Date:29th August , 2016

General Manager **Listing Department** **National Stock Exchange of India Limited** Exchange plaza,C-1 Block G Bandra Kurla Complex, Bandra (E), Mumbai-400051	**General Manager** **Department of Corporate Services** **BSE Limited** Phiroze Jeejeebhoy Towers Dalal Street, Mumbai-400001

REF: Symbol : UJAAS; Scrip Code : 533644

Sub: Notice of 17th Annual General Meeting and Book Closure

Dear Sir/ Madam

Pursuant to Regulation 30, 42 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and Section 91 of Companies Act, 2013 ,it is hereby informed that:

1. The 17th Annual General Meeting (AGM) of the Company will be held on Thursday, 22nd September,2016 at 03:30 p.m.at NRK Business Park, Vijay Nagar Square,Indore-452010 (MP)
2. The Register of Member and the Share Transfer Book will remain closed from Friday, 16th September, 2016 to Thursday, 22nd September, 2016 for the purpose of AGM.

Pursuant to Section 108 of the Companies Act,2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, we have provided the facility to vote by electronics means (e-voting) on all resolutions as set out in the notice of the AGM to those members, who are holding shares either in physical or in electronic form as on the cut-off date i.e Friday, September 16, 2016. The remote e-voting will commence at 09.00 A.M on Monday, 19th September, 2016 and ends at 05:00 P.M on Wednesday , 21st September,2016.

Annual Report for the financial year 2015-16, have been sent to the shareholders through email / by courier.

Kindly take the same on record.

A copy of the Notice calling AGM is enclosed herewith.

Thanking you,
For Ujaas Energy Limited
For Ujaas Energy Limited

Company Secretary

Shilpi Singh
Company Secretary & Compliance Officer
Membership No. A35225
Encl: as mentioned above

UJAAS ENERGY LIMITED (Formerly known as **M AND B Switchgears Ltd.**)

Corporate Office: 701, NRK Business Park, Vijay Nagar Square, Indore - 452010 (M.P.), India

Registered Office: Survey No.211/1, Opposite Sector - C & Metalman, Sanwer Road Industrial Area, Indore - 452015 (M.P.), India

Ph: +91-731-4715330, 4715300, Fax: +91-731-4715344
Website: www.ujaas.com | Email: info@ujaas.com
CIN : L31200MP1999PLC013571

NOTICE

Notice is hereby given that the Seventeenth **(17th) Annual General Meeting** of the members of **UJAAS ENERGY LIMITED** will be held on Thursday, 22nd September, 2016 at 3:30 pm at **the Corporate Office of the Company situated at NRK Business Park, Vijay Nagar Square, Indore. (M.P.),** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2016, along with reports of Board of Directors and the Auditors thereon.

2. To confirm the payment of Interim Dividend on equity shares @ 7.50 paise per equity share of Re. 1/- each for the financial year 2015-16.

3. To appoint director in place of Mr. Shyamsunder Mundra (DIN: 00113199), who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit to pass the following resolution, as an **Ordinary Resolution:**

   "**RESOLVED THAT** Mr. Shyamsunder Mundra (DIN: 00113199), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby re-appointed as a Director, liable to retire by rotation."

   "**RESOLVED FURTHER THAT** the above mentioned re-appointment of Mr. Shyamsunder Mundra (DIN: 00113199) as a Director liable to retirement by rotation shall not in any way constitute a break in his existing office as the Managing Director of the Company."

4. To appoint Statutory Auditors for Financial year 2016-17 and fixing their remuneration and in this regard to consider and if thought fit to pass the following resolution, as an **Ordinary Resolution**:

   "**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) read with Companies (Audit and Auditors) Rules, 2014 made there-under, as amended from time to time and pursuant to the recommendations of the Audit Committee of the Board of Directors, approving the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants, Indore (Firm Reg. No.0743C) as the Statutory Auditors of the Company for the Financial Year 2016-17 to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Eighteenth (18th) AGM of the Company and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017, on the recommendation of the Audit Committee in consultation with the Statutory Auditors of the Company."

   "**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 the Board by this resolution) be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard."

SPECIAL BUSINESS:

5. To re-appoint Mrs. Aarti Jhaveri (**DIN: 00851063**) as an Independent Director of the Company and in this regard to consider and pass the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mrs. Aarti Jhaveri (DIN: 00851063) who was appointed as an additional director of the Company by the Board of Directors with effect from 1st April, 2016, in terms of section 161(1) of the Companies Act, 2013 and whose term of office expires at the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Aarti Jhaveri for the office of director, be and is hereby appointed as an Independent Director of the Company for two (2) consecutive years, with effect from 1st April, 2016 upto 31st March, 2018 with the period of office not liable to retire by rotation."

6. To re-appoint Mr. Santosh Muchhal (DIN: 00645172) as an Independent Director of the Company and in this regard to consider and pass the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Santosh Muchhal(DIN: 00645172) who was appointed as an additional director of the Company by the Board of Directors with effect from 1st April, 2016, in terms of section 161(1) of the Companies Act, 2013 and whose term of office expires at the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing the candidature of Mr. Santosh Muchhal for the office of director, be and is hereby appointed as an Independent Director of the Company for two (2) consecutive years, with effect from 1st April, 2016 upto 31st March, 2018 with the period of office not liable to retire by rotation."

7. To re-appoint Mr. Rajiva Srivastava **(DIN: 02465001)** as an Independent Director of the Company and in this regard to consider and pass the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and pursuant to Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Rajiva Srivastava (DIN: 02465001) who was appointed as an additional director of the Company by the Board of Directors with effect from 1st April,

2016, in terms of section 161(1) of the Companies Act, 2013 and whose term of office expires at the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing the candidature of Mr. Rajiva Srivastava for the office of director, be and is hereby appointed as an Independent Director of the Company for two (2) consecutive years, with effect from 1st April, 2016 upto 31st March, 2018 with the period of office not liable to retire by rotation."

8. To consider and if thought fit, to pass the following resolution as a **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 thereunder 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 hereunder), 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, 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, Right Issue, Preferential Offer, Private Placement or through Commercial paper 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, Body 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 upto 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 price 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 authorised 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 tradability and free transferability 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 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."

By order of the Board of Directors of

UJAAS ENERGY LIMITED

Place: Indore **Shilpi Singh**
Date: August 6, 2016 **Company Secretary & Compliance Officer**
Membership No. A35225

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. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the special businesses of the Notice , is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI (LODR) Regulations" 2015), of the person seeking re-appointment or appointment as Director under Item no. 3, 5, 6, and 7 of the Notice, also annexed and forms part of the notice.
2. **A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/ herself and a proxy need not be a member of the company.**
3. **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.**
4. Pursuant to Section 105(1) of the Companies Act, 2013, read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of Members not exceeding 50 (fifty) in number and holding in aggregate not more than 10 (ten) per cent of the total share capital of the Company carrying voting rights. In the case of a Member holding more than 10 (ten) per cent of the total share capital of the Company carrying voting rights, such a Member may appoint a single person as proxy, who however shall not act as proxy for any other person or shareholder.
5. 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.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. 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.
9. 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) between 11.00 a.m. and 01.00 p.m. Up-to the date of the Annual General Meeting.
10. The Registers required to be maintained under the Companies Act, 2013 the Register of Directors and Key Managerial Personnel and their Shareholding in the Company under Section 170 of the Companies Act, 2013 and the Register of Contracts maintained by the Company under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the AGM.
11. The Register of Members and share transfer books of the Company

will remain closed from Friday 16th September ,2016 to Thursday 22nd September ,2016 (both days inclusive).

12. Members are requested to forward their queries on the subjects to the Company Secretary at least 10 days in advance for enabling the Company to furnish replies/clarification at the Annual General Meeting.

13. Pursuant to section 72 of the Companies Act, 2013 and with rules made there under, Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company by writing the concerned offices at their Registered office address.

14. Members are requested to bring their copies of Annual Reports to the Annual General Meeting of the Company. 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.

15. To support the 'Green Initiative', 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.: E-2 and 3, Ansa Industrial Estate, Saki-Vihar Road, Sakinaka, Andheri(E), Mumbai-400072, Maharashtra. Email: investor@bigshareonline.com

16. Members holding shares in electronic form are requested to intimate immediately any change/correction 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.

17. Electronic copy of the Notice along with the Annual Report is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard 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.

18. 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.

19. 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.

20. 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.

21. The details of the Un-encashed/Un-claimed above-mentioned Dividend are as under:

Financial Year	Unclaimed/ un-encashed Dividend amount as on 31.03.2015 (Amount in Rs.)	Due date of transfer to Investor Education and Protection Fund
2012-13 (Interim Dividend)	5649	29th September, 2020
2012-13 (Final Dividend)	141740	29th September, 2020
2013-14 (Final Dividend)	283059	01st November, 2021
2014-15 (Final Dividend)	96650	28th October, 2022

22. In compliance with the provisions of Section 108 of the Act and the Rules framed there-under, as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.Resolutions passed by members through e-voting is/are deemed to have been passed as of they have been passed at the Annual General Meeting.

23. The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting, who have not cast their votes by remote e-voting shall be able to exercise their rights at the meeting through ballot paper.

24. The route map showing directions to reach the venue of the seventeenth Annual General Meeting is annexed to this notice.

The instructions for members for voting electronically are as under:

(A) In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select **"Ujaas Energy Limited"** from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	★ Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ★ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. ★ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	★ Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. ★ If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "**Ujaas Energy Limited**" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Non-Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodian are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

Please follow all steps from Sl. no. (i) to Sl. no. (xvii) above to cast vote.

(C) **The voting period begins on Monday, 19th September, 2016 (09.00 a.m.) and ends on Wednesday, 21st September, 2016 (5.00p.m.) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

(D) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on cut off date of 16th September ,2016.

(E) Any person, who acquires shares of the Company and become member of the Company after dispatch ofthe notice and holding shares as of the cut-off date i.e 16th September, 2016 may obtain the login ID and password by sending a request at evoting@cdslindia.com or investor@bigshareonline.com

(F) Mr. Ashish Karodia , practicing Company Secretary (CP no. : 6375 , membership no. F6549) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner .

(G) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the

same and declare the result of the voting forthwith.

(H) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ujaas.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

(I) Shareholders can also cast their votes using CDSL's mobile app m-votig available for android based mobiles. The M-voting app can be downloaded from google play store. Apple and windows phone users can download the app from the app store and the windows phone store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(J) A Member can opt for only one mode of voting i.e. either through e-voting or by ballot at the meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

(K) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com .

By order of the Board

For UJAAS ENERGY LIMITED

Shilpi Singh
Company Secretary & Compliance Officer
Membership No: A35225

Place: Indore
Date : August 6, 2016

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

Item No. 5 to 7

Mrs. Aarti Jhaveri, Mr. Santosh Muchhal and Mr. Rajiva Kumar Srivastava were appointed as Independent Directors by the members at the Annual General Meeting held on 26th September, 2014, for a period of 2 (Two) years effective from 01st April, 2014 to 31st March, 2016.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company. Further, as per Section 149(11) of the Companies Act, 2013, no independent Director shall hold office for more than two consecutive terms, but shall be eligible for re-appointment only after the expiration of three years on the completion of the two consecutive term of becoming an independent Director.

In line with the aforesaid provisions of the Companies Act, 2013, Mrs. Aarti Jhaveri, Mr. Santosh Muchhal and Mr. Rajiva Kumar Srivastava, Independent Directors had completed one term of their appointment and are eligible for re-appointment for a second term as per Section 149(10) of the Companies Act, 2013.

In view of the rich experience and continued valuable guidance provided to the management, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Mrs. Aarti Jhaveri (DIN: 00851063), Mr. Santosh Muchhal (DIN: 00645172) and Mr. Rajiva Kumar Srivastava (DIN: 02465001) as an Additional Director (Independent) for a further period of two consecutive years commencing from 1st April, 2016 to 31st March, 2018.

Mrs. Aarti Jhaveri, Mr. Santosh Muchhal and Mr. Rajiva Srivastava do not hold any shares in the Company.

The above Independent Directors have given a declaration that he/she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.

In opinion of the Board, Mrs. Aarti Jhaveri, Mr. Santosh Muchhal and Mr. Rajiva Srivastava fulfills the condition specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") for their appointment as an Independent Directors of the Company.

All the documents referred in the notice are available for inspection by the shareholders at the Registered Office of the Company on all working days between 11.00 A.M. and 1.00 P.M. up to the date of ensuing Annual General Meeting.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in passing the above resolution except Mrs. Aarti Jhaveri, Mr. Santosh Muchhal and Mr. Rajiva Srivastava and their relatives to the extent of the shareholding in the Company, if any.

The Board of Directors recommends the resolution(s) set out at item No.5, 6 and 7 to be passed as Special Resolution(s).

Item No. 8.:

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 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.

The Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Securities to the Investors, who may or may not be the existing shareholders of the Company.

None of the Directors and Key Managerial Personnel and any of their relatives are deemed to be concerned or interested in the passing of resolution, except to the extent of shareholding in the Company if any.

Copy of all the documents mentioned herein above would be available for inspection by the shareholders at the Registered Office of the Company between 11:00 a.m. and 1:00 p.m. on all working days from the date hereof up to the date of the AGM.

The Board of Directors of the Company recommends the resolution as set out under item no. 8 for the approval of the shareholders as a Special Resolution.

By order of the Board
For UJAAS ENERGY LIMITED

Place: Indore **Shilpi Singh**
Date : August 6, 2016 **Company Secretary & Compliance Officer**
Membership No. A35225

Annexure A

The Shareholding of Mr. Shyam Sunder Mundra and his Related entities in Ujaas Energy Limited are given below:

Name	No. of shares held	Percentage (%)
Shyam Sunder Mundra	5,55,15,880	27.76
Shyam Sunder Gendala Mundra	5,28,93,880	26.45
Vikalp Mundra	76,95,840	3.85
Vikalp S Mundra	23,52,000	1.18
Anurag Mundra	93,96,120	4.70
Geeta Mundra	54,48,080	2.72
Vandana Mundra	18,72,000	0.94
Sarita Mundra	1,200	0.00
Anurag S Mundra	4,36,280	0.22
Vikalp Shyam Sunder Mundra	57,76,680	2.89
Total	14,13,87,960	70.69

Annexure B

Information required under Regulation 36 of Listing Regulations with respect to the Directors, seeking re-appointment and appointment are as under:

Name of the Director	Mr. Shyam Sunder Mundra	Mrs. Aarti Jhaveri	Mr. Santosh Muchhal	Mr. Rajiva Kumar Srivastava
Date of Birth	**04/11/1943**	**22/07/21971**	**31/03/1964**	**03/03/1951**
Date of first Appointment on Board	**09/06/1999**	**19/11/2010**	**24/04/2013**	**24/04/2013**
Qualification	Bachelor of Science in Engineering, Master degree in Electronics and Servomechanism from Indore University	BE (electrical) from Jiwaji University, Gwalior.	Bcom and FCA from ICAI	B Tech Electrical engineering from AMU India and MBA (University of Leeds, UK) specialization in International Finance and strategic Marketing.
Expertise in specific functional areas	His core competency lies in the field of Electrical Engineering.	Her expertise lies in the field of Energy Efficiency, Solar Power, and Sustainability.	He is expertise in field of finance, taxation and accounts	He is expertise in renewal energy division, specially in solar. He is a founder Chairman of Renewable Committee of "Indian Electrical and Electronics Manufacturers Association".
Shareholding of the Company	Refer Annexure A	Nil	Nil	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Father of Mr. Vikalp Mundra and Mr. Anurag Mundra, Joint Managing Directors of the Company	NA	NA	NA
Other Directorship	Nil	Nil	2	Nil
Membership/ Chairmanship of Committees of other Boards	Nil	Nil	4	Nil

UJAAS ENERGY LIMITED

CIN:L31200MP1999PLC013571

Regd. Office : Survey no. 211/1, Opp. Sector C Metalman ,Sanver Road Industrial Area, Indor-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 Seventeenth Annual General Meeting of the Company on Thursday, 22nd September, 2016 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, Indor-452015

ELECTRONIC VOTING PARTICULARS

EVSN[e-voting Sequence Number]	User Id	Password

Notes :

1. Please read the instructions given in the Notice of the 17th Annual General Meeting carefully before voting electronically.
2. The Remote e-Voting Period Commences On 19th September, 2016 [09:00 A.M.] and ends on 21st September, 2016 [5:00 P.M.].

NOTES

UJAAS ENERGY LIMITED

CIN:L31200MP1999PLC013571

Regd. Office : Survey no. 211/1, Opp. Sector C Metalman ,Sanver Road Industrial Area, Indor-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 17th Annual General Meeting of the Company, to be held on Thursday, September 22, 2016 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 & Consolidated Financial Statements, Reports of the Board & Auditors` for the year ended 31st March, 2016		
2.	Confirm the payment of Interim Dividend on Equity Shares@7.5 paise per share		
3.	Re- appointment of Mr. ShyamSunder Mundra (DIN: 00113199) as a Director, liable to retire by rotation		
4.	Appointment of M/s. Ashok Khasgiwala & Co. as Statutory Auditors and to fix their remuneration for the financial year 2016-17.		
5.	Re-appointment of Mrs. Aarti Jhaveri (DIN: 00851063) as an Independent Director		
6.	Re-appointment of Mr. Santosh Muchhal (DIN: 00645172) as an Independent Director		
7.	Re-appointment of Mr. Rajiva Srivastava (DIN: 02465001) as an Independent Director		
8.	Issue of further securities by the Company		

*Applicable for investors holding shares in electronic form.

Signed this_____ day of _____2016

_____

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 Rupee Revenue Stamp

UJAAS ENERGY LIMITED

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.