

19 January 2026

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 Extraordinary General Meeting 01/2025-26 of Jhajjar Power Limited held on 19 January 2026

We wish to inform you that the Extraordinary General Meeting 01/2025-26 (“EGM”) of Jhajjar Power Limited (the “Company”) was held on Monday, 19 January 2026 at 09.00 a.m. at the Corporate Office of the Company at 7th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, India.

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 EGM of the Company, enclosed as **Annexure - 1**, for your records and information.

In compliance with SEBI LODR, the above proceedings along with 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

Anand



Anand Kumar
Chief Financial Officer
Membership No. 516025

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

EGM Proceedings

Day : Monday
Date : 19 January 2026
Start Time : 09:00 a.m.
End Time : 09:15 a.m.
Venue : Conference Room ‘Universe’, 7th Floor, Fulcrum, Sahar Road, Andheri (East),
Mumbai 400 099, India

With the consent of all Members present at the Extraordinary General Meeting 01/2025-26 (“**EGM**”), Mr. Rajiv Ranjan Mishra, 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 Articles of Association of the Company, the Chairperson called the Meeting to order. The quorum was present at the commencement of the EGM, as also at the time of consideration of the sole item of business.

The Chairperson further informed the Members that:

- Mr. Samir Ashta, Director, and Member of the Audit Committee as well as the Finance & Treasury Committee of the Board of Directors (the “**Board**”) and Mr. Naveen Munjal, Director and Chairperson of the Audit Committee as well as the Finance & Treasury Committee of the Board, were present at the EGM, alongside him.
- Mr. Bhaskar Bhattacharjee, Whole-time Director and Mr. Anand Kumar, Chief Financial Officer of the Company, could not attend the EGM owing to pre-occupation
- the Statutory Auditors, Cost Auditors, Secretarial Auditors and the Internal Auditor were exempted from attending the EGM, 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 of the Company. 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 Representatives, other Statutory Registers and the documents referred to in the Notice convening the EGM, including the Valuation Report, Statutory Auditors’ Report under Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014, and the Declaration of Solvency, were open and available for inspection by the Members during the continuance of the EGM

With the unanimous consent of all Members present at the EGM, the Notice convening the EGM along with the Explanatory Statement, was taken as read. Attention of the Members was invited to the Explanatory Statement annexed to the Notice setting the rationale for the resolution being put to vote as a Special Business.

The Chairperson briefed the Members about the objective and implication of the Special Business proposed to be transacted at the EGM. He then invited the Members present to raise any queries pertaining to the sole item of business proposed to be transacted at the EGM. Since there were no queries from the Members, the business of the EGM was transacted seriatim.

The Members waived the requirement in relation to voting on the matter arising at the EGM 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 the matter as stated below, was done by way of a show of hands.

The business to be transacted was thereafter taken up at the EGM.

Special Business:

Approval of Buyback of up to 123,246,931 (One Hundred Twenty-Three Million Two Hundred Forty-Six Thousand Nine Hundred Thirty-One) Compulsory Convertible Preference Shares (CCPS) of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 68, 69 and 70 of the Companies Act, 2013 (the **“Act”**) read with Rule 17 of the Companies (Share Capital and Debentures) Rules, 2014 (the **“Rules”**) and such other applicable provisions of the Act and Rules, if any, as amended from time to time (including statutory modification or re-enactments thereof for the time being in force), and in accordance with Article 10 of the Articles of Association of Jhajjar Power Limited (the **“Company”** / **“Issuer”**) and subject to such approvals, permissions, sanctions and consents as may be required under applicable law and subject to such conditions and modifications, if any, as may be prescribed or imposed by any statutory / regulatory authority or lenders of the Company while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (the **“Board”**, which term shall be deemed to include any Committee thereof), the approval of the Members of the Company be and is hereby accorded to buy back up to 123,246,931 (One Hundred Twenty-Three Million Two Hundred Forty-Six Thousand Nine Hundred Thirty-One) fully paid-up Compulsory Convertible Preference Shares of face value of INR 10 (Rupees Ten Only) each (**“CCPS”**), at a price of INR 12.21 (Rupees Twelve and Twenty-One Paise Only) per CCPS, payable in cash, for an aggregate consideration not exceeding INR 1,504,845,028 (Rupees One Billion Five Hundred Four Million Eight Hundred Forty-Five Thousand Twenty-Eight Only), representing upto 5.72% of the aggregate paid-up share capital and free reserves of the Company as per the unaudited financial statements for the quarter and half-year ended 30 September 2025, on a proportionate basis through the tender offer route from all eligible CCPS holders as on the Record Date (**“Buy-back”**) and the Buy-back size does not include transaction costs viz. applicable taxes such as Buy-back tax, securities transaction tax, GST, stamp duty, expenses incurred or to be incurred for the Buy-back like filing fees and other incidental and related expenses, etc.;

RESOLVED FURTHER THAT the Board be and is hereby authorised to give effect to the aforesaid resolutions, including but not limited to finalising the terms of the Buy-back like record date, entitlement ratio, determination of the Buy-back Size on a consolidated basis, time frame for completion of Buyback; appointment of depository participants, bankers, advisors, registrars, consultants / intermediaries / agencies, as may be required, for the implementation of the Buy-back; preparing, finalising, signing and filing of the letter of offer with appropriate authorities and to make all necessary applications to the appropriate authorities for their approvals including but not limited to approvals as may be required from the Ministry of Corporate Affairs (“MCA”), Registrar of Companies (“ROC”) and the Reserve Bank of India (“RBI”); and initiating all necessary actions for preparation and issue of various documents including letter of offer, opening, operation and closure of necessary bank / demat accounts as required under the Act and Rules, filing of declaration of solvency, obtaining all necessary certificates and reports from Statutory Auditors of the Company and other third parties as required under applicable law, extinguishing dematerialised CCPS and filing such other undertakings, agreements, papers, documents and correspondence, under the common seal of the Company, as may be required to be filed in connection with the Buy-back with the MCA, ROC, RBI, Stock Exchange, Depositories and/or other statutory / regulatory authorities, as may be required from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or any Committee constituted is hereby empowered and authorised on behalf of the Company to accept and make any alteration(s) or modification(s) to the terms and conditions, as it may deem necessary, concerning any aspect of the Buy-back, in accordance with applicable law as well as to give such directions as may be necessary or desirable, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as the Board and/or any person authorised by the Board may, in its/such person’s absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back without seeking any further consent or approval of the Members 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.”

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

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

For Jhajjar Power Limited



Anand Kumar
Chief Financial Officer
Membership No. 516025

