

**NOTICE**

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting (“AGM”) of Jhajjar Power Limited will be held at shorter notice on Monday, 17 June 2024, 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 2024 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 2024 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. (a) To confirm the payment of Interim Dividend aggregating INR 140 per equity share of INR 10 each as the Final Dividend for the financial year ended 31 March 2024 and to pass the following Ordinary resolution in this regard, with or without modification(s):

*“RESOLVED THAT the Interim Dividend of INR 140 per equity share of INR 10 each fully paid up, aggregating INR 2.80 Bn., duly approved by the Board of Directors and paid to the eligible shareholder of the Company on the record date determined for the same in respect of Financial Year 2023-24, be and is hereby confirmed.”*

- (b) To approve and declare the payment of Final Dividend aggregating INR 250 per equity share of INR 10 each as the Final Dividend for the financial year ended 31 March 2024 and to pass the following Ordinary resolution in this regard, with or without modification(s):

*“RESOLVED THAT a final Dividend of INR 250 per equity share of INR 10 each fully paid up, as recommended by the Board of Directors of the Company for the financial year ended March 31, 2024, be and is hereby declared on 29 May 2024 equity shares, aggregating INR 5 Bn., and the same be paid to the eligible members of the Company whose names appear on the Register of Members of the Company on 28 June 2024.”*

**Jhajjar Power Limited (An Apraava Energy Company)**

**Corporate Office:**  
7<sup>th</sup> Floor, Fulcrum, Sahar Road,  
Andheri (East), Mumbai 400 099  
T: +91 22 6758 8888  
F: +91 22 6758 8811/8833  
W: [www.apraava.com](http://www.apraava.com)

**Registered Office:**  
Unit No. T-15 B, Salcon Ras Vilas, 3<sup>rd</sup> 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.: U40104DL2008PLC374107

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

**SPECIAL BUSINESS**

4. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2025, 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 630,000 (Rupees Six Hundred Thirty 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 2025, as recommended by the Audit Committee and 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  
Chief Financial Officer &  
Company Secretary

ACS Membership No.: A14418

**Date:** 29 May 2024

**Place:** Mumbai

**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

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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, director seeking appointment/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 2023-24, indicating the number of meetings attended by each Director, are given elsewhere in the Annual Report.

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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. 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 2025.

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 630,000 (Rupees Six Hundred Thirty Thousand only) for the financial year ending 31 March 2025. Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2025, 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.

By order of the Board of Directors  
of Jhajjar Power Limited



Jayant Patil  
Chief Financial Officer &  
Company Secretary

ACS Membership No.: A14418

**Date:** 29 May 2024

**Place:** Mumbai

**Registered Office:**

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

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

Sr. No.	Particulars	Disclosure
1.	Name	Mr. Samir Ashta (DIN: 01957618)
2.	Age	59 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.
4.	Experience	Over 37 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, the holding company, as also of the Company.
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-Executive Non-Independent Director.  Last drawn remuneration as a Director: Nil  Remuneration proposed to be paid as a Director: Nil
6.	Date of first appointment	13 August 2022
7.	Shareholding in Company	10 equity shares held jointly with Apraava Energy Private Limited.
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None

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Sr. No.	Particulars	Disclosure
9.	Number of Meetings of the Board attended during the year 2023-24.	Mr. Ashta attended two Meetings of the four Board Meetings held during the year.
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Jhajjar Power Limited)*	<p><b>Board Memberships:</b></p> <ul style="list-style-type: none"> <li>i. Apraava Renewable Energy Private Limited;</li> <li>ii. Fatehgarh III Transmission Limited;</li> <li>iii. Fatehgarh IV Transmission Limited;</li> <li>iv. Karera Power Transmission Limited.</li> </ul> <p><b>Committee Memberships:</b></p> <p>Apraava Renewable Energy Private Limited:</p> <ul style="list-style-type: none"> <li>i. Corporate Social Responsibility Committees;</li> <li>ii. Finance &amp; Treasury Committee.</li> </ul>

\* 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:** U40104DL2008PLC374107

**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

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as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 16<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 17 June 2024, 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 2024 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.	(a) To confirm the payment of Interim Dividend aggregating INR 140 per equity share of INR 10 each as the Final Dividend for the financial year ended March 31, 2024. (b) To approve and declare the payment of Final Dividend aggregating INR 250 per equity share of INR 10 each as the Final Dividend for the financial year ended March 31, 2024.		
4.	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2025.		

Signed this \_\_\_\_ day of \_\_\_\_\_ 2024

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.**

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**ATTENDANCE SLIP**

**16<sup>th</sup> Annual General Meeting of Jhajjar Power Limited**  
**held at a shorter notice on Monday, 17 June 2024, 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 16<sup>th</sup> Annual General Meeting of the Company being held at a shorter notice on Monday, 17 June 2024, 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:

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