

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Notice

Notice is hereby given that the Thirty First Annual General Meeting of the Members of Jamnagar Utilities & Power Private Limited will be held on **Tuesday, September 7, 2021 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, 2021 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, 2021 and the report of Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as **Ordinary Resolutions**:
 - a. “RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2021 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, 2021 and the report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

Special Business

2. To re-appoint Shri S. Anantharaman as an Independent Director 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri S. Anantharaman (DIN 00178723), who was appointed as an Independent Director and who holds office as an Independent Director upto May 28, 2022 and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, upto May 28, 2027;

RESOLVED FURTHER THAT the Board of Directors 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.”

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

3. To re-appoint Shri Natarajan T. G. as an Independent Director 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 Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force), Shri Natarajan T. G. (DIN 00013939), who was appointed as an Independent Director and who holds office as an Independent Director upto May 28, 2022 and being eligible, be and is hereby re-appointed as an Independent Director, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, that is, upto May 28, 2027;

RESOLVED FURTHER THAT the Board of Directors 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/-

Rina Goda

Company Secretary

ICSI Membership No. A21532

Place: Mumbai

Date: August 16, 2021

Registered Office:

CPP Control Room,

Village Padana, Taluka Lalpur,

District Jamnagar – 361 280,

Gujarat

CIN: U40100GJ1991PTC051130

Website: www.jupl.co.in

Email: company.secretary@jupl.co.in

Tel: 022 35555500

Fax: 022 35555560

Notes:

1. Considering the ongoing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circular dated January 13, 2021 read together with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (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, provisions of the

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Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Companies Act, 2013 (“the Act”), the AGM of the Company is being held through VC/OAVM. 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 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 Meeting 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. **Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company’s website www.jupl.co.in.

6. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at the designated email address provided in Annexure 1, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
7. Members / Representatives attending the Meeting through VC shall be reckoned for the purpose of quorum under Section 103 of the Act.
8. 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 September 7, 2021 through email at company.secretary@jupl.co.in.

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Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

9. Members seeking any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company on or before August 31, 2021 by sending email at company.secretary@jupl.co.in. The same will be replied by the Company suitably.
10. 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.
11. 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.
12. The Company's Debenture Trustees are:

Axis Trustee Services Limited having its office at The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai - 400 028 Tel : 022-6230 0451; and email: debenturetrustee@axistrustee.com.

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”)

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

Item Nos. 2 and 3

At the Annual General Meeting held on September 29, 2017, the Members of the Company had appointed Shri S. Anantharaman (DIN: 00178723) and Shri Natarajan T. G. (DIN: 00013939) as Independent Directors of the Company to hold office upto May 28, 2022 (“first term”).

The Nomination and Remuneration Committee of the Board of Directors, has recommended re-appointment of Shri S. Anantharaman and Shri Natarajan T. G. as Independent Directors, for a second term of 5 (five) consecutive years, on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their experience and background and contributions made by them during their tenure, the continued association of Shri S. Anantharaman and Shri Natarajan T. G. would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors.

Accordingly, it is proposed to re-appoint Shri S. Anantharaman and Shri Natarajan T. G. as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the Company.

Shri S. Anantharaman and Shri Natarajan T. G. are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The Company has also received declarations from Shri S. Anantharaman and Shri Natarajan T. G. that they meet the criteria of independence as prescribed under Section 149(6) of the Act.

In the opinion of the Board, Shri S. Anantharaman and Shri Natarajan T. G. fulfil the conditions for appointment as Independent Directors as specified in the Act read with the rules made thereunder. Shri S. Anantharaman and Shri Natarajan T. G. are independent of the management.

Details of Shri S. Anantharaman and Shri Natarajan T. G., as required to be provided pursuant to the provisions of the Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India are provided herein below:

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Particulars	Shri S. Anantharaman	Shri Natarajan T. G.
Age	67 years	58 years
Qualifications	Shri S. Anantharaman is a graduate in commerce from Andhra University, a fellow member of the Institute of Chartered Accountants of India, New Delhi and also a Chartered Management Accountant from the Chartered Institute of Management Accountants, London, UK	Shri Natarajan T. G. has done his Bachelor of Commerce from Mumbai University and he is a Fellow Member of the Institute of Chartered Accountants of India.
Experience	Shri S. Anantharaman brings with him a wealth of experience in areas such as Audit, Banking, MIS and General Management. He is also a past member of the British Institute of Management, London, UK.	Shri Natarajan T. G. is a Financial Consultant by profession. He has over 30 years of experience in the areas of Banking, Finance, Capital Markets, Project advisory and Renewable energy sector.
Terms and Conditions of appointment or re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with explanatory statement thereto, Shri S. Anantharaman is proposed to be re-appointed as an Independent Director.	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Shri Natarajan T.G. is proposed to be re-appointed as an Independent Director.
Remuneration last drawn (FY 2020-21)	Fees of Rs. 4,50,000/- paid for attending Board, Committee and Independent Directors' meetings for the financial year 2020-21.	Fees of Rs. 4,50,000/- paid for attending Board, Committee and Independent Directors' meetings for the financial year 2020-21.
Remuneration proposed to be paid	Fees to be paid for attending Board, Committee and Independent Directors' meetings.	Fees to be paid for attending Board, Committee and Independent Directors' meetings.
Date of first appointment on the Board	May 29, 2017	May 29, 2017

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Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Particulars	Shri S. Anantharaman	Shri Natarajan T. G.
Shareholding in the Company as on March 31, 2021	NIL	NIL
Relationship with Directors / Key Managerial Personnel	Shri S. Anantharaman is not related to any Director / Key Managerial Personnel of the Company	Shri Natarajan T.G. is not related to any Director / Key Managerial Personnel of the Company
Number of meetings of the Board attended during the financial year (2020-21)	6 (Six)	6 (Six)
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none">Sikka Ports & Terminals Limited	<ul style="list-style-type: none">Sikka Ports & Terminals LimitedJio Digital Fibre Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	<ul style="list-style-type: none">Sikka Ports & Terminals Limited <ol style="list-style-type: none">Audit Committee - MemberNomination and Remuneration Committee – MemberCorporate Social Responsibility Committee - Member	<ul style="list-style-type: none">Sikka Ports & Terminals Limited <ol style="list-style-type: none">Audit Committee - MemberNomination and Remuneration Committee – MemberCorporate Social Responsibility Committee – Member <ul style="list-style-type: none">Jio Digital Fibre Private Limited – Corporate Social Responsibility Committee - Chairman

Copy of draft letters of appointment of Shri S. Anantharaman and Shri Natarajan T. G. setting out the terms and conditions of appointment are available electronically for inspection by the Members.

Shri S. Anantharaman and Shri Natarajan T. G. are interested in the resolutions set out at Item Nos. 2 and 3 respectively of the Notice with regard to their respective re-appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives / relatives of Shri S. Anantharaman and Shri Natarajan T. G. are, in any way, concerned or interested, financially or otherwise, in the resolutions.

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

The Board commends the Special Resolutions set out at Item Nos. 2 and 3 of the Notice for approval by the Members.

By Order of the Board of Directors

Sd/-

Rina Goda

Company Secretary

ICSI Membership No. A21532

Place: Mumbai

Date: August 16, 2021

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Annexure 1

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

1. The meeting through video-conference would be conducted through “Jio Meet” which enables two-way audio and video conference. Members are requested to join the meeting using the following link:

Click <https://jiomeetpro.jio.com/shortener?meetingId=5549658259&pwd=zdVW6>

or enter below Meeting ID to join meeting by entering the Password.

Meeting ID: 554 965 8259

Password: zdVW6

Detailed instructions on installing Jio meet 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, Ms. Rina Goda 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 emails from their email addresses which are registered with the company and shall only be sent to the designated email mentioned in point no. 3 above.
5. For any assistance before or during the meeting, members may contact the Company Secretary on +91- 9967622145.

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTCo51130

Annexure 2

The instructions for participating in the meeting through VC:

1. Members would have received an email from the Company to participate in the Meeting through VC on your email address registered with the Company.
2. In case you already have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting by entering the password (5 digits alphanumerical – case sensitive). Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) and meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices:**

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective App store / Play store



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the Meeting without login.



Once installed, click on invitation once again on meeting link from the email invitation/calendar events you will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digits alphanumerical – case sensitive)



Click on “**Join meeting**” option



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CIN: U40100GJ1991PTCo51130

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

Option 2

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

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digits numerical number) & meeting password (5 digits alphanumerical – case sensitive)



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