

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting 01/2020-21 (“EGM”) of Jhajjar Power Limited will be held on Tuesday, 22 September 2020 at 12.15 p.m. at the corporate office of the Company in Conference room “Universe” at 7th floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099, to transact the following businesses:

SPECIAL BUSINESS

- 1. To consider and approve the appointment of Ms. Hina Shah (DIN: 06664962) as the Independent Director of the Company**

“RESOLVED THAT Ms. Hina Shah (DIN: 06664962), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 08 August 2020 and who holds office up to the date of the next Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 135 of the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Hina Shah (DIN: 06664962), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from 08 August 2020 up to 07 August 2025.”

- 2. To consider and approve the appointment of Ms. Urvashi Shah (DIN: 07007362) as the Independent Director of the Company**

“RESOLVED THAT Ms. Urvashi Shah (DIN: 07007362), who was appointed by the Board of Directors as an Additional Director of the Company, with effect from 08 August 2020 and who holds office up to the date of the next Annual General Meeting, in terms of Section 161 of the Companies Act, 2013 (“Act”) and Article 135 of the Articles of Association of the Company and who is eligible for appointment as a Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act (including any

statutory modification(s) or re-enactment thereof for the time being in force), Ms. Urvashi Shah (DIN: 07007362), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 years commencing from 08 August 2020 up to 07 August 2025."

By order of the Board of Directors
of **Jhajjar Power Limited**




Jayant Patil
Company Secretary
A14418

Date : 03 September 2020
Place : Jhajjar

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

Jhajjar Power Limited (A CLP India Company)

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

Corporate Office: 7th 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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA-ORDINARY GENERAL MEETING (“EGM”) 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 EGM.
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 EGM of the Company.
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) in respect of the item of Special Businesses to be transacted at the EGM is enclosed.
5. Additional information pursuant to Secretarial Standard on General Meetings (“SS-2”) i.e. Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other requisite details, in respect of Ms. Hina Shah and Ms. Urvashi Shah, seeking appointment at the EGM, is annexed to the Explanatory Statement.
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 the EGM. Such documents shall also be available for inspection at the venue till the conclusion of this EGM.

ANNEXURE TO THE NOTICE

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

Item Nos. 1 & 2

In pursuance of the provisions of Section 161 of the Act and the Articles of Association of the Company, the Board of Directors of the Company had, pursuant to its Circular Resolution passed on 08 August 2020, based on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Hina Shah (DIN: 06664962) and Ms. Urvashi Shah (DIN: 07007362), respectively, as Additional Directors of the Company, with effect from 08 August 2020 to hold office up to the date of the next Annual General Meeting of the Company. The Board of Directors of the Company have also approved the appointment of Ms. Hina Shah and Ms. Urvashi Shah, respectively, as Independent Directors of the Company, for an initial term of 5 years, commencing from 08 August 2020 up to 07 August 2020, subject to the approval of the Members of the Company.

The brief profiles of Ms. Hina Shah and Ms. Urvashi Shah and the additional information pursuant to Secretarial Standards on General Meetings (i.e. "SS-2") issued by the Institute of Company Secretaries of India and other requisite details, are annexed to this Explanatory Statement.

The Company has received declarations from each of them in terms of Section 149 of the Act and the Rules, stating that each of them is qualified to be appointed as an Independent Director of the Company. Pursuant to proviso to sub-section (5) of Section 152 of the Act and clause IV (3) of Schedule IV to the Act, in the opinion of the Board, both Ms. Hina Shah and Ms. Urvashi Shah fulfil the conditions specified in the Act and the Rules for appointment as Independent Directors and that they are independent of the Management.

The Board considers that the association of Ms. Hina Shah and Ms. Urvashi Shah, respectively, would be of immense benefit to the Company and it is desirable to appoint them as Independent Directors of the Company. A copy of the draft letter for their appointment as Independent Directors, setting out the terms and conditions, would be available for inspection without any fee, by the Members at the Registered Office of the Company during normal business hours on any working day (except Saturday, Sunday and public holidays) and the same has also been disclosed on the Company's website at the following link - https://www.clpindia.in/operations_jhajjar.html.

In compliance with the provisions of Sections 149 and 161 of the Act and the Rules framed there under read with Schedule IV of the Act, the appointments of Ms. Hina Shah and Ms. Urvashi Shah, respectively, as Independent Directors, is now being placed before the Members at the General Meeting, for their approval.

The Board commends the Ordinary Resolutions at Item Nos. 1 and 2 of the accompanying Notice, for the approval of the Members of the Company.

Ms. Hina Shah and Ms. Shah are concerned and interested in the Resolutions mentioned at Item Nos. 1 and 2, respectively, of the accompanying Notice. Other than them, respectively for items concerning their own appointment, none of their relatives or no other Director or Key Managerial Personnel or their relatives are concerned or interested in the Resolutions mentioned at Item Nos. 1 and 2 of the Notice.

By order of the Board of Directors
of **Jhajjar Power Limited**




Jayant Patil
Company Secretary
A14418

Date : 03 September 2020

Place : Jhajjar

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

Other details of Director seeking appointment are, as under:

Sr. No.	Particulars	Disclosure	Disclosure
1.	Name	Ms. Hina Shah	Ms. Urvashi Shah
2.	Age	71	64
3.	Qualification	Master of Science with further qualifications in HRD areas.	Bachelor of Arts (BA) degree with economics and having First class First rank of Gujarat University. Bachelor of Laws (LLB).
4.	Experience	<p>She is an entrepreneur since 1978 in the field of plastic packaging. She has transformed her own entrepreneurial experience into a developmental initiative, International Centre for Entrepreneurship and Career Development ('ICECD'), since 1986, which has facilitated thousands of disadvantaged women to become entrepreneurial, around the world.</p> <p>As a results of her contribution to the field on women empowerment, she has been a recipient of many prestigious awards, including awards, the 'Stree Shakti Award' conferred by the President of India for her contribution in the field of economic development, the Bharat Jyoti Award, the 'Titan - Be More Legend' title, and the Best Project Award from the Project Management Institute.</p>	She is an advocate by profession and practicing with Income Tax appellate Tribunal since last 16 years. She serves on the Board of Meghmani Organics Limited as Non-Executive Independent Director.

		Currently, Ms. Shah is Founder-Director and Secretary, ICECD; Founder-Director, Satyameva Jayate International School, Ahmedabad and a Director in Limelight Pictures, Ahmedabad. She also serves as an Independent Director of Gujarat Pipavav Ports Limited.	
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>Ms. Hina Shah is proposed to be appointed as a Non-Executive Independent Director.</p> <p>Last drawn remuneration as a Director: Not Applicable</p> <p>Remuneration proposed to be paid as a Director: Sitting fees, as may be decided by the Board of Directors from time to time, shall be payable, for attending meetings of the Board / Committees thereof, apart from reimbursement of travel or other expenses as may be incurred for attending the said Meetings or in relation to performing any activity required as a Director of the Company.</p>	<p>Ms. Urvashi Shah is proposed to be appointed as a Non-Executive Independent Director.</p> <p>Last drawn remuneration as a Director: Not Applicable</p> <p>Remuneration proposed to be paid as a Director: Sitting fees, as may be decided by the Board of Directors from time to time, shall be payable, for attending meetings of the Board / Committees thereof, apart from reimbursement of travel or other expenses as may be incurred for attending the said Meetings or in relation to performing any activity required as a Director of the Company.</p>
6.	Date of first appointment	08 August 2020	08 August 2020
7.	Shareholding in Company	Nil	Nil
8.	Relationship with any other Director(s) / Key Managerial Personnel of the Company	None	None

9.	Number of Meetings of the Board attended during the year 2019-20.	Not Applicable	Not Applicable
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards*	<p><u>Board Memberships:</u> Gujarat Pipavav Port Limited</p> <p><u>Committee Memberships:</u> Committees of Gujarat Pipavav Port Limited</p> <ul style="list-style-type: none"> • Audit Committee • Stakeholders Relationship Committee • Corporate Social Committee 	<p><u>Board Memberships:</u> Meghmani Organics Limited</p> <p><u>Committee Memberships:</u> Committees of Meghmani Organics Limited</p> <ul style="list-style-type: none"> • Audit Committee • Nomination & Remuneration Committee

** Directorship includes Directorships of Public and Private Companies and Committee membership includes only Board constituted Committees.*



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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 1241 42

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 Extra-Ordinary General Meeting of the Company, to be held on Tuesday, 22 September 2020 at 12:15 p.m. at the corporate office of the Company in Conference room "Universe" at 7th floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	To consider and approve the appointment of Ms. Hina Shah (DIN: 06664962) as the Independent Director of the Company.		
2	To consider and approve the appointment of Ms. Urvashi Shah (DIN: 07007362) as the Independent Director of the Company		

Signed this ____ day of _____ 2020

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 Extra-Ordinary General Meeting of the Company on Tuesday, 22 September 2020 at 12:15 p.m. at the corporate office of the Company in Conference room "Universe" at 7th floor, Fulcrum, Sahar Road, Andheri (East), Mumbai 400 099.

Signature of First holder/Proxy/Authorized Representative

Signature of joint holder(s)

Place:

Date: