

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

Notice

Notice is hereby given that the Thirty Third Annual General Meeting of the Members of Jamnagar Utilities & Power Private Limited will be held on **Friday, September 29, 2023 at 12:00 NOON (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, 2023 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, 2023 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, 2023 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, 2023 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Special Business

2. To alter the Articles of Association of the Company and in this regard, to consider and if thought fit, to pass 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) 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 19A after existing Article 19

“Appointment of 19A Director nominated by debenture trustee(s)	Subject to the provisions of the Act, whenever the debenture trustee(s) nominate a person to be appointed as a director on the Board of the Company in exercise of its duties under the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 read with the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (together “SEBI Regulations”), as amended from time to time, the Board shall
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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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appoint such person as a Director.

Provided however, if more than one debenture trustee(s) are entitled to appoint director in terms of the SEBI Regulations, all such debenture trustees shall jointly nominate only one person to be appointed as a Director on the Board of the Company in terms of this Article.

The Director so appointed shall not be liable to retire by rotation.

The Director so appointed shall hold office so long as the default subsists.

Any vacancy in the office of such Director during the term shall be filled in by the debenture trustee(s) by nominating another person.”

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

Vijay Agarwal
Company Secretary and Compliance Officer
ICSI Membership No. F3780

Place: Mumbai
Date: September 7, 2023

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

1. The Ministry of Corporate Affairs (“**MCA**”) has, vide its circular dated December 28, 2022 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (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 (“**the Act**”) read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM and Notice 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. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto.
3. 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.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. 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.
6. **Despatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars and SEBI Circular dated January 5, 2023, Notice of the AGM along with the Annual Report for the financial year 2022-23 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 2022-23 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.

7. 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

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authorisation should contain necessary authority in favour of its authorised representative(s) to attend the AGM.

8. Members attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
9. 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 Friday, September 22, 2023 through e-mail at company.secretary@jupl.co.in.

10. 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 Friday, September 22, 2023 by sending e-mail at company.secretary@jupl.co.in. The same will be replied by the Company suitably.
11. 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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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

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

Item No. 2:

Insertion of Article 19A after existing Article 19:

The Company presently has 3 series of outstanding Non-Convertible Debentures ("NCDs") which are listed on BSE Limited. Axis Trustee Services Limited is the Trustee for the said NCDs.

The Company's financial strength is reflected in the credit ratings ascribed by rating agencies. The rating assigned to NCDs is "AAA;Stable" which is highest rating assigned by the rating agencies viz. CARE Ratings Limited and CRISIL Ratings Limited.

Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, has been amended effective February 2, 2023, to provide that companies whose debt securities are listed shall alter their articles of association and debenture trust deeds on or before September 30, 2023, to include provisions for appointment of a person nominated by the debenture trustee(s) as a director of the company.

The appointment of such nominee director by the debenture trustee(s) on the Board of Directors of the company shall be exercised only in the event of default as per Regulation 15(1)(e) of the SEBI (Debenture Trustees) Regulations, 1993, as provided below:

- a. two consecutive defaults in payment of interest to the debenture holders; or
- b. default in creation of security for debentures; or
- c. default in redemption of debentures.

The Company is in compliance with the terms of the NCDs and there has not been any default as above. However, in terms of amended Regulation 23 of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, it is necessary to alter the Articles of Association to provide for appointment of a nominee director.

Accordingly, the Board of Directors has proposed to alter the Articles of Association of the Company as set out in the resolution at Item No. 2 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. 2 of the Notice for approval by the Members.

By Order of the Board of Directors

Vijay Agarwal
Company Secretary and Compliance Officer
ICSI Membership No. F3780

Place: Mumbai

Date: September 7, 2023

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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:

[Click here to join the meeting](#)

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

2. The link to join the Meeting shall be active from 11:45 a.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 correspondence / 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 on +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