

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Notice

Notice is hereby given that the Thirty-Sixth Annual General Meeting of the Members of Jamnagar Utilities & Power Private Limited will be held on **Thursday, September 24, 2026 at 3:30 p.m. (IST)** through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following business:

Ordinary Business

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- a. “RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

- b. “RESOLVED THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2026 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Shri V. K. Gandhi (DIN: 00012921, who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company, Shri V.K. Gandhi (DIN: 00012921), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

Special Business

3. To appoint Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A read with Regulation 62M of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, ANG & Co. LLP, Practicing Company

Corporate Office:- 13th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 35557700, 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

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

Secretaries (Firm Registration No.: L2026MH021300, Peer review No.: 6958/2025), be and are hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, on such remuneration as may be fixed by the Board of Directors of the Company."

By Order of the Board of Directors

Vijay Agarwal
Company Secretary and Compliance Officer

Place: Mumbai

Date: September 1, 2026

Registered Office:

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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 7700
Fax.:+91 22 3555 5560

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Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 22, 2025, read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as “MCA Circulars”), permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“Act”) read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM and Notice of this AGM to all the Members is being given only through e-mails registered with the Company. The deemed venue for the AGM shall be the Registered Office of the Company. Detailed instructions to attend, participate and vote at the meeting through VC are attached as **Annexures 1 and 2**.
2. Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act and the Articles of Association of the Company, Shri V. K. Gandhi, Director of the Company, retires by rotation at the Meeting. The Nomination and Remuneration Committee and the Board of Directors of the Company commend his re-appointment.

Details of Shri V. K. Gandhi pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India are provided herein below:

Age	70 years
Qualifications	B.Sc, Chartered Accountant and Cost Accountant
Experience	Shri V. K. Gandhi holds a Bachelor's degree in Science and is a Chartered Accountant and Cost Accountant. He has over 30 years of experience in the commercial functions of large projects and their operations. He has made rich contributions in the commercial affairs of the Company.

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	Shri V. K. Gandhi started his career at the Indian Oil Company where he had around 15 years of experience in various functions.
Terms and conditions of Re-appointment	As per the resolution set out at Item No. 2 of this Notice
Remuneration last drawn in the Company (FY 2025-26)	Sitting Fees of Rs. 45,000/- for attending the meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Remuneration proposed to be paid	Sitting Fees for attending meetings of the Board of Directors and Committees of the Board of Directors of the Company.
Date of first appointment on the Board	January 7, 2002
Shareholding in the Company as on March 31, 2026	Nil
Relationship with other Directors / Key Managerial Personnel	Shri V. K. Gandhi is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2025-26	6 out of 8 meetings held
Directorships of other Boards as on March 31, 2026	1. Reliance Corporate IT Park Limited 2. Reliance Hospital Management Services Private Limited 3. Reliance Welfare Association
Membership / Chairmanship of Committees of other Boards as on March 31, 2026	Reliance Corporate IT Park Limited Audit Committee - Chairman Corporate Social Responsibility Committee - Chairman Reliance Welfare Association Corporate Social Responsibility Committee – Member

5. Shri V. K. Gandhi is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives / relatives of Shri V. K. Gandhi are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 2 of the Notice.

Jamnagar Utilities & Power Private Limited

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6. None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out under Item Nos. 1a and 1b of the Notice.

7. **Despatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company / Registrar & Transfer Agent / Depository Participants / Depositories. Members may note that the Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at www.jupl.co.in and on the website of the Stock Exchange, that is, BSE Limited at www.bseindia.com.

8. Corporate Members are requested to send to the Company, legible scanned certified true copy (in PDF Format) of the relevant Board Resolution, together with attested specimen signature(s) of the duly authorised representative(s) vide an e-mail at the designated e-mail address provided in **Annexure 1**. Such authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.
9. Members attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

10. **Procedure for Inspection of Documents:**

The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available, electronically, for inspection by the Members during the Meeting.

All documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice upto the date of the Meeting. Members seeking to inspect through e-mode are required to notify the Company Secretary on or before Thursday, September 17, 2026 through e-mail at company.secretary@jupl.co.in.

11. Members seeking any information with regard to the accounts or any matter to be considered at the Meeting, are requested to write to the Company on or before Thursday, September 17, 2026 by sending e-mail at company.secretary@jupl.co.in. The same will be replied by the Company suitably.
12. 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.

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13. The Company's Debenture Trustee is:

Axis Trustee Services Limited
The Ruby, 2nd Floor, SW, 29,
Senapati Bapat Marg,
Dadar (West),
Mumbai – 400028.
Tel: +91-22-62300451
Fax: +91-22-62300700
E-mail: debenturetrustee@axistrustee.in
Website: www.axistrustee.in

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

The following statement sets out all material facts relating to the special business proposed in this Notice:

Item No. 3:

Regulation 24A read with Regulation 62M of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors, at its meeting held on May 29, 2026 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of ANG & Co. LLP, Practicing Company Secretaries (Firm Registration No.: L2026MH021300, Peer review No.: 6958/2025), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2026-27 to the financial year 2030-31, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

ANG & Co. LLP, Practicing Company Secretaries, is a professional firm providing secretarial, legal, compliance, audit, due diligence and transaction advisory services, with expertise in Company Law, Securities Laws, SEBI Regulations, FEMA and other corporate and regulatory matters. The Firm has experience in advising listed and unlisted entities on corporate governance, regulatory compliances, fund raising, mergers and acquisitions, restructuring and other corporate transactions, and provides practical, ethical and high-quality professional services across diverse sectors.

ANG & Co. LLP, Practicing Company Secretaries has consented to its appointment as Secretarial Auditor, if appointed, and has confirmed that it has subjected themselves to peer review process of the ICSI and holds a valid certificate of peer review issued by the ICSI. Further, ANG & Co. LLP has confirmed that it is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2026-27 is Rs. 4,00,000/- (Rupees Four Lakh Only), excluding applicable taxes and out-of-pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee. There is no change in the remuneration proposed to be paid to the Secretarial Auditor for the financial year 2026-27, as the amount remains the same as that paid for the financial year 2025-26.

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

In accordance with the provisions of Regulation 24A read with Regulation 62M of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 3 of this 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 of Directors commends the Ordinary Resolution set out at Item No. 3 of this Notice for approval by the members.

By Order of the Board of Directors

Vijay Agarwal
Company Secretary and Compliance Officer

Place: Mumbai

Date: September 1, 2026

Registered Office:

CPP Control Room,
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Annexure 1

Members are requested to note the following in accordance with the MCA Circulars:

1. The Annual General Meeting ("Meeting") through video-conference would be conducted through "Microsoft Teams" which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

[Join the meeting now](#)

Alternatively, the Members may join the meeting by entering meeting id 441 356 673 445 235 and the password 7rc6vu7t.

Detailed instructions on installing Microsoft Teams is attached as **Annexure 2**.

2. The link to join the Meeting shall be active from 3:15 p.m. onwards on the day of the Meeting.
3. E-mail address of the Company Secretary of the Company, Shri Vijay Agarwal i.e. company.secretary@jupl.co.in is designated for correspondences / voting and all other purposes related to the Meeting.
4. In the event of demand for poll at the Meeting, Members shall send their votes by e-mail from their e-mail address which are registered with the Company/Depository Participant(s) and shall only be sent to the designated e-mail address mentioned in point no. 3 above.
5. For any assistance before or during the Meeting, members may contact the Company Secretary at +91-9867562711.

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Annexure 2

The instructions for participating in the meeting through VC

1. Members would have received an e-mail from the Company to participate in the Meeting through Video Conference (VC) on your e-mail address registered with the Company/Depository Participant(s).
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click “Join Microsoft Teams Meeting” option from the e-mail. You will connect to the Meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure:

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the e-mail invitation using Google Chrome browser



Simply click on “**Join Microsoft Teams Meeting**” option from the e-mail invitation/your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For installing Microsoft Teams App on your **iPad / Apple devices / Android devices**:

Click on “**Join Microsoft Teams Meeting**” from the e-mail invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft Teams. Please do not try to login.

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Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the e-mail invitation/calendar events



You will be prompted to start Microsoft Teams Application



Click on “**Join as a Guest**” option.



Type your **Name** and once again click on “**Join as a Guest**”



You will join the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.