

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **Jamnagar Utilities & Power Private Limited** will be held at shorter notice on Thursday, December 3, 2020 at 11:30 a.m. at 5th Floor, Maker Chambers IV, 222, Nariman Point, Mumbai 400021, to transact the following business:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 181 and other applicable provisions of the Companies Act, 2013, consent of the members be and is hereby accorded to contribute to bona fide charitable and other funds, any amount, the aggregate of which in a financial year shall not exceed Rs. 200 crore (Rupees Two Hundred Crore only);

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to make such contribution including the authority to delegate and to do such acts and things and take all such steps as may be required 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: November 12, 2020

Registered Office:

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

Jamnagar Utilities & Power Private Limited

CIN: U40100GJ1991PTC051130

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 not less than 48 hours before the 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. The Company has received consent from all the members of the Company to send the Notice of this Meeting at a shorter notice.
3. 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.
4. 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.
5. Members/Proxies/Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding and attendance slip(s).
6. 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.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts is annexed hereto.
8. 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 400028.

Contact Details: Tel: 022 62300451 Fax: 91-22-43253000;

E-mail: debenturetrustee@axistrustee.com.

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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 accompanying Notice:

In the larger interest of the business of the Company and also fulfillment of social responsibilities, it is proposed to make contribution to bona fide charitable and other funds from time to time.

In terms of the provisions of Section 181 of the Companies Act, 2013, any amount contributed to any bonafide charitable and other funds in excess of 5% of the Company's average net profits for the three immediately preceding financial years require prior approval of the members of the Company.

Accordingly, approval of the members is sought for contributing to any bonafide charitable and other funds, from time to time, such amounts the aggregate of which in any financial year shall not exceed Rs. 200 Crore (Rupees Two Hundred crore only).

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

The Board commends the Ordinary Resolution set out in 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: November 12, 2020

Registered Office:

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

ATTENDANCE SLIP

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

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 Thursday, December 3, 2020 at 11:30 a.m. at 5th 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

Tel:- 0091 22 35555500, Fax:- 0091 22 22555560, Website:- www.jupl.co.in

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 at shorter notice on Thursday, December 3, 2020 at 11:30 a.m. at 5th 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
a) To approve contribution of funds to bona fide charitable and other funds.		

* Applicable for investors holding shares in electronic form.

Signed this _____ day of _____ 2020

Signature of member

Affix
Revenue
Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

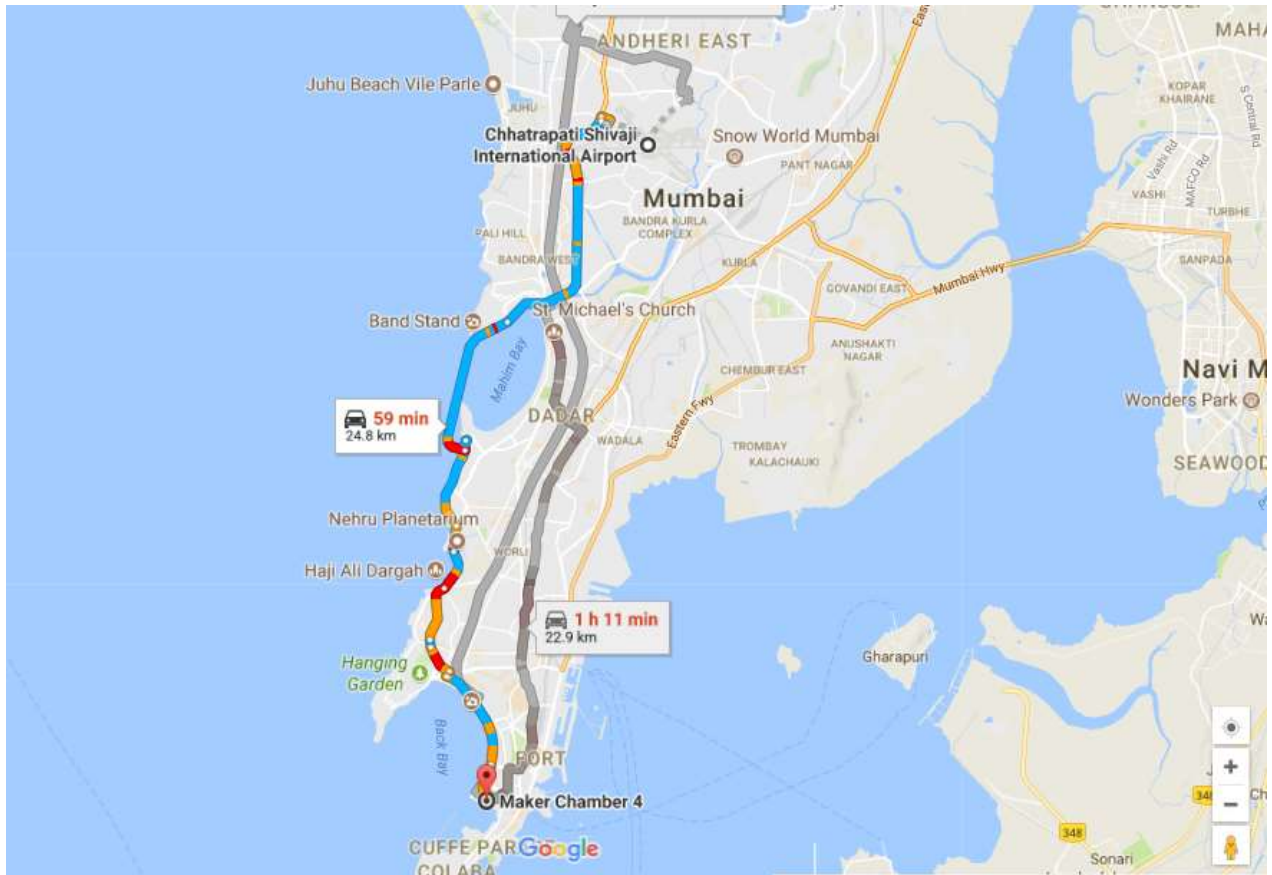
Notes:

1. **This form of proxy in order to be effective should be duly completed and deposited either in person or through post at the Registered Office of the Company not less than 48 hours before the 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:

5th Floor, Maker Chambers IV,
222, Nariman Point,
Mumbai 400021.

Corporate Office:- 5th Floor, Maker Chambers IV, 222 Nariman Point, Mumbai 400021;
Tel:- 0091 22 3555500, Fax:- 0091 22 3555560 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