

18 June 2024

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 the Sixteenth Annual General Meeting of Jhajjar Power Limited (the “Company”) held on 18 June 2024

We wish to inform you that the Sixteenth Annual General Meeting (“AGM”) of the Company was held on Tuesday, 18 June 2024 at 10.00 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

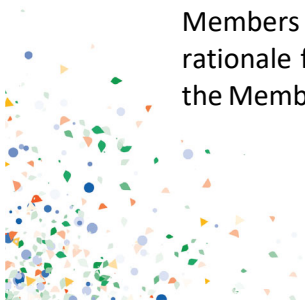
Day : Tuesday
Date : 18 June 2024
Start Time : 10:00 a.m.
End Time : 10:15 a.m.
Venue : Conference Room 'Universe', 7th Floor, Fulcrum,
Sahar Road, Andheri (East), Mumbai 400 099

With the consent of all the Members and Directors present at the Annual General Meeting (“AGM”), Mr. Naveen Munjal 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 Chairperson 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 Chairperson informed the Members that:

- Mr. Samir Ashta, Director, was present at the Meeting, alongside him.
- Dr. Hina Shah as well as Ms. Urvashi Shah - Non-Executive Independent Directors, Mr. Bhaskar Bhattacharjee - Whole-time Director, Mr. Rajat Lohia - Chief Financial Officer and Mr. Jayant Patil - 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”), the holding company, for the entire equity share capital held by it. Accordingly, 5 (five) Members (including one authorised representative and 4 (four) 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 Chairperson 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 Chairperson 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 Articles 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 2024 and the Reports of the Board of Directors and Auditors thereon

The Chairperson 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 2024 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. Samir Ashta (DIN: 01957618), who retires by rotation and being eligible, offers himself for re-appointment

Mr. Mitesh Trivedi 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. 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.”

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



3. (a) Confirming 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

Mr. Gopinath Govindan moved the following Ordinary Resolution which was seconded by Mr. Mitesh Trivedi:

“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.”

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

(b) 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

The Chairperson moved the following Ordinary Resolution which was seconded by Mr. Samir Ashta:

“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.”

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

Special Business:

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

Mr. Samir Ashta 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 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.”





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**

