

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

NOTICE

NOTICE is hereby given that the Extraordinary General Meeting of the members of Jamnagar Utilities & Power Private Limited will be held on Friday, February 2, 2024 at 4:00 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400 021, to transact the following business:

Special Business

1. To alter the Articles of Association of the Company and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company be and is hereby altered by:

- a. inserting the following new Article 19B after existing Article 19A

“Appointment of Director nominated by Reliance Industrial Investments And Holdings Limited	19B	<p>Subject to the provisions of the Act, whenever Reliance Industrial Investments And Holdings Limited (RIIHL) nominates a person to be appointed as a director on the Board of the Company, the Board shall appoint such person as a Director.</p> <p>The Director so appointed shall not be liable to retire by rotation.</p> <p>The Director so appointed shall hold office so long as RIIHL is Sponsor of the Infrastructure Investment Trusts in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014.</p> <p>Any vacancy in the office of such Director during the term shall be filled in by RIIHL by nominating another person.”</p>
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- b. inserting the following new Article 20A after existing Article 20

“Requirement for unanimous approval of Equity Shareholders of Reliance Industries Holding Private	20A	<p>Notwithstanding any other provision in these Articles, in respect of investments made by the Company in the securities of the companies which are listed on the recognised stock exchange(s) (Listed Companies), unanimous approval of all the equity shareholders of</p>
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Corporate Office:- 1st Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 35557100, Fax:- 0091 22 35555560 Email:- company.secretary@jupl.co.in Website:- www.jupl.co.in

Registered Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar – 361 280, Gujarat

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Limited	Reliance Industries Holding Private Limited (the holding company of the Company) shall be required (i) for the appointment of authorised representative(s) or proxy(ies) to represent the Company in the general meetings of such Listed Companies and (ii) for determining the manner of voting by such authorised representative(s) or proxy(ies) (whether at general meetings or through postal ballot or e-voting) on the securities so held by the Company in such Listed Companies."
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RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Sd/-

Vijay Agarwal
Company Secretary and Compliance Officer

Place: Mumbai

Date: January 11, 2024

Registered Office:
CPP Control Room, Village Padana,
Taluka Lalpur, District Jamnagar – 361 280,
Gujarat.
CIN: U40100GJ1991PTC051130
Website: www.jupl.co.in
E-mail: company.secretary@jupl.co.in
Tel.: +91 22 3555 7100
Fax.:+91 22 3555 5560

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Notes:

1. A member entitled to attend and vote at the Extraordinary General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company atleast 48 hours before commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his identity at the time of attending the Meeting.

2. Attendance Slip, proxy form and the route map of the venue of the Meeting are annexed hereto. The prominent landmark for the venue of the Meeting is Mantralaya.
3. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
4. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
5. 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 at the Meeting.
6. A statement pursuant to the provisions of Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting, is annexed hereto.
7. The Company’s Debenture Trustees are:

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW,
29, Senapati Bapat Marg,
Dadar West, Mumbai 400 028.
Tel: +91-22-62300451
Fax: +91-22-62300700
E-mail: debenturetrustee@axistrustee.in
Website address: www.axistrustee.in

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1:

a. Insertion of Article 19B after existing Article 19A:

Appointment of Director nominated by Reliance Industrial Investments And Holdings Limited

The Company has become a part of the promoter group of Jio Financial Services Limited (JFSL) (formerly Reliance Strategic Investments Limited) with effect from July 1, 2023, the date on which the scheme of arrangement involving Reliance Industries Limited (RIL) and its shareholders and creditors and Reliance Strategic Investments Limited and its shareholders and creditors, demerging the Financial Services Business of RIL including its shareholding in Reliance Industrial Investments And Holdings Limited (RIIHL) into JFSL has become effective.

RIIHL is the 'Sponsor' in terms of the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended (SEBI InvIT Regulations) of the Digital Fibre Infrastructure Trust (DFIT) and Data Infrastructure Trust (DIT) and has relied on the infrastructure development experience of RIL as well as other entities forming part of the RIL Group for the purpose of meeting the eligibility requirements as stipulated under the SEBI InvIT Regulations.

In terms of the SEBI InvIT Regulations, RIIHL is required to meet these eligibility conditions at all times. However, on the coming into effect of the Scheme i.e. from July 1, 2023, RIIHL would not be able to rely on the experience of RIL and other entities in the RIL Group as RIIHL has ceased to be a wholly owned subsidiary of RIL.

Hence, to ensure that RIIHL, continues to remain eligible as a Sponsor of DFIT and DIT in terms of the SEBI InvIT Regulations, RIIHL had sought a right to nominate a director on the Board of Directors of the Company, which was accepted by the Board of the Company.

Pursuant to the grant of such right to nominate a director on the Board of the Company, the Company would be classified as an 'associate' of RIIHL in terms of applicable accounting standards and RIIHL can rely on the infrastructure development experience of the Company for the purpose of meeting the eligibility criteria under the SEBI InvIT Regulations.

Accordingly, the Board of Directors has proposed to alter the Articles of Association of the Company to incorporate the above proposal of appointment of Director nominated by RIIHL on the Board of the Company as a separate article in the Articles

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of Association of the Company as set out in the resolution at Item No. 1(a) of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Special Resolution set out at Item No. 1(a) of the Notice for approval by the Members.

b. Insertion of Article 20A after existing Article 20:

Requirement for unanimous approval of Equity Shareholders of Reliance Industries Holding Private Limited (holding company of the Company)

Reliance Industries Holding Private Limited (RIHPL) is the holding company of the Company. Further, the Company has recently made investments in the equity shares of listed entity.

In this connection, the Company has received a letter dated November 7, 2023 from RIHPL, intimating the Company that RIHPL, in respect of investments held by it, has consented by way of a clause in its articles of association to obtain unanimous approval of all its equity shareholders for the appointment of authorised representative(s) or proxy(ies) to represent RIHPL in the general meetings of other companies in which RIHPL is a member and for determining the manner of voting by such authorised representative(s) or proxy(ies) (whether at general meetings or through postal ballot or e-voting) on the securities so held by RIHPL in such companies.

RIHPL is desiring to have similar arrangement in our Company also, to provide such right to shareholders of RIHPL in respect of investments held by the Company in any securities of the companies which are listed on the recognised stock exchange(s) (Listed Companies) by having a suitable clause in the Company's Articles of Association by which unanimous approval of all the equity shareholders of RIHPL be obtained (i) for the appointment of authorised representative(s) or proxy(ies) to represent the Company in the general meetings of such Listed Companies and (ii) for determining the manner of voting by such authorised representative(s) or proxy(ies) (whether at general meetings or through postal ballot or e-voting) on the securities so held by the Company in such Listed Companies.

Accordingly, the Board of Directors of the Company at the request of RIHPL has proposed to alter the Articles of Association of the Company as set out in the resolution at Item No. 1(b) of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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The Board commends the Special Resolution set out at Item No. 1(b) of the Notice for approval by the Members.

By Order of the Board of Directors

Sd/-

Vijay Agarwal
Company Secretary and Compliance Officer

Place: Mumbai

Date: January 11, 2024

Registered Office:
CPP Control Room, Village Padana,
Taluka Lalpur, District Jamnagar – 361 280,
Gujarat.

CIN: U40100GJ1991PTC051130

Website: www.jupl.co.in

E-mail: company.secretary@jupl.co.in

Tel.: +91 22 3555 7100

Fax.: +91 22 3555 5560

ATTENDANCE SLIP

JAMNAGAR UTILITIES & POWER PRIVATE LIMITED
Regd. Office: CPP Control Room, Village Padana, Taluka Lalpur, District
Jamnagar- 361280, Gujarat
CIN: U40100GJ1991PTC051130

Website: www.jupl.co.in; e-mail: company.secretary@jupl.co.in; Tel:- 0091 22 35557100;
Fax:- 0091 22 35555560

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF
THE MEETING HALL.

Joint Members may obtain additional Attendance Slip at the venue of the meeting.

DP ID*	
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Member Folio No.	
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Client ID*	
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No. of Shares	
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NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING OF THE MEMBERS** of the Company held on Friday, February 2, 2024 at 4:00 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021.

SIGNATURE OF THE MEMBER OR PROXY**

* Applicable for investors holding shares in electronic form.

** Strike out whichever is not applicable

PROXY FORM

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

JAMNAGAR UTILITIES & POWER PRIVATE LIMITED

Regd. Office: CPP Control Room, Village Padana, Taluka Lalpur, District Jamnagar-361280, Gujarat

CIN: U40100GJ1991PTC051130

Website: www.jupl.co.in; Tel:- 0091 22 35557100, Fax:- 0091 22 35555560

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

I/We, being the member(s) of _____ shares of Jamnagar Utilities & Power Private Limited, hereby appoint:

1. _____ of _____ having e-mail id _____ or failing him
2. _____ of _____ having e-mail id _____ or failing him
3. _____ of _____ having e-mail id _____

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the members of the Company to be held on Friday, February 2, 2024 at 4:00 p.m. (IST) at Meeting Room No. 1, First Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021 and at any adjournment thereof in respect of such resolution as is indicated below:

** I/We wish my above proxy to vote in the manner as indicated in the box below:

Resolution	For	Against
Approval for alteration of Articles of Association of the Company		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2024

Signature of
member

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy
holder

Signature of third proxy holder

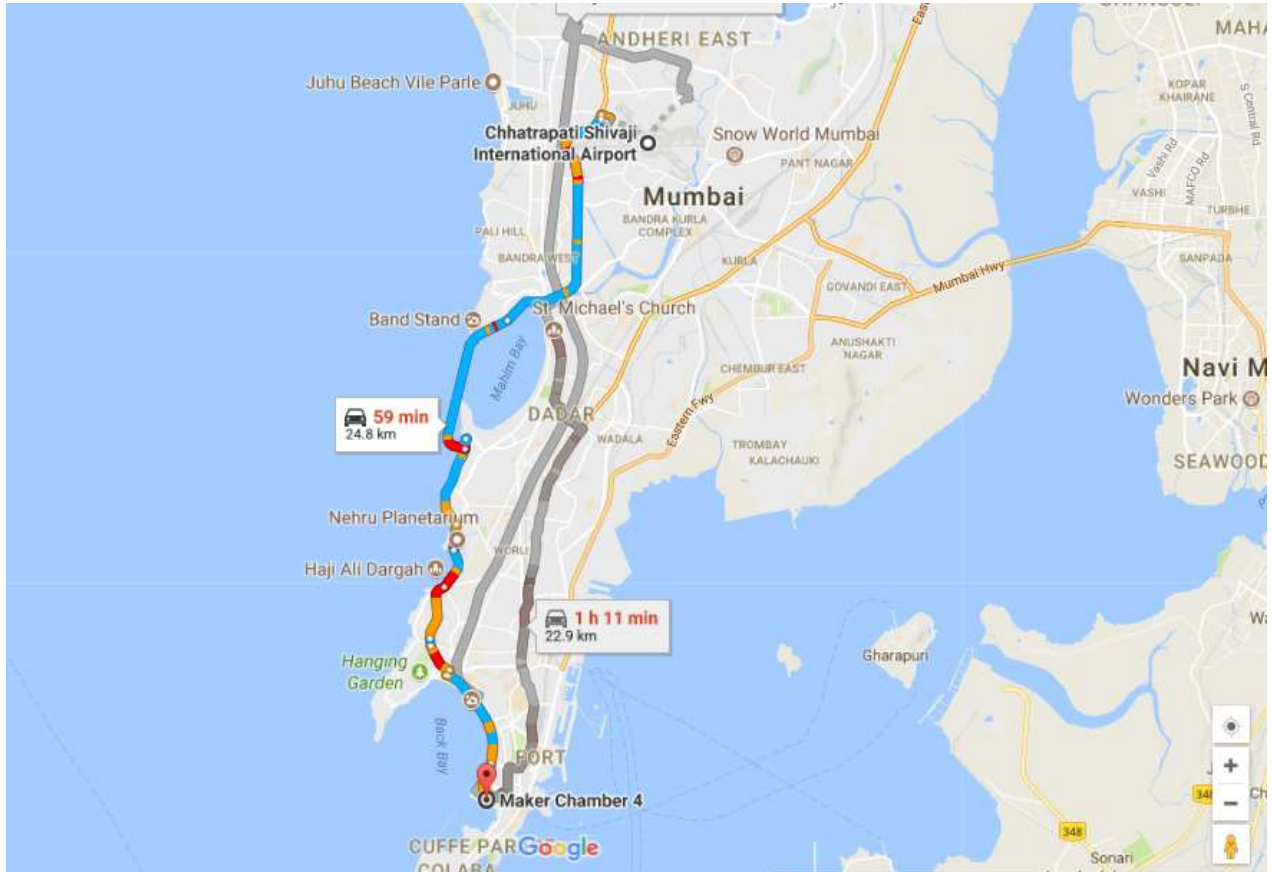
Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at least 48 hours before commencement of the Meeting.**
2. **A proxy need not be a member of the Company and shall prove his/her identity at the time of attending the Meeting.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. **This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your proxy will be entitled to vote (on poll) at the Meeting in the manner he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the Meeting in person if he / she so wishes. When a Member appoints a Proxy and both the Member and Proxy attend the Meeting, the Proxy will stand automatically revoked.
6. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.
7. This form of proxy shall be signed by the appointer or his/her attorney duly authorized in writing, or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
8. This form of proxy will be valid only if it is duly complete in all respects, properly stamped and submitted as per the applicable law. Incomplete form or form which remains unstamped or inadequately stamped or form upon which the stamps have not been cancelled will be treated as invalid.
9. Undated proxy form will not be considered valid.
10. If Company receives multiple proxies for the same holdings of a member, the proxy which is dated last will be considered valid; if they are not dated or bear the same date without specific mention of time, all such multiple proxies will be treated as invalid.

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Route Map to Meeting venue



EGM VENUE ADDRESS:

Meeting Room No. 1,
First Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400021

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