

28 June 2025

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 LODR”) read with Part B of Schedule III to SEBI LODR

Dear Sirs

Sub.: Proceedings of the Seventeenth Annual General Meeting of Jhajjar Power Limited held on 27 June 2025

We wish to inform you that the Seventeenth Annual General Meeting (“AGM”) of Jhajjar Power Limited (the “Company”) was held on Friday, 27 June 2025 at 02.30 p.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India. 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 Regulation 51(2) read with clause (23) of Para A of Part B of Schedule III of SEBI LODR, please find the summary of the proceedings of the AGM of the Company, enclosed as **Annexure-1**, for your records and information.

In compliance with SEBI LODR, the above proceedings alongwith this intimation shall also be made available 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

Jayant Patil
Company Secretary & Compliance Officer
Membership No. A14418

Encl.: As above



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.apraava.com

Registered Office:

Unit No. T-15 B, Salcon Rasvilas, 3rd Floor,
Plot No. D-1, Saket District Centre, Saket,
New Delhi 110 017
T: +91 11 4302 5608
CIN No.: U40104DL2008PLC374107

Plant: Village Khanpur, Tahsil Matenhail, District Jhajjar, Haryana 124 142. **Fax:** +91 1251 270105

AGM Proceedings

Day : Friday
Date : 27 June 2025
Start Time : 02:30 p.m.
End Time : 03:00 p.m.
Venue : Conference Room 'Universe', 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India

With the consent of all the Members and Directors present at the Annual General Meeting (“**AGM**”), Mr. Rajiv Ranjan Mishra, Non-Executive Non-Independent Director, took the chair. He extended a warm welcome to the Members and Directors. As the requisite quorum was present in terms of the relevant provisions of the Companies Act, 2013, including Rules made thereunder 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 items of business.

The Chairperson, further informed the Members that:

- Mr. Samir Ashta and Mr. Naveen Munjal, Non-Executive Non-Independent Directors and Members of the Nomination & Remuneration Committee and the Audit Committee, respectively, were present at the AGM, alongside him
- Dr. Hina Shah and 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 and Compliance Officer of the Company, could not attend the AGM owing either to pre-occupation or personal exigencies
- the Chairpersons of the Audit Committee and the Nomination & Remuneration Committee of the Board of Directors of the Company, had authorised respective Members of the Committee present at the AGM to respond to Members’ queries, if any, with respect to their respective Committees
- the Statutory Auditors, Cost Auditors, Secretarial Auditor 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 paid-up equity share capital held by it. Accordingly, 07 (seven) Members (including 01 (one) authorised representative and 06 (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 Authorised Representative, applicable Statutory Registers and other documents mentioned in AGM Notice, were available for inspection by Members till the conclusion of the AGM, as prescribed under the Companies Act, 2013

With the unanimous consent of all Members present at the AGM, 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 AGM. 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 seriatim.

The Members waived the requirement in relation to voting on all matters arising at the AGM 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, 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 AGM.

Ordinary Business:

1. Audited Financial Statements for the Financial Year ended 31 March 2025 and the Reports of the Board of Directors and Auditors thereon

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

“RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31 March 2025 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

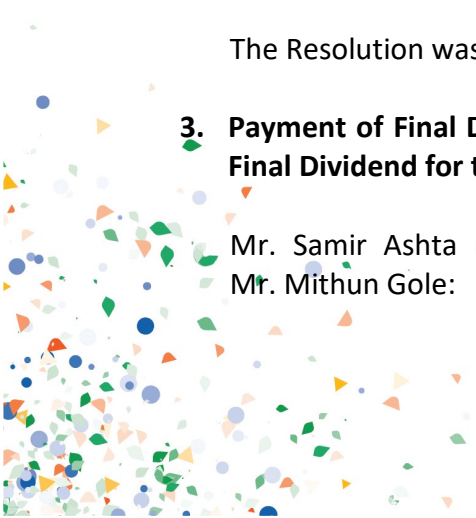
Ms. Deepa Sebastian moved the following Ordinary Resolution which was seconded by Mr. Rajiv Ranjan Mishra:

“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 unanimously.

3. Payment of Final Dividend aggregating INR 175 per equity share of INR 10 each as the Final Dividend for the Financial Year ended 31 March 2025

Mr. Samir Ashta moved the following Ordinary Resolution which was seconded by Mr. Mithun Gole:



“RESOLVED THAT a final Dividend of INR 175 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, 2025, be and is hereby declared on 23 May 2025 equity shares, aggregating INR 3.5 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 27 June 2025.”

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

Special Business:

4. Ratification of Remuneration of Cost Auditors for the Financial Year ending 31 March 2026

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

“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 662,000 (Rupees Six Hundred Sixty-Two 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 2026, 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.

5. Re-appointment of Mr. Bhaskar Bhattacharjee (DIN: 08309161) as a Whole-time Director of the Company

Ms. Naveen Munjal moved the following Ordinary Resolution which was seconded by Ms. Deepa Sebastian:

“RESOLVED THAT on recommendation of the Nomination & Remuneration Committee of the Board of Directors of the Company and pursuant to provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (the “Act”), Schedule V thereof, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and all other applicable provisions, if any, Mr. Bhaskar Bhattacharjee (DIN: 08309161), be and is hereby appointed as a Whole-time Director of the Company, for a period of one year commencing from 01 August 2025 up to 31 July 2026, on the terms and conditions, including remuneration, as set out in the Explanatory Statement annexed hereto;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the Whole-time Director shall be paid the remuneration, as set out in the Explanatory Statement annexed hereto, as the minimum remuneration, subject to the ceiling specified in Schedule V to the Act, from time to time, in accordance with the provisions of the Act

RESOLVED FURTHER THAT the Board of the Directors of the Company (including any Committee thereof) be and is hereby authorised to modify and amend the terms and conditions of appointment, including remuneration, from time to time, as they may deem fit and take all such steps in this regard, including signing such required agreements, documents etc., as well as engage professionals, counsels, if required, for certification and filing of necessary forms, intimations, letters and such other papers and for the purpose sign and execute forms, declarations, returns, letters, update the statutory registers of the Company and in general, to do all such acts, deeds, matters and things as it may deem necessary, proper and expedient to give effect to this resolution.”

There being no other business to be transacted, the AGM concluded with a vote of thanks to the Chair.

For Jhajjar Power Limited

Jayant Patil
Company Secretary & Compliance Officer
Membership No. A14418

