

28 June 2023

The Sr. General Manager
Department of Corporate Services
BSE Limited, 1st Floor
P. J. Towers, Dalal Street
Mumbai 400 001

Ref.: Regulation 51 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”) read with Part B of Schedule III to SEBI Listing Regulations

Dear Sirs

Sub.: Proceedings of Fifteenth Annual General Meeting of Jhajjar Power Limited (the “Company”) held on 28 June 2023

We wish to inform you that the Fifteenth Annual General Meeting (“AGM”) of the Company was held on Wednesday, 28 June 2023 at 11.30 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099. Kindly note and take on record that pursuant to proviso to Section 96(2) of the Companies Act, 2013, the Company has received necessary consents from all shareholders of the Company to hold the AGM of the Company in Mumbai.

Pursuant to the provisions of Regulation 51(2) of the SEBI Listing Regulations, read with clause (23) of Para A of Part B of Schedule III of the said Regulations, please find enclosed the proceedings of the AGM for your records and information please. A summary of the proceedings of the AGM is enclosed as **Annexure – 1**.

Further, kindly note that the above is also being placed on the website of the Company i.e., https://www.apraava.com/investor-and-compliance/investor-and-compliance_jpl.

We request you to take the above document / information on record.

Thanking you,

Yours faithfully
For Jhajjar Power Limited

Mitesh Trivedi
Compliance Officer

Encl.: As above

Jhajjar Power Limited (An Apraava Energy Company)

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AGM Proceedings

Day : Wednesday
Date : 28 June 2023
Start Time : 11:30 a.m.
End Time : 11:45 a.m.
Venue : Conference Room 'Universe', 7th Floor, Fulcrum,
Sahar Road, Andheri (East), Mumbai 400 099

With the consent of all the Members and Director present at the Annual General Meeting ("AGM"), Mr. Rajiv Ranjan Mishra took the chair. He extended a warm welcome to the members and since the requisite quorum was present in terms of the relevant provisions of the Companies Act, 2013 and the Article of Association of the Company, the Chairman called the Meeting to order. The quorum was present at the commencement of the AGM as also at the time of consideration of each of the item of business.

The Chairman informed the Members that:

- Dr. Hina Shah and Ms. Urvashi Shah, Non-Executive Independent Directors as well as Mr. Bhaskar Bhattacharjee, Whole-time Director and Mr. Jayant Patil, Chief Financial Officer & Company Secretary of the Company, could not attend the Meeting owing either to pre-occupation or personal exigencies;
- the Chairpersons of the Audit Committee and the Nomination & Remuneration Committee authorised the respective Member of the Committees present at the Meeting to respond the Members' queries, if any, with respect to their respective Committees;
- the Statutory Auditors, Cost Auditors, Secretarial Auditors and the Internal Auditor were exempted from attending the AGM, as per the requests received from them;
- the Company had received an authorisation from Apraava Energy Private Limited ("Apraava Energy") (formerly known as CLP India Private Limited), the holding company, for the entire equity share capital held by it. Accordingly, 7 (seven) Members (including one authorised representative and 6 (six) other Members jointly holding 10 equity shares each with Apraava Energy) constituting 100% of paid-up equity share capital of the Company, were present in person. The Company did not receive any proxies.
- the Register of Proxies and Authorized Representative, Statutory Registers and other documents mentioned in AGM Notice were available for inspection by Members till the conclusion of the meeting, as prescribed under the Companies Act, 2013.

With the unanimous consent of all the Members present at the Meeting, the Notice convening the AGM along with the Explanatory Statement, was taken as read. The Chairman informed the Members that there were no qualifications, reservations or adverse remarks or disclaimers, mentioned in the reports of the Auditors. The attention of the members was invited to the Explanatory Statement annexed to the Notice setting the rationale for the resolutions being put to vote as Special Business. The Chairman briefed the Members about the objectives and implications of the business proposed to be transacted at the Meeting. He then invited the members present to raise any queries pertaining to the business proposed

to be transacted at the AGM. Since there were no queries from the Members, the business of the AGM was transacted.

The Members waived the requirement in relation to voting on all matters arising at the Meeting by way of a poll pursuant to Article 11.3(b) of the Article of Association of the Company, and in view of the said waiver, the voting on all matters as stated below, was done by way of a show of hands.

Each of the business to be transacted was thereafter taken up at the meeting.

Ordinary Business:

1. Audited financial statements for the financial year ended 31 March 2023 and the Reports of the Board of Directors and Auditors thereon

The Chairman moved the following Ordinary Resolution which was seconded by Mr. Mitesh Trivedi:

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2023 and the Reports of the Board of Directors and Auditors thereon laid before this Meeting, be and are hereby considered and adopted.”

The Resolution was put to vote on a show of hands and was passed unanimously.

2. Appointment of Mr. Naveen Munjal (DIN: 00230313), who retires by rotation and being eligible, offers himself for re-appointment

Mr. Haziq Beg moved the following Ordinary Resolution which was seconded by Mr. Gopinath Govindan:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Naveen Munjal (DIN: 00230313), 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.”

The Resolution was put to vote on a show of hands and was passed with requisite majority.



Special Business:

(Mr. Rajiv Ranjan Mishra recused himself as the Chairman for Item No. 3 since it concerned his appointment as a Director and Mr. Naveen Munjal took the Chair.)

3. Appointment of Mr. Rajiv Ranjan Mishra (DIN: 00131207) as the Director of the Company, liable to retire by rotation

Ms. Sudipta Ghosh moved the following Ordinary Resolution which was seconded by Mr. Samir Ashta:

“RESOLVED THAT pursuant to the provisions of Section 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Rajiv Ranjan Mishra (DIN: 00131207), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 09 June 2023, and who holds office upto the ensuing Annual General Meeting of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

The Resolution was put to vote on a show of hands and was passed with requisite majority.

(Mr. Rajiv Ranjan Mishra resumed the Chair after approval of Item No. 3).

4. Ratification of Remuneration of Cost Auditors for the Financial Year ending 31 March 2024

Mr. Naveen Munjal moved the following Ordinary Resolution which was seconded by Mr. Mitesh Trivedi:

“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 600,000 (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 2024, as recommended by the Audit Committee and approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

The Resolution was put to vote on a show of hands and was passed unanimously.



There being no other business to be transacted, and the meeting concluded with a vote of thanks to the chair.

For Jhajjar Power Limited

Mitesh Trivedi
Compliance Officer

