

NOTICE

Notice is hereby given that the **Eighteenth (18th) Annual General Meeting** of the members of **UJASS ENERGY LIMITED** will be held on on **Tuesday, 19th September, 2017 at 3:30 p.m. at the Corporate Office of the Company situated at NRK Business Park, Vijay Nagar Square, Indore.(M.P.)**, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended as on 31st March 2017, along with the reports of Board of Directors and the Auditors thereon.
2. To declare a final dividend of Re. 0.05 on equity share of Re. 1/- each for the financial year ended March 31, 2017.
3. To appoint a director in place of Mr. Anurag Mundra (DIN: 00113172), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification, the following resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT**, pursuant to the provisions of section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s. Atishay and Associates., Chartered Accountants, Indore (Firm Reg. No 020120C), in place of outgoing Statutory Auditors viz., M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Reg. No., 0743C), who holds office upto the conclusion of this Annual General Meeting, be and are hereby appointed as Statutory Auditors of the Company for a term of five (5) consecutive financial years commencing from the conclusion of this Annual General Meeting till the conclusion of twenty third (23) Annual General Meeting (subject to ratification of the appointment by the Members at every AGM) at such remuneration and out-of-pocket expense, as may be mutually agreed between the Board of Directors and the Statutory Auditors.”

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall include any committee thereof, for the time being exercising powers conferred on board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may think necessary for the purpose of making this resolution effective.”

SPECIAL BUSINESS:

5. To consider and if thought fit to pass with or without modification, the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT**, pursuant to the provisions of

Section 188 and other applicable provisions, if any of the Companies Act,2013 and the Companies (Meeting of Board and its Powers) Rules,2014(including any statutory modification(s) or enactment thereof for the time being in force), and in terms of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the approval of the members of the Company be and is hereby accorded for accepting an unsecured loan from the promoter directors of the Company, Mr. Shyamsunder Mundra, Mr. Vikalp Mundra and Mr. Anurag Mundra upto a tune of Rs. 80 Crore (Eighty Crore only) as per the details as set out under the Explanatory Statement annexed to this Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegate such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

6. To consider and if thought fit to pass with or without modification, the following resolution as **Special Resolution**.

“**RESOLVED THAT**, pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable Rules made there under (including any amendments thereto or re-enactment thereof) and pursuant to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, (SEBI ICDR Regulations), as amended from time to time and subject to all the other rules, regulations, guidelines, notifications and circulars prescribed by the Securities and Exchange Board of India (“SEBI”),the applicable provisions of the Foreign Exchange Management Act, 1999 as amended (“FEMA”), and regulations made there under including the Foreign Exchange Management (Transfer or issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, and the enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreements entered into by the Company with each of the stock exchanges where the equity shares of the Company are listed, and in accordance with the applicable regulations and/ or guidelines issued by any other competent authorities and/ or clarifications issued thereon, from time to time and subject to all such approvals, consents, permissions and/or sanctions as may be necessary from the Government of India (“GOI”), of the Securities and Exchange Board of India, the stock exchanges, the Foreign Investment Promotion Board, the Reserve Bank of India, the Ministry of Finance, the Ministry of Industry, the Ministry of Commerce and such other ministries /

departments of the Government of India, and all such other authorities or institutions as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, as may be agreed to by the Board of Directors of the Company (the Board, which term shall be deemed to include the Management Committee of the Board constituted or any other committee which may be constituted to exercise its powers including the powers conferred here under), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to offer, create, issue and allot (including any provisions for allotment on firm/competitive basis as may be permitted) from time to time, in one or more tranches, in the course of domestic/international offerings, with or without an over-allotment option, whether rupee denominated or denominated in foreign currency, such number of equity shares, non-convertible debentures, convertible debentures subject to SEBI guidelines, Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), convertible warrants or any other instrument convertible into any class of equity shares or any combination thereof through Further Public Offer, Rights Issue, Preferential Offer, Private Placement or through Commercial paper subject to guidelines issued by Reserve Bank of India for such an issue, as may be deemed fit by the Board in one or more tranches, to all eligible investors including but not limited to members, promoters, directors or their relatives/associates, Indian public, Bodies Corporate, employees, Qualified Institutional Buyers, Mutual Funds, Venture Capital Funds, Banks and other institutional investors, Non- Resident Indians, Overseas Corporate Bodies, Foreign Institutional Investors, Foreign Venture Capital Investors, Foreign Nationals, etc up to an aggregate amount of Rs.500 crores (or equivalent thereof in one or more foreign currency), inclusive of premium of such issue and allotment of securities may be made in one or more tranches, in such manner and on such terms and conditions as may be determined by the Board at the time of the issue and allotment of such securities and such Securities may be issued at a discount of up to 5% (or more as may be prescribed under SEBI Regulations), on the price determined in accordance with the pricing formula.”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to issue and allot such number of equity shares as may be required to be issued and allotted upon conversion or exchange of the Securities as may be necessary in accordance with the terms of the offering, all such shares ranking pari passu with the existing equity shares of the Company in all respects including dividend and the equity shares / Securities to be so offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.”

RESOLVED FURTHER THAT, the relevant date for determining the pricing of the equity shares (or of the underlying equity shares) proposed to be issued, in accordance with the provisions of the SEBI Regulations shall be, in case of issuance of equity shares of the Company, the date of the meeting in which the Board of the Company or the Committee of Directors duly authorized by the Board of the Company decides to open the proposed issue and in case of issuance of convertible securities which are convertible/ exchangeable into equity shares of the Company at a later date either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for equity shares of the Company.”

“RESOLVED FURTHER THAT, the allotment of Securities or a combination of Securities shall be completed within a period of twelve months from the date of passing of this resolution or such other time as may be allowed under SEBI Regulations and further the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment except on a recognized stock exchange or as prescribed under SEBI Regulations.”

RESOLVED FURTHER THAT, the number and/or conversion price in relation to equity shares that may be issued and allotted on conversion, if any, of the Securities that may be issued through the ‘Qualified Institutions Placement in accordance with the SEBI Regulations and also through Foreign Currency Convertible Bonds (FCCBs), Global Depository Receipts (GDRs) or American Depository Receipts (ADRs), shall be appropriately adjusted for corporate actions such as bonus issue, rights issue, split and consolidation of share capital, merger, demerger, transfer of undertaking, sale of division or any such capital or corporate restructuring.”

RESOLVED FURTHER THAT, without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the trade-ability and free transfer ability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and the Board be and is hereby authorized in its absolute discretion in such manner as it may deem fit, to dispose of such Securities that are not subscribed, subject to applicable law.”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to appoint the lead managers, underwriters, guarantors, depositories, custodians, registrars, stabilizing agent, escrow banks, trustees,

bankers, advisors and all such agencies and intermediaries as may be involved or concerned in such offerings of the Securities and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memorandum, documents, etc. with Lead Manager(s) and to seek the listing of such securities.”

RESOLVED FURTHER THAT, the Board be and is hereby authorized to form a Fund Raising Committee of the Board and to delegate all or any of its power to the Fund Raising Committee of the Board to give effect to the aforesaid resolutions and is authorized to take such steps and to do all such acts, deeds, matters and things and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of equity shares and / or Securities.”

RESOLVED FURTHER THAT, Mr. Anurag Mundra and Mr. Vikalp Mundra, Jt. Managing Directors and Ms. Shilpi Singh, Company Secretary of the Company be and are hereby jointly and / or severally authorized to do all such acts, deeds and things as may be necessary for giving effect to this resolution, whether incidental or ancillary thereto.”

By order of the Board of Directors of

Place : Indore

Date : 14th August 2017

Shilpi Singh
Company Secretary
ACS No: 35225

Regd. Office:

Survey No. 211/1,

Opp. Sector - C & Metalman,

Sanwer Road Industrial Area,

Indore- 452015. (M. P.).

Tel.: 0731-4715300; Fax: 0731-4715344

Website: www.ujaas.com

CIN: L31200MP1999PLC013571

E-mail: info@ujaas.com

NOTES :

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy/ proxies to attend and vote on poll instead of himself/ herself and the proxy/ proxies need not be a member of the Company. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of Members not exceeding 50(fifty) in number and holding in aggregate not more than 10(ten) percent of the total share capital of the Company carrying voting rights. In the case of 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 a person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the meeting. Proxy form duly stamped and executed in order to be effective, must reach the registered office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting. Proxy form for the AGM is enclosed.
3. The Members/Representative/ Proxy(s) are requested to bring attendance slip, as enclosed, duly filled in, together with their copy of the notice convening the Annual General Meeting.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the meeting.
6. All documents referred to in the above notice and explanatory statement are available for inspection at the registered office of the Company on all working days (except Saturday, Sundays and Public holidays) during working hours upto the date of the Annual General Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2017 to 19th September, 2017 (both days inclusive) to determine the eligible shareholders for the payment of dividend and the dividend if declared, will be paid within 30 days from date of Annual General Meeting (Date of declaration).
9. Members are requested to forward their queries on the subjects to the Company Secretary at the Corporate Office Address or mail at cs@ujaas.com at least 10 days in advance so as to enable the Company to furnish information / replies / clarification at the Annual General Meeting.
10. Pursuant to section 72 of the Companies Act, 2013 and with rule 19(1) of the rules made thereunder, Members holding shares and physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit the details to the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office, in prescribed form SH-13. Members holding shares in demat

form may contact their Depository participants for recording the same.

11. In all correspondence with the Company or with its Registrar & Share Transfer Agent members are requested to quote their folio number and in case the shares are held in dematerialized form, they must quote their Client ID Number and DPID Number.
12. To support the 'Green Initiation, the Members who have not registered their e-mail addresses are requested to register the same with their Depositories or with our Registrar "Bigshare Services Pvt. Ltd." Regd. Off: 1st Floor, Opp. Vasant Oasis Makwana Road, Marol, Andheri East Mumbai 400059, Maharashtra. Email: investor@bigshareonline.com
13. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Share Transfer Agents, Bigshare Services Private Limited ("Bigshare") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
14. Members holding shares in electronic form are requested to intimate immediately any change/correct in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Registrar.
15. The copy of the Notice along with the Annual Report is being sent through electronic mode to all the members whose email address are registered with the Company/Depository Participants(s) unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report are being sent in the permitted mode.
16. The Details as required under Regulation 36(3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations", 2015), of the persons seeking re-appointment as Director under Item No.3 of the Notice, is also annexed and forms part of this Notice.
17. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India with other details like particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier for permanent settlement to our Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number

(PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar.

19. The Investors who have not yet encashed / claimed the Dividend, are requested to encash /claim the Dividend immediately. In terms of Section 124 of the Companies Act, 2013, the Company shall be required to transfer the unclaimed/unpaid Dividend of the Company on the expiry of seven years from the date it became due for payment to the "Investor Education and Protection Fund" and subsequently the shareholders shall not have any right to claim the said refund from the Company or from the said Fund. The Company has uploaded the details of unpaid and unclaimed dividend lying with the Company as on September 22,2016 (date of last Annual General Meeting) on the website of the Company at <http://ujaas.com/unclaimed-dividend/>.
20. The details of the Un-encashed/Un-claimed above-mentioned Dividend are as under:

Financial Year	Unclaimed/ un-encashed Dividend amount as on 31.03.2017 (Amt in ₹)	Due date of transfer to Investor Education and Protection Fund
2012-13(Interim Dividend)	5648.50	18 th September, 2019
2012-13 (Final Dividend)	141740.40	31 st August, 2020
2013-14 (Final Dividend)	283019.00	1 st November, 2021
2014-15(Final Dividend)	96550.95	29 th October, 2022
2015-16 (Interim Dividend)	67429.17	15 th April, 2023

21. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through electronic voting service facility arranged by **National Securities Depository Limited (NSDL)**. The facility for voting, through Ballot Paper, will be also made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

PROCEDURE FOR REMOTE-EVOTING

A. In case of members receiving e-mail from NSDL:

1. Open email and open PDF file viz; "Ujaas e-voting.pdf"

with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password.

2. Log on to the e-voting website www.evoting.nsdl.co.in
3. Click on “Shareholders” - Login.
4. Put user Id and password. Click Login.
5. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
6. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
7. Select EVEN (Evoting Event Number) of Ujaas Energy Limited.
8. Now you are ready to remote evoting as cast vote page opens.
9. Cast your vote by selecting appropriate option and click on SUBMIT and also confirm when prompted.
10. Upon confirmation, the message “vote cast successful” will be displayed.
11. Once you have voted on the resolution, you will not be allowed to modify your vote.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to Scrutinizer Ashish Karodia ashishkarodia@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case of members receiving the physical copy:

1. To refer to the attached instruction sheet for the evoting particulars viz. initial password along with EVEN (e voting EVEN number) and user ID.
2. Please follow all the steps from Sr. No.1 to Sr. No. 9

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

OTHER INSTRUCTIONS

1. The evoting period commences on Saturday, 16th September, 2017 at (9.00 a.m. IST) and ends on Monday 18th September, 2017 at (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Wednesday, 13th September, 2017 i.e., cut-off date, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by

the Member, he/she shall not be allowed to change it subsequently or cast vote again.

2. The Voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote evoting or voting at the meeting through poll paper.
3. Any person, who acquires shares of the Company and becomes a member of the Company after the dispatch of Notice and is holding shares as of the cut-off date, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in or investor@bigshareonline.com However, if he/she is already registered with NSDL for remote evoting then he/she can use his/her existing user-id and password for casting vote. If you forget your password, you can reset your password by using “forgot user details/password” option available on www.evoting.nsdl.com.
4. Mr. Ashish Karodia, Practicing Company Secretary (CP No. 6375, membership no. F6549) has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner and to scrutinize the poll at the AGM venue.
5. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote evoting in the presence of atleast two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, consolidated Scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
6. The result declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.ujaas.com and on the website of NSDL www.evotingnsdl.com immediately. The Company shall simultaneously forward the results to the National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5

Approval for Related Party Transaction

Background of the Transaction

In order to meet the capital requirements for business activities viz. forming strategic partnerships by buy minority stake in the shareholding of partners, your Company has taken an unsecured loan from its whole time Promoter Directors, Mr. Shyamsunder Mundra, Mr. Vikalp Mundra and Mr. Anurag Mundra upto a tune of Rs. 27 Crore at a rate of interest not exceeding 6% per annum, with the Board’s approval in accordance with the provisions of Section 188 of the

Companies Act, 2013 and Regulation 23 of SEBI(LODR) Regulations, 2015.

Further the Company may take additional funds from the Promoter Directors upto a tune of Rs.80 Crore (Rupees Eighty Crore) which may be deemed to be material contract/arrangement with the Related Parties under Section 2(76) and Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Power) Rules, 2014 (A transaction with a related party shall be

DISCLOSURE

Name of the Related Party	- Mr. Shyamsunder Mundra - Mr. Vikalp Mundra - Mr. Anurag Mundra
Name of the Director or Key Managerial Personnel who is related, if any and their Relationship	- Mr. Shyamsunder Mundra is father of Mr. Vikalp Mundra & Mr. Anurag Mundra - Mr. Vikalp Mundra is a brother of Mr. Anurag Mundra and son of Mr. Shyamsunder Mundra - Mr. Anurag Mundra is a brother of Mr. Vikalp Mundra and son of Mr. Shyamsunder Mundra
Nature, material terms and particulars of the arrangement	Loan from Directors not exceeding Rs.80 Crores at a Rate of Interest as may be determined by the Board of Directors considering prevailing rate on government securities.
Any other information relevant or important for the members to take	The Board of Directors of your Company on the recommendation of the Audit Committee has approved this item in the Board Meeting held on and recommends decision on the proposed resolution the resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

considered material if the transaction(s) to be entered by the Company with the related parties (directly or through an agent) amounts to 10% or more of the consolidated turnover of the company for previous year). Hence, the prior approval of the members has been sought for the above transaction with related parties.

Copy of All documents are available for inspection by the members at the Registered Office of the Company on all working days during 9.00 a.m. to 6.00 p.m. till the date of Annual General Meeting.

None of the Directors/ Key Managerial Personnel of the Company / their relatives except Mr. Shyam Sundar Mundra, Mr. Vikalp Mundra, Mr. Anurag Mundra, & their relatives are, in any way, concerned or interested financially or otherwise, in the said in the resolution as set out at No. 5 of the Notice.

The Board recommends the Resolution as set out under item No.5 for approval of the Shareholder as an Ordinary Resolution.

Item No. 6.:

The Company is in the business of Solar Energy Power Generation. The Board of Directors is of the opinion that the Company requires additional funds to meet with the needs of growing business, in addition to the funds raised internally and through debt from banks and financial institutions. Hence it is imperative to have enabling approvals to raise a part of the funding requirements for the said purposes as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate securities as defined in

the resolution, in Indian or international markets.

Accordingly, It is proposed to raise funds of upto Rs.500 crores in one or more tranches through a mix of equity/equity-linked instruments, as may be appropriate. The Members' approval is sought for the issue of such number of Equity Shares, Global Depository Receipts (GDRs), American Depository Receipts (ADRs), Foreign Currency Convertible Bonds (FCCBs), and/or Equity Shares through Depository Receipt Mechanism and/or Fully Convertible Debentures

(FCDs) and/or Non Convertible Debentures (NCDs) with warrants, or any other financial instruments convertible into or linked to Equity Shares and/or any other instruments and/or combination of instruments with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form or any combination of Securities through public issue(s), private placement(s) or a combination thereof, including issuance of Securities through a Qualified Institutions Placement under Chapter VIII of the SEBI ICDR Regulations.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the shareholders of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers and to other buyers under the Private Placement shall be freely determined subject to such price not being less than the price calculated in accordance with the SEBI ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined pursuant to the SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date when the Board or the Committee of the Board thereof decides to open the Issue for subscription.

The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s)

including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted or arising out of conversion of any Securities would be listed. The offer / issue / allotment / conversion / redemption would be subject to the availability of regulatory approvals, if any. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement.

Section 62(1)(c) of the Companies Act 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62 of the Companies Act, 2013 unless the shareholders in a General

Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 as well as applicable Rules notified by the Ministry of Corporate Affairs and in terms of the provisions of the Listing Agreement executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

None of the Directors / Key Managerial Personnel of the company / their relative are interested except to the extent of shareholding in the company.

The Board of Directors recommends the resolution as set out under item no. 6 for approval of shareholders as a Special Resolution.

PROFILE OF DIRECTORS SEEKING RE - APPOINTMENT

Information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 (SS-2) with respect to the Director, seeking re-appointment is as under

Name of the Director	Mr. Anurag Mundra (DIN: 00113172)
Date of Birth & Age	16.09.1976, 41 Years
Date of Appointment / Re-appointment in the Company	24.09.2015
Brief Resume of the Director including nature of expertise in specific functional areas	He is a commerce graduate and has a Post-Graduation Diploma in business Administration. He is also a CFA from the Institute of Chartered Financial Analysts of India. With over 14 years' experience in the power sector. Currently he is Overseeing our Company's finance and corporate strategic in addition to leading our Company's solar power plant business. He is also designated as chief Financial Officer of the Company.
No. of shares held in the Company as on March 31, 2017	Given separate table below
Directorships in other listed Companies & Membership / Chairmanship of Committees in other Boards	Nil
Inter se relationship between the Directors No. of Meeting of the board attended during the year	He is son of Mr. Shyamsunder Mundra and Brother of Mr. Vikalp Mundra Please refer Corporate Governance Report

DIRECTOR'S INTEREST

Name	Shareholding at the end of the year		
	No of Shares	% of total Shares of the Company	% of Shares pledged/encumbered to total Shares
Mr. Shyam Sunder Mundra	48644880	24.32	0.00
Shyamsunder Gendalal Mundra	49663880	24.83	0.00
Mr. Anurag Mundra	6416120	3.21	0.00
Mr. Vikalp Mundra	6605840	3.30	0.00
Vikalp Shyamsunder Mundra	4386680	2.19	0.00
Mrs. Geeta Mundra	5448080	2.72	0.00
Vikalp S Mundra	2352000	1.18	0.00
Mrs. Vandana Mundra	1872000	0.94	0.00
Anurag S Mundra	436280	0.22	0.00
Mrs. Sarita Mundra	1200	0.00	0.00
Total	125826960	62.91	0.00

UJAAS ENERGY LIMITED

CIN:L31200MP1999PLC013571

Regd. Office : Survey no. 211/1, Opp. Sector C & Metalman, Sanver Road Industrial Area, Indore-452015

ATTENDANCE SLIP

(Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.)

Folio No./DP ID- Client ID :	
Name and Address of the Shareholder : [in BLOCK LETTERS]	
No. of Shares held :	
Name of Proxy (if any) [in BLOCK LETTERS]	

We/I hereby record my presence at the Eighteenth Annual General Meeting of the Company on Tuesday, 19th September, 2017 at 3:30 P.M. at NRK Business Park , Vijay Nagar Square , Indore - 452010 (M.P.)

Signature of the Shareholder/Proxy/Representative

Note: Members are requested to bring their copy of Annual report to the meeting.

UJAAS ENERGY LIMITED

CIN:L31200MP1999PLC013571

Regd. Office : Survey no. 211/1, Opp. Sector C Metalman ,Sanver Road Industrial Area, Indore-452015

ELECTRONIC VOTING PARTICULARS

EVEN [e-voting Event Number]	User Id	Password
106857		

Notes :

1. Please read the instructions given in the Notice of the 18th Annual General Meeting carefully before voting electronically.
2. The Remote e-Voting Period Commences On 16th September, 2017 [09:00 A.M.] and ends on 18th September, 2017 [5:00 P.M.].

UJAAS ENERGY LIMITED
CIN:L31200MP1999PLC013571

Regd. Office: Survey No. 211/1, Opp. Sector C & Metalman, Sanwer Road Industrial Area, Indore-452015

Form No. MGT-11
PROXY FORM

[Pursuant to the Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____	
Registered address: _____	
E-mail Id: _____	Folio No. / *DP ID and Client ID: _____

I/We, being the holder/s of _____ equity shares of the Ujaas Energy Limited, hereby appoint:

1. Name: _____ E-mail Id: _____
Address: _____
Signature: _____, or failing him/her

2. Name: _____ E-mail Id: _____
Address: _____
Signature: _____, or failing him/her

3. Name: _____ E-mail Id: _____
Address: _____
Signature: _____, or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **18th Annual General Meeting of the Company, to be held on Tuesday, September 19th, 2017 at 03:30 p.m. at the Corporate Office of the Company situated at NRK Business park, Vijay Nagar Square, Indore. (M.P)** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Particulars	For	Against
1.	Consider and adopt the audited standalone and consolidated financial statements, Reports of the Board & Auditors' for the year ended 31st March, 2017		
2.	Declare Final Dividend of Re. 0.05/- on Equity Share of Re. 1/- each for the financial year ended March 31,2017.		
3.	Re-appointment of Mr. Anurag Mundra (DIN: 00113172) as a Director who retires by rotation.		
4.	Appointment of Statutory Auditors and to fix their remuneration for the financial year 2017-18.		
5.	Approval for Related Party Transaction.		
6.	Issue of further securities by the Company		

*Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2017

Signature of Shareholder

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.

Affix 1
Ruppee
Revenue
Stamp



ROUTE MAP TO THE AGM

Venue: 701, NRK Business Park,
Vijay Nagar Square, Indore



Landmark: Next to Mangal City Mall
Distance from Railway Station: 7 K.M.
Distance from Airport : 15 K.M.