

NOTICE

NOTICE is hereby given that the 12th Annual General Meeting (“AGM”) of Jhajjar Power Limited will be held by Video Conference / Other Audio Visual Means on Thursday, 30 July 2020, at 12 Noon, using ‘Microsoft Teams’ software at the link Join Jhajjar Power Limited 12th Annual General Meeting, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements for the financial year ended 31 March 2020 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 2020 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. Naveen Munjal (DIN: 00230313), 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. 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.”

SPECIAL BUSINESS

3. To ratify the remuneration of Cost Auditors for the financial year ending 31 March 2021, 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 0.55 Mn. (Rupees Five Hundred and





Fifty 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 2021, 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**


Jayant Pathi
Company Secretary
A14418



Date : 30 June 2020
Place : Jhajjar

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



NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of the item of Special Business to be transacted at the Annual General Meeting ("AGM") is enclosed.
2. Due to COVID-19 related circumstances and unavoidable reasons, the AGM is scheduled to be held through Video Conferencing / Other Audio-Visual Means via Microsoft Teams ("VC"/"OAVM").
3. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restriction on free movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 08 April 2020, 13 April 2020 and 05 May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May 2020 issued by the Securities and Exchange Board of India ("SEBI") (the "Circular") and in compliance with the applicable provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the AGM is being conducted through VC / OAVM, which does not require physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
4. Members are requested to participate in the Meeting through VC / OAVM. Since the e-mail addresses of all the shareholders are registered with the Company / Depository Participants, the Notice of the Meeting and the link to attend the Meeting is being sent by e-mail to all the shareholders.
5. The designated e-mail address of the Company for the Meeting is jayant.patil@clpindia.in.
6. This being a Meeting held through VC / OAVM, Members cannot appoint a proxy to attend in their stead since the physical presence of Members is not required. Corporate members are encouraged to attend the AGM. The Corporate Members intending to authorise their representative(s) to attend the Meeting are requested to email certified copy of the relevant Board Resolution authorising their representative to attend and vote on their behalf at the AGM at the aforesaid designated email address. The attendance of the Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.





7. For participating in the AGM, Members are requested to download and install the 'Microsoft Teams' software and click on the link [Join Jhajjar Power Limited 12th Annual General Meeting](#). The link will then automatically open in the web browser or on Microsoft Teams app and will connect you to the Meeting. The facility to join the Meeting through VC shall open from 11.45 a.m. (IST) on 30 July 2020, being the date of the AGM.
8. 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 Mr. Munjal, seeking reappointment at the AGM, is annexed to the Explanatory Statement.
9. The number and dates of Meetings of the Board and Committees held during the financial year 2019-20, indicating the number of meetings attended by each Director, are given elsewhere in the Annual Report.
10. All documents specifically stated to be open for inspection in the Explanatory Statement, if any, shall be made available through electronic mode. The Members can request for the same by sending an email at the aforesaid designated email address.
11. In line with the MCA Circulars and SEBI Circular, the Notice of the AGM will be available on the website of the Company at https://www.clpindia.in/operations_jhajjar.html.
12. In case of any clarification or assistance or query related to the AGM including participation, before or during the Meeting, the Members may contact Mr. Harshwardhan Kakkar from the Secretarial Team at Harshwardhan.Kakkar@clpindia.in. Alternatively, Members can reach out by calling on +91 9833463666.
13. All the Members participating in the AGM will be allowed to pose questions concurrently at the AGM or alternatively, they can submit their questions in advance at the aforesaid designated email address of the Company.
14. At the AGM, in case poll on any item is required, the members shall cast their votes only by sending e-mails through their e-mail addresses which are registered with the Company / Depository Participants. The said e-mails should be sent only to the aforementioned designated e-mail address of the Company. In case of joint holders participating at the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.





ANNEXURE TO THE NOTICE

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


Item No. 3

The Board of Directors of the Company, 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 2021.

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 0.55 Mn. (Rupee Five Hundred and Fifty Thousand Only) for the financial year ending 31 March 2021. Accordingly, ratification by the members is sought to the remuneration payable to the Cost Auditors for the financial year ending 31 March 2021, by passing an Ordinary Resolution set out at Item No. 3 of the Notice.

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

By order of the Board of Directors
of Jhajjar Power Limited


Jayant Patil
Company Secretary
A14418



Date : 30 June 2020

Place : Jhajjar

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. Naveen Munjal
2.	Age	54
3.	Qualification	Commerce Graduate and a Chartered Accountant.
4.	Experience	<p>With over 30 years of post-qualification experience, Mr. Munjal is responsible for all commercial matters of CLP India's conventional power business including business development, fuel and Power Purchase Agreements. Mr. Munjal also heads the Procurement Function for CLP India.</p> <p>Having spent more than 18 years at CLP India, he has also led the Finance function for the India business as its Chief Financial Officer for about 6 years.</p>
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. Munjal 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>
6.	Date of first appointment	07 August 2008
7.	Shareholding in Company	10 Equity Shares held as a nominee of CLP 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 2019-20.	Mr. Munjal attended 3 of the 4 Board Meetings held during the year.
10.	Other Directorships / Membership / Chairmanship of Committees of other Boards (other than those of Jhajjar Power Limited)*	<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 Wind Farms (Theni - Project II) Private Limited;4. Satpura Transco Private 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 (Khandke) Private Limited;3. CLP Wind Farms (Theni - Project II) Private Limited;4. Satpura Transco Private Limited.

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

