

NOTICE OF EXTRA ORDINARY GENERAL MEETING

JHAJJAR POWER LIMITED

Reg. Office: Village Khanpur, Tahsil Matenhail, District Jhajjar, Haryana – 124 142

NOTICE is hereby given that an Extra Ordinary General Meeting of the Company will be held on 13 January 2017 at 11.00 a.m. at the Corporate Office of the Company at 15th Floor, Oberoi Commerz, Off Western Express Highway, Goregaon (East), Mumbai 400 063, India to transact following Special Business:

SPECIAL BUSINESS

1. To consider and if thought fit, to pass, with or without modification, the following resolution:

AS SPECIAL RESOLUTION

“RESOLVED THAT in accordance with the provisions of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, other applicable provisions of (a) the Companies Act, 2013, and (ii) the Companies Act, 1956 and the articles of association of the Company and pursuant to the debenture trust deed to be entered into between the Company and the Debenture Trustee (the **“Debenture Trust Deed”**), the consent of the members of the Company be and is hereby accorded to the board of directors of the Company (the **“Board”**) to offer, issue and allot secured, rated, listed, taxable and redeemable non-convertible debentures aggregating up to INR 2.70 billion, on a private placement basis on the terms and conditions set out in the Debenture Trust Deed and related transaction documents.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents, deeds, writings, papers or agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt that may arise in relation thereto or otherwise considered by the Board to be in the best interest of the Company.

RESOLVED FURTHER that a certified copy of this resolution be given to the concerned parties by any Director or the Company Secretary, of the Company for their records and necessary actions.

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

By Order of the Board

Sami Ashli

Director

Date: 5 January 2017
Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE IN HIS PLACE. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

2. THE RELATIVE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT ABOVE IS ANNEXED HERETO.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members are requested to approve the issuance of the 3rd bond of INR 2.70 billion, with a standalone rating of A+ and listed in the debt markets.

The Board recommends this resolution for approval of Members at this meeting. No Director of the Company is interested in this resolution.
