023, at 10:00 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolution, as indicated below:

Sr. No.	Resolution	For	Against
1.	To consider and approve amendments to the Articles of Association of the Company.		
2.	To consider and approve raising the loan with an option to convert the same into fully paid Equity Shares of the Company in the Event of Default under Section 62(3) of the Companies Act, 2013.		

Signed this ____ day of _____ 2023

Signature of shareholder:



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

Extraordinary General Meeting 01/2023-24 of Jhajjar Power Limited
held on Wednesday, 31 May 2023, 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 01/2023-24 Extraordinary General Meeting of the Company being held on Wednesday, 31 May 2023, at 10:00 a.m. at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

Signature of First holder/Proxy/Authorised Representative

Signature of Joint holder(s), if any

Date:

Place:

