

NOTICE

NOTICE is hereby given that the 11th Annual General Meeting of Jhajjar Power Limited will be held on Friday, 09 August 2019, at 4.00 p.m. at the Registered Office of the Company at Village Khanpur, Tahsil Matenhail, District Jhajjar, Haryana 124 142, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2019 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 2019 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.”

SPECIAL BUSINESS

3. To consider and approve the shifting of registered office of the Company from State of Haryana to National Capital Territory of Delhi and consequent alteration of the Memorandum of Association of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 13 and other applicable provisions, if any, of the Companies Act, 2013 and subject to the confirmation of the Regional Director the consent of the Members of the Company be and is hereby accorded to shift the registered office of the Company from the “State of Haryana” to the “National Capital Territory of Delhi”;

RESOLVED FURTHER THAT pursuant to the provisions of section 12(2) and other applicable provisions, if any, of the Companies Act, 2013 and subject to the aforesaid confirmation of the Regional Director, Clause II of the Memorandum of Association of the Company, in so far as it relates to the situation of the registered office be substituted by the following:





II. *The registered office of the Company will be situated in the National Capital Territory of Delhi.*

RESOLVED FURTHER THAT *for giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."*

4. **To consider and approve amendment of the Memorandum of Association of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:**

"RESOLVED THAT *pursuant to the provisions of Sections 4, 13, 15 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 and such other approvals and permissions, if any and to the extent required, the Object clause of the Memorandum of Association of the Company, be and is hereby altered and amended, as under:*

1. *The following Clause 3(a) be substituted with the existing Clause 3(a), as under:*

(a) *The objects to be pursued by the Company are:*

- (i) *To Construct, Operate and maintain "electricity system" as defined under Section 2 (25) of the Electricity Act, 2003.*
- (ii) *To plan; promote; develop, design, engineer, construct, operate and maintain "electricity system" as defined under Section 2(25) of the Electricity Act, 2003 and integrated fuel system in all its aspects including design and engineer; prepare preliminary feasibility, detailed project and appraisal reports; establish; own; construct; operate and maintain electricity system for generation evacuation; transmission and distribution of power for supply to the State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, State Governments, Licenses, statutory bodies, other organisations (including private, public and joint sector undertakings) and bulk consumers of power in accordance with the applicable laws, rules regulations, policies, procedures, guidelines and objectives prescribed by the Govt. of India from time to time.*
- (iii) *To act as Consultants/Technical Advisers of public/private sector enterprises etc.*
- (iv) *To act as consultants, technical advisors, surveyors and providers of technical and other services to Public or Private Sector enterprises engaged in power generation, transmission and distribution and for financial institutions, banks, Central Governments and State Governments and agencies engaged in research, design, engineering of all form of power, both conventional and non-conventional.*





(v) To undertake the business of investing in, developing, operating and managing power and power-related projects in India and expand and grow its business to cover other business opportunities in India from time to time.

2. Listing and renumbering all the clauses currently appearing in clause 3(B) pertaining to "Objects Incidental or Ancillary to the attainment of the main objects" ranging from 3(B)(1) to 3(B)(2) by arranging them under clause 3(b) under the heading "Matters which are necessary for furtherance of the objects specified in Clause 3 are" ranging from 3(b)(i) to 3(b)(xxxix).

RESOLVED FURTHER THAT for giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

5. To consider and approve amendment of the Articles of Association of the Company, and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 5, 14, 15 of the Companies Act, 2013 read with Rules made thereunder and other applicable provisions, if any, of the Companies Act, 2013 and such other approvals and permissions, if any and to the extent required, the existing set of regulations of the Articles of Association of the Company be and are hereby substituted with the new set of regulations of the Articles of Association, as circulated along with this Resolution, and that the said new set of regulations of the Articles of Association, be and are hereby approved and adopted as the new set of regulations of the Articles of Association of the Company;

RESOLVED FURTHER THAT for giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

6. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2020, 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 re-enactment(s) thereof, for the time being in force and pursuant to the recommendation of the Audit Committee of the Board of Directors of the Company, the remuneration of INR 400,000 (exclusive of taxes and out of pocket expenses), 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 2020, as 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

Samir Ashta

Samir Ashta

Director and Chief Financial Officer

DIN: 01957618



Date : 17 July 2019

Place : Mumbai

Registered Office:

Village Khanpur,

Tahsil Matenhail,

District Jhajjar,

Haryana 124 142



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. 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.
3. 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.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the aforesaid items of Special Businesses is enclosed.
5. In terms of Section 152 of the Companies Act, 2013, Mr. Samir Ashta (DIN: 01957618), retires by rotation at the Meeting and being eligible, offers himself for re-appointment. the Board of Directors of the Company commends his re-appointment. A brief profile of Mr. Ashta and other requisite details are annexed to the Explanatory Statement, pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.
6. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, are open for inspection at the Registered Office of the Company on all working days up to the date of this Annual General Meeting. Such documents shall also be available for inspection at the venue till the conclusion of this Annual General Meeting.
7. The number and dates of Meetings of the Board and Committees held during the financial year 2018-19, indicating the number of meetings attended by each Director, are given elsewhere in the Annual Report.
8. The proposed new set of regulations of the Memorandum and Articles of Association are available for inspection in physical or in electronic form during specified business hours i.e. between 10:00 a.m. to 1:00 p.m. at the Registered and Corporate Office of the Company on all working days, excluding Saturdays and public holidays and also at the Meeting.
9. 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.





ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Company was incorporated under the Companies Act, 1956 in the State of Haryana. The registered office of CLP Wind Farms (India) Private Limited, a fellow subsidiary of the Company, is situated in the National Capital Territory of Delhi. In order to have a functional office base in Delhi for the Company along with its group Company and to have enhanced synergy between the two companies and within the group, it is proposed to shift the registered office of the Company from the State of Haryana to the National Capital Territory of Delhi for operational and administrative convenience.

The shifting of the registered office would not result in any change in the operations of the Company or any retrenchment of any employees / workmen employed with the Company.

Consequent to the proposed change, Clause II of the Memorandum of Association of the Company, in so far as it relates to the situation of the registered office, is proposed to be substituted as follows:

II. The registered office of the Company will be situated in the National Capital Territory of Delhi.

In terms of the requirements of Sections 12, 13 of the Companies Act, 2013 ("Act") read with the Rules made thereunder, shifting of the registered office of the Company from one state to another and consequent alteration of the Memorandum of Association of the Company requires approval of the Members by way of a Special Resolution.

Further, in terms of Section 13(4) of the Act read with Rules made thereunder, confirmation of the Regional Director will also be required for the proposed alteration of the Memorandum of Association of the Company.

The Board commends the aforesaid Resolution set out at Item No. 3 of the Notice as a Special 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. 3 of the Notice.

Item Nos. 4 & 5

In December 2018, CLP GPEC (Mauritius) Holdings Limited divested its 40% stake in CLP India Private Limited ("CLP India"), the ultimate holding company, to Caisse de dépôt et placement du Québec (CDPQ), a leading global institutional investor. The share transfer of CLP India to CDPQ was completed on 28 December 2018 and pursuant to a condition to the transfer, the constitutional documents of the Company, being a material subsidiary of CLP India, are





required to be amended to incorporate certain specific rights available with CDPQ under the shareholding documents.

In view of the aforesaid, it is proposed to carry out the following changes in the Memorandum of Association (“MoA”) and Articles of Association of the Company (“AoA”):

Sr. No.	Constitutional Document	Proposed Amendments
1	Memorandum of Association	<ul style="list-style-type: none">▪ Main and ancillary objects: The Company’s objects have been divided into main objects (Art. 3(a)) and ancillary objectives (Art. 3(b)), as required under the Companies Act, 2013. Additional main objects: the following main object has been included in Art. 3(a)(v) pursuant to the CDPQ shareholding documents: <i>To undertake the business of investing in, developing, operating and managing power and power-related projects in India and expand and grow its business to cover other business opportunities in India from time to time.</i>
2	Articles of Association	<ul style="list-style-type: none">▪ Director related provisions: The rights, duties and remuneration of JPL directors aligned with the requirements of the Companies Act, 2013.▪ Table F: amendments to ensure compliance with the requirements set out in Table F (Articles of Association of a Company limited by Shares) of the Companies Act, 2013, including consequential amendments to ensure that the AOA contains accurate references to relevant provisions of the Indian Companies Act, 2013.▪ Right to appoint directors: Amendment to include CDPQ’s right to appoint 1 director to JPL Board, provided CDPQ has at least 26% shareholding in CLP India.▪ Board meeting quorum: amendment to specify quorum requirement of higher of (a) 1/3rd of the total Board strength; or (b) 3 Directors present and voting, provided that at all times 2 CLP Directors are present. A CLP Director to be Board Chairman without a casting vote.





	<ul style="list-style-type: none">▪ Business operations: amendment to specify that JPL business has to be conducted in accordance with the Business Plan, Annual Budget and the company management authority manual (CMAM), each of which are to be agreed with CDPQ.▪ Distribution Policy: Dividend is payable subject to JPL retaining investment grade rating and having sufficient funds to fund its operations. JPL has the discretion to declare dividend for the first 3 years, commencing from 28 December 2018, following which it has to declare dividend from cashflows which are lawfully available for payment of dividend.▪ Information: subject to applicable law, CLP and CDPQ nominated directors have the right to share information provided to them by JPL with their nominee.▪ Shareholder Rights: amendment to include has other customary shareholder rights granted to CDPQ. These rights are common for transactions of such nature.
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Pursuant to Section 13 of the Companies Act, 2013 ("Act"), a Company may alter the provisions of its MoA after obtaining approval of its Members, by way of a Special Resolution. Further, in terms of the Section 14 of the Act read with Rules made thereunder, a Company may alter its AoA or adopt a new set of regulations of the AoA after obtaining the approval of the shareholders by way of a Special Resolution.

The Board commends the aforesaid Resolutions set out at Item Nos. 4 and 5 of the Notice as Special Resolutions 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 resolutions set out at Item Nos. 4 and 5 of the Notice.

Item No. 6

The Board of Directors, on the recommendation of the Audit Committee, 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 2020.

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 has to be ratified by the shareholders of the Company. On recommendation of the Audit Committee, the Board has approved a remuneration of INR 400,000/- for the financial year





ending 31 March 2020. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2020, by passing an Ordinary Resolution set out at item No. 6 of the Notice.

The Board commends the aforesaid Resolution set out at Item No. 6 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. 6 of the Notice.

By order of the Board of Directors
of Jhajjar Power Limited

Samir Ashta
Director and Chief Financial Officer
DIN: 01957618



Date : 17 July 2019
Place : Mumbai

Registered Office:
Village Khanpur,
Tahsil Matenhail,
District Jhajjar,
Haryana 124 142



Other details of Director seeking re-appointment are as under:

Sr. No.	Particulars	Disclosure
1.	Name	Mr. Samir Ashta
2.	Age	55
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	With over 33 years of experience in Project Finance, Treasury, Investment & Risk Analysis, Accounting & Taxation and Policies & Compliances.
5.	Terms & conditions of appointment (along with details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable)	<p>Mr. Samir Ashta is proposed to be appointed as a Non-Independent Director.</p> <p>Last drawn remuneration as a Director: Nil</p> <p>Remuneration proposed to be paid as a Director: Nil</p> <p>Mr. Samir Ashta also serves as the Chief Financial Officer ("CFO") of the Company, and while he does not draw any remuneration as a Director, he is entitled to remuneration as per the cost sharing arrangement with CLP India Private Limited, the ultimate holding company in India, for the services rendered by him in the capacity of CFO, which is disclosed un the extract of the Annual Return forming part of the Board's Report for the financial year ended 31 March 2019.</p>
6.	Date of first appointment	07 August 2008
7.	Shareholding in Company	10 Equity Shares held as a nominee of CLP Power India Private Limited, holding company of Jhajjar Power Limited.
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None
9.	Number of Meetings of the Board attended during the year	Mr. Samir Ashta attended all the Board Meetings held during the year.





10.	Other Directorships / Membership / Chairmanship of Committees of other Boards	<p><u>Board Memberships:</u></p> <ol style="list-style-type: none">1. CLP Wind Farms (India) Private Limited;2. CLP Wind Farms (Khandke) Private Limited;3. CLP India Foundation;4. CLP Power India Private Limited;5. CLP Wind Farms (Theni - Project II) Private Limited;6. CLP Wind Farms (Theni - Project III) Private Limited;7. CLP Wind Farms (Theni - Project IV) Private Limited;8. Tornado Solarfarms Limited;9. Gale Solarfarms Limited. <p><u>Committee Memberships:</u></p> <p>Corporate Social Responsibility Committees of:</p> <ol style="list-style-type: none">1. CLP Wind Farms (India) Private Limited;2. CLP Wind Farms (Theni - Project II) Private Limited.
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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: U40104HR2008SGC037809

Name of the company: Jhajjar Power Limited

Registered office: Village - Khanpur, Tahsil Matenhail, Jhajjar HR 124142 IN

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Friday, 09 August 2019 at 04:00 p.m. at Village - Khanpur, Tahsil Matenhail, Jhajjar HR 124142, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2019 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	To consider and approve the shifting of registered office of the Company from State of Haryana to National Capital Territory of Delhi and consequent alteration of the Memorandum of Association of the Company.		

Jhajjar Power Limited (A CLP India Company)

Registered Office: Village Khanpur, Tahsil Matenhail, District Jhajjar, Haryana 124 142, India
T: +91 1251 270 100 F: +91 1251 270 105

Corporate Office: 7 th Floor, Fulcrum, Sahar Road, Andheri (East), Mumbai - 400 099, India
T: +91 22 6758 8888 F: +91 22 6758 8811/8833 W: www.clpgroup.com. www.clpindia.in

CIN No. : U40104HR2008SGC037809

4	To consider and approve amendment of the Memorandum of Association of the Company.		
5	To consider and approve amendment of the Articles of Association of the Company.		
6	To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2020.		

Signed this ____ day of ____ 2019

Affix
Revenue
Stamp

Signature of shareholder:

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.

ATTENDANCE SLIP

Registered Folio/DP & Client ID	:
Name of Shareholder	:
Registered Address	:
Name of Joint holder(s), if any	:
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 Annual General Meeting of the Company on Friday, 20 August 2019 at 04:00 p.m. at Village - Khanpur, Tahsil Matenhail, Jhajjar HR 124142

Signature of First holder/Proxy/Authorized Representative

Signature of joint holder(s)

Place:

Date:

Notes:

1. Please fill and sign this attendance slip and hand it over at the Attendance Verification Counter at the venue of the Meeting