

# Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

## Notice

**Notice** is hereby given that the Thirty-Fourth Annual General Meeting of the Members of Jamnagar Utilities & Power Private Limited will be held on **Monday, September 30, 2024 at 4:00 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, 2024 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, 2024 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, 2024 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, 2024 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) 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 19C after existing Article 19B

“Directors liable to retire by rotation	19C	<ol style="list-style-type: none"><li>1. At the Annual General Meeting of the Company to be held in every year, one third of such of the Directors as are liable to retire by rotation for time being, shall retire from office and they will be eligible for re-election.</li><li>2. The Board shall have the power to determine the directors whose period of office is or is not liable to determination by retirement of directors by rotation.”</li></ol>
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Corporate Office:- 1<sup>st</sup> Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;  
Tel:- 0091 22 35557100, Fax:- 0091 22 35555560 Email:- [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in) Website:- [www.jupl.co.in](http://www.jupl.co.in)

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

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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.”

3. 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.”

4. To appoint Shri Satish Parikh (DIN: 00094560), 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 Satish Parikh (DIN: 00094560), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

**By Order of the Board of Directors**

**Vijay Agarwal**  
**Company Secretary and Compliance Officer**

Place: Mumbai

Date: September 7, 2024

**Registered Office:**

CPP Control Room,

Village Padana, Taluka Lalpur,

District Jamnagar – 361 280,

Gujarat

CIN: U40100GJ1991PTC051130

Website: [www.jupl.co.in](http://www.jupl.co.in)

E-mail: [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in)

Tel.: +91 22 3555 7100

Fax.: +91 22 3555 5560

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## Notes:

1. The Ministry of Corporate Affairs (“MCA”) has, vide its General Circular dated September 25, 2023 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 and December 28, 2022 read (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. 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. In terms of the provisions of Section 152 of the Act and Articles of Association of the Company, Shri V. K. Gandhi, Director of the Company, retires by rotation at the Meeting. 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	68 years
Qualifications	BSc, 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

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	in the commercial affairs of the Company. 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. 3 of this Notice read with statement thereto
Remuneration last drawn in the Company (FY 2023-24)	Sitting Fees of Rs. 50,000/- 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, 2024	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 2023-24	4 (Four)
Directorships of other Boards as on March 31, 2024	1. Reliance Hospital Management Services Private Limited 2. Reliance Welfare Association 3. Reliance Corporate IT Park Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Reliance Corporate IT Park Limited – Audit Committee – Chairman  Reliance Corporate IT Park Limited – Corporate Social Responsibility Committee – Chairman  Reliance Welfare Association – Corporate Social Responsibility Committee – Member

6. Shri V. K. Gandhi is interested in the Ordinary Resolution set out at Item No. 3 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. 3 of the Notice.

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7. In terms of the provisions of Section 152 of the Act and Articles of Association of the Company, Shri Satish Parikh, Director of the Company, retires by rotation at the Meeting. The Board of Directors of the Company commend his re-appointment.

Details of Shri Satish Parikh 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	69 years
Qualifications	B.Com
Experience	Shri Satish Parikh holds a Bachelor's degree in Commerce and possesses rich experience in the field of administration, accounts, finance and real estate. He is associated with the Reliance group for more than 40 years.
Terms and Conditions of Re-appointment	As per the resolution set out at Item No. 4 of this Notice read with Statement thereto
Remuneration last drawn in the Company (FY 2023-24)	Sitting Fees of Rs. 1,05,000/- 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	February 4, 2005
Shareholding in the Company as on March 31, 2024	Nil
Relationship with other Directors / Key Managerial Personnel	Shri Satish Parikh is not related to any Director / Key Managerial Personnel of the Company.
Number of meetings of the Board attended during the FY 2023-24	6 (Six)
Directorships of other Boards as on March 31, 2024	1. 39 Altamount Private Limited 2. Relpol Plastics Products Private Limited 3. Rugby Foods And Beverages Private Limited 4. Vibha Trading Private Limited 5. Thackers Holdings Private Limited

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	6. Navisha Properties Private Limited 7. JUPL Distribution MH Private Limited 8. Isha Infratech Private Limited 9. System Management Services Private Limited 10. JUPL Distribution GJ Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil

8. Shri Satish Parikh is interested in the Ordinary Resolution set out at Item No. 4 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 Satish Parikh are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out under Item No. 4 of the Notice.

9. 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.

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

**In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 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 2023-24 will also be available on the Company's website at [www.jupl.co.in](http://www.jupl.co.in) and on the website of the Stock Exchange, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com).**

11. 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.

12. Members attending the Meeting through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.

13. 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

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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 Monday, September 23, 2024 through e-mail at [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in).

14. 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 Monday, September 23, 2024 by sending e-mail at [company.secretary@jupl.co.in](mailto:company.secretary@jupl.co.in). The same will be replied by the Company suitably.
15. 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.
16. 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](mailto:debenturetrustee@axistrustee.in)  
Website: [www.axistrustee.in](http://www.axistrustee.in)



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

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

### Item No. 2

The Company proposes to alter its Articles of Association by inserting a provision relating to retirement of directors by rotation in terms of Section 152(6) of the Companies Act, 2013.

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 to include the provisions relating to retirement of directors by rotation in the Articles of Association of the Company.

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. 2 of the Notice for approval by the members.

### By Order of the Board of Directors

**Vijay Agarwal**  
**Company Secretary and Compliance Officer**

Place: Mumbai

Date: September 7, 2024

### Registered Office:

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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](#)

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

2. The link to join the Meeting shall be active from 3:45 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](mailto: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.